



CSL/2016-17/293
July 22, 2016

BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort <u>Mumbai - 400 001.</u> Scrip Code :532443 Scrip ID:CERASAN Fax: <u>022-22722039/2061/2041/2037/3121</u>	The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Scrip Code : CERA Fax: <u>022-26598237/38 or 022-26598347/48</u>
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Dear Sir,

Sub: Deluxe Copy of Annual Report 2015-16

Please find enclosed Deluxe Copy of Annual Report which includes other corporate information along with notice of AGM and financial Statements for the Financial Year ended 31st March, 2016.

We have already sent Annual Report 2015-16 along with Form 'A' (covering letter of the annual audit report to be filed with the Stock Exchange) vide our letter No.CSL/2016-17/166 dated June 20, 2016, which is sent to all the Shareholders of the Company.

We hope you will find the same in order.

Thanking you,

Yours faithfully,
For **Cera Sanitaryware Limited**


Naimish Acharya
Manager (Secretarial)

Encl: as above

Cera Sanitaryware Limited

Sales & Marketing Office: Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006
Tel: +91 79 26449781, 26449789 Fax: +91 79 26569259 Email: marketing@cera-india.com www.cera-india.com

Registered Office & Works: 9, GIDC Industrial Estate, Kadi 382715, District Mehsana, North Gujarat

CIN: L26910GJ1998PLC034400

ANNUAL REPORT
2015-16

Vision that Sustains
Value



CERA
CERA Sanitaryware Limited

CERA
better expressed as...



- C**LASSY • Admirably Skilful and Graceful
- E**XQUISITE • Pleasing Through Beauty and Perfection
- R**ITZY • Ostentatiously Fancy and Stylish
- A**WESOME • Inspiring Feelings of Wonder and Awe



CERA IS THE STAR SME



An accolade that celebrates our spirit of excellence and enterprise.

"Cera Sanitaryware bagged the 'Star SME' award conferred by the Business Standard Group as part of its Business Standard annual awards 2015 edition held at the Crystal room of the Taj, Mumbai. Every year the Business Standard group celebrates leadership that treads alternate paths than the traditional ones.

The award trophy was presented to CERA' Chairman & Managing Director Mr. Vikram Somany, by Chief Guest Mr. Nandan Nilekani – co-founder of Infosys and former chairman of the Unique Identification Authority of India.

The award jury cited CERA's discipline in financial metrics and its continuous growth in market share. It also made a special mention about CERA's strategy for changing consumer preferences. "CERA's revenue CAGR during the past three years has been over 37 per cent, much above the industry average of 12-14 per cent.

The main thing that seems to have worked out in favour of Cera is its strategy to adapt to changing consumer preferences and the positioning of the company as a bathroom solutions provider instead of just sanitary ware. Also, its investment in brand-building and customer satisfaction paid off big time.

From Chairman's Desk...

Dear Patrons, Stakeholders and Friends,

When your efforts are well intended you are aptly rewarded for it. It rings true for us as well. During the course of the year, we received several coveted awards for our performance — Star SME from Business Standard, Business Knights award from Economic Times, Best Mid-sized Company award from Nav Gujarat Samay, Gujarat Ratna award from CNBC, Trusted Brand award from Reader's Digest, Asia's Most Promising Brand award from WCRC, etc. to just name a few.

The economy was reported as progressive with sustained and at times impressive GDP, when compared with global scenario. The year in fact passed by with a note of subdued business. Despite, the Realty and Construction business witnessed sluggishness all throughout the year, the entire trade expects good days ahead. These expectations are based committed Government policies and some initiatives in right direction. Housing for all by 2022 and 'RERA' - Real Estate Regulatory Authority Bill are important such initiatives by Central Government. Another and much discussed GST - Goods and Service Tax is in the offing and days are not too far where this will see the light of the day as with time economic and development reasons would prevail over political ambitions. As opined by economic pundits a quite a bit depends on how the onset of good the monsoon is going to be in coming months, the weather forecast has raised very good hopes for many of us. All these in turn, are expected to give much needed fillip to the economy and consumer goods more in life style and housing products. CERA is gearing up on this with more focussed efforts to build and enhance manufacturing capacities and inner strengths to control cost and be consistent on quality parameters with use of latest technologies including robotic where applicable.

The year has whizzed past and its results time at CERA again. When we sit back and look at the report card. What emerges is one strong point; acceptability of our entire product range and brand power. These are fully backed up by our responsible approach to end users and channel partners.

The process of development of new designs modules continues in every business segment. This has not only won us new customers and markets but also helped to retain loyal customers year after year. And all this wouldn't have been possible without the commitment, dedication and hard work of our team, from production to marketing, from design and sales and service. When it comes to CERA products range we are one of the best in the quality we offer.

As you flip through the pages the cumulative result is for all to see. Our growth saga continues despite subdued market conditions. We could achieve good set of numbers primarily on account of our continued efforts in leveraging the brand value and product optimization. Sales and marketing strategies that helped us largely was based on our focussed and intensified efforts to promote faucet ware and sanitary ware with sustained business in tiles which after our new Joint Venture in Southern India - Anjani Tiles Limited, certainly gives us an edge in competitive market with much better volume growth in time to come.

With enlarged product basket and truly meeting the expectations of a reliable 'bathroom solutions' provider, along with deeper penetration in tier II markets has seen the company doing relatively well sustained demands scenario. Combined with our excellent after-sales service riding on a backbone of a very loyal distribution network across the country and you have winning formulae in hand, year after year.

We also launched an initiative to give our customers a tactile experience; CERA Style Studios born out of this urge to give a touch and feel experience is now available in upmarket locations in Ahmedabad, Mumbai, Kochi, Bengaluru, Hyderabad, Gurgaon, Chandigarh, Chennai, Thiruvananthapuram. To strengthen our footprints in Eastern India, a new CERA Style studio was recently opened in Kolkata. We have earned kudos for this initiative and also gathered useful feedback from prospective customers.

We also now have a dedicated display and sales touch points called CERA Style Galleries owned and managed by its trade partners. As of today there are 200 of these which are soon to increase. For smaller retail partners we have encouraged and promoted the CERA Style Centre. This has helped visibility of the brand in smaller towns and outlets. We have even gone a step forward with CERA Style Studios on Wheels, bringing the products to the doorsteps of key decision makers like architects, developers, etc. And finally our after sales service is further strengthened with CERA Care wherein new technicians have been inducted for taking care of services in all key cities of the country.

With continued support from talented actor & Bollywood style and fashion icon Ms. Sonam Kapoor as our Brand Ambassador, the brand visibility has become phenomenally eye-catching. We are garnering through high decibel television campaigns on national and regional channels showcasing sanitary ware, faucets wares and tiles. The

television campaign was supplemented by print advertisements in magazines. The exercise did make heads turn as we are now a notch above the rest.

With so much going we are also broadening our horizon with an exclusive tie up with Italian luxury designer sanitaryware brand, ISVEA, to market their luxury range of sanitaryware in India. With this we make our much awaited entry into the luxury segment.

We are also fully committed to Our Hon'ble Prime Minister, Shri Narendra Modi's 'Make in India' initiative of transforming India into a global manufacturing hub. We reiterate our commitment to his vision of making India self-sufficient and self – reliant. As we leap ahead I believe that we shall grow from strength to strength and emerge as a truly global brand one day. Blending Indian values with international quality, design and style.

Que CERA CERA, the future is ours to see!

Till we meet again, here's to happy times!

Thank you.

Vikram Somany, Chairman

'CERA'

“ At CERA, we see ourselves taking the next big leap. Having established ourselves as a consistent player in the sanitaryware segment we are now looking at much higher growth through new products and range of newly developed designs.. expanding our market footprint by entering the luxury segment soon. ”



CERA and Corporate Information

PRESENT BOARD OF DIRECTORS

Name of Director	Designation
• Shri Vikram Somany	Chairman and Managing Director
• Smt. Deepshikha Khaitan	Vice Chairperson (Non-Executive)
• Shri Sajjan Kumar Pasari	Independent Director
• Dr. K.N. Maiti	Director
• Shri Govindbhai P. Patel	Independent Director
• Shri Lalit Kumar Bohania	Independent Director
• Shri Atul Sanghvi	Executive Director

Shri S C Kothari - Chief Executive Officer

Shri Bharat Mody - Strategic Advisor

Shri R B Shah - Chief Financial Officer

Shri Narendra N. Patel - President - Company Secretary & Compliance Officer

REGISTERED OFFICE

9, GIDC Industrial Estate, Kadi - 382 715 Dist. Mehsana, Gujarat, India.

CORPORATE OFFICE

Mudgal Lounge, 2nd Floor, 23, Chetla Central Road, Opp. Chetla Central Park,
Kolkata - 700 027. Tel.: +91-33-24484222, 24484223, 24484224.

E-mail: corporateoffice@cera-india.com

SALES & MARKETING OFFICE

"Madhusudan House", Opp. Navrangpura Telephone Exchange, Ahmedabad - 380 006

WORKS

- I. Sanitaryware and Faucet ware Plants: 9, GIDC Industrial Estate, Kadi- 382 715, Dist. Mehsana, Gujarat.
- II. Wind Farms
 - ♦ Village Patelka & Lamba, Taluka Kalyanpur, District Jamnagar, Gujarat.
 - ♦ Village & Taluka Kalyanpur, District Jamnagar, Gujarat.
 - ♦ Village Kadoli, Taluka Abdasa, District Kutch, Gujarat.
 - ♦ Village Jivapar (Anandpar), Taluka Chotila, District Surendranagar, Gujarat.
 - ♦ Village Mota Gunda, Taluka Bhanwad, District Devbhumi Dwarka, Gujarat.
 - ♦ Village Navagam, Taluka Bhanwad, District Devbhumi Dwarka, Gujarat.

BANKERS

State Bank of India

AUDITORS

H. V. Vasa & Co., Chartered Accountants,
B-2 "Usha Kiran", Opp. Khanpur Gate, Ahmedabad 380 001

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited,
201, Shardal Complex, 2nd Floor, Opp. Bata Showroom, Ashram Road,
Ahmedabad - 380 009

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Mrs. Deepshikha Khaitan
Vice Chairperson - Non-Executive

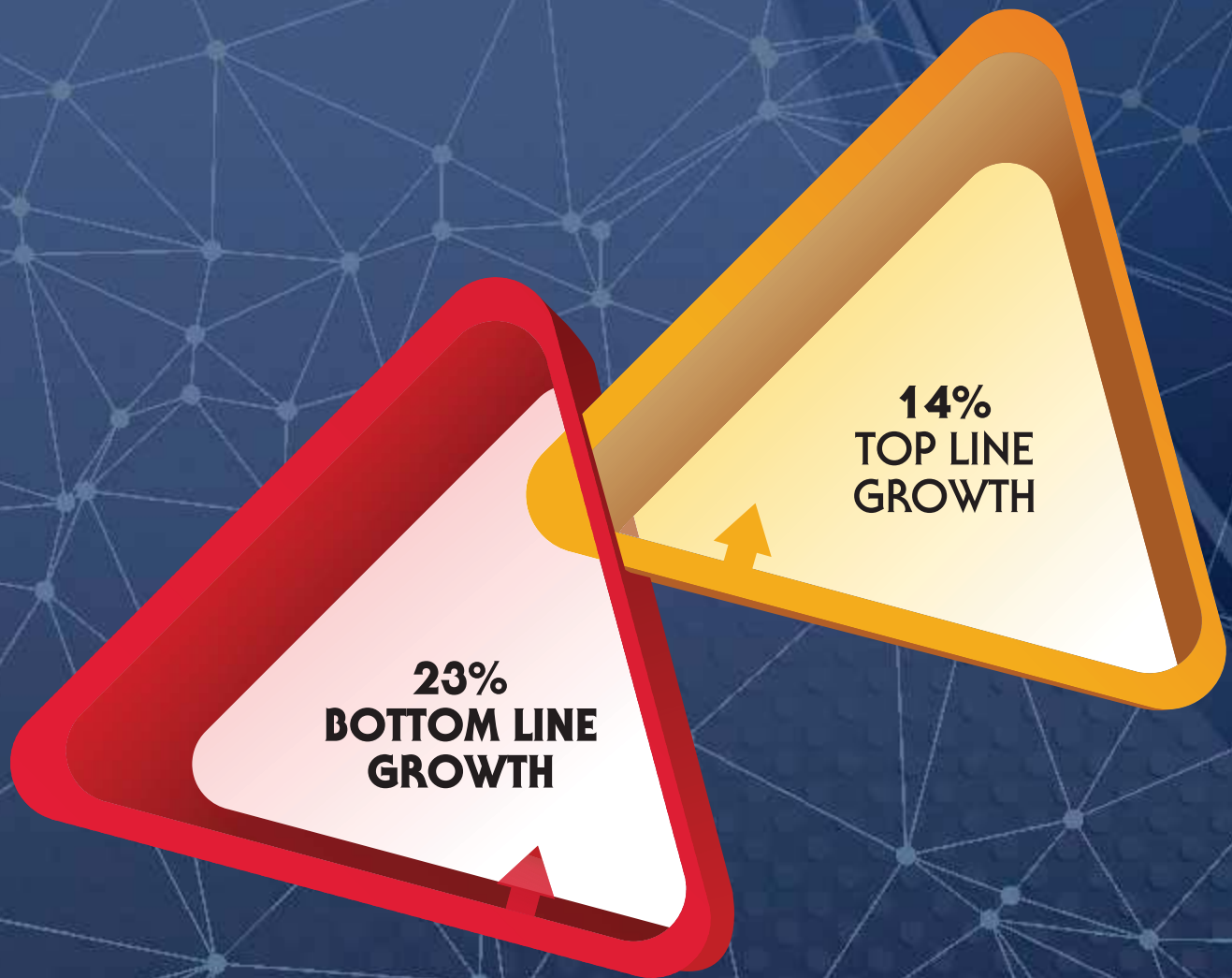


SPARKLING JOURNEY

Inventing Brighter Future



**GROWTH IS A
CONTINUOUS PROCESS...**



CERA

**180%
DIVIDEND**

**Rs. 53.36
EPS**

**WE REINFORCE THIS
WITH OUR ENDEAVOURS.**



Mr. S C Kothari
Chief Executive Officer



Vision

AIMING HIGH!

- Brand Power
- Product positioning
- Endeavour to generate and sustain 'Returns on Investment' for the organization as well for Share holders
- Always eager to establish benchmark in upholding the highest standards of business ethics and corporate governance
- Endeavour to enhance support system to CERA's business associates

...And lead a way in fulfilling corporate social responsibilities.
Reinforcing the foundation for growth...

‘CERA’

in every home...!

Leadership by **PRUDENCE**



Mr. Atul Sanghvi
Executive Director

Mission CLEAR CUT FOCUS

- Focus on Top line as well as on Bottom line. To create and build platform for sustainable top line and bottom line growth
- To strengthen company's position as a market leader across product basket so to say as total bathroom solution provider
- To implement the best practices in areas of product quality standards as well as in health and safety for all our employees
- To become a preferred brand for real estate developers as well as that for retail customers
- To be known as an efficient brand
- Excellent after sales service
- Easy availability through extensive network
- Helping customers choose the right product
- Friendly and responsible workforce

..In the footprints to sustain growth.

Consistent performer,
built on many strengths





SOLID TRACK RECORD BASE FOR SUSTAINING GROWTH MODEL

We lay more emphasis on 'Business Model' that we perceive; a 'Powerful Manufacturing Base' with world class technology at Single Location and 'Outsourcing' domestically as well as from overseas are two main pillars for sustaining growth and margins amidst relatively subdued realty market.

The track record of consistency in performance woven with responsible attitudes and credibility has helped relationships extend beyond market dynamics during the long journey of around 36 years.

Over these many years, the Company has been successful in establishing brand, widespread distribution network and pioneering initiatives which have evolved 'CERA' from a pure Sanitary ware manufacturing company to complete status of a bathroom solutions provider.

'CERA', during FY 2009-10 made a modest beginning in this direction and had put up a state of the art manufacturing of Faucet ware. Continuing these efforts to

expand the product basket, in FY 2012-13 the company also forayed into Tile business purely on 'Outsourcing' business model riding high on brand image. As a way forward, 'CERA' during FY 2015-16 entered into JV – Joint Venture; arrangement with controlling stake of 51% in Anjani Tiles Limited.

A meticulously chalked out strategies of expansion - diversification with enlarged product basket and aptitude of strong customer focussed business approach, the company has exceeded the expectation of industry watchers by recording growth in top line of nearly 13.63% and in bottom line of 23.35%. The top line CAGR of last Five (5) years, too remained fairly healthy at 30.76%.

Strengthening of quality product basket, intensifying and further enlarging distribution reach with noteworthy visibility, is expected to help sustain growth model to outpace general industry growth rate.

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- 3 PRODUCT BASKET
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- 13 WORKING CAPITAL
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These help us to balance
Growth and Margins





1

STRATEGIC LEADERSHIP

The leadership that has ethical values to inspire trust with straight forward but courageous and imaginative action plans based on good values of honesty and integrity.

The management skills of decision making with enterprising temperament are true characteristics that go to build the organization.

'CERA' is blessed with all these traits..!

The efficient board of Directors led by Mr. Vikram Somany - the CMD, a born entrepreneur; ably assisted by Mr. S C Kothari as CEO, a veteran of sanitary ware industry and Mr. Arul Sanghvi as Executive Director, a marketing and management wizard, Ms Deepshkha Khaitan holding degree in economics and law and Mr Bharat Mody as Strategic Advisor, a senior CA and law graduate with considerable of experience in corporate affairs including general management and value creation who have together successfully built the organization on ethics and good values.

Successful organizations can only be built only with visionary leadership.



2

BRAND CERA The brand that one can rely

Brand 'CERA' is one of the main pillars on which its growth plan rests.

As part of its value system, the company believes in exceeding expectation by achieving benchmark in transparency, reliability and integrity with disciplined and customer focused approach. We have always been striving for excellence through product innovativeness. We deliver what we promise.

OUR USER CUSTOMERS HAVE FOUND THIS TRAIT IN US!

The entire credibility of product quality moves around how good the brand is perceived. The brand perception for 'CERA' has been continuously on a rise. Brand signifies that the product specifications are uniform. The product quality one can rely on consistent basis. The level of

customer satisfaction rests on Price and Value that conforms to high class quality standards across product range. All these backed up by responsible attitudes.

'CERA' over a period of times has passed all these many tests to emerge as one of the most reliable brands in its product category.

With Bollywood celebrity Miss Sonam Kapoor – the brand ambassador for the company, the brand has become more visible over past few years that too with a cautiously controlled outlay on media and advertisement expenses. Company's efforts to garner share in premium segment with single brand too, has been acknowledged by the industry.

Yes, these all contribute to the -
'BRAND YOU CAN RELY!'

'CERA', way back in 1980 began its journey as purely a sanitaryware manufacturing company.

The company for the first time and so early in those days came out with a concept – 'Your Bathroom is a Room too !' - identified the bathroom as high potential business possibilities and beyond only sanitaryware.

Over the years, the need was felt to enlarge the product basket. The objective is to garner larger share of the bathroom products and help the company to grow faster.

With synergy in terms of end-users and almost same distribution channel, the company cautiously ventured in a phased manner into other products such as Faucets and Tiles besides lifestyle range of products.

Versatile stylist designs backed up by introduction of innovative manoeuvrability in faucets have helped the company establishing as one of the major force.

Riding high on established brand image and to fall in line with new business equations with number bathroom being used more as business matrix rather than number of sanitary ware or faucet ware per bathroom, company also entered in the business of Tiles.

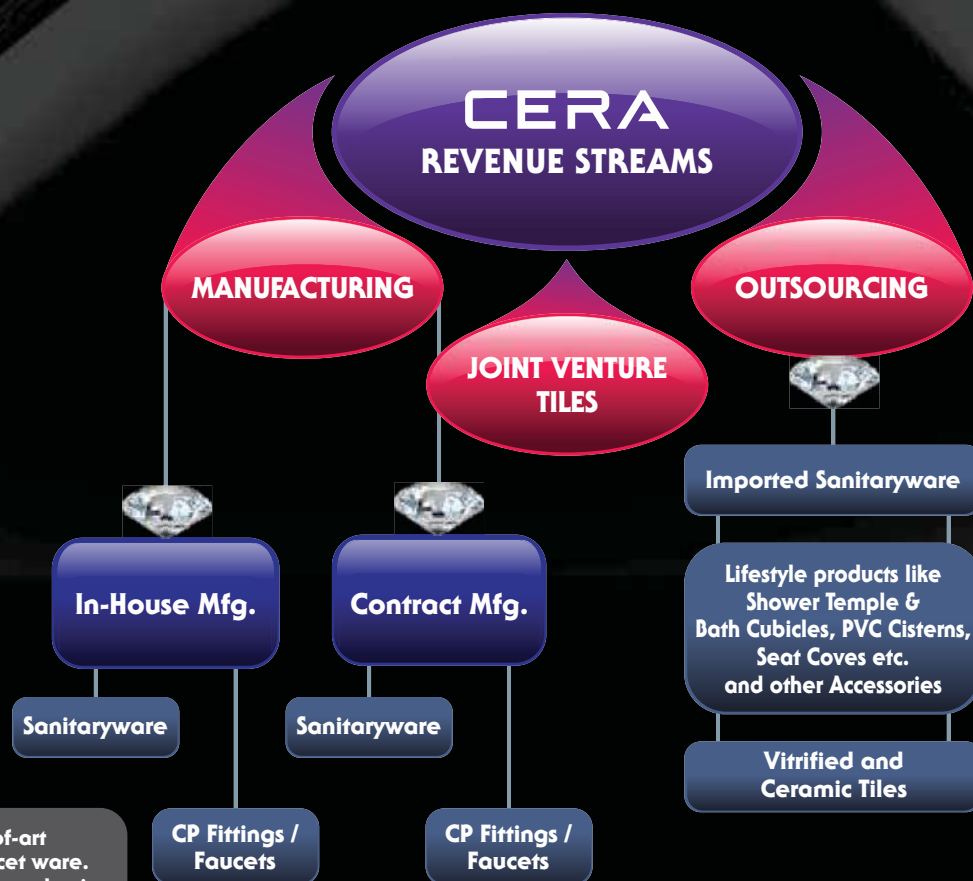
After testing the water and initially relying on 'Outsourcing' business model for tiles business, the company cautiously has stepped up into JV business model at a more favourable location to garner larger benefits on freight cost.

With all collective efforts and composite product basket, the company has been able to gather much more competitive strengths to sustain growth in cyclical and at times even volatile realty market.



4 REVENUE STREAMS

Revenue stream is largely based on business model perceived by 'CERA'.
An optimal mix of 'manufacturing' and 'outsourcing' of products keeping in mind different contributory margins.
A new initiative during FY 2015-16 is taken to enter into JV with controlling interest for manufacturing tiles.



Commissioned a state-of-art manufacturing plant for faucet ware. Initial capacity of 2,500 pcs per day is now raised to over 7200 pcs per day and further scalable to 10000 Pcs. per day

Existing production capacity of sanitaryware close to 3.00 mn pcs pa



5

PRODUCTION EFFICIENCIES

Production efficiencies or productivity is of vital concern at manufacturing operations. The EBDITA margins are greatly influenced with change in productivity.

This area therefore is of a high critical relevance to sustainable margins. CERA management has never undermined its due importance and constantly endeavours to remain extremely vigilant.

The use of Robotic technology, 3 D Printers, computer aided new technology and system integration are some of ongoing preventive measures in vogue at manufacturing processes not only help controlling consistency in quality but also help enhancing productivity.

The largest manufacturing plant at one location has its inherent and innumerable cost management advantages.

The rationalization of manufacturing overheads has emerged as one of the key cost control measures. It not only neutralizes the cost of relatively higher freight to feed market across pan India but more than this has resulted into cost savings.

ENERGY, GAS AND POWER

Energy efficient firing Kiln

Firing kilns installed in sanitaryware division have its base of technology from Europe or Australia. One of the major criteria of selection is efficiency and energy cost.

Energy – Gas and Power

Availability of Natural Gas

Natural Gas is available to the company at APM - Administered Price Mechanism from some of the isolated wells. This is a fairly long term arrangement.

The company, for years, has been taking advantage of alternative sources of energy to support its cost control measures. As part of Green Initiatives, company, during FY 2014-15, has further added two Wind Turbine Generators having 4.00 MW capacity each taking the total tally of wind mills to 20 generating total 11.825 MW power generation.

Additionally, company has taken unprecedented initiative to go for Rooftop Solar Power generation plant for captive use, a 1.00 MW plant to supplement power generation with alternative energy source.

With this, the company is almost self sufficient in generating its own power requirements





7

PRODUCT QUALITY



Investment in Technology is what '**CERA**' thrives at.

Following international ISO standards on quality, environment and safety standards - some of the benchmark achievements in early stages are few of many 'Firsts' that CERA has.

Initiative to form 'Quality Circles' for awareness that percolates to the deepest of the roots in manufacturing process layers with skilled and semi-skilled work force backed up by ongoing training to improvise further are steps in positive direction and help building responsible attitudes.

The established manufacturing process parameters with ongoing product development efforts, use of latest technology, experienced team of senior management and skilled supervisory staff have taken 'CERA' to achieve some noteworthy benchmarks in consistently producing high class quality products.

Commissioned a state-of-art manufacturing plant for faucet ware. Initial capacity of 2,500 pcs. per day is now raised to over 7200 pcs. per day. This is further scalable to 10000 pcs. per day.

Existing production capacity of sanitary ware close to 3.00 mn pcs pa CERA also entered into JV business model for manufacturing of tiles at Dist Nellore in Andhra Pradesh with initial capacity of 10000 sq.mtrs. per day. The encouraging part is that the capacity of manufacturing tiles can be scaled up at least three times at the same location.

A combination of in-house manufacturing as well as contract manufacturing with 'outsourcing' and under JV Arrangement - This strategy in turn offers flexibility in weathering potential cyclical volatility.

However, 'CERA' focuses more on in-house capacity building for its core product sanitaryware. Casting facilities in green ware; mould making for attractive designs & efficient firing kiln are of international standards in sanitaryware.

The faucet ware plant is equipped with VMC's / CNC, high tech energy saving induction furnaces, gravity die-casting machines, high pressure testing facilities, auto polishing machines, robotic controlled grinding machines, auto-plating nickel-chrome plant and some special purpose machines to produce quality conforming products.



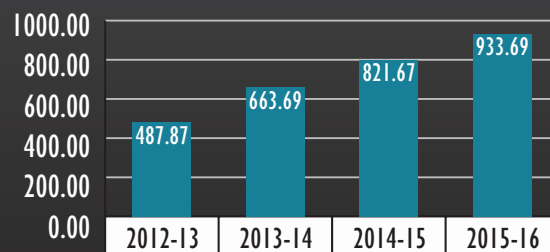


CERA GROWTH TRAJECTORY

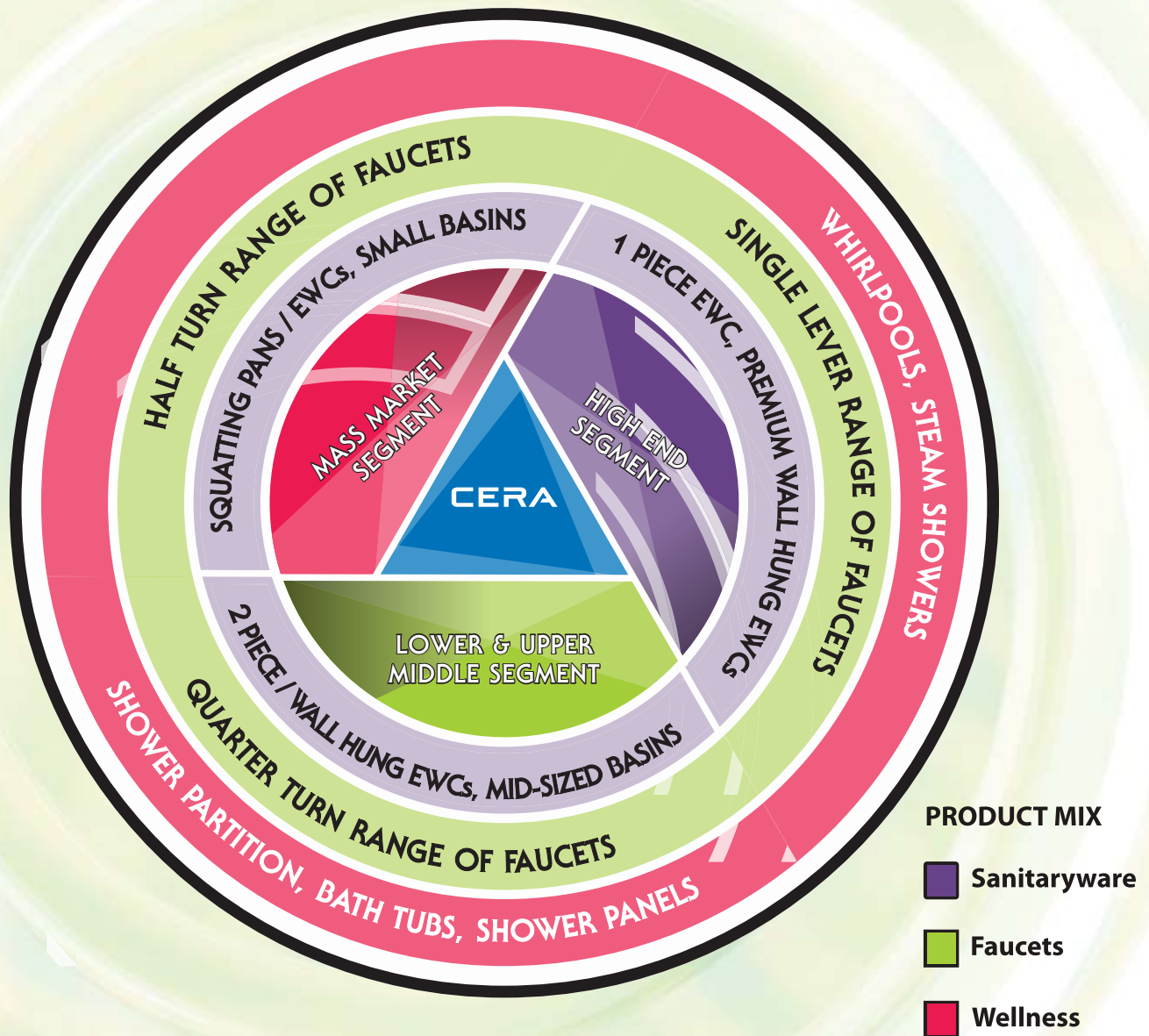
Capacity expansion in SW from 0.3 mn pcs. pa in 1979-80 to 3.0 mn pcs. pa achieved in 2014-15



Net Sales (₹ in Crores)



Over the decades, the Company has progressed from a sanitaryware manufacturer to a provider of Bathroom and Kitchen solutions by Capitalizing on a strong brand image.

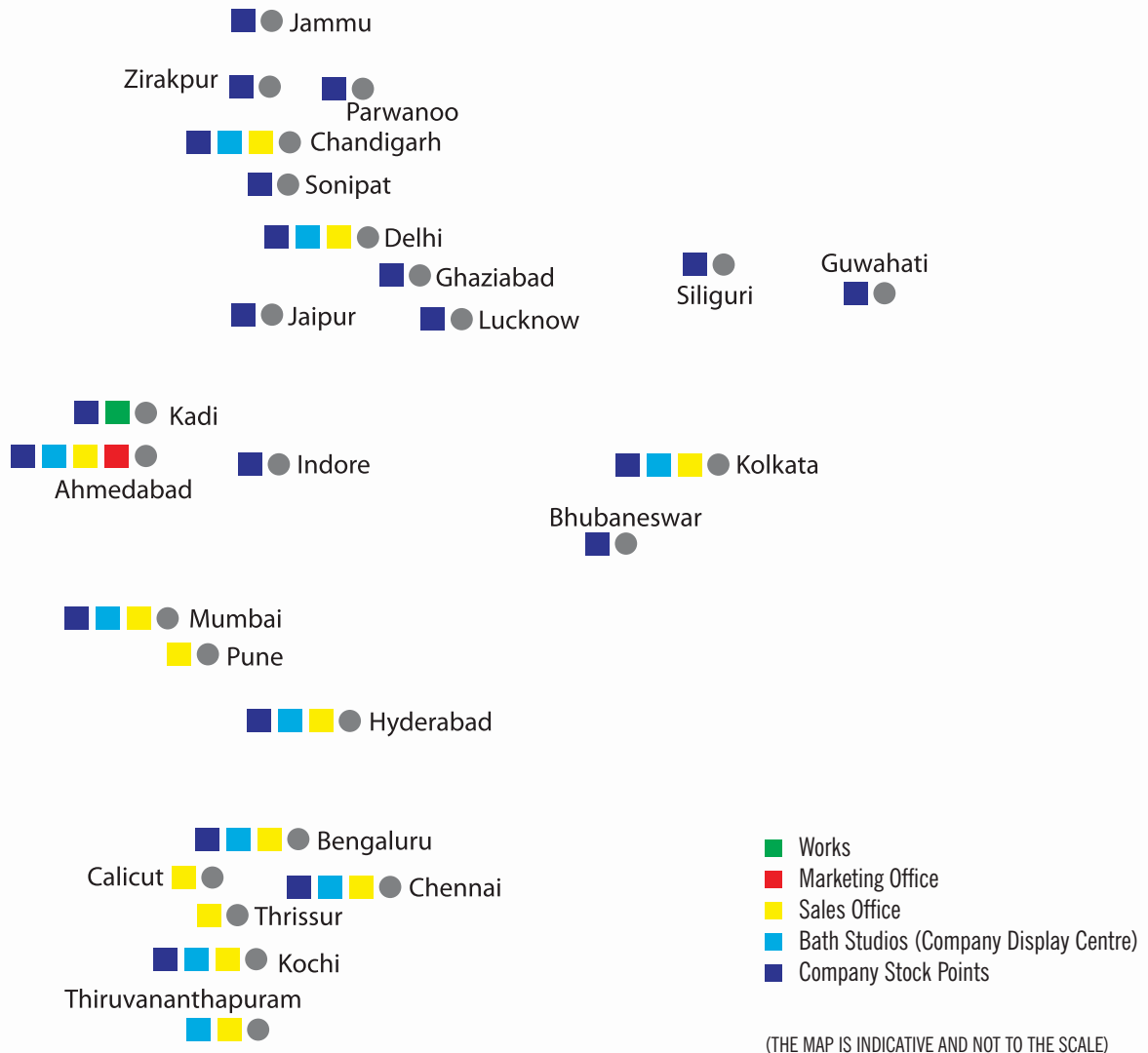


Despite only a single brand, 'CERA' products have significant acknowledgment for its product portfolio and its presence across the all market segments; be it for the elite class in premium range or for upper upper and upper lower in middle class or in mass market.

The vision is to find 'CERA' in every home!

The customer satisfaction for his spending is close to our heart as we offer Value for Money in every product category.

The company steadily has been enhancing its presence in premium segment while keeping its feet firmly grounded in mass market as well as for upper and lower middle range segments.



INDEED OUR NATIONAL PRESENCE

The strong and wide spread marketing and distribution channel has been a major contributing factor to successfully introduce new and innovative products in the market

'CERA' enjoys a strong distribution network with close to 1500 Distributors / dealers (authorized stockiest) and 15,000 retailers.

To supplement the distribution channel, the company has more than 20 major stock points all over India. Cera also has 10 zonal offices, service offices and 10 studios across the country.

A major marketing of expanding dealers / retailers network is an ongoing process which intensifies Cera's presence in already strong territories besides entering newer territories where its products have acknowledged acceptance.



11 OPTIMIZATION

The entire business strategies are resting on this concept.

There has been a constant endeavour to optimize every revenue centre be it the products; territories or the dealers.

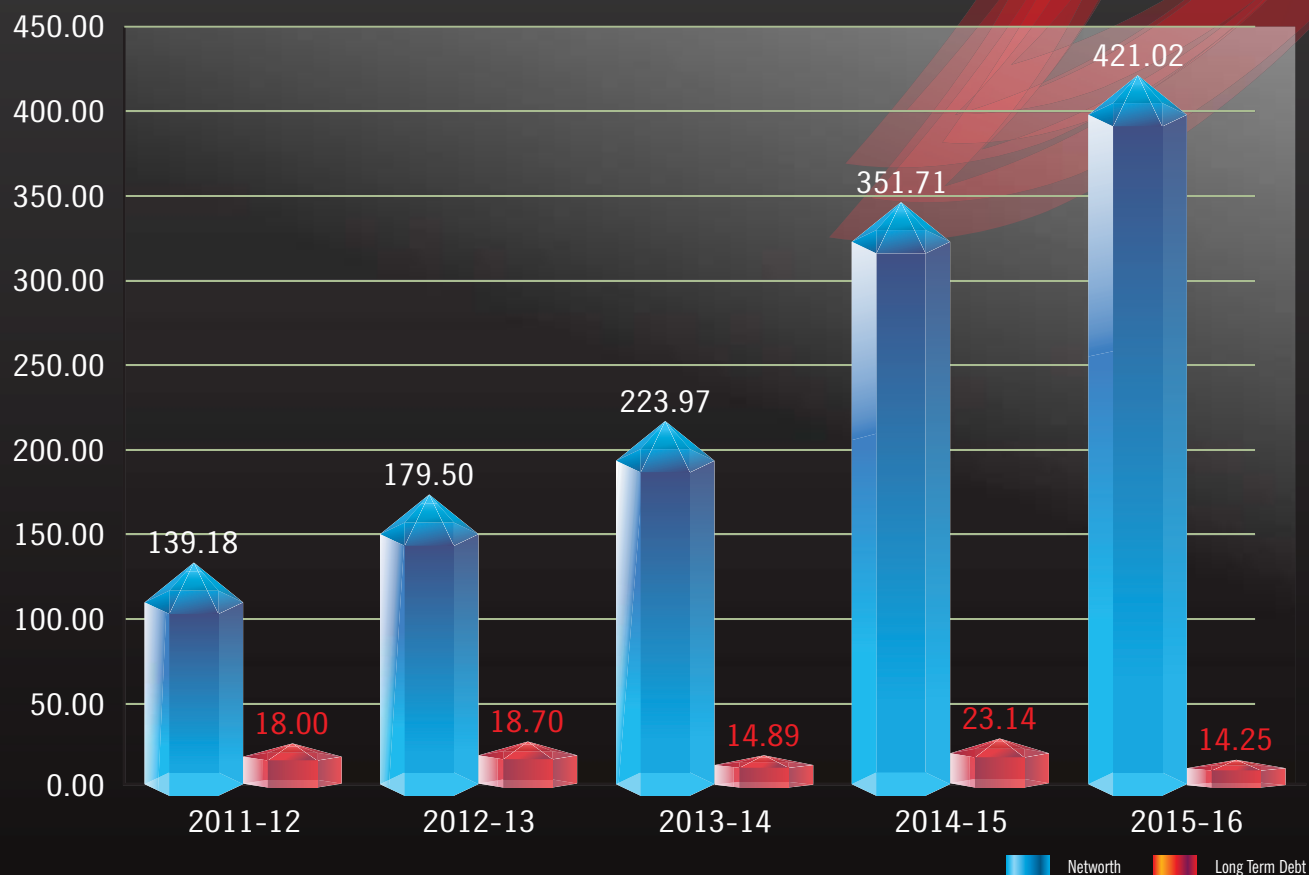
The concept of optimization gets further expanded with managerial personnel when KRAs are drawn to get what best they can deliver to the organization with matching remuneration policies to motivate them.

The asset utilization are optimized to make full use of the capacities built. The working capital cycle is constantly monitored with an eagle's eye on inventory and debtors and consequent use of the funds to have one of best return on share holders' funds.



'CERA', with its wholesome conservative policies, has judiciously used dose of long term debts as and when needed. This in turn helped achieving what perhaps many Indian conglomerates would really look forward to settle at - 'Virtually a debt free company'! In fact your company enjoys comfort of some money lying in bank deposits or liquid funds. Ideally, this may become handy in unforeseen rainy days or even become helpful in catching up with possibilities of some favorable business opportunities at appropriate time.

Majorly, over the years, the CAPEX has been funded with internal accruals.



The Working Capital cycle is constantly monitored with an eagle's eye on Inventory and Receivable Management...

CERA CHAIRMAN'S CLUB

This is a novel concept for the entire industry.

The simple rationale behind this initiative and mooted this concept of forming 'Cera Chairman's Club' is to improve interaction with channel partners and resultantly to help company knowing ground realities far more better. Eventually this to help upgrading and modifying business plans to suit market conditions from strategic and product mix perspectives; intensifying distribution reach further with larger penetration besides help percolating CERA's business philosophy down the line to all channel partners and ultimately to the Customers.

A performance based entry would make the top nationwide 50 distributors - dealers eligible to find their berth in this elite 'Chairman's club' as they stand to benefit quite a bit; would have direct access to the management team for guidance to the business; receive priorities in deliveries and at times getting performance based better deals from the company which generate healthy competition!

A workable model is created comprising of senior management team to ensure healthy interactions and successful implementation newer business ideas to establish 'Connect' at every level with clarity and commitments. These efforts, when done with continuity, is expected to strengthen loyalty in entire distribution channel.

For distributors and dealers it is a matter of reorganization.





A NEW SHOWCASE TO A WORLD OF EXCELLENCE

CERA opens CERA Style Studio in Kolkata

A touch and feel display centre 'CERA Style Studio' has been launched by CERA in Kolkata at Topsia Crossing. The studio is spread over 4,500 square feet, showcasing the latest range of sanitary ware, faucets, tiles and kitchen sinks along with our complete span of wellness products.





SAP - ERP

Rather than viewing IT as a set of tools necessary for doing business, CERA is looking to gain value from IT investments. It is focusing on business process re-engineering and optimizing support processes and on driving IT to enabled businesses processes and improve its overall efficiencies in operations.

SAP - ERP, has reasonably high level of standardization, a minimum of application and solution installation with limited system customization help CERA to establish and drive effective control of IT and business costs.

As the company is growing rapidly, the need is felt for making the systems to be 'fail-safe'. After thorough evaluation, it was decided to implement SAP.

THE INNOVATIVENESS...



Product Innovations that improve manoeuvrability, functional ease and also reduces product cost is a key to success. When these innovative efforts get reflected into elegant designs and styles it adds more flavour.

CERA's Water Saving Mission Continues...

CERA is known for its innovation since its inception. Almost 15 years back, when CERA introduced twin-flush in India, it was a revolutionary concept for water-saving. Today, almost 100% of one-piece and two-piece WCs from every manufacturer come with twin-flush option. That was CERA's truly trendsetting innovation.



E - Commerce

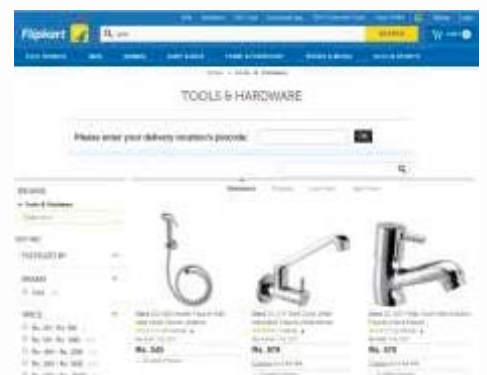


The buying habits of Indian customers are changing more so in consumer goods. 'On-Line' trade has done phenomenally good these days with growing interests in quite a few product categories.

CERA's products are classified under consumer durables and fits in to the category of 'E Commerce' business platform. Serious efforts are being worked out to structure modality in providing a wide range of products across the overcoming geographical barriers with service supports.

CERA is the first to initiate and provide on its website 'On -line' support to a concept – 'DESIGN YOUR OWN BATHROOM' with 3-D designing concept and has found favors with many end user customers.

CERA is currently using the E Com platforms such as Amazon, Snap-deal and Flip-kart to sell its products. These platforms, more than generating sales volumes, offer good visibility to the brand.





ANJANI TILES LTD.

Cera, as policy, has decided to ride high on its strong 'Brand' image and perceptions, more so in case of product such as TILES where manufacturing is well supported by trusted international technology.

The industry has witnessed, for many years, a proven business model of Joint Venture - 'JV' and the same is successfully practiced by industry leaders in this country.

After testing the market for more than three consecutive years with encouraging growth on pure 'outsourcing' business model, the management is convinced that the base needs to be enlarged with manufacturing and capacity building under its control.

'Cera' found promoters of Anjani Tiles a perfect set of people to become 'JV' partners who possess solid experience and capability in manufacturing tiles of every category. 'CERA' has settled with controlling interest in ATL leaving operational manufacturing responsibility with the other partner as it would buy out entire production to be marketed under brand CERA thru its wide spread distribution network.

The plant is commissioned for commercial production on April 01, 2016 with initial capacity of 10,000 sq mtrs. per day and is located at Dist Nellore in Andhra Pradesh more close to Chennai as primarily it would help serving southern market with many commercial advantages.

What is more encouraging is the scalability at the same location.



The rationale for a tie-up with ISVEA is to add flavor in a step towards product premiumization more so with Sanitaryware to help enhance CERA's strengths further to combat competition from global players. With the advent of several MNC brands, the luxury segment of sanitary ware was being captured by them. It was, therefore, necessary for CERA to protect its turf in the luxury arena to bring in an international brand, and thus ISVEA was brought in.

ISVEA is a 55 year old Italian luxury designer sanitary ware and complements CERA perfectly by competing with other international brands.

"The brand, which has successfully passed through many stages, and symbolized by the Phoenix, telling us that what we are searching for at far away distances is actually very close, inside us, and representing rejuvenation - aiming to offer a completely different bathroom experience - ISVEA."

"The Italian ISVEA has been founded in 1962, in the surroundings of Eusania Del Sangro at a distance of 200 km to Rome. It has started production as the 7th vitrified ceramic company of Italy, which is the world leader in the field of ceramics, and has continued its activities as a typical Italian producer.

As a brand, especially widespread in Southern Italy, it has found a place among the top 10 producers in the market. - ISVEA"

Cera is sole distributors in India with right to select exclusive designs from wide range of product mix.



FINANCIAL BRAND

INVESTOR'S RELATION AND CREDIBLE BUSINESS STRATEGIES

THE VISION THAT CREATES SUSTAINABLE VALUE..

SOME INVESTMENTS ARE FOREVER !!

The Four 'C's that depict long term investments that create wealth are found in diamonds.



'CLARITY'
The Clarity in Vision



'CUT' -
The Cutting Edge over Competition



'CARAT' - One of the best Mid-sized
building material companies with
strong fundamentals



'COLOR' -
The Transparency





Needless to add, 'CERA' now is a preferred investment destination for many years in sanitary ware industry and also in Building Material space especially in domestic bourses with clarity, cut, carats and color.

'CERA', a product brand in its own right, has now evolved into a financial brand too with its consistent record of higher earnings.

PAT also the EPS. Noteworthy it is; every important financial parameter remained almost steady with whopping growth of around 13.63 % over FY 2014-15 in the top line and of 23% in the bottom line!

The Credible Business Plan - Leading towards Growth & Value Creation.



THE MACRO VIEW OF ECONOMY

PROSPECTS

The sanitary ware industry as a whole is very likely to get a tremendous boost with Prime Minister's drive on much needed improvement in sanitation conditions across the nation. Initially the unorganized sector should benefit more than the organized sector players. As the momentum picks up the dearth of enough capacity would force the drive to use better product.

The corporate India under its mandatory CSR activities is expected to take a lot more initiative to support the Prime Minister's ambitious drive.

The plan to build 100 smart cities across India will offer a lot more opportunities to the organized payers.

'CERA' slowly has been building capacities to meet with challenging demand fulfilment situations.

Business Standard – New Delhi

21 March, 2016

RAISING A TOAST TO INDIA INC'S TOP ACHIEVERS:

Celebrating the spirit of entrepreneurship

The 16th edition of 'The Business Standard Annual Award – 2015', gave a unique opportunity for India INC to discuss balance between development, security needs and environment conservation. Not only the leaders of today, but the leaders of tomorrow shared the dais as well. The winners were decided by a distinguished jury led by G N Bajpai, former chairman of the Securities and Exchange Board of India. The others in the jury were IL&FS director & group CIO Vibhav Kapoor, IndAsia Fund Advisors chairman Pradip Shah and Ashvin Parekh Advisory Services LLP managing partner Ashvin Parekh. The jury bestowed CERA Sanitaryware with Star SME award at the BS Awards.

Business Standard [Link: http://www.business-standard.com/article/companies/bs-awards-2014-and-the-winners-are-%E2%80%A6-115032401039_1.html]

Mint

23 February, 2016

Infra sector: issues and expect

The Government has increased public investment in infrastructure, announced measures to address issues impeding the sector, such as access to long-term funding, inequitable risk allocation in public-private partnership (PPP) projects & adequate institutional capacity. Business Sectors like Ports, Roads, Aviation, Railways, etc. will be the catalyst for the much needed boost for Infrastructure.

NDA Government has been successful in identifying and formulating long-term and visionary infrastructure development initiatives, addressing languishing projects, and pushing certain policy initiatives in areas like coastal shipping, aviation and inland waterways.

The Times of India – New Delhi

12 March, 2016

High-end toilets at 94 sites

High-end toilet complexes will be developed at 94 sites, tenders for design-build-operate-and-transfer (DBOT) basis project are to be floated soon. South Corporation will only provide the land; private agencies will bear the cost of developing these toilets and maintain them for 10 years. 300 Sq. Ft. at each of the complexes will also be earmarked for advertisements.

The Economic Times [Gujarati] - Mumbai

15 March, 2016

Real Estate Bill to boost FDI, bring in more transparency

The Realty sector is hopeful about 'Real Estate Bill', as the changes in the legislations is expected to bring momentum to the real estate sector. The legislation would bring more transparency, strict monitoring and timely revamp of real estate sector in India. The biggest beneficiaries would be some well-established property developers like Oberoi Realty, Prestige Estates & Godrej Properties, who compete in the Unorganised Market. They would be the first ones to recover from the shock.

स्वच्छ भारत मिशन



SWACHH BHARAT ABHIYAN AS AN OPPORTUNITY



GROWTH FOR THE INDUSTRY IN GENERAL

Indian Council of Sanitaryware Manufacturers (INCOSAMA) welcomes the Prime Minister's vision of Swachh Bharat. Together with its member partners INCOSAMA pledges its support to translate this vision into reality and took a step forward on the auspicious occasion of Mahatma Gandhi's birth anniversary.

The Hindu/ Deccan herald/ Financial Express

26 February, 2016

What it Means – The essentials of a good CSR programme

Swachh Bharat Abhiyaan, launched with much fanfare last year, seems to be slowing down with every passing day. The most of the 122 lakh toilets, still lie unused, raising questions on the very basic element. INR 1917 Cr. have been collected from the citizens & corporates, by the means of Swachh Bharat Cess. The article outlines requisite characters for a good CSR programme.

Business Connect – CSR in alignment with core business interests of the organisation; Brand Architecture – CSR must create impact on the brand value; Local Relevance – Local areas specific schemes and plans, while checking its continuity; Effective Measuring – an effective system of monitoring grants & infrastructure; Dedicated CSR Professionals to execute etc.

Reliance has emerged as the top company in terms of corporate social responsibility (CSR), having spent over INR 760 crore, out of the total of 460 listed firms. RIL was followed by ONGC, Infosys, TCS and ITC. Other companies in the top 10 include NTPC, NMDC, Tata Steel, Oil India and Wipro. Other companies that managed in the top 20 are Indian Oil, BHEL, Mahindra & Mahindra, Larsen & Toubro, GAIL and Hindustan Zinc.

One of the big challenge before the government is the "deeply entrenched norms and facilitating behavioural change."

- The Hindu [Link: <http://www.thehindu.com/news/cities/mumbai/business/the-essentials-of-a-good-csr-programme/article8283444.ece>]
- Deccan Herald [Link: <http://www.deccanherald.com/content/531299/use-maintain-toilets-village-swachh.html>]
- The Financial Express [Link: <http://epaper.financialexpress.com/733272/Ahmedabad/27-February,-2016#page/3/1>]

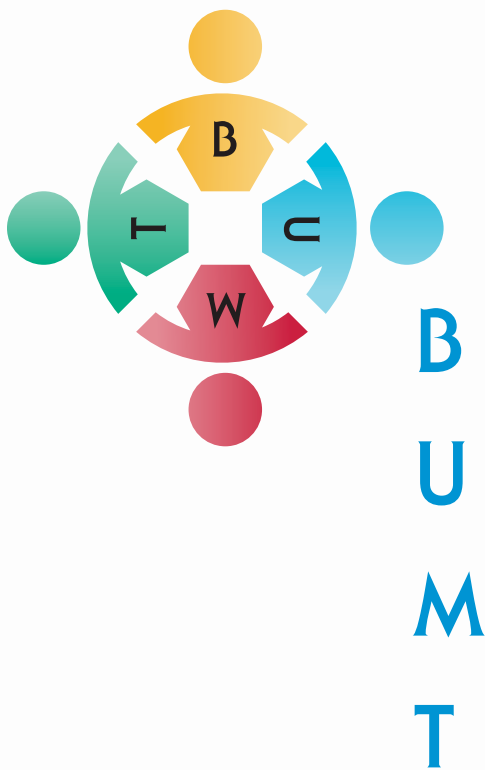
Mint

04 March, 2016

CSR MISSION - How corporate India tackled the sanitation challenge

Created in Swachh Bharat Abhiyaan, most of the 122 lakh toilets, still lie unused, raising questions on the very basic element. INR 1917 Cr. have been collected from the citizens & corporates, by the means of Swachh Bharat Cess.

One of the big challenge before the initiative is the 'deeply entrenched norms and facilitating behavioural change.' The need to find sanitation solutions which address the whole value chain—from building physical structure, advocating the hygiene benefits, changing behaviour, waste management and maintenance. CSR in alignment with core business interests of the organisation; impact on the brand value; Local Relevance and specific schemes and plans, Effective system of monitoring grants & infrastructure; Dedicated CSR Professionals to execute etc.



Build : Build adequate infrastructure for Sanitation

Use : Promote utilization and behaviour change

Maintain : Maintain Infrastructure, Cleanliness and Safety

Treat : Process the sludge generated

SANITATION PLUS

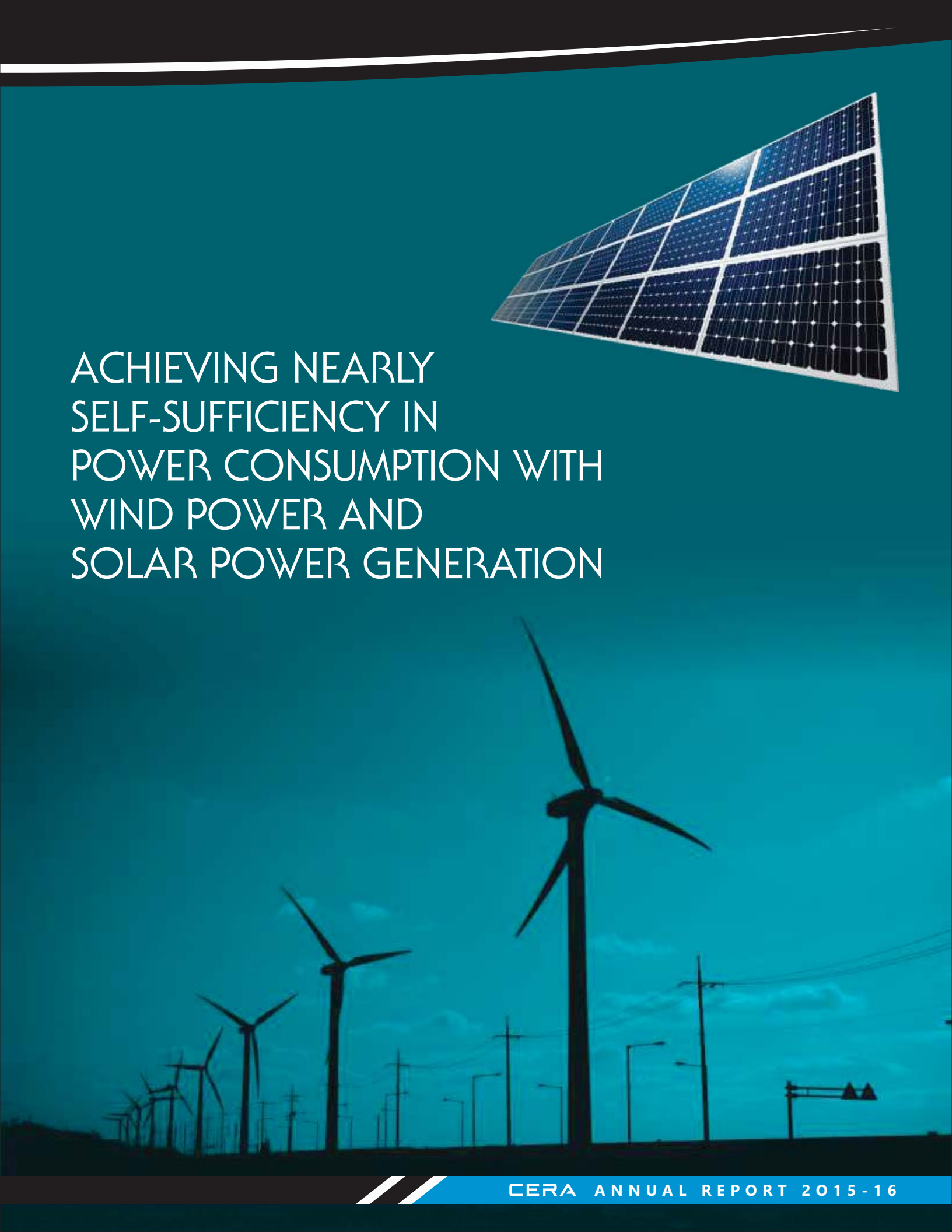
"Swachh Bharat' on way to switch to a broader understanding of what will make India truly Swachh."

Nearly 18 months have passed since Prime Minister Narendra Modi launched 'Swachh Bharat' Abhiyan on October 02, 2014. Riding high on this momentum, the nation has an unprecedented discourse from vast media campaigns to the Swachh Bharat Cess on services is welcome move to build greater momentum around a broader understanding of what will make India truly Swachh.

Indeed the Govt. has clearly emphasized focus on behaviour change and the usage of toilet. The infrastructure creation is a pre-requisite as we move forward, albeit away from merely the provision of toilets to toilets that are used, maintained and where all human waste is safely treated and disposed. There is a need to build greater momentum around a broader understanding of what will make India truly Swachh.

We now have a historic opportunity to address the problem of sanitation in its entirety and use the momentum generated by SBM to realize the ambitions of sustainable sanitation.

There is significant discussion around engaging corporate India through the SBM. Many companies have come forward and have contributed particularly through the infrastructure creation. Government seems to be committed to provide enabling framework to create business model for sanitation that is economically viable, socially acceptable and environmentally sound by harnessing the expertise of the corporate across value chain.



ACHIEVING NEARLY SELF-SUFFICIENCY IN POWER CONSUMPTION WITH WIND POWER AND SOLAR POWER GENERATION



PREFERRED EMPLOYERS

We feel proud when we hear –
'Once a Ceraite; Always a Ceraite'

Faced with the economical dilemma of the times, the thrust has been on talent acquisition and improving the mind set in the industry. The Company has emerged as an equal opportunity and progressive employer in the industry. On the whole, all the efforts have been towards aligning your Company with the global norms, with a mix of progressive and welfare activities viz. training and development, motivation, re-skilling and others so that Company is seen as a preferred employer in the industry.

The Company continues to invest in training and development of its employees and has been organizing various programs from time to time.

GOVERNANCE & TRANSPARENCY

'CERA' and its entire management team firmly believes and practices philosophy of transparency. Be it a customer, trade partners, stakeholders, bankers or the Govt., sharing of every legitimate information is done with a view to enhance credibility and foster confidence.

An in-house 'Fair Business Practice' mechanism prevails across the organization. This is aimed to provide an effective solution to issues that may have situational importance. Annual accounts are drawn as per regulatory authorities guide lines and in accordance with accounting standards.



AWARDS



CRISIL INDEPENDENT EQUITY RESEARCH (IER)



Some noteworthy extracts;

"CRISIL Research has assigned a fundamental grade of 4/5 as well 4/5 for Valuation to Cera Sanitaryware Ltd. on the back of a wide appeal for the CERA brand, established position in the organized sanitary ware industry, an extensive distribution network and stable cash flows.

CRISIL expects the sanitary ware business to grow at 20% CAGR in the next two-three years. Simultaneously, entry into faucet ware appears positive; as it provides a scalable growth opportunity."

" Expansion in its product suite has benefited CERA as tiles and faucets powered the growth engine amidst moderation in sanitaryware... these segments are expected to fuel growth even going forward."

BRAND AMBASSADOR





EXCELLENCE IS IN THE DETAIL



1222 SYL



1222 SOR



1222 SRD



1222 SGY



1222 SBK



1222 SWT



CERA

COMPANY OVERVIEW

STYLE NOW THINK OUT OF THE BOX



Design that inspires awe

CERA, synonymous with stylish ranges & innovative designs, reflects this thought with a new logo.

CERA, the creator of imaginative bathroom solutions, starts on an exciting new journey, where the spirit of freshness crafts waves of spectacular style.

CERA, Same innovative spirit. Fresh new look.



TRAILBLAZING NEW AVENUES

CERA' is a leading ISO 9001, ISO 14001 and OHSAS 18001 compliant sanitary ware and faucet ware manufacturing Company, with plant located in Kadi, District Mehsana Gujarat.

- LAUNCHED IN 1980, 'CERA' IS A PIONEER in the Sanitaryware segment in India. The first Sanitaryware Company to use natural gas, 'CERA' has been on the forefront of launching a versatile colour range and introducing the bath suite concept. It also launched innovative designs and water-saving products.
- 'CERA', in 2011-12 ventured into commissioning its state-of-the-art faucet ware manufacturing facility where only quality products, new designs and innovation are the focal points.
- During last quarter of FY 2012-13, 'CERA' forayed into ceramic, vitrified and digital tiles for floor as well as for walls.
- 'CERA' has been steadfastly moving towards its mission of becoming a force to be reckoned in the total bathroom solution providers.
- Encouraged by market response, during FY 2014-15, CERA raised its manufacturing capacity to 3.00 mn pcs p.a. from 2.70 mn pcs. During FY 2014-15, this increased capacity utilization almost reached to 95%+.
- The same holds good for Faucet ware also. CERA now has built the capacity to produce 7200 pcs. per day from current manufacturing capacity of 2500 pcs per day. This is further scalable to 10000 pcs per day.
- 'CERA' entered into JV arrangement with controlling interest in Anjani Tiles Ltd for manufacturing high quality tiles. Current manufacturing capacity of 2500 pcs per day. This is further scalable to 10000 pcs. per day.

DETERMINED TO CHANGE EQUATIONS

The Company had made a modest beginning in early 80's by putting up a manufacturing facility of 0.3 million pieces p.a. of Sanitary ware. Over the years, the manufacturing capacity was raised to 2.00 million pieces p.a.

During FY 2012-13, 'CERA' further raised its production capacity of sanitary ware up to 2.7 million pcs. per annum. The company has been experimenting in more than one way involving technological advancement and improvising process parameters to optimize so to help achieve a well balanced 'Plant Capacity' to raise this capacity to 3.00 million pcs per annum and possibly beyond this... say 3.3 mn pcs p.a.

As for the faucet ware, besides improvement in product designs with matching quality standards using its full capacity production of nearly 2500 pcs per day was taken up as challenge. The results of these efforts the capacity utilization is nearing 100 % during fiscal year FY 2013-14. The size of the market of faucet ware is almost three times the size of the sanitary ware; albeit with relatively low margins. The company during 2014-15 has raised the capacity to 7200 pcs. per day. The product synergy, brand and distribution network are some of cannons on which the company is driving high to sustain reasonable but better than average industry growth to support financial results. Over the decades, the Company has progressed from a Sanitaryware manufacturer to a provider of Bathroom solutions by capitalizing on a strong brand image.



SUSTAINING GROWTH MODEL

Being an entrepreneur with distinct characteristics; 'CERA' management is aiming to enhance market share across a time-frame of the next 3 to 5 years as the company has the urge to become the leader in the industry. The management is confident that the company has matching strengths.

The right kind of product basket; distribution reach; emphasis on consistent quality and innovativeness; responsible attitudes; a well balanced mix of revenue stream between own manufacturing and outsourcing AND above all an urge to become a market leader in product category are some of the fundamentals on which the entire business model has become growth-prone.

The right strategies; a well structured business plan and well defined KRAs (key Result Areas) are at the foundation on which CERA's business model rests.



OUR FOCUS

'CERA', at current manufacturing location, the company has been continuously striving to build a world class technology base in the sanitaryware industry; with well-established process parameters and stringent quality norms. The efforts are further extended in building and strengthening a dependable brand image, as we are known for excellence through product quality, pioneer in innovativeness and proactive in servicing.

The brand that essentially caters to customers' needs across length and breadth of market in the segments of Sanitaryware, Faucet ware, and Life style products, the Company has made stable arrangements in China and other parts of South- East Asia for complete outsourcing of some of the premium range of Sanitary ware and life style bath ware products, which would complement its domestic production. These products are manufactured by Chinese / South-East Asian vendors under CERA's stringent quality norms as they are marketed and serviced under banner of brand 'CERA'.

Leveraging on strong brand image; enlargement of product basket; formatting a revenue model with emphasis on product-outsourcing backed up by stringent quality norms; an eagle eye on 'above industry average ROE' and empowering the human talent are some of the focussed areas as identified for focussed efforts.

MOVING FORWARD WITH THE SPIRIT OF EXCELLENCE



FINANCIAL FINESSE

A FRIEND IN NEED is a FRIEND INDEED,
this is an old saying;

INTERNAL AND EXTERNAL STAKEHOLDERS

'CERA' has successfully created a remarkable fulfilment of customers' expectations and resultant brand acceptance, which we continuously strive to achieve. We believe in proliferating by way of technology, high quality standards and sustainable business expansion. Our work environment and support to retail establishments in nationwide distribution network incorporate spatial planning to create favorable ambience for every home as well as business. This has become possible with dedicated continuous support from every stakeholder, be it internal or external.

BUSINESS PLAN & STRATEGIES

An elaborate business plan, strong execution abilities, adaptability to market dynamics, strict monitoring and an eagle's eye right on the target over contributory factors that has bearing over growth vis-a-vis sustainable margins – just to mention a few that go to create and build a strong long term.



5 YEARS' HISTORICAL – WHAT IS ON THE ANVIL

5 YEAR FINANCIAL OVERVIEW

Particulars	2011-12	2012-13	2013-14	2014-15	2015-16
Net Income	319.39	487.87	663.69	821.67	933.69
Other Income	6.85	8.99	6.15	6.58	9.97
Total Income	326.24	496.86	669.84	828.25	943.66
EBITDA (excluding other Income)	53.36	75.33	94.94	117.54	141.28
Depreciation	7.71	9.42	12.25	15.46	16.32
Finance Charges	4.00	7.09	6.44	7.73	5.46
Profit Before Tax	48.50	67.81	82.40	100.93	129.46
Profit After Tax and minority interest	32.04	46.20	51.91	67.66	83.46

Financial Position

[Rs. In Crore (except number of shares)]

Particulars	2011-12	2012-13	2013-14	2014-15	2015-16
Equity Share Capital	6.33	6.33	6.33	6.50	6.50
Reserve and Surplus	132.85	173.17	217.64	345.21	414.52
Networth	139.18	179.50	223.97	351.71	421.02
Gross Block	132.41	175.29	211.68	287.92	310.53
Net Block (incl. Capital WIP)	101.21	129.38	156.90	222.34	230.04
Investments	1.09	1.38	12.13	47.76	47.47
Cash & Bank Balance	31.30	40.35	30.71	29.53	59.39
Net Current Assets	70.27	86.70	103.35	174.27	224.34
No. of Shares	1,26,54,874	1,26,54,874	1,26,54,874	1,30,05,874	1,30,05,874

Ratios

% (except EPS)

Particulars	2011-12	2012-13	2013-14	2014-15	2015-16
EBITDA margin	18.85	17.28	15.23	15.11	16.20
PAT margin	10.03	9.47	7.82	8.24	8.94
Return on Capital Employed (ROCE)	26.20	26.98	31.51	25.47	29.14
Return on Net Worth (RONW)	23.03	25.74	23.17	19.24	19.82
Earnings Per Share (in Rs.)	25.32	36.51	41.02	53.36	64.17
Dividend Per Share (in Rs.)	3.00	4.00	5.00	6.25	9*

* Subject to approval from Share Holders in the ensuing Annual General Meeting

NSE Ticker

Trading symbol [CERA]

BSE Ticker

[scrip code 532443] [scrip ID CERASAN]

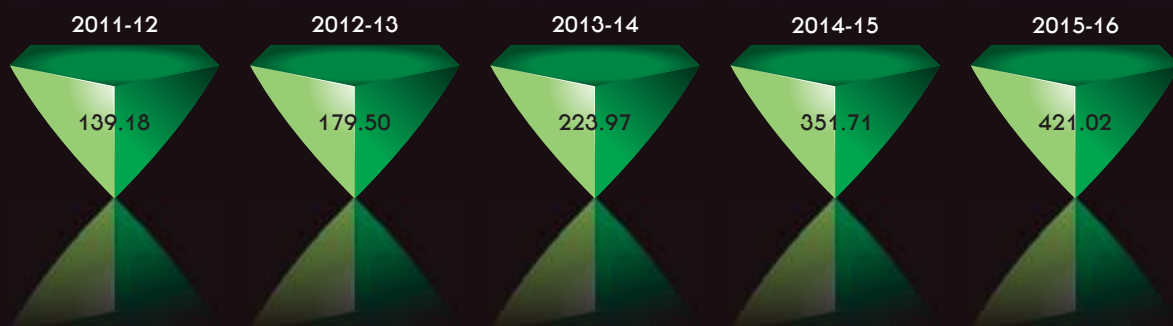
ISIN No in NSDL & CDSL

INE 739E01017

Net Income



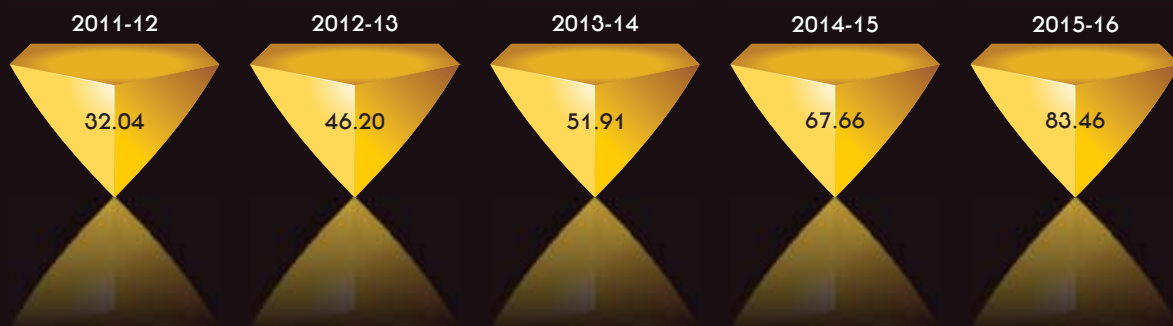
Net Worth



Gross Block



PAT



EBITDA



WHERE WILL CERA POSSIBLY BE IN NEXT 5 YEARS

The Sanitaryware industry is generally growing at average rate of 14-16 per cent, annually. The year under review - FY 2015-16 was exceptionally subdued due to various economic reasons more for the entire realty and construction industry across pan India with growth percentage coming down drastically.

Despite, 'CERA' during FY 2015-16 registered top line growth of around 13.63% amidst subdued business conditions. The efforts are on not only to sustain CAGR last 3 years but also to improve upon.

The trend for 'lifestyle-plus living' is quite upbeat, given the rise in 'disposable incomes' as also higher levels of education. This scenario is expected to sustain for a long period. Despite quite a few foreign brands entering the Indian market, brand 'CERA' enjoys its own niche place in the market, with customer loyalty demonstrated through recall values. 'CERA' is expecting a larger share from the market on the back of the national priority on improvements in sanitation conditions and housing boom. 'CERA' is looking forward to expand its capacities not only in Sanitaryware but also finds good opportunity to do so in Faucet ware as well. Besides this, the enlargement of product basket with emphasis on outsourcing business model and leveraging on a strong brand image as thickening revenue streams is a path charted out for now. With all these in place, it is expected to enhance 'CERA' market penetration across the nation.

What adds to the scenario is that the entire Capex funding has been planned largely with internal accruals generated through our own operations; the balance with support from our existing bankers. This financial structure is expected to lay solid foundations for a much stronger growth in time to come.



EXPANSION & CAPEX FUNDING

As part of our growth strategy, we have chalked out 'Three Year Rolling Plan' of CAPEX of around Rs. 180 Cr.-200 Cr. spread over next three years.

This, essentially is envisaged to be used to add on further manufacturing capacities in Sanitaryware and Faucet ware besides strengthening the brand 'CERA' to help leverage its marketing efforts with other products having synergy. The way pattern of CAPEX funding as planned, is expected to add further values to already existing strong fundamentals.

OUR IDENTITY PACKING PLENTY OF PUNCH

The launch of CERA Studios a decade long ago in different cities, where the consumers, influencers and trade could come, look, touch and feel the entire high-end ranges of CERA has played an immense role in bringing up the brand image of CERA.

The CERA Bath Studio was later renamed as CERA Style Studio, in tune with the new communication strategy. Over a period of time, the need for much larger CERA Style Studios was felt and almost all of them were re-located to more upcoming areas of the city or made bigger in size-starting with the one in Kochi to around 9,000 sq. ft., followed by relocation of Bangalore Style Studio to Indiranagar. The Delhi CERA Style Studio started functioning from an independent building in Gurgaon, while in Mumbai, it was relocated to the Western Suburb on Veera Desai Road in Andheri. The Hyderabad CERA Style Studio doubled its size while the Ahmedabad CERA Style Studio was relocated to a much visible and larger premises in Acropolis Mall, on S.G. Highway. A new such style studio was opened in Kolkata mainly to concentrate focus in Eastern Indian market.



ADDING MORE GLAMOUR TO BRAND CERA

While Bollywood actress Ms. SONAM KAPOOR, fashion icon for the young generation and a well-known celebrity from the film fraternity has been roped in as CERA's brand ambassador to supplement the visibility. The three CERA ads for its sanitaryware, faucets and tiles featuring Ms. SONAM KAPOOR unleashed on satellite television channels has created a flutter.

GOING FAR TO COME CLOSER

'CERA' has a noteworthy nationwide presence for the entire product portfolio.

Over the years, the Company has opened up its own display centres – 'CERA Style Studio' in Ahmedabad, Bengaluru, Chandigarh, Kochi, Hyderabad, Kolkata, Gurgaon, Chennai, Thiruvananthapuram and Mumbai besides it has 'CERA Style Galleries' in Andhra Pradesh, Chandigarh / Haryana / Punjab, Delhi, Gujarat, Karnataka, Kerala, Maharashtra, Tamil Nadu, Uttar Pradesh, Bihar, Goa, Himachal Pradesh, Jammu & Kashmir, Madhya Pradesh, Sikkim, Rajasthan and Telangana.

For CERA, its responsibility does not end by manufacturing quality products. A team of over 120 technicians across India provides prompt after-sales services to its customers. CERA also provides unique support to its customers during the designing phase itself through an interactive website. At CERA's website, customers design their own bathrooms in 2D and 3D, and also can place orders online, a first of its kind initiative in the building material industry.



PRODUCT LINES & BUSINESS

'CERA' has four product lines which majorly contribute to the business and the top line revenue stream :

SANITARYWARE

Though there are no authentic data available, according to reliable sources, the size of Indian market is estimated around Rs. 3500 to Rs. 4000 Crores. Further, the sources indicate that the market in India is growing at steady pace of 8%-12 % annually. Whilst the small producers of sanitaryware from unorganized sectors used to have a larger share of the business, the trend is steadily shifting towards 'branded' products.

CERA' is favourably positioned with its product portfolio in upper - upper and upper - lower segments of the market pyramid. We are one of the three large organized units catering to Indian market and have consistently reported growth exceeding 35 %, much higher than industry standards.

We have a very modern plant located at GIDC Kadi, District, Mehsana, Gujarat. At the current capacity we are manufacturing 3.00 million pieces p.a. The plant is operated almost at 98 % of this capacity installed.

This capacity was raised to 3.00 mn pcs p.a.. during the FY 2014-15 The products largely include variety of sanitaryware with a wide colour range. The technology used is of international class and has been acknowledged by some of the world leaders in Sanitaryware segments like 'American Standard' who earlier had preferred 'CERA' to help them establishing in Indian Market with manufacturing some of their sanitaryware models.



FAUCETWARE

The manufacturing facilities at Faucet ware division is well equipped in many aspects. The Design dept. is well supported by CAD/CAM & 3D printer for developing prototypes and reduce time element and control potential process losses to major extent.

The plant is equipped with VMC's/CNC, high tech energy saving induction furnaces, gravity die-casting machines, high pressure testing facilities, auto polishing machines, robotic controlled grinding machines, auto-plating nickel-chrome plant and some special purpose machines to produce quality conforming products.

The QC laboratory has latest equipment to test metal composition and other testing facilities for consistency and uniformity to help reduce process losses and providing quality controlled products, using eco-friendly chemicals to keep environment clean.

Our Faucet laboratory is also approved & certified by IAPMO India (The International Association of Plumbing and Mechanical Officials).

We added Faucet ware to our manufacturing range. The current manufacturing capacity is raised to 7200 pcs per

day. This is further scalable to 10000 pcs per day across a time span of two-three years.

The market size of Faucet ware, according to sources, is more than three times that size of sanitary ware.

Faucet ware has synergies with CERA's current product range, which largely goes into the bathroom. We have been servicing the market with quality outsourced product for the last few years under our brand name - effectively, we tested the market and the business. . The market is fairly large and can be estimated as being around Rs. 10,000 Cr. + .

We entered Faucet ware manufacturing with our own facility at Kadi in North Gujarat. Our current capacity and market share is only a fraction of this large sized market. This leaves a good scope for expanding capacity, given the credibility that the brand enjoys.

All the designs are modern, user friendly, aqua dynamic and are latest, unique, durable and easy to maintain.

The product range consists of single levers, quarter turns, and half turns which use the best raw material compositions and are capable of sustained.



LIFE STYLE PRODUCTS

'CERA' range of wellness and life style products include steam shower rooms, shower rooms, shower cubicles, shower partitions, whirlpool bath tubs, normal bath tubs and shower panels.

Bath tubs are made from high quality acrylic with Ceramic light finish, which is environment friendly and light weight. Water inlets and outlets are designed to ensure complete water drainage after use. Stainless steel frame with height adjustable ensure levelling on any floor. Safety protections like fire retardant acrylic material, overflow, and auto shut down and automatic malfunction deduction ensure trouble-free performance.



TILES

Based on the strong brand image and wide distribution network, the company has entered into Tiles business. The business model rests totally on CERA's outsourcing strengths and leveraging on strong brand image using widespread distribution network across the nation.

'CERA' has launched tiles, which consisted of HD digital wall tiles with matching floor tiles besides digital polished glazed vitrified tiles. In addition to this, the normal vitrified tiles with Nano technology are also offered by CERA.

To strengthen its manufacturing base, 'CERA' has entered into JV arrangements with controlling interest of 51% in Anjani Tiles Ltd. at Dist. Nellore in Andhra Pradesh. The plant is commissioned and commercial production has started.

OUR STRENGTHS

THE BRAND CERA

CERA's strength lies in offering innovative and high quality products with disciplined approach, responsible and customer focused attitudes – always striving for excellence, all at a price that is – Value for Money.

We always deliver what we promise.... What we do, we do well, challenging our own performance.

The Brand which inspires creativity, passion and optimism.



INVESTMENT IN TECHNOLOGY

At 'CERA', we have been continuously making significant investments in technology, enhancing manufacturing capacity, developing capabilities and establishing high quality control systems to enable desired results on schedule.

'CERA' range of wellness and life style products include steam shower rooms, shower rooms, shower cubicles,

shower partitions, whirlpool bath tubs, normal bath tubs and shower panels.

Bath tubs are made from high quality acrylic with Ceramic light finish, which is environment friendly and light weight. Water inlets and outlets are designed to ensure complete water drainage after use. Stainless steel frame.

PEOPLE STRENGTH

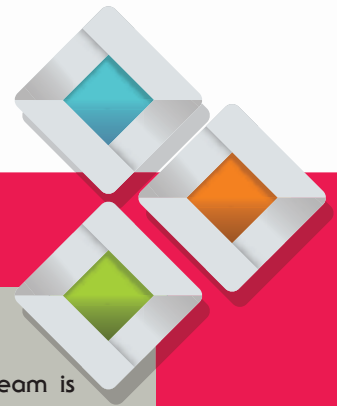
CERA EXTENDED FAMILY

CERA considers its trade partners as its extended family. The trade has been CERA's backbone and with their unstinted support, CERA has been able to wither out the worst of economic downturns.

CERA felicitated top 100 dealers of CERA at a function recently held in April 2016 at Mumbai.



ASSET UTILIZATION



SANITARYWARE



Mr. Vivek Tiwari
President - Works

At 'CERA', we believe in optimum utilization of assets. The manufacturing team is well experienced to ensure best technical output and yield on product recovery keeping stringent quality norms close to the heart.

The process parameters, as established, in production are outcome of years of experiments and development efforts by dedicated team of technologists. The equipments comprise of general purpose sanitary ware machineries; specially developed machines to suit some of the processes and high Tech Kilns in sanitaryware division.



Mr. I. J. Singh
V.P.-Works (Faucet ware)

FAUCETWARE

The same is true for Faucet ware with addition of the CNC machines and special purpose machines.

The Faucet ware too, is equipped with high tech induction furnaces, gravity die-casting machine, pressure testing facilities, mould making machines to ensure quality and consistency of its products.



THE STRONG FINANCIALS



Mr. R. B. Shah
CFO

'CERA' is virtually a debt free company. Its sound financial position backed up by efficient cost management has helped to establish some 'benchmark' financial parameters and ratio which have been found favourite by many. It is an enterprise with interesting fundamentals creating value for its investors. The company has been posting consistent higher earnings and so the profits after tax. These contribute a lot to make the company the most attractive investment destination when compared within the Indian sanitaryware industry.





CSR & WOMAN EMPOWERMENT



CSR Initiatives

Activities carried out in and around Kadi Factory in nearby villages

1. Promoting awareness amongst people and educating them to change the mindset on sanitation to accept this as a basic need to enhance value to infrastructure development program.
2. Promoting and imparting vocational guidance to youths on ceramic technology and take up this job oriented vocational courses.
3. Promoting Women empowerment. Providing training to have equal opportunities to stand on their own feet and support their family with employment potentials within ceramic industry.

YES..

..WE HAVE MANY
FEATHERS IN OUR CAP !!





MESSAGE TO SHAREHOLDERS & INVESTING COMMUNITY AT LARGE



The management would like to remind 'CERA' shareholders that at the macro level, the sanitation condition in India is pathetic. Our line of business offers ample scope to grow, so the outlook is bright.

At 'CERA', we respect the holdings and investments by our shareholders. We are working hard to create and sustain value for our stakeholders. We believe that the investing community would appreciate our efforts.

DISCLAIMER

Certain statements in this release concerning our future growth prospects are forward-looking statements within the meaning of applicable securities laws and regulations. These statements involve a number of risks and uncertainties, beyond the control of the Company that could cause actual results to differ materially from those appearing in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earnings, our ability to manage growth, intense competition including those factors which may affect our cost advantage, wage increases, our ability to attract and retain highly skilled professionals, political instability, managerial limitations and legal restrictions of acquiring companies outside India, and unauthorized use of our intellectual property and general economic conditions affecting our industry.

CERA Sanitaryware Ltd. may, from time to time, make additional written and oral forward looking statements, including our reports to shareholders. The Company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the company, as a sequel to or in continuation of these statements.

The Company also expects the media to have access to all or parts of this release and the management's commentaries and opinions thereon, based on which the media may wish to comment and/or report on the same. Such comments and/or reporting maybe made only after taking due clearance and approval from the Company's authorized personnel.

The Company does not take any responsibility for any interpretations / views / commentaries / reports which may be published or expressed by any media agency, without prior authorization of the Company's authorized personnel.

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Members of CERA SANITARYWARE LIMITED will be held at 11.30 a.m. on Friday, the 29th day of July, 2016 at the Registered Office of the Company at 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2016 including statement of Audited Profit and Loss and Cashflow Statement for the year ended 31st March, 2016, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To declare dividend on Equity Shares.
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 Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

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 thereof for the time being in force), K. G. Goyal & Co., Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company, as per the recommendation of Audit Committee to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration of ₹ 60,000/- p.a. plus out of pocket expenses and service tax, if any.

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 an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules, if any and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals, consents or permissions of any authority as may be necessary, approval of the members of the Company be and is hereby accorded to the Audit Committee and/or the Board of Directors to authorize the management of the Company to enter into Agreement / transaction(s) as may be appropriate, with Anjani Tiles Limited (Subsidiary Company), being related party as defined under Section 2(76) of the Companies Act, 2013, for purchase of goods, materials and job work, if any, on such terms and conditions as may be mutually agreed upon between the

Company and Anjani Tiles Limited (Subsidiary Company) for an amount not exceeding in aggregate ₹ 150 Crore (Rupees One Hundred and Fifty Crore only) in each financial year for two years.

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 or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"). The Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules, if any and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals, consents or permissions of any authority as may be necessary, approval of the members of the Company be and is hereby accorded to the Audit Committee and/or the Board of Directors to authorize the management of the Company for the retaining of the services of Dr. Kedar Nath Maiti, who is a related party u/s 2(76) of the Companies Act, 2013 also a ceramic scientist and is a director on the Board of Directors of the Company to hold office or place of profit in the company at fees in the range of ₹ 4,00,000/- - ₹ 6,25,000/- per month over a period of 5 years upto 31.03.2021, for rendering from time to time such advice and services as he may give in his capacity as a ceramic scientist.

RESOLVED FURTHER THAT this resolution shall be deemed to confer the necessary authority to the Chairman and Managing Director and / or Chief Executive Officer and / or Executive Director at their discretion, to decide the remuneration within the above range as may be deemed fit and proper."

Regd. Office :
9, GIDC Industrial Estate,
Kadi - 382 715
3rd May, 2016
CIN : L26910GJ1998PLC034400

By Order of the Board of Directors

Narendra N. Patel
President & Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of total share capital of the Company.
2. Members are requested to notify immediately the change of address, if any, to the Company or MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent.
3. The Register of Members and Share transfer book of the Company will remain closed from 16.07.2016 to 22.07.2016 (both days inclusive).

4. The Board of Directors has recommended a dividend of ₹ 9/- (180%) per fully paid equity share of ₹ 5/- each for the year ended 31.03.2016.
5. Members / Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
6. Members are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
7. Statement pursuant to provisions of Section 102 of the Companies Act, 2013 is annexed hereto.
8. The Company has transferred the unpaid or unclaimed dividends up to the financial year 2007-08 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 2008-09 onwards are advised to write to the Company immediately claiming dividends declared by the Company.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the registrar.
10. Shareholders holding shares in Electronic Form may note that their bank account details as furnished by their depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the depositories and 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.
11. Annual Report 2015-16 along with notice of the AGM, Attendance Slip, Proxy Form and process instructions and the manner of conducting E-voting is being sent electronically to all the members whose email IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of Annual Report are being sent through the permitted mode. Members who have not registered their email address are requested to get their email address registered with the Company / Depository Participants and update the same, if required.
12. 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.
13. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 18th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited

(CDSL). The members shall refer to the detailed procedures on e-voting attached herewith.

14. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
15. Members are required to vote only through the electronic system or through ballot at Annual General Meeting only and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
16. The e-voting period commences on 26th July, 2016 (10:00 a.m.) and ends on 28th July, 2016 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
17. The e-voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd July, 2016.
18. A member may participate in the Annual General Meeting even after exercising his right to vote through e-voting, but shall not be allowed to vote again.
19. Shri Umesh Parikh, partner of Parikh Dave & Associates, Companies Secretaries, (Membership No. FCS: 4152) has been appointed as the Scrutinizer to scrutinize the e-voting process and voting process at AGM in a fair and transparent manner.
20. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
21. The Results will be declared on receipt of Scrutinizer's Report. 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 NSE and BSE.
22. Shri Narendra N. Patel, Compliance Officer of the Company, "Madhusadan House", Opp. Navrangpura Telephone Exchange, Ahmedabad - 380 006, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His contact details are E-mail: nk_acharya@cera-india.com, Phone No. 079-26449781.
23. **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

24. Brief resume of director, who is proposed to be appointed / re-appointed at this meeting is given below:

Name of Director	Smt. Deepshikha Khaitan
Date of Birth	17.03.1975
Date of Appointment	29.03.2014
Expertise in Specific Functional Areas	Legal Matters and Management
List of other Directorships	Capital Publishing Pvt. Ltd. Star Agrochem Pvt. Ltd. Indian Council of Sanitaryware Manufactures
Chairman / Member of the Committees of the Board of other Companies	—
Shareholding in the Company	39,116 Shares

Statement pursuant to provisions of Section 102 the Companies Act, 2013.

Item No. 5

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at item No. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board of Directors recommends the ordinary resolution as per item No. 5 of the accompanying notice for approval of the members of the Company.

None of the Directors, any other Key Managerial Person(s) of the company and their relatives are, in any way concerned or interested in the said resolution.

Item No. 6

The Company is inter-alia, engaged in the business of Manufacturing, marketing and distribution of Sanitaryware, Faucetware and trading in tiles and other bath room products. The Company in the ordinary course of its business is entering into transactions relating to Purchase of goods, materials and Job work including tiles from various parties. Anjani Tiles Limited (Subsidiary Company) is Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Anjani Tiles Limited commenced commercial production w.e.f. 01-04-2016. The Company has entered into agreement with Anjani Tiles Limited for purchase of its entire production of Tiles.

The transactions with the aforesaid related party are entered into in the ordinary course of business and on arm's length price. However, for abundant caution and as a good corporate practice, your directors thought it fit to get the approval of members.

Details of proposed transactions relating to purchase of tiles from Anjani Tiles Limited for period of two years with effect from 01-04-2016 will be on following terms and conditions:

The particulars of the contracts /arrangements / transactions are as under:

Name of the Related Party	Anjani Tiles Limited
Name of Director(s) or KMPs who is/are related	Shri S. C. Kothari Shri Atul Sanghvi Shri Rajesh B. Shah
Nature of Relationship	Subsidiary Company
Nature of contracts/ arrangements/transactions	Purchase of goods, materials and job work
Material terms of the contracts/ arrangements/ transactions.	At prevailing prices on arm's length basis and On Industry practice terms.
Monetary Value	Up to ₹ 150 Crores in each financial year.
Any other information relevant or important for the members to make a decision on the proposed transactions	None

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 6 of the notice for approval of related party transactions.

The Board of Directors recommends the ordinary resolution as per item No. 6 of the accompanying notice for approval of the members of the Company.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way concerned or interested in the said resolution.

Item No. 7

Dr. Kedar Nath Maiti, M.Tech, Ph.D, FIMMM, Chartered Scientist (UK) is a well known ceramic scientist having rich experience in ceramic industry due to his long tenure in Central Glass and Ceramic Research Institute (CGCRI). His extraordinary acumen and scientific attitude is very helpful to the Company. He is assisting the R&D department for development of a new body and glazes to meet the international standards in sanitaryware industry as well as to reduce the cost of production. After great persuasion, he consented to continue to make his services available to the Company. He has been working on the said assignment since May 2007. He has undertaken trial of more than 50 formulations at R&D level and has been successful in some areas and still working relentlessly on the said project. He will also undertake other projects after completion of present assignment.

The Central Government in its letter No. SRN/A-59204081 – CL-VII dated 09.07.2009 has expressed the opinion under provision to Sub - Section (1) of Section 309 of the Companies Act, 1956 that Dr. Kedar Nath Maiti has the requisite qualification for rendering professional services to the Company. Members at their Annual General Meeting held on 11.07.2013, approved his appointment at remuneration up to ₹ 4,50,000/- p.m. over a period of 5 years up to 31.03.2019. Pursuant to the provisions of Sec. 197 of the Companies Act, 2013, Nomination and Remuneration Committee at its meeting held on 11.07.2014 opined that Dr. Kedar Nath Maiti possesses requisite qualification for the practice as ceramic scientist and approved the payment of remuneration as stated above. Dr. Kedar Nath Maiti is related party within the meaning of section 2(76) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Presently he is working at a remuneration of ₹ 3,00,000/- per month. It is proposed to increase his remuneration upto ₹ 6,25,000/- per month over a period of 5 years upto 31.03.2021,

depending upon his valuable and expert services, results attained by him and its impact on overall efficiency and performance of the Company.

Details of proposed transaction related to holding of office or place of profit by Dr. Kedar Nath Maiti for a period of 5 years w.e.f. 01.04.2016 will be on following terms and conditions:

The particulars of the arrangements / transactions are as under:

Name of the Related Party	Dr. Kedar Nath Maiti
Name of Director(s) or KMP who is/are related	Dr. Kedar Nath Maiti
Nature of Relationship	Holding office or place of profit by related party
Nature of contracts/ arrangements/transactions	Retaining Professional services as Ceramic Scientist
Material terms of the contracts/arrangements/ transactions	At prevailing prices on arm's length basis and on industry practice terms.
Monetary Value	Payment of monthly remuneration upto ₹ 6,25,000/- over a period of 5 years upto 31.03.2021
Any other information relevant or important for the members to make a decision on the proposed transaction	None

Letter received from the Central Government dated 09.07.2009 is available for inspection 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.

Accordingly, consent of the members is sought by passing an ordinary resolution as set out at item no. 7 of the notice for increase in the remuneration payable to Dr. Kedar Nath Maiti, as related party transaction.

The Board of Directors recommends the ordinary resolution as per item no. 7 of the accompanying notice for approval of the members of the Company.

Except, Dr. Kedar Nath Maiti, none of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way concerned or interested in the said resolution.

Regd. Office : By Order of the Board of Directors
9, GIDC Industrial Estate,
Kadi - 382 715 **Narendra N. Patel**
3rd May, 2016 President & Company Secretary
CIN : L26910GJ1998PLC034400

Procedure on e-voting

The instructions for shareholders voting electronically are as under:

- The voting period begins on 26th July, 2016 (10:00 a.m.) and ends on 28th July, 2016 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd July, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- The shareholders should log on to the e-voting website www.evotingindia.com
- Click on Shareholders.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on the address slip. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Cera Sanitaryware Ltd. on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-

Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com,

Directors' Report

To
The Members,

The Directors have pleasure in submitting the Annual Report together with the Statement of Accounts of your Company for the year ended 31st March, 2016.

Performance

The summary of your Company's financial performance is given below:

	(₹ in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
Profit before Depreciation and Taxes & Exceptional item	14578.40	11638.71
Deducting there from Depreciation of	1631.98	1546.09
Profit before Tax	12946.42	10092.62
Deducting there from taxes of:		
- Current Year	3943.12	2525.25
- Deferred Tax	656.88	800.92
Profit after Tax	8346.42	6766.45
Add: Balance brought forward from previous year	5000.00	3000.00
Amount available for Appropriations	13346.42	9766.45
The proposed appropriations are:		
1. Proposed Dividend	1170.53	812.87
2. Tax on Proposed Dividend	244.67	165.48
3. General Reserve	3931.22	3788.10
4. Balance carried forward	8000.00	5000.00
Total	13346.42	9766.45

Transfer to Reserves

The Company has transferred a sum of ₹ 3931.22 Lacs to General Reserve in the current year (previous year ₹ 3788.10 Lacs).

Highlights / Performance of the Company

Turnover of the Company for the year increased by 13.63% to ₹ 933.69 Cr. as compared to ₹ 821.67 Cr. previous year.

Profit before tax for the year increased by 28.26% to ₹ 129.46 Cr. as compared to ₹ 100.93 Cr. previous year.

Profit after tax for the year increased by 23.35% to ₹ 83.46 Cr. as compared to ₹ 67.66 Cr. previous year.

The Directors are pleased to inform you that your Company has continued to grow despite adverse market conditions in 2015-16 due to its customer loyalty, distribution strength, product quality, brand equity and after-sales service.

The well-entrenched distribution network of your Company is being supplemented with an array of CERA Style Studios and CERA Style Galleries in different towns, which showcase your Company's products in an exclusive ambience.

Sanitaryware Unit

During the year the plant had run at its optimum capacity. The focus of your Company now is on premiumisation by producing more of high value items now onwards, thus maximizing its optimum capacity.

Faucetsware Unit

The new ranges and designs of Faucets have been well accepted by the market. The expansion plan of the Company has been attained in the year. Owing to this success, the Company has plans for premiumisation by producing more of high value items.

Bathware Unit

Your Company has continued to market products like kitchen sinks and mirrors to its range besides products like shower cubicles, shower panels, steam cubicles, whirlpools and importing & marketing high-end wellness range under the brand name CERA.

Tiles Unit

Your Company has successfully launched CERA tiles in all markets. The exclusive tie up with manufacturers of tiles has helped your Company maintain its quality standards which distinguishes CERA tiles.

Joint Ventures

Your Company has entered into a Joint Venture with Anjani Tiles Limited at Andhra Pradesh with 51% Equity and 55.92% Preference Share holding amounting to ₹ 19.64 Cr. for producing Vitrified Floor Tiles of 10,000 Sq. Mtr. per day having total project cost of ₹ 68 Cr. The commercial production of tiles from this plant has started from 1st April, 2016.

Green Energy Unit

As a part of national policy and Green initiative, company has stabilized power cost by generation of electricity through non-conventional sources for captive use.

The installed capacity of Non-conventional Energy unit of the Company now stands at 12.825 M.W.

The non-conventional Wind and Solar Power has produced 2,03,37,139 KWH for captive use against 1,03,61,993 KWH in the previous year.

Packaging Unit

Your Company is also proposing to enter into Joint Venture for packaging unit for manufacture of corrugated boxes with an equity of 51%. The total project outlay will be ₹ 2.70 Cr.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

Conservation of energy

The Company has two sources of energy i.e. Natural Gas is being supplied by GAIL & Sabarmati Gas Ltd., for operating the plant. The pricing and quantity of the gas is based on the availability, international pricing and contract with the company. For energy conservation Company has installed fuel efficient burners to control gas consumption and every technological development is being taken care of.

Second source of energy for running machineries is electricity supplied by local Discom. To compensate within the energy consumption by way electricity, the Company has set up Wind Turbines of 11.825 MW and 1.00 MW Solar Plant which will generate about 90% of the requirements and it will offset against monthly consumption of energy bill.

Technology absorption and foreign exchange earnings and outgo

The information on technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as a separate Annexure-I.

Subsidiary Company

The Company has one Subsidiary company namely Anjani Tiles Limited which became subsidiary of the company w.e.f. 23rd November, 2015. It has started commercial production from 1st April, 2016. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). Further there has been no material change in the nature of business of the subsidiary.

Those Shareholders who are interested in obtaining a copy of the audited annual accounts of the subsidiary company may write to the Company.

In terms of proviso to sub section (3) of Section 129 of the Act, the salient features of the financial statement of the subsidiaries is set out in the prescribed form AOC - 1, which is attached herewith as a separate Annexure - II.

Particulars of contracts or arrangements with related parties

All transactions entered into with Related parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section - 188 of the Act.

There were no materially significant related party transactions made by the Company with Directors, Key Managerial Personnel or other designated Persons which may have a Potential Conflict with the interest of the Company at large. All related party transactions were placed before the Audit Committee and also the Board for approval. The Policy on related Party transactions as approved by the Board is uploaded on the Company's website i.e. www.cera-india.com.

The particulars of contracts or arrangements with related parties as per Section 188(1) of the Companies Act, 2013, including arm's length transactions as per Form No.AOC-2 are enclosed as separate Annexure - III.

Corporate Social Responsibility

Your Company has always laid emphasis on progress with social commitment. We believe strongly in our core values of empowerment and betterment of not only the employees but also our communities. Following this principle the Company had laid the foundation of a comprehensive approach towards promoting and facilitating various aspects of our surrounding communities.

The Board has approved a policy for Corporate Social Responsibility and same has been uploaded on the website i.e. www.cera-india.com

As required under Section 135 of the Companies Act, 2013 and to demonstrate the responsibilities towards Social upliftment in structured way, the Company has formed a Policy to conduct the task under CSR, during the year.

The report on Corporate Social Responsibility (CSR) Activities along with Annexure as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as a separate Annexure - IV.

Directors' Responsibility Statement

In compliance of Section 134 (5) of the Companies Act, 2013, the Directors of your Company confirm:

- ❖ that in the preparation of annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ❖ that such accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2016 and of the Profit of the Company for the year ended on that date.
- ❖ that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- ❖ that the annual accounts have been prepared on a going concern basis.
- ❖ that internal financial controls have been laid down to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- ❖ that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Managerial Remuneration and Employees

Details required pursuant to Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as a separate Annexure -V.

Details of employees required pursuant to Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as a separate Annexure - VI.

Company has not offered its shares to its employees under ESOS during the year under review.

Company has not sanctioned loan to any of its employees for purchase of company's shares under any scheme.

Corporate Governance and Management Discussion and Analysis

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, report on Corporate Governance along with the Auditors' statement on its compliance and Management discussion and Analysis have been included in this Annual Report as per separate Annexure -VIII and Annexure-A respectively.

Number of Meetings of the Board

The Board of Directors, during the financial year 2015-16 duly met 5 times on 23.04.2015, 11.06.2015, 15.07.2015, 23.10.2015 and 02.02.2016 in respect of which meetings, proper notices were given

and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

Extract of Annual Return

The details forming part of the extract of the annual return in Form No. MGT-9 is annexed herewith as a separate Annexure - VII.

Particulars of Loans, guarantees or investments u/s 186.

The loans if any, made by the Company are within the limits prescribed u/s 186 of the Companies Act, 2013 and no guarantee or security is provided by the Company.

Details of Investments covered u/s 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Risk Management Policy

The Board has approved and implemented risk management Policy of the Company including identification and element of risks.

The Risk Management is overseen by the Audit Committee / Board of Directors of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details please refer to the Management Discussion and Analysis enclosed as separate Annexure - A to this report.

Audit Committee

The Company has constituted Audit Committee. For details please refer Corporate Governance Report attached as a separate Annexure- VIII.

Internal Control System and its adequacy

The Company has internal control system commensurate with the size, scale and complexity of its business operations. The scope and functions of Internal Auditor are defined and reviewed by the Audit committee. The Internal Auditor reports to the Chairman of the Audit Committee. The Internal Auditor assesses opportunities for improvement of business processes, systems and controls, to provide recommendations, which can add value to the organization.

Dividend

Your Directors recommend a dividend of ₹ 9.00/- per share (180%) (Previous year ₹ 6.25/- per share) (125%) on 1,30,05,874 equity shares of ₹ 5/- each fully paid for the year ended 31.03.2016, to be paid subject to approval by the members at the ensuing Annual General Meeting.

During the year, the unclaimed dividend pertaining to the financial year ending 2007-08 were transferred to the Investor Education and Protection Fund.

Share Capital

The paid up Equity Share Capital as on 31st March, 2015 was ₹ 650.29 lacs. During the year under review the Company has not issued any equity shares. As on 31st March, 2016 the Share Capital was ₹ 650.29 lacs.

No shares with differential voting rights, stock or sweat equity shares were issued by the Company during the year under review.

Exchequer

The Company has contributed ₹ 142.40 Crores to the exchequer by way of excise duty, customs duty, service tax, income tax, VAT, sales tax and other fiscal levies.

Deposits

The Company has discontinued its Fixed Deposit Scheme from the Financial Year 2012-13. Despite efforts to identify and repay the unclaimed deposits, the total amount of Fixed Deposit matured and remaining unclaimed with the Company as on 31st March, 2016 was ₹ 1.34 lacs.

The Company has not accepted fixed deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. There have been no default in repayment of deposits or payment of interest thereon during the year.

Finance

During the year under review, the Company repaid loans of ₹ 890.30 Lacs to Financial Institutions and Banks.

Directors

Members at the Annual General Meeting held on 22-08-2014 have appointed Shri Ashok Chhajed, Shri Sajan Kumar Pasari, Shri Govindbhai P. Patel and Shri Lalit Kumar Bohania as Independent Directors of the Company to hold office for five consecutive years for a term up to 31st March, 2019 (they will not retire by rotation).

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. The company keeps informed independent directors about changes in the Companies Act, 2013 and rules from time to time and their role, duties and responsibilities.

Smt. Deepshikha Khaitan is due to retire at the end of the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. Brief resume of Smt. Deepshikha Khaitan as required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the notice convening the Annual General Meeting of the Company. Shri Ashok Chhajed ceased to be a director of the company w.e.f. 23.04.2016 on his resignation.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, Schedule - IV of the Act and SEBI (LODR) Regulations, 2015, the Board has carried the evaluation of its own performance, Individual Directors, its Committees, on the basis of attendance, contribution and various criteria as recommended by the Nomination and Remuneration Committee of the Company.

The performance of each of the non-independent directors (including the chair person) was also evaluated by the Independent Directors at the separate meeting held of Independent Directors of the Company.

Policy on Directors appointment and remuneration

Criteria determining the qualifications, positive attributes and independence of Directors

Independent Directors

- Qualifications of Independent Director

An Independent director shall possess appropriate skills, qualifications, experience and knowledge in one or more fields

of finance, law, management, marketing, administration, corporate governance, operations or other disciplines related to the Company's business.

- **Positive attributes of Independent Directors**

An independent director shall be a person of integrity, who possesses knowledge, qualifications, experience, expertise in any area, integrity, level of independence from the Board and the Company etc. Independent Directors are appointed on the basis of requirement of the Company, qualifications & experience, association with the Company etc. He should also devote sufficient time to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

- **Independence of Independent Directors**

An Independent director should meet the requirements of Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Other Directors and Senior Management

The Nomination and Remuneration Committee shall identify and ascertain the qualifications, expertise and experience of the person for appointment as Director or at Senior Management level and recommend to the Board his / her appointment.

The Company shall not appoint or continue the employment of any person as Whole-time Director or Senior Management Personnel if the evaluation of his performance is not satisfactory.

Other Details are disclosed in the Corporate Governance Report under the head Nomination and Remuneration Committee and details of Remuneration (Managing Director / Whole Time Director and Non- Executive Directors).

Remuneration / commission from Holding or Subsidiary Company

Managing Director or Whole Time Director is not receiving any remuneration / commission from any Holding Company or Subsidiary Company.

Remuneration Policy

It is separately disclosed in the Corporate Governance Report attached as a separate Annexure - VIII to this Report.

Auditors and their Observations:

H.V. Vasa & Co., Statutory Auditors of the company retire at the end of forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment at the ensuing Annual General Meeting.

The Auditors' Report and Secretarial Audit Report to the members for the year under review does not contain any qualification, reservation or adverse remarks or disclaimer.

The Statutory Auditors have not reported any fraud during the year under review.

Cost Auditors

Company has appointed K.G.Goyal & Co., as Cost Auditors for conducting cost audit for the year 2016-17.

Secretarial Audit

Pursuant to provisions of Section 204 of Companies Act, 2013 and rules made there under, the Company has appointed Umesh Parikh and Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year 2016-17.

The Secretarial Audit Report given by Umesh Parikh and Associates, Company Secretaries in practice is annexed with this report.

Insurance

Your Company has adequately insured all its properties including Plant and Machinery, Building and Stocks.

Industrial Relations

Your Company's relations with its employees remained cordial throughout the year. The Directors wish to place on record their deep appreciation for the services rendered by workers, staff members and executives of the Company.

Your Company has taken adequate steps for the health and safety of its employees, as required under the Gujarat Factories Rules, 1963. The Company has not received any complaint under The Sexual Harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 and the Company has organized three workshops under the said Act.

Material Changes Affecting Financial Position of the Company

No material changes or commitments, affecting the financial position of the Company have occurred between the end of the financial year of the company to which the financial statements relate, i.e. 31st March, 2016 and the date of the Board's Report.

Change in nature of business

No changes has been made in nature of business carried out by the company during the financial year 2015-16.

Orders passed by Regulatory Bodies or Courts

No regulatory body or court or tribunal has passed any significant and material orders impacting the going concern status and operations of the Company.

Vigil Mechanism

The company has implemented Vigil Mechanism. For details please refer Corporate Governance Report attached as a separate Annexure - VIII.

Appreciation

Your Directors thank the Financial Institutions and Bankers for extending timely assistance in meeting the financial requirements of the Company. They would also like to place on record their gratitude for the co-operation and assistance given by State Bank of India, Yes Bank Ltd., Kotak Mahindra Bank Ltd. and various departments of both State and Central Governments.

For and on behalf of the Board of Directors,

Kolkata,
3rd May, 2016

Vikram Somany
Chairman and Managing Director

Annexure - A to the Directors' Report

Management Discussion and Analysis

At CERA, the *growth* saga continues, despite not-so-conducive market conditions. The fact that CERA remains consistent performer, itself shows that the brand has gathered strength to wither any market upheavals.

The growth of your Company, much above the market growth, is largely on account of its continued efforts in leveraging the high brand value and product optimization besides deeper penetration in tier 2 markets. These efforts are further fortified by strong and structured marketing efforts, good product quality and after-sales service, and backed by a very loyal distribution network across India.

Your Company's initiative to provide touch and feel experience to its customers through its CERA Style Studios, has paid off well. CERA Style Studios are located in upmarket locations in Ahmedabad, Mumbai, Kochi, Bengaluru, Hyderabad, Gurgaon, Chandigarh, Chennai, Thiruvananthapuram and Kolkata.

CERA Style Galleries, display and sales touch points of CERA, owned and managed by its trade partners, are increasing month after month. Soon the number of such CERA Style Galleries would touch 200.

For smaller trade retail partners, CERA encourages display in the form of CERA Style Centre. This will help further penetrate into smaller towns and outlets, thereby increasing the visibility of brand CERA.

CERA also launched CERA Style Studios on Wheels, a novel concept to take CERA products to the doorsteps of key decision makers like architects, developers, etc.

Your Company's current brand ambassador, Bollywood style and fashion icon and acclaimed actress, Sonam Kapoor, has added to the brands visibility. High decibel television campaigns were unleashed on national and regional channels showcasing sanitaryware, faucets and tiles. The television campaign was supplemented by print advertisements in magazines.

Your Company also strengthened CERA Care, its after-sales division with induction of technicians for taking care of its services in all key cities of the country.

During the year, your company received several awards for its performance — like Star SME from Business Standard, Business Knights award from Economic Times, Best Mid-sized Company award from Nav Gujarat Samay, Gujarat Ratna award from CNBC, Trusted Brand award from Reader's Digest, Asia's Most Promising Brand award from WCRC, etc. to just name a few.

Your Company has made an exclusive tie up with Italian luxury designer sanitaryware brand, ISVEA, to market their luxury range of sanitaryware in India. This will help your company enter the luxury segment.

a) Industry Structure and Developments

Your Company's growth continues by virtue of its brand power, customer loyalty, product quality and distribution strength, built over a period of 35 years. Your Company's brand extension to other related categories like faucets and tiles has helped in accelerating the growth.

The industry structure remains unchanged viz. Indian manufacturers in organized and unorganized sectors; International brands with or without manufacturing in India and imports from countries like China.

b) Opportunities and Threats

Your Company has been growing despite the two threats—international brands and slow down in housing construction. The demand in mid-segment housing is less affected and your

Company's ability to pitch in the mid-segment will help maintain the growth rate.

The announcement by Central Government about launch of 100 smart cities across India, can give a boost to construction industry and thereby for demand for sanitaryware.

Another significant action plan by Central Government, "Swachh Bharat Abhiyan", can also be a booster to sanitaryware in general.

Also, the newly introduced real estate regulatory authority bill is likely to help streamline the housing construction activities and help your company's growth.

c) Outlook

Your Company's two-pronged aggressive marketing push of mass media advertising over television and print and partnering with industry organisations like CREDAI (Confederation of Real Estate Developers Associations of India), IIA (Indian Institute of Architects), IIID (Institute of Indian Interior Designers) and IPA (Indian Plumbing Association) has helped increase the value and equity of brand CERA. Also, the sales and distribution efforts to penetrate into tier 2 towns, supported by sales and after-sales teams, is certainly going to help your Company grow in the coming years also.

d) Risks and Concerns

Any drastic change in Government policy may affect your Company.

(e) Internal Control Systems and their adequacy

The Company has an adequate system of internal financial controls with reference to the financial statements and also relating to the purchase of stores, raw materials, plant & machineries, equipments and various components and for the sale of goods commensurate with the size of the Company and the nature of business.

The system of internal control of the Company is adequate keeping in mind the size and complexity of your Company's business. Systems are regularly reviewed to ensure effectiveness.

The internal auditors monitor and evaluate the efficacy and adequacy of internal control system in the company, its compliance with operating systems, accounting procedures and policies. Based on the report on the internal audit function, necessary corrective actions in the respective areas are taken and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the audit committee of the board.

(f) Financial performance with respect to operational performance is discussed in the main part of the Report.

(g) Material Developments in Human Resources, Industrial Relations, Environment, Health & Safety

Faced with the shortage of quality manpower, the thrust of your Company has been on talent improvement through training programmes.

Your Company continues to invest in training and development of its employees and has been organizing various training programmes from time to time. CERA's manpower strength as on March 31, 2016 stands at 2415.

The Company is ISO 9001, 14001 and BS 18001 certified. Your Company is also a member of Indian Green Building Council (IGBC), promoted by Confederation of Indian Industry (CII).

Annexure - B to the Directors' Report

Corporate Social Responsibility (CSR)

Empowering Society; Empowering Ourselves

Real progress occurs when privileges are balanced with the responsibilities towards society. Your Company has always laid emphasis on progress with a social commitment. We believe strongly in our core values of empowerment and betterment of not only the employees but also our communities. Following this principle, Late Shri Vidush Somany our Executive Director had laid the foundation of a comprehensive approach towards promoting and facilitating various aspects of our surrounding communities.

Vidush Somany Education Programme

Education is an important prerequisite for the development of our communities. The youth holds the potential of bringing about fundamental changes in our society. This potential can be unleashed with proper educational facilities.

The **Vidush Somany Education Programme** was launched with the aim of empowering young students by facilitating basic education of high standards. With the support of Government schools, the Programme has been successful in benefitting nearly 1200 plus students in Kadi Town and Vill. Kundal, Mehsana district of Gujarat during the year. Understanding the need of the new generation of students, basic training in computer skills and other courses have been provided to primary schools in Kadi and surrounding areas.

An important aspect of this overreaching Programme is to facilitate and augment the basic formal education provided to students in Government schools. With the approval of District Education Officer (Primary), Mehsana District, the Programme holds special coaching classes for school students of classes from 3rd to 10th standard in Kadi and Kundal at no extra charges. The special classes are conducted within the school premises by qualified tutors supported under the Programme with an emphasis towards providing personal attention and hence limiting each batch to 30 students only. The special classes offer additional training to students in the subjects of Mathematics, Science, Social Science, English, Skill Development and Elementary Computer skills. Under the aegis of the Programme,

five Municipal schools in Kadi and nearby village Kundal have been provided with about 125 computers and associated accessories like printers and mouse pads along with tables, chairs and stationery for providing quality education in basic computer skills to young students of primary classes. Conducted by qualified instructors appointed under the Programme, the computer education facilities are helping the students gain access to higher skills and knowledge opportunities. The Programme also supports the setting up of more computer education facilities in Mehsana district in the near future. For encouraging education for girls, exclusive classes are also held for girl students from 7:30 a.m. to 10:30 a.m. & 3:00 p.m. to 4:00 p.m., while classes for boys are held from 7:30 a.m. to 9:30 a.m. & 3:00 p.m. to 6:30 p.m. scattered in different locations. Facilitating the young students in all aspects including availability of stationary items, the Programme provides educational support and from the nutritional point of view as well by providing regular refreshments.

Cera has constructed about 136 Toilets & Urinals at public schools in Kadi & nearby villages. On keeping light to the development of health & nutrition for young students, Cera arranged a Health Checkup Camp at Kadi for schools and nearby children. Cera also arranged Health camp for adults.

The Programme also supports the children of Kadi workers in realizing their aspirations of higher education. Recognizing their potential and aspirations, the Programme has encouraged meritorious students of Kadi by offering education expenses for their higher education in the fields of Engineering, Medical and Pharma.

Cera has contributed the CSR activity for women empowerment at Vill. Kundal & Kadi location towards conducting stitching classes with well experienced professional tutor, sewing machines, materials and accessories. This year we have explored other women empowerment activities at Bhavapura location, Kadi like cooking, beauty parlor, hand embroidery, basic computer courses. We have empowered 750 women in this programme. Currently 100 ladies are undergoing the empowerment activities aided through Cera.

The Company has contributed to ISKCON Food Relief Foundation which will give mid-day mealsto 1001 needy children for a year and to ROTARY CLUB – Kolkata and Ahmedabad for construction of Shelter home at Hospital and Class rooms at Municipal Schools.

Annexure - I to the Directors' Report

Disclosure of particulars with respect to Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 and forming part of the Report of the Board of Directors for the year ended 31st March, 2016.

A. Energy Conservation

Discussed in main report

B. Technology Absorption

NIL

Research and Development (R & D)

1. Specific areas in which R & D is carried out : The Company's Research & Development Unit recognized by the Department of Scientific and Industrial Research (DSIR), Government of India, since 1989 has been relentlessly working for the improvement in quality of sanitary ware products, cost reduction through the use of new and cheaper raw materials, changes incorporated in their quality specifications, minimizing wastes and losses at different stages of production, recycling of unfired and fired wastes generated in production as well as pollution abatement to keep the company ahead of market competition.

Some innovative R&D activities carried out and commenced commercial production during the year under report are :

- ❖ An Opaque Glaze named as "Snow White" developed earlier and voted as the product of the year in Sanitary ware category for two successive years since 2011 in a row has been further upgraded through replacement of costly zircon opacifier by cheaper one and still maintaining the highest quality standard.
- ❖ Several dark colored glazes have been developed utilizing colorants/ stains from indigenous sources through import substitution and also commenced commercial production minimizing several teething problems.
- ❖ Development of a new cost effective body utilizing increased quantity of fired waste (pitcher) in the body composition and commenced commercial production during the year under report. The said development has thus helped not only the consumption of increased quantity of solid wastes but also in conserving the same quantity of fresh raw materials for future use.
- ❖ Developing of an Antimicrobial glaze, utilizing the indigenously developed antimicrobial material available in the market and its up-scaling activity leading to commercial production is still under consideration.
- ❖ Development of a new and innovative crack resistant body utilizing a new and an unconventional raw material initiated at R & D some times back has been completed successfully with promising result. The said body and also other bodies incorporating indigenous raw materials are under trial in the pilot plant. On successful completion of pilot plant production, the said bodies would be introduced for commercial production.
- ❖ The Company has launched a project titled "Waste Minimization and Waste Utilization Program" and lots of measures have been taken to arrest wastage in solid, liquid and gaseous as well as electricity at different stages of production as a continuous program. Simultaneously, the generated wastes of body and glaze are benefited and used in production on regular basis. Necessary infrastructure has also been created to continue the activities in future.
- ❖ Technology for developing new and innovative designs through 3D printing technology is being adopted during the year.

2. Benefit derived as a result : With the introduction of new and cheaper raw materials from new sources and import substitution of raw materials, colors and other inputs, the cost of production is expected to reduce.
3. Future plan of action :
- ❖ To minimize imports through utilization of raw materials and other inputs from indigenous sources for better inventory management and cost reduction.
 - ❖ To develop various eco-friendly glazes matching to the international standards of quality.
 - ❖ To initiate further innovation in the areas of development of bodies and glazes as R & D is a never ending process for making improvement in both once-fired and refire recovery as well as energy conservation.
 - ❖ The modernization of entire R&D division is under progress through replacement of old and obsolete equipments by new equipments with change in the layout of building.
 - ❖ A series of matt glazes were also developed. Products were also made in dual colors.
 - ❖ A superfine fire clay Sanitaryware body was developed and introduced in production to produce thin-rim wash basins.
 - ❖ Chemical Laboratory was set up to analyze raw materials and also Sanitaryware bodies.
 - ❖ A stamping ink was developed to apply on fired pieces.
 - ❖ A plastic than Clay was introduced in production along with other clays.
 - ❖ New Composition for different type of colour glazes were developed to enhance the surface quality of fired pieces.
 - ❖ Several new vendors were developed and introduced for supply of various colour and chemicals.
 - ❖ To improve the existing products aesthetic glaze features of the products, we planned to introduce Robotic glazing for the green products which not only will improve the uniformity of the glazing but it will reduce the manual handlings of green pieces also. Through robotic glazing we will be able to optimize the glaze consumption also. Uniform glaze surface of the products increase the aesthetic appearance and gloss of the product significantly.
4. Expenditure on R & D
- | | | |
|--|---|---------------|
| a) Capital | : | ₹ 104.78 Lacs |
| b) Recurring | : | ₹ 98.11 Lacs |
| c) Total | : | ₹ 202.89 Lacs |
| d) Total R & D Expenditure as a percentage of total turnover | : | 0.22% |

C. Foreign Exchange earnings and outgo

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. Foreign exchange used and earned by the Company during the year is as under :

Total foreign exchange used	:	₹11820.33 Lacs
Total foreign exchange earned	:	₹ 801.46 Lacs

Annexure - II to the Directors' Report

Form AOC – 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries / associate Companies / joint ventures

Part "A" : Subsidiaries

Sl.No.	Particulars	Details
1.	Name of the Subsidiary	ANJANI TILES LIMITED
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Period ending on 31 st March, 2016
3.	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	N.A.
4.	Share Capital	₹ 36,00,00,000/-
5.	Reserves & surplus	Nil
6.	Total Assets	₹ 76,66,38,652/-
7.	Total Liabilities	₹ 40,66,38,652/-
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit before Taxation	Nil
11.	Provision for Taxation	Nil
12.	Profit after Taxation	Nil
13.	Proposed Dividend	Nil
14.	% of shareholding	Equity 51 % Preference 55.92 %

Part "B" : Associates and Joint Ventures - N.A.

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of Associates/ Joint Ventures	N.A.
1.	Latest Audited Balance Sheet Date	
2.	Shares of Associates/ Joint Ventures held by the Company on the year end	
	No	
	Amount of Investment in Associates/ Joint Ventures	
	Extent of Holding %	
3.	Description of how there is significant influence	
4.	Reason why the Associate/ Joint Venture is not consolidated	
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	
6.	Profit / Loss for the year	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

Rajesh B. Shah
CFO & COO (Fin. & Comm.)

Narendra N. Patel
President & Company Secretary

Place : Kolkata
Date : 3rd May, 2016

Vikram Somany	Chairman and Managing Director
Deepshikha Khaitan	Director
Sajan Kumar Pasari	Director
Lalit Kumar Bohania	Director
Atul Sanghvi	Executive Director

Annexure - III to the Directors' Report

Form No.AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1) Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship		
(b) Nature of contracts / arrangements / transactions		
(c) Duration of the contracts / arrangements / transactions		
(d) Salient terms of the contracts or arrangements including the value, if any		
(e) Justification for entering into such contracts or arrangements or transactions		
(f) Date (s) of approval by the Board		
(g) Amount paid as advances, if any.		
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188		

NOT APPLICABLE

2) Details of material contracts or arrangements or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	Madhusudan Industries Ltd. Directors interested	Swadeshi Fan Industries Ltd. Directors interested	Dr. K. N. Maiti Holding place of profit	Smt. Smriti Somany Holding of office	Smt. Pooja Jain Somany Holding of office
(b) Nature of contracts / arrangements / transactions	Leasing of Property Reimbursement of Expenses	Reimbursement of Expenses	Professional Director - Consultancy Fees	Holding Place of Profit	Holding Place of Profit
(c) Duration of the contracts / arrangements / transactions	01-07-2013 to 31-01-2018	As and When actual payment made	01-04-2014 to 31-03-2019	Till termination	Till termination
(d) Salient terms of the contracts or arrangements including the value, if any	Monthly lease Rent of ₹ 913442/-	No formal contract	As per AGM notice dated 25-04-2013. Monthly consultancy fees ranging from ₹ 175000/- to ₹ 450000/-	As per AGM notice dated 22-07-2011	As per AGM notice dated 22-07-2011
(e) Date (s) of approval by the Board, if any.	Every Board meeting held after payment & 02-02-2015	Every Board meeting held after payment	25-04-2013 (AGM approval date 11-07-2013)	21-07-2011 (AGM approval date 06-09-2011)	21-07-2011 (AGM approval date 06-09-2011)
(f) Amount paid as advances, if any:	Deposits ₹ 1946000/-	NA	NA	NA	NA

The other details are mentioned in Note no.40 of attached Financial Statements for the year ended 31-03-2016

For and on behalf of the Board of Directors

Kolkata
May 03, 2016

Vikram Somany
Chairman and Managing Director

Annexure - IV to the Directors' Report

Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the Company's CSR policy, including : overview of the projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs
CSR policy of the company is available at web link : <http://www.cera-india.com/Content.aspx?conld=18>
Projects to be undertaken : education, health, woman empowerment
2. The Composition of the CSR Committee.
Shri Vikram Somany – Chairman
Shri Atul Sanghvi – Member
Smt. Deepshikha Khaitan – Member
Shri Ashok Chhajed – Member
3. Average net profit of the Company for last three financial years : ₹ 9004.88 Lacs
4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above) :
The Company was required to spend towards CSR. : ₹ 180.10 Lacs

5. Details of CSR spent during the financial Year :

- a) Total amount to be spent for financial year : ₹ 235.57 Lacs (Including ₹ 55.47 Lacs amount unspent of previous year)
- b) Amount unspent, if any : ₹ 69.76 Lacs

- c) Manner in which the amount spent during the financial year is detailed below :

(₹ in Lacs)

Sr. No.	CSR Project or Activity identified	Sector in Which the project is covered	Projects or Programs (1) local area or other (2) Specify the state and district where projects or programs were undertaken	Amt. outlay (Budget) project or programs wise	Amt. spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1	2	3	4	5	6	7	8
1.	Scholarship to Meritorious Students; Educational Support for 6 Schools	Literacy	Kadi, Kundal (Gujarat)	35.00	27.90	27.90	Direct
2.	Medical Assistance; Health Camps and Yoga Facility	Healthcare Kidney awareness, Spritual Dev.	Kadi Ahmedabad (Gujarat)	15.00	11.14	11.14	Direct
3	Women Empowerment	Upliftment/ Women Empowerment	Kadi, Kundal (Gujarat)	5.00	2.45	2.45	Direct
4	Drinking Facility; Provision of Computers; Furniture Distribution	Educational Support Facilities	Kadi, Sarsav, Budasan (Gujarat)	75.00	58.71	58.71	Direct
5	Food to Needy	Upliftment of poor And needy children	Kolkata, Kadi (Gujarat & West Bangal)	35.00	31.86	31.86	Direct
6	Rural Development	Environment conservation & Construction of Roof & stair case	Kolkata Kadi (Gujarat & West Bangal)	10.00	6.00	6.00	Direct
7	Night Shelter Facility to Needy	Night Shelter Facility for Child Health	Kolkata (West Bangal)	22.00	22.00	22.00	Direct
8	Assets	Assets	Kadi (Gujarat)	8.57	5.75	5.75	Direct
	TOTAL			205.57	165.81	165.81	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.
The Company has undertaken various projects mentioned above within immediate vicinity of plant. The projects are running on continuous basis. Due to unavailability of projects amount remain unspent. The Company will make efforts to spend these amount in F.Y. 2016-17.
7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

The implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

S.C. Kothari
Chief Executive Officer

Vikram Somany
Chairman CSR Committee

Annexure - V to the Directors' Report

Details as per Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr.No.	Particulars					
i.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Wholetime Directors CMD ED 62x 17x				
ii.	The % increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year.	Wholetime Directors CMD ED 6.25% 20%		CEO 12%	KMPs CFO CS 20% 23%	
iii.	The % increase in the median remuneration of employees in the financial year.	17 – 20%				
iv.	The number of permanent employees on the rolls of Company.	2415				
v.	The explanation on the relationship between average increase in remuneration and Company performance.	Annual increase in remuneration is based on the remuneration policy for different grades, industry pattern, qualifications and experience, responsibilities shouldered and individual performance of the Key Managerial personnel & other employees and also performance of the Company.				
vi.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.					
vii.	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the Company came out with the last public offer.	Market Capitalisation	2015-16 ₹ 2392.43 Cr.	2014-15 ₹ 3227.21 Cr.		
		PE Ratio	28.67	46.50		
		Last Public Offer Market Quotation	(Not Applicable as no public offer made by the Company.)	(Not Applicable as no public offer made by the Company.)		
viii.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The percentage increase in the salaries of the employees other than the managerial personnel in the last financial year is 17%-20% as against an increase of 12%-20% in the salary of the chairman and managing director & executive director (Managerial Personnel as defined under the Act). Annual increase in remuneration is based on different grades, industry pattern, qualifications & experience, responsibilities shouldered and individual performance of managerial personnel and other employees.				
ix.	Comparison of the remuneration of the each Key Managerial Personnel against the performance of the Company.	Particulars CMD ED CEO CFO CS	% of Net Sales for F.Y 2015-16. 0.57% 0.15% 0.27% 0.07% 0.05%			
x.	The key parameters for any variable component of remuneration availed by the directors.	Key parameters of Whole time Directors' variable remuneration includes components like incentive on growth of top-line and growth in profitability.				
xi.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year and	NOT APPLICABLE				
xii.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration is as per the remuneration policy of the Company.				

Annexure - VI to the Directors' Report

Details of employees as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2016.

A. Names of Employees employed through out the year and were in receipt of remuneration of not less than ₹ 60,00,000/- during the year:

Sr. No.	Name & Age (Years)	Designation/ Nature of Duties	Remuneration (₹)	Qualifications & Experience (Years)	Date of commencement of employment	Last Employment, Name of employer, Post held and period (Years)	Equity shares held with spouse & dependent children (in %)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1	Shri Vikram Somany (66 years)	Chairman and Managing Director	5,31,17,565	B.Sc., FCMI (U.K.) (41 years)	13.08.2002	Madhusudan Industries Limited Chairman cum Managing Director (1 year)	19.87
2	Shri Subhash Chandra Kothari (71 years)	C E O	2,53,51,331	B.Com., LLB, FCA (42 years)	12.09.2012	Cera Sanitaryware Ltd. (Whole Time Director) (24 Years)	0.05
3	Shri Atul Sanghvi (54 years)	Executive Director	1,45,61,190	MBA (Marketing) (32 years)	18.01.1999	Grasim Industries Ltd. Cement Division GM (Marketing) (11 years)	0.00
4	Shri Vivek Tewari (48 years)	President (Works)	85,54,732	M.Tech., MBA (24 years)	03.12.2013	HSIL Ltd., Associate VP(works) (5 years)	0.00
5	Shri Rajesh B. Shah (57 years)	CFO / COO (Fin. & Comm.)	70,28,202	B.Com., ACA (30 years)	05.04.2005	Madhusudan Ind. Ltd. G.M (Finance) (20 years)	0.00
6	Shri Abbey Rodrigues (45 years)	Sr. V.P (Marketing)	1,08,35,535	B.Com., PGDMSM (22 years)	09.12.1996	Deluxe Sanitary Appliances Sales Executive (1.5 years)	0.03
7	Shri P. K. Shashidharan (57 years)	Sr. V. P. (Marketing)	1,05,26,661	M.A. (English) (36 years)	15.10.1991	Mudra Commu. Ltd. Sr.Media Executive (12 Years)	0.00

B. Names of Employees employed for part of the year and were in receipt of remuneration of not less than ₹ 5,00,000/- per month:

Sr. No.	Name & Age (Years)	Designation/ Nature of Duties	Remuneration (₹)	Qualifications & Experience (Years)	Date of commencement of employment	Last Employment, Name of employer, Post held and period (Years)	Equity shares held with spouse & dependent children (in %)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Nil							

Notes :

- Gross remuneration as above includes Salary, Incentives, Company's contribution to Provident Fund, Leave Encashment, Leave Travel Reimbursement, Medical Expenses Reimbursement, House Rent Allowance, Housing Accommodation and Monetary value of perquisites calculated in accordance with the provisions of Income Tax Act, 1961 and Rules made there under.
- Shri Vikram Somany is a father of Smt. Deepshikha Khaitan, director of the Company.

Annexure - VII to the Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- | | |
|--|---|
| i) CIN | : L26910GJ1998PLC034400 |
| ii) Registration Date | : 17.07.1998 |
| iii) Name of the Company | : Cera Sanitaryware Limited |
| iv) Category / Sub-Category of the Company | : Public Limited Company |
| v) Address of the Registered office and contact details | : 9, GIDC Industrial Estate, Kadi 382715, Dist. Mehsana.
Phone : (02764) 242329 Fax (02764) 242465 |
| vi) Whether listed Company ? Yes / No | : Yes |
| vii) Name, Address and Contact details of Registrar and Transfer Agent, if any | : MCS Share Transfer Agent Limited, 201, Shatdal Complex, 2 nd floor,
Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009.
Phone No. : 079-26580461, Email ID : mcsstaahmd@gmail.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Sanitaryware, Tiles, Bathroom accessories & products, Faucetsware	239 (NIC 2008)	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1	Anjani Tiles Limited <u>Registered Office Address:</u> D. No. 9-34/1, Tadepalligudem Road, Vishnupur, Bhimavaram Andhra Pradesh - 534202	U26990AP2015PLC096439	Subsidiary	51% (equity) 55.92% (Pref.)	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

	Category of Shareholders	No. shares held at the beginning of the year				No. shares held at the end of the year				% change during the Year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
(a)	Individuals/ Hindu Undivided Family	2846809	0	2846809	21.88	2855203	0	2855203	21.95	0.07
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	4265436	0	4265436	32.80	4265436	0	4265436	32.80	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total(A)(1)	7112245	0	7112245	54.68	7120639	0	7120639	54.75	0.07

	Category of Shareholders	No. shares held at the beginning of the year				No. shares held at the end of the year				% change during the Year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
2	Foreign									
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	7112245	0	7112245	54.68	7120639	0	7120639	54.75	0.07
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds/ UTI	315367	500	315867	2.43	603605	500	604105	4.64	2.22
(b)	Financial Institutions / Banks	101954	5300	107254	0.82	239795	5300	245095	1.88	1.06
(c)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	1999054	0	1999054	15.37	1801461	0	1801461	13.85	-1.52
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (specify) - Foreign Body Corporate	351000	0	351000	2.70	351000	0	351000	2.70	0.00
	Sub-Total (B)(1)	2767375	5800	2773175	21.32	2995861	5800	3001661	23.08	1.76
2	Non-institutions									
(a)	Bodies Corporate	325439	8650	334089	2.57	258411	7850	266261	2.05	-0.52
(b)	Individuals									
I	Individual shareholders holding nominal share capital up to ₹ 1 lakh	1229140	457150	1686290	12.97	1240349	411859	1652208	12.70	-0.26
II	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	841333	0	841333	6.47	793940	0	793940	6.10	-0.36
(c)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (specify)									
I	Hindu Undivided Family	79374	400	79774	0.61	72751	400	73151	0.56	-0.05
II	Non Resident Individuals	131568	1500	133068	1.02	48614	1500	50114	0.39	-0.64
III	Trusts	45900	0	45900	0.35	47900	0	47900	0.37	0.02
	Sub-Total (B)(2)	2652754	467700	3120454	24.00	2461965	421609	2883574	22.17	-1.82

	Category of Shareholders	No. shares held at the beginning of the year				No. shares held at the end of the year				% change during the Year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	5420129	473500	5893629	45.32	5457826	427409	5885235	45.25	-0.06
	TOTAL (A)+(B)	12532374	473500	13005874	100.00	12578465	427409	13005874	100.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2	Public	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (C)	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	12532374	473500	13005874	100.00	12578465	427409	13005874	100.00	0.00

(ii) Shareholding of Promoters

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	
1	VIKRAM INVESTMENT CO. LTD.	2900275	22.30	0.00	2900275	22.30	0.00	0.00
2	MADHUSUDAN HOLDINGS LTD.	7500	0.06	0.00	7500	0.06	0.00	0.00
3	VIKRAM SOMANY	941953	7.24	0.00	945847	7.27	0.00	0.03
4	REKHA COMMERCIAL LTD.	532388	4.09	0.00	532388	4.09	0.00	0.00
5	TRISURE PROMOTIONS & TRADINGS LTD.	484400	3.72	0.00	484400	3.72	0.00	0.00
6	SMITI SOMANY	1542240	11.86	0.00	1542240	11.86	0.00	0.00
7	SUVINAY TRADING & INVESTMENT CO. LTD.	259420	1.99	0.00	259420	1.99	0.00	0.00
8	VIKRAM SOMANY	100000	0.77	0.00	100000	0.77	0.00	0.00
9	VENUGOPAL HOLDINGS LTD.	63388	0.49	0.00	63388	0.49	0.00	0.00
10	DEEPSHIKHA KHAITAN	39116	0.30	0.00	39116	0.30	0.00	0.00
11	GANGA SOMANY	23500	0.18	0.00	28000	0.22	0.00	0.04
12	POOJA JAIN SOMANY	200000	1.54	0.00	200000	1.54	0.00	0.00
13	MADHUSUDAN INDUSTRIES LTD.	18065	0.14	0.00	18065	0.14	0.00	0.00
	TOTAL	7112245	54.68	0.00	7120639	54.75	0.00	0.07

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	7112245	54.685	7112245	54.68
	27.04.2015 (Purchase)	1394	0.011	7113639	54.70
	28.04.2015 (Purchase)	2000	0.015	7115639	54.71
	30.04.2015 (Purchase)	1000	0.008	7116639	54.72
	03.08.2015 (Purchase)	2500	0.019	7119139	54.74
	04.08.2015 (Purchase)	1500	0.012	7120639	54.75
	At the end of the year			7120639	54.75

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	JWALAMUKHI INVESTMENT HOLDINGS	821296	6.31	597286	4.59
	Sale Cumulative Holdings : 05.06.2015 - 775286, 17.07.2015 - 660286, 23.10.2015 - 597286				
2	NALANDA INDIA EQUITY FUND LIMITED	371558	2.86	371558	2.86
	No Change				
3	INDIA 2020 FUND II, LIMITED	351000	2.70	351000	2.70
	No Change				
4	VIJAY KEDIA	253000	1.95	250000	1.92
	Sale Cumulative Holdings - 10.04.2015 - 252000, 24.04.2015 - 250574, 01.05.2015 - 250242, 08.05.2015 - 250000				
5	SAJAN KUMAR PASARI	245140	1.88	245140	1.88
	No Change				
6	STEADVIEW CAPITAL MAURITIUS LIMITED	236120	1.82	236655	1.82
	Purchase Cumulative Holdings - 21.08.2015 - 236655				
7	MALABAR INDIA FUND LIMITED	110165	0.85	230061	1.77
	Purchase Cumulative Holdings - 01.05.2015 - 130165, 12.06.2015 - 137559, 19.06.2015 - 143836, 10.07.2015 - 190165, 17.07.2015 - 192401, 22.01.2016 - 201614, 29.01.2016 - 205312, 05.02.2016 - 210782, 12.02.2016 - 222403, 19.02.2016 - 229636, 26.02.2016 - 230061				
8	TATA BALANCED FUND	147000	1.13	200000	1.54
	Purchase - Cumulative Holdings - 10.04.2015 - 150000, 01.05.2015 - 170000, 05.06.2015 - 200000				
9	ABG CAPITAL	97115	0.75	169048	1.30
	Purchase Cumulative Holdings - 10.04.2015 - 101062, 21.08.2015 - 103429, 28.08.2015 - 118429, 04.09.2015 - 119729, 23.10.2015 - 149729, 30.10.2015 - 179729, Sale 18.03.2016 - 172646, 25.03.2016 - 171923, 31.03.2016 - 169048				
10	DSP BLACKROCK MICRO CAP FUND	0	0.00	133426	1.03
	Purchase Cumulative Holdings - 17.07.2015 - 117625, 24.07.2015 - 117702, 31.07.2015 - 132027, 18.09.2015 - 133215, 25.09.2015 - 133426				

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For each of the Directors and KMPs	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Shri Vikram Somany 27.04.2015 - 1394 (Purchase) 03.08.2015 - 2500 (Purchase)	1041953	8.01	1045847	8.04
2	Shri Sajan Kumar Pasari	245140	1.88	245140	1.88
3	Smt. Deepshikha Khaitan	39116	0.30	39116	0.30
4	Shri Ashok Chhajed*	600	0.00	600	0.00
5	Shri Lalit Kumar Bohania	0	0.00	0	0.00
6	Shri Govindbhai P. Patel	0	0.00	0	0.00
7	Dr. K. N. Maiti	0	0.00	0	0.00
8	Shri Atul Sanghvi	18	0.00	18	0.00
9	Shri S. C. Kothari	6754	0.05	6754	0.05
10	Shri Rajesh B. Shah	252	0.00	252	0.00
11	Shri Narendra N. Patel	0	0.00	0	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment (Amount in ₹)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	681616309	0	84820621	766436930
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	681616309	0	84820621	766436930
Change in Indebtedness during the financial year				
Addition	0	0	10523523	10523523
Reduction	-330773988	0	0	-330773988
Net Change	-330773988	0	10523523	-320250465
Indebtedness at the end of the financial year				
i) Principal Amount	350842321	0	95344144	446186465
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	350842321	0	95344144	446186465

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹)
		Vikram Somany	Atul Sanghvi	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48406000	13276672	61682672
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961.	0	0	0
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- as % of Profit	0	0	0
	- Others, specify as a % on sales	0	0	0
5	Others, specify (perq + PF)	4711565	1284518	5996083
	Total (A)	53117565	14561190	67678755
	Ceiling as per Act	67513194	67513194	135026388

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount (₹)
		Ashok Chhajed*	Sajan Kumar Pasari	Govindbhai P. Patel	Lalit Kumar Bohania	
1	Independent Directors					
•	Fee for attending board / committee meetings	20000	30000	20000	30000	100000
•	Commission	200000	200000	200000	200000	800000
•	Others, please specify	0	0	0	0	0
	Total (1)	220000	230000	220000	230000	900000
2	Other Non-Executive Directors	Dr. K. N. Maiti**		Smt. Deepshikha Khaitan		
•	Fee for attending board committee meetings	20000		30000		50000
•	Commission	200000		200000		400000
•	Others, please specify	0		0		0
	Total (2)	220000		230000		450000
	Total (B)=(1+2)					1350000
	Total Managerial Remuneration					69028755
	Overall Ceiling as per the Act					148529026

C. Remuneration to key managerial personnel other than MD / Manager / WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (₹)
		CEO	CS	CFO	
1	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	23243200	3511424	6133360	32887984
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission				
	- as % of profit	0	0	0	0
	- others. specify...	0	0	0	0
5	Others, please specify (Perq + PF)	2108131	597153	894842	3600126
	Total	25351331	4108577	7028202	36488110

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES : NIL

Type		Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY	COMPANY	NIL				
	Penalty					
	Punishment					
	Compounding					
B. DIRECTORS	DIRECTORS					
	Penalty					
	Punishment					
	Compounding					
C. OTHER OFFICERS IN DEFAULT	OTHER OFFICERS IN DEFAULT					
	Penalty					
	Punishment					
	Compounding					

* Ceased to be a director w.e.f. 23.04.2016.

** Dr. K. N. Maiti is also paid consultancy fee of ₹ 37,55,645/- as Ceramic Scientist.

Annexure - VIII to the Directors' Report

CORPORATE GOVERNANCE REPORT

(As required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1) Company's Philosophy

The Company believes in the practice of good Corporate Governance and acting as a good corporate citizen.

The spirit of Corporate Governance has been prevailing in the Company. The Company believes in the values of transparency, professionalism and accountability. The Company recognizes the accountability of the Board and importance of its decisions on its customers, dealers, employees, shareholders and with every individual, who comes in contact with the Company.

2) Board of Directors

The Board comprises of a Chairman and Managing Director, an Executive Director, 4 (Four) Independent Directors and 2 (Two) Non-Executive Directors.

The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the period under review.

During the year, 5 (five) Board Meetings were held on 23.04.2015, 11.06.2015, 15.07.2015, 23.10.2015 and 02.02.2016.

None of the directors on the Board are members in more than ten committees and they do not act as Chairmen of more than five committees across all companies in which they are directors.

The composition of Board of Directors and their attendance at the Board meetings during the year and at the last Annual General Meeting as also number of other directorships and Committee Memberships are given below:

Sr. No.	Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance At last AGM	No. of Other directorship	No. of Other Committee Membership
1.	Shri Vikram Somany	Chairman and Managing Director Promoter Director	5	YES	1	—
2.	Smt. Deepshikha Khaitan	Non-Executive Promoter Director	3	YES	3	—
3.	Shri Sajan Kumar Pasari	Non-Executive Independent Director	3	NO	9	—
4.	Shri Ashok Chhajed*	Non-Executive Independent Director	2	YES	—	—
5.	Dr. K.N.Mall	Non-Executive Director	2	NO	—	—
6.	Shri Govindbhai P Patel	Non-Executive Independent Director	2	YES	—	—
7.	Shri Lalit Kumar Bohania	Non-Executive Independent Director	3	NO	13	—
8.	Shri Atul Sanghvi	Executive Director	2	YES	2	—

* Ceased to be a director w.e.f. 23.04.2016.

Familiarization programs imparted to independent directors is posted on Company's website www.cera-india.com

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of the specific duties, obligations and governance were also evaluated.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Independent Directors' Meeting:

During the year under review, the Independent Directors met on 02.02.2016 inter alia, to discuss:

- Evaluation of the performance of Independent directors, Non-Independent Directors, Executive Director, the Board of Directors as a whole and Key Managerial Personnel;
- Evaluation of the performance of the Chairman and Managing Director of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and time lines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Code of Conduct

The Company has implemented model code of conduct for the Board members and senior Officers of the Company. The code of conduct has been posted on the website of the Company i.e. www.cera-india.com

Risk management Policy

The Board of directors has framed, approved and implemented Risk Management Policy of the Company including identification and element of risks.

3) Audit Committee

The Audit Committee, consists of 4 (Four) directors, namely Shri Govindbhai P. Patel—Chairman (Independent), Shri Vikram Somany, Shri Sajan Kumar Pasari (Independent) and Shri Lalit Kumar Bohania (Independent). During the year, 4 (four) Audit Committee Meetings were held on 23.04.2015, 15.07.2015, 23.10.2015 and 02.02.2016.

Terms of reference

The role and terms of reference of the Audit Committee cover the matters specified for Audit Committees under Regulation 18 and Part – C of Schedule - II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

Name of Director	No. of Meetings	
	Held	Attended
Shri Ashok Chhajed *	4	3
Shri Vikram Somany	4	3
Shri Sajan Kumar Pasari	4	1
Shri Lalit Kumar Bohania	4	1
Shri Govindbhai P. Patel	4	3

* Ceased to be a director w.e.f. 23.04.2016.

4) Nomination and Remuneration Committee

The Nomination and Remuneration Committee, consists of 4 (Four) directors namely, Shri Govindbhai P. Patel – Chairman (Independent), Shri Vikram Somany, Shri Lalit Kumar Bohania (Independent) and Shri Sajan Kumar Pasari (Independent).

The Committee fixes the Remuneration of Whole Time Directors, which include all elements of remuneration package i.e. salary, benefits, bonus, incentives, pension, retirement benefits and such other benefits.

The Committee also decides the fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees etc. of the remuneration package of working directors, as may be necessary. During the year under review, 2 (Two) Nomination and Remuneration Committee Meetings were held on 23.04.2015 and 15.07.2015.

Name of Director	No. of Meetings	
	Held	Attended
Shri Govindbhai P. Patel	2	2
Shri Vikram Somany	2	1
Shri Lalit Kumar Bohania	2	-
Shri Sajan Kumar Pasari	2	-
Shri Ashok Chhajed*	2	2

* Ceased to be a director w.e.f. 23.04.2016.

Independent Directors are appointed and their performance is evaluated based on the criteria such as knowledge, qualifications, experience, expertise in any area, integrity, level of independence from the Board and the Company, number of meetings attended, familiarization programs attended, time devoted etc. Executive Directors are appointed on the basis of requirement of the Company, qualifications & experience, association with the Company, loyalty etc. Executive Directors are preferably promoted from within the Company based on above criteria.

The committee recommends appointment of directors to the board.

5) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee, consists of 4 (Four) directors namely, Shri Vikram Somany – Chairman, Shri Ashok Chhajed (Independent), Shri Atul Sanghvi and Smt. Deepshikha Khaitan.

The Committee formulate and recommend to the Board, a Corporate Social Responsibility Policy and monitor and review the same and determine implementation process / execution of CSR policy.

Disclosures of contents of Corporate Social Responsibility as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as a separate annexure.

During the year under review, two meetings were held on 23.04.2015 and 23.10.2015.

6) Remuneration Policy

Remuneration of employees largely consists of basic remuneration and perquisites.

The component of the total remuneration varies for different grades and is governed by Industry pattern, qualifications and experience of the employee, responsibilities handled by him and his individual performance, etc.

The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution and to retain talent in the organization and accord merit.

7) Details of remuneration for the year ended 31.03.2016

(i) Managing Director / Whole-time Director(s)

Name and Designation	Remuneration (₹)	Perquisites and Retirement benefits (₹)	Commission (₹)
Shri Vikram Somany Chairman and Managing Director	4,84,06,000	47,11,565	—
Shri Atul Sanghvi Executive Director	1,32,76,672	12,84,518	—

Performance incentive to the whole time Directors are based on the sales achieved and operating profit of the Company on the basis of the criteria decided by the Nomination and Remuneration Committee /Board of Directors/Chairman and Managing Director from time to time.

The Company has entered into contract with the above directors. Whole-time Directors' appointment is for a period of 3 years. The Whole Time Directors' may resign from the service of the Company by giving three months' notice in advance. The Company has the right to terminate the service of Whole Time Director/s except Chairman and Managing Director at any time by giving three months' notice in writing or salary in lieu thereof.

The Whole-time Directors are also entitled to the benefits as per the Rules of the Company, which the other employees / executives of the Company are entitled to.

Presently, there is no operational Employees Stock Option Scheme in the Company. ESOS does not form a part of contract with the Directors of the Company.

The Whole Time Directors are not entitled to the sitting fees for attending the Board Meetings.

(ii) Non-Executive Directors

The Company has passed the resolution at the Annual General Meeting held on 12.09.2012 for the payment of commission not exceeding 1% p.a. of the net profit of the Company. The commission is to be distributed among the directors not in whole time employment of the Company in such manner, as the Board of directors may determine from time to time. The commission will be paid to the Non-Executive Directors on approval of accounts by the members of the Company at ensuing AGM. The details of commission to be paid and sitting fees paid to them for the year 2015-16 are as under:

Name	Sitting Fees (₹)	Commission (₹)
Shri Sajan Kumar Pasari	30,000/-	2,00,000/-
Dr. K. N. Maiti	20,000/-	2,00,000/-
Shri Lalit Kumar Bohania	30,000/-	2,00,000/-
Shri Ashok Chhajed *	20,000/-	2,00,000/-
Shri Govindbhai P. Patel	20,000/-	2,00,000/-
Smt. Deepshikha Khaitan	30,000/-	2,00,000/-
TOTAL	1,50,000/-	12,00,000/-

* Ceased to be a director w.e.f. 23.04.2016.

Dr. K. N. Maiti is also paid consultancy fees of ₹ 37,55,645/- as ceramic scientist as per the approval of Nomination and Remuneration Committee.

(iii) Shareholding of Non-Executive Directors

Name	No. of Shares held	% of total shareholding
Shri Sajan Kumar Pasari	2,45,140	1.88
Dr. K. N. Maiti	Nil	Nil
Shri Lalit Kumar Bohania	Nil	Nil
Shri Ashok Chhajed *	600	0.00
Shri Govindbhai P. Patel	Nil	Nil
Smt. Deepshikha Khaitan	39,116	0.30

* Ceased to be a director w.e.f. 23.04.2016.

8) Share Transfer Committee

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had delegated the powers of share transfers to the Share Transfer Committee. In order to expedite the process of share transfers / transmissions / splits / consolidation, the Committee meets at least once in 10 days.

The Share transfer committee, consists of three directors namely Shri Atul Sanghvi—Chairman, Shri Govindbhai P. Patel and Dr. K. N. Maiti.

Share Transfer Agent

The Company has appointed MCS Share Transfer Agent Limited, a SEBI registered ShareTransfer Agent as Registrar and Share Transfer Agent.

9) Stakeholders Relationship Committee

The Stakeholders Relationship Committee, consists of three directors namely Shri Govindbhai P. Patel – Chairman, Shri Atul Sanghvi and Dr. K. N. Maiti.

All investor complaints, which can not be settled at the level of Company Secretary and Compliance Officer, are forwarded to the Stakeholders Relationship Committee for final settlement.

During the year 2015-16, the Company had received 18 complaints from the Shareholders.

All the complaints received from the Shareholders were resolved. There is no complaint pending as of 31.03.2016, which is not attended / replied by the Company.

The Company confirms that there were no share transfers lying pending as on date which were received upto 31.03.2016

and all requests for dematerialization and re-materialization of shares as on that date were confirmed / rejected into the NSDL / CDSL system.

During the year, one meeting was held on 23.04.2015.

Shri Narendra N Patel – President and Company Secretary is a compliance officer.

10) General Body Meetings

The last three Annual General Meetings were held as under:

Financial Year ended	Date	Time	Venue
31.03.2015	30.07.2015	11.30 a.m.	9, GIDC Industrial Estate Kadi - 382 715, Dist. Mehsana.
31.03.2014	22.08.2014	11.00 a.m.	9, GIDC Industrial Estate Kadi - 382 715, Dist. Mehsana.
31.03.2013	11.07.2013	11.30 a.m.	9, GIDC Industrial Estate Kadi - 382 715, Dist. Mehsana.

During last three Annual General Meetings, following special resolutions were passed:

- Appointment of Shri Atul Sanghvi as Executive director. (Annual General Meeting dated 22.08.2014)
- Appointment of Shri Vikram Somany as Chairman and Managing Director. (Annual General Meeting dated 22.08.2014)
- Appointment of Shri M.K. Bhandari as Director - Technical. (Annual General Meeting dated 11.07.2013)
- Retaining the services of Dr. K. N. Maiti a professional Director and ceramic scientist as a Consultant. (Annual General Meeting dated 11.07.2013)

Special Resolution u/s 180(1)(a) of the Companies Act, 2013 was passed on 22.08.2014 by voting through Postal Ballot. Voting details was as under:

	No. of Votes	% of Total Votes
No. of Votes in favour of the Resolution	7814211	99.99
No. of Votes against the resolution	618	0.01

Shri Umesh Parikh, partner of Parikh Dave and Associates, practicing Company Secretaries conducted the Postal Ballot exercise. No special resolution is proposed to be conducted through Postal Ballot as on date.

11) Means of Communication

- Quarterly results are published in leading daily newspapers viz. Financial Express / The Economic Times / Times of India and a local language newspaper viz. The Economic Times/ JaiHind/ Divya Bhaskar / Financial Express. The annual results (Annual Reports) are circulated to all the members of the Company either electronically or in physical form.
- Management Discussion & Analysis forms part of this Annual Report, which is also being posted to all the members of the Company.

3. The official news releases, if any, are given directly to the press and simultaneously to the Stock Exchanges.
4. The Company sends its financial results, Shareholding pattern and other information to BSE Limited and National Stock exchange of India Limited. They upload this information on their websites i.e. <http://www.bseindia.com> and <http://www.nseindia.com>. The said information is also available on the company's website www.cera-india.com.
5. Occasionally presentations are made to the institutional investors and/or analysts. Information which is published is only provided to them and only general outlook or future plans are shared with them. Such presentations or communications are posted on the website of the company www.cera-india.com.

12) General Shareholders' Information

1. Annual General Meeting :

Date and Time : 29th July, 2016 @ 11.30 a.m.
 Venue : 9, GIDC Industrial Estate,
 Kadi – 382 715, Dist. Mehsana.

2. Financial Calendar 2016-17 (tentative) :

Annual General Meeting By 3rd / 4th week of
 September, 2017

Results for quarter ending By 15th day of

June 30, 2016 August, 2016
 September 30, 2016 November, 2016
 December 31, 2016 February, 2017
 March 31, 2017 (Audited) By 29th May, 2017

3. Book Closure date

16th July, 2016 to 22nd July, 2016. (both days inclusive)

4. Dividend Payment

Dividend for the year ended 31.03.2016 will be paid to the members whose names will appear in the register of members of the Company, on 22.07.2016 after giving effect to all valid transfer of shares in physical form lodged with the Company on or before 15.07.2016 at the end of business hours, and in respect of shares held in De-mat form, the members whose names appear on the statement of beneficial ownership furnished by NSDL and CDSL at the end of business hours on 15.07.2016.

Dividend will be paid within 30 days from the date of approval by the members at the Annual General Meeting either by posting of dividend warrants or by direct credit in to the members' bank accounts through ECS/ NECS/ NACH.

5. Listing on Stock Exchanges

The Company's shares are listed at BSE Limited, Floor 25, P J Towers, Dalal Street, Mumbai - 400 001 and National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. The Company has paid listing fees for the year 2015-16 and 2016-17 to the Stock Exchanges.

BSE Limited

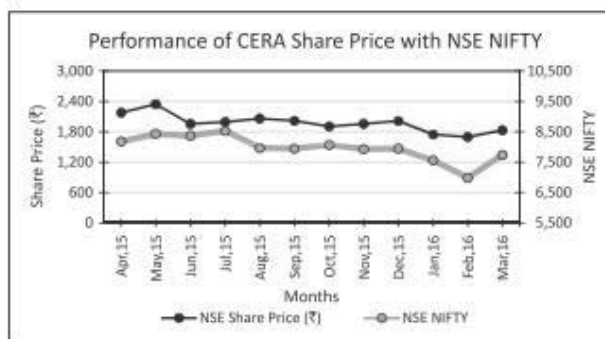
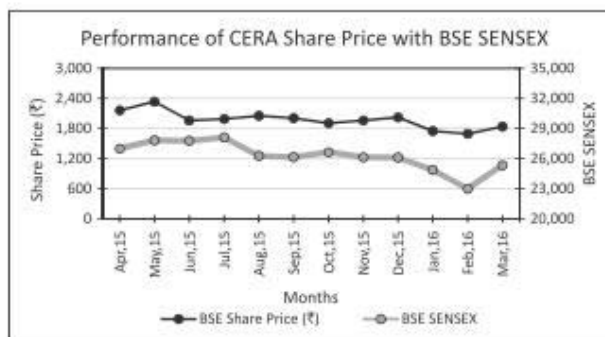
Scrip Code : 532443 Scrip ID : CERASAN

National Stock Exchange of India Limited

Trading Symbol : CERA.

6. Share price at BSE and NSE

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2015	2,952.05	1,929.50	2,960.90	1,940.00
May 2015	2,355.40	2,036.30	2,359.00	2,032.80
June 2015	2,398.40	1,931.35	2,398.70	1,927.00
July 2015	2,205.00	1,711.00	2,211.00	1,705.00
August 2015	2,103.15	1,828.70	2,125.00	1,825.00
September 2015	2,051.30	1,829.15	2,075.00	1,824.00
October 2015	2,298.10	1,854.25	2,300.00	1,850.85
November 2015	1,999.00	1,808.00	2,000.00	1,800.00
December 2015	2,049.05	1,840.00	2,049.00	1,830.10
January 2016	2,025.00	1,703.10	2,025.00	1,710.20
February 2016	1,800.50	1,475.00	1,818.65	1,509.95
March 2016	1,890.00	1,720.00	1,909.95	1,696.00



7. Registrar and Share Transfer Agent

Entire Share Transfer and dematerialization / rematerialization job is assigned to R & T Agent, MCS Share Transfer Agent Limited, a SEBI registered Share Transfer Agent. Request for Share transfer, dematerialization and rematerialization should be sent directly to MCS Share Transfer Agent Limited, 201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad-380 009. Shareholders have option to open their accounts with either NSDL or CDSL as the Company has entered into agreements with both of these depositories.

8. Share Transfer System

The share transfer/s is normally effected within a period of 10-13 days from the date of receipt, provided the documents being complete in all respects. The Company has formed Share Transfer Committee of directors, which meets at least once in 10 days for effecting transfer of shares and other related matters.

9. Distribution of Shareholding as on 31.03.2016

Shares	No. of Shareholders	Total No. of Shares
1 - 500	14,903	11,87,274
501 - 1000	279	2,02,263
1001 - 2000	124	1,83,653
2001 - 3000	42	1,06,032
3001 - 4000	17	62,670
4001 - 5000	12	52,807
5001 - 10,000	23	1,60,635
10,001 - 50,000	19	5,48,129
50,001 - 1,00,000	9	6,18,867
1,00,001 And above	19	98,83,544
Total	15,447	1,30,05,874

10. Pattern of Shareholding as on 31.03.2016

Sr. No.	Category	No. of Shares	(%)
1.	NRIs	50,114	0.39
2.	FIIs	18,01,461	13.85
3.	Financial Institutions/Banks	2,45,095	1.88
4.	Mutual Funds	6,04,105	4.64
5.	Foreign Body Corporate	3,51,000	2.70
6.	Promoters	71,20,639	54.75
7.	Bodies Corporate	2,66,261	2.05
8.	Indian Public	25,67,199	19.74
	Total	1,30,05,874	100.00

11. Dematerialisation of Shares as on 31.03.2016

As on 31.03.2016, 96.71% of the Company's total shares representing 1,25,78,465 Shares were held in dematerialized form and the balance 3.29% representing 4,27,409 shares were in paper form.

The ISIN Number in NSDL and CDSL is "INE739E01017".

12. Secretarial Audit for reconciliation of Capital

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a practicing Company Secretary carried out the Secretarial Audit for all the quarters of Financial Year 2015-16. The Audit Reports confirms that there is no discrepancy in the issued, listed and admitted capital of the Company.

13. There are no outstanding global depository receipts or American depository receipts or warrants or convertible instruments in the Company.

14. Plant Locations

The Company's plants are located at the following places:

1. Sanitaryware and Faucetware Plants :
9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.
2. Wind Farms :
 1. Village Patelka & Lamba, Taluka Kalyanpur, District Jamnagar, Gujarat.
 2. Village & Taluka Kalyanpur, District Jamnagar, Gujarat.
 3. Village Kadoli, Taluka Abdasa, District Kutch, Gujarat.
 4. Village-Jivapar (Anandpar), Taluka-Chotila, Dist-Surendranagar, Gujarat.
 5. Village-Mota Gunda, Taluka-Bhanwad, Dist-Devbhumi Dwarka, Gujarat.
 6. Village-Navagam, Taluka-Bhanwad, Dist-Devbhumi Dwarka, Gujarat.

15. Address for Correspondence

The Company's Registered Office is situated at 9, GIDC Industrial Estate, Kadi-382715, District Mehsana, Gujarat. Shareholders' correspondence should be addressed either to the Registered Office of the Company as stated above or Ahmedabad Office at "Madhusudan House", Opp. Navrangpura Telephone Exchange, Ahmedabad - 380006 or to the Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited, 201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009.

13) Other Disclosures

1. There were no transactions of material nature with the directors or the management or their subsidiaries or relatives etc. during the year, which could have potential conflict with the interests of the Company at large.
2. There were no instances of non-compliance, penalty or strictures imposed on the Company by Stock Exchanges, SEBI or other statutory authority of any matter related to the capital market, during the last three years.
3. Vigil Mechanism (Whistle Blower Policy):

The Company has implemented a Vigil Mechanism (whistle Blower policy) and is posted on the Company's website i.e. www.cera-india.com and no person is denied access to the Audit Committee.
4. The Company has partly adopted non-mandatory requirements. The Company has Chairman and Managing Director. The Company is having unmodified audit opinion. The Internal Auditor may report directly to the audit committee.
5. The Company has no material subsidiary.

6. Related Party Transactions

All transactions entered into with Related parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length basis and approved by the Audit Committee and the Board of Directors. There were no materially significant transactions with related parties during the financial year which were in the conflict of interest of the Company.

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company i.e. www.cera-india.com.

7. Commodity Risk or Foreign Exchange Risk

The Company is not dealing in any activity which may have commodity price risk or Foreign Exchange risk or undertaken hedging activities.

8. CEO and CFO certification

As per Regulation 17(8) and Part – B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from CEO and CFO has been obtained.

9. The company has issued reminders to the Shareholders for the shares issued in physical form in past, which remained unclaimed. The details of the same were as under:

	Number of share holders	Number of equity shares
Aggregate number of shareholders and shares outstanding as on April 1, 2015.	398	65,280
Number of shareholders who approached the Company for shares during the year.	18	3,110
Number of shareholders to whom shares were issued during the year.	18	3,110
Aggregate number of shareholders and shares outstanding as on March 31, 2016.	380	62,170

The voting rights on unclaimed shares will remain frozen till the rightful owner claims such shares.

AUDITOR'S COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of **Cera Sanitaryware Limited**

We have examined the compliance of conditions of Corporate Governance by Cera Sanitaryware Limited, for the financial year ended on 31st March 2016, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with Stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on Behalf of
H. V. Vasa & Co.
Chartered Accountants
Firm Reg. No. 131054W

Tushar H. Vasa
Proprietor
Membership No. 16831

Place : Ahmedabad
Date : 3rd May, 2016

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to certify that the Company has laid down Code of Conduct for Board Members and Senior Management of the Company.

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31st March, 2016.

For **Cera Sanitaryware Limited**

Place : Kolkata
Date : 3rd May, 2016

S. C. Kothari
Chief Executive Officer

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Cera Sanitaryware Limited
CIN:L26910GJ1998PLC034400
9,GIDC Industrial Estate,
Kadi, Mehsana- 382715

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CERA SANITARYWARE LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (made effective from May 15, 2015);

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 -Not applicable as the Company has not issued any shares during the year under review;
- (d) The Securities and Exchange Board of India (Share Based Employees Benefits), Regulations, 2014 -Not Applicable as the Company has not issued any Shares / options to the Directors /Employees under the said Regulations during the year under review;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -Not Applicable as the Company has not issued any debt securities during the year under review;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 -Not Applicable as the Company has not delisted its Equity Shares from any Stock Exchanges during the year under review;
- (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2008 -Not Applicable as the Company has not bought - back any of its securities during the year under review;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Effective from December 1, 2015).

We have also examined compliance with the applicable Standards / Clauses / Regulations of the following:

- (i) Secretarial Standards with respect to the Meetings of the Board of Directors and Committee Meetings of the Board (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India. (Effective from July 1, 2015.)
- (ii) The Listing Agreements and Uniform Listing Agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited.

During the period under review, the Company has complied with all material aspects of the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that :

During the audit period under review there were no specific laws which were exclusively applicable to the Company / Industry. However having regard to the Compliance system prevailing in the Company and on examination of relevant documents and records on test - check basis, the Company has complied with the material aspects of the following significant laws applicable to the Company being engaged in the manufacturing activities:

1. Factories Act, 1948;
2. Acts prescribed under prevention and control of pollution;
3. Acts prescribed under Environmental protection.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes which took place in the composition of the Board during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of Board of Directors/ Committees of the Company were carried unanimously. We were informed that there were no dissenting views of the members' on any of the matters during the year that were required to be captured and recorded as part of the minutes.

We further report that:

Based on the review of compliance mechanism established by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of the audit and compliance certificate(s) placed before the Board Meeting, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines such as Labour Laws, The Trade Marks Act, 1999, The Indian Copyright Act, 1957, The Patents Act, 1970.

We further report that:

The Compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, has not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditor(s) and other designated professionals.

We further report that:

During the Audit period under review, the event / action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc is as mentioned below:

- The Company has entered into Memorandum of Understanding (MOU) with M/s. Anjani Tiles Limited and has subscribed 51,00,000 Equity Shares of 10/- each for cash at par of the said Company (being of 51% of paid up Equity share capital).

For Umesh Parikh & Associates
Company Secretaries

Umesh Parikh
Proprietor
FCS No. 4152
C P No.: 2413

Place : Ahmedabad
Date : April 23, 2016

Note: This report is to be read with our letter of even date which is annexed as **Annexure – A** and forms an integral part of this report.

ANNEXURE - A

To,
The Members,
CERA SANITARYWARE LIMITED
CIN:L26910GJ1998PLC034400

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices followed by us provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Umesh Parikh & Associates
Company Secretaries

Umesh Parikh
Proprietor
FCS No. 4152
C P No.: 2413

Place : Ahmedabad
Date : April 23, 2016

Independent Auditors' Report

To,
The Members of Cera Sanitaryware Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of **CERA SANITARYWARE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the rules made there under including the accounting standards and matters which are required to be included in the Audit Report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure - A, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

- The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 36.
- The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place : Ahmedabad
Date : 3rd May, 2016

For, H. V. Vasa & Co.
Chartered Accountants
Firm Reg. No. 131054W
Tushar H. Vasa
(Proprietor)
Membership No. 16831

Annexure – A to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of **CERA SANITARYWARE LIMITED** on the standalone financial statements as of and for the year ended 31st March, 2016.

- In respect of its fixed assets :
 - The company has maintained proper records, showing full particulars including quantitative details and situation of its fixed assets.
 - As explained to us, fixed assets have been physically verified by the management at reasonable intervals in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies between the book records and the physical inventory have been noticed in respect of the assets physically verified.
 - The title deeds of immovable properties are held in the name of the company.
- As explained to us, inventories have been physically verified by the management at reasonable intervals during the year. As per the explanations given to us, there was no material discrepancies noticed on physical verification of inventories as compared to book records.
- According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- According to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186, wherever applicable, in respect of loans, investments, guarantees and securities given by the Company.
- In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under, where applicable.
- We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Companies Act, related to the maintenance of manufacture of certain products, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, duty of Customs, duty of Excise, value added tax, cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st of March, 2016 for a period of more than six months from the date they became payable.
 - According to the information and explanations given to us, following disputed statutory dues have not been deposited on account of disputed matters pending before appropriate authorities are as under :

Sr. No.	Name of Statute	Nature of Dues	Amount ₹ (Lacs)	Period to which the amount relates (F.Y)	Forum where dispute is Pending
1	Income-tax Act, 1961	Income-tax	4.43	2004-05	Hon'ble Gujarat High Court
2	Income-tax Act, 1961	Income-tax	81.20	2012-13	Commissioner of Income-tax (Appeals)

- The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, or government as at the balance sheet date. The Company has not issued any debentures.
- The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud by the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

11. According to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approval mandated by the provisions of section 197 read with schedule V to the Companies Act 2013.
12. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Place : Ahmedabad
Date : 3rd May, 2016

For, H. V. Vasa & Co.
Chartered Accountants
Firm Reg. No. 131054W
Tushar H. Vasa
(Proprietor)
Membership No. 16831

Annexure – B to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of CERA SANITARYWARE LIMITED on the standalone financial statements for the year ended 31st March, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of Cera Sanitaryware Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to and audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being

made only in accordance with authorities of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Ahmedabad
Date : 3rd May, 2016

For, H. V. Vasa & Co.
Chartered Accountants
Firm Reg. No. 131054W
Tushar H. Vasa
(Proprietor)
Membership No. 16831

Balance Sheet as at 31st March, 2016

Particulars	Note No.	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
I EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	1	65,029,370	65,029,370
(b) Reserves and Surplus	2	4,145,160,194	3,452,038,609
		4,210,189,564	3,517,067,979
2. Non - current Liabilities			
(a) Long-term Borrowings	3	53,353,535	142,383,839
(b) Deferred Tax Liabilities (Net)	4	343,928,721	278,240,902
(c) Other Long-term Liabilities	5	98,349,086	92,694,196
(d) Long-term Provisions	6	402,068,196	255,890,794
		897,699,538	769,209,731
3. Current Liabilities			
(a) Short-term Borrowings	7	208,458,483	450,202,167
(b) Trade Payables	8		
(i) Micro, Small & Medium Enterprises (Refer Note no. 43)		45,001,147	136,478,512
(ii) Others		528,569,182	350,072,685
(c) Other Current Liabilities	9	1,288,681,509	998,733,417
(d) Short-term Provisions	10	286,914,578	220,606,370
		2,357,624,899	2,156,093,151
Total		7,465,514,001	6,442,370,861
II ASSETS			
1. Non-current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	2,253,425,683	2,141,769,154
(ii) Intangible Assets	11	4,518,731	5,025,820
(iii) Capital Work-in-progress	11	42,405,556	76,553,678
(iv) Intangible Assets under development	11	-	-
(b) Non-current Investments	12	196,413,000	13,000
(c) Long-term Loans and Advances	13	367,798,075	320,165,454
		2,864,561,045	2,543,527,106
2. Current Assets			
(a) Current Investments	14	474,715,588	477,564,791
(b) Inventories	15	1,321,823,412	1,258,913,938
(c) Trade Receivables	16	1,884,291,890	1,612,230,084
(d) Cash and Cash equivalents	17	593,917,379	295,291,187
(e) Short-term Loans and Advances	18	310,313,678	252,189,239
(f) Other Current Assets	19	15,891,009	2,654,516
		4,600,952,956	3,898,843,755
Total		7,465,514,001	6,442,370,861

Significant Accounting Policies

Notes to Accounts on Financial Statements

29 to 44

As per our report of even date attached

For and on behalf of

H. V. Vasa & Co.

Firm Registration No. : 131054W

Chartered Accountants

Tushar H. Vasa

Proprietor

Membership No. 16831

Place : Kolkata

Date : 3rd May, 2016

Rajesh B. Shah
CFO & COO (Fin. & Comm.)

Narendra N. Patel
President & Company Secretary

Vikram Somany

Deepshikha Khaitan

Sajan Kumar Pasari

Lalit Kumar Bohania

Atul Sanghvi

Chairman and Managing Director

Director

Director

Director

Executive Director

Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No.	2015-16 ₹	2014-15 ₹
I Revenue from Sale of Goods	20	9,770,727,193	8,579,948,789
Less : Excise duty		433,857,494	363,271,729
Net Sales		9,336,869,699	8,216,677,060
II Other Income	21	99,706,515	65,870,696
III Total Revenue (I + II)		9,436,576,214	8,282,547,756
IV Expenses :			
Cost of Materials Consumed	22	762,059,096	708,707,393
Purchases	23	3,712,401,265	3,321,574,229
Changes in Inventories of Finished Goods, Stock-in-process and Stock-in-Trade	24	(67,072,962)	(187,425,384)
Employee Benefits Expenses	25	1,110,125,722	917,364,938
Finance Costs	26	54,622,852	77,288,429
Depreciation and Amortization Expenses		163,197,795	154,609,048
Other Expenses	27	2,406,600,551	2,281,166,842
Total Expenses		8,141,934,319	7,273,285,495
V Profit before tax (III-IV)		1,294,641,895	1,009,262,261
VI Tax expense:			
(1) Current tax (including for earlier years)		394,312,181	252,525,000
(2) Deferred tax		65,687,819	80,092,171
		460,000,000	332,617,171
VII Profit for the period (V - VI)		834,641,895	676,645,090
VIII Earnings per equity share of face value of ₹ 5/- each			
Basic & Diluted	28	64.17	53.36
Significant Accounting Policies Notes to Accounts on Financial Statements	29 to 44		

As per our report of even date attached

For and on behalf of

H. V. Vasa & Co.

Firm Registration No. : 131054W

Chartered Accountants

Tushar H. Vasa

Proprietor

Membership No. 16831

Place : Kolkata

Date : 3rd May, 2016

Rajesh B. Shah
CFO & COO (Fin. & Comm.)

Narendra N. Patel
President & Company Secretary

Vikram Somany

Deepshikha Khaitan

Sajan Kumar Pasari

Lalit Kumar Bohania

Atul Sanghvi

Chairman and Managing Director

Director

Director

Director

Executive Director

Cash Flow Statement for the year ended 31st March, 2016

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit before tax		1,294,641,895		1,009,262,261
Adjusted for				
Depreciation	163,197,795		154,609,048	
Foreign Exchange (loss) / gain	(782,704)		1,974,587	
Provision for diminution in value of Investments	317,290		12,921	
Interest Charged	51,310,842		75,797,172	
Interest received	(30,690,288)		(13,816,145)	
Dividend received	(10,100,277)		(1,449,191)	
Foreign Exchange Variation (Income) / Loss	782,704		(1,974,587)	
Profit on Sale of Investments	(14,234,518)		(64,427)	
Amortisation of Lease hold Land	59,870		59,870	
(Profit) / Loss on Sale of Fixed Assets (Net)	977,739		11,520,853	
		<u>160,838,453</u>		<u>226,670,101</u>
Operating profit before working capital changes		1,455,480,348		1,235,932,362
Adjustment for changes in working capital				
Inventories	(62,909,474)		(213,152,992)	
Trade and other Receivable	(272,061,806)		(546,008,808)	
Short-term loans and advances	(58,124,439)		(117,588,033)	
Other Current Assets	(13,236,493)		2,332,232	
Long-term loans and advances	3,891,787		(12,990,846)	
Trade Payable	87,019,132		109,670,975	
Short Term Provision	22,622,634		21,461,695	
Other Current Liabilities	289,948,092		207,888,668	
Other Long Term Liabilities	5,654,890		13,585,854	
		<u>2,804,323</u>		<u>(534,801,255)</u>
Cash generated from operations		1,458,284,671		701,131,107
Direct taxes paid		<u>(299,659,187)</u>		<u>(295,527,344)</u>
Net cash from operating activities: Total (A)		<u>1,158,625,484</u>		<u>405,603,763</u>
B. Cash flow from investing activities				
Purchase of fixed assets	(255,218,854)		(853,255,020)	
Proceeds from sale of fixed assets	13,982,132		21,482,420	
Purchase of Non Current Investments	(196,400,000)		-	
Purchase of Current Investments	(320,624,099)		(407,575,012)	
Sale of Current Investments	337,390,530		51,364,697	
Interest received	30,690,288		13,816,145	
Dividend received	10,100,277		1,449,191	
Net cash used in investing activities: Total (B)		<u>(380,079,726)</u>		<u>(1,172,717,579)</u>
C. Cash flow from financing activities				
Proceeds from issue of share capital	-		706,036,500	
Right issue expenses	-		-	
Proceeds from borrowings/Repayment of Loan	(330,773,988)		199,089,569	
Dividend paid	(81,286,713)		(63,274,370)	
Tax on distributed profit	(16,548,023)		(10,753,480)	
Interest paid	(51,310,842)		(75,797,172)	
Net cash used in financing activities: Total (C)		<u>(479,919,566)</u>		<u>755,301,047</u>
Net changes in cash & cash equivalents (A+B+C)		<u>298,626,192</u>		<u>(11,812,769)</u>
Cash & cash equivalent-Opening Balance		<u>295,291,187</u>		<u>307,103,956</u>
Cash & cash equivalent-Closing Balance		<u>593,917,379</u>		<u>295,291,187</u>

As per our report of even date attached

For and on behalf of

H. V. Vasa & Co.

Firm Registration No. : 131054W

Chartered Accountants

Tushar H. Vasa

Proprietor

Membership No. 16831

Place : Kolkata

Date : 3rd May, 2016

Rajesh B. Shah

CFO & COO (Fin. & Comm.)

Narendra N. Patel

President & Company Secretary

Vikram Somany

Chairman and Managing Director

Deepshikha Khaitan

Director

Sajan Kumar Pasari

Director

Lalit Kumar Bohania

Director

Atul Sanghvi

Executive Director

Notes forming part of the Financial Statements as at 31st March, 2016

	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
1. Share Capital		
A Authorised, Issued, Subscribed & Paid up Share Capital		
Authorised		
2,00,00,000 (2,00,00,000) Equity Shares of ₹ 5/- each	100,000,000	100,000,000
Total	<u>100,000,000</u>	<u>100,000,000</u>
Issued, Subscribed & Paid Up		
1,30,05,874 (1,30,05,874) Equity Shares of ₹ 5/- each fully paid up	65,029,370	65,029,370
Total	<u>65,029,370</u>	<u>65,029,370</u>
Terms / rights attached to Equity Shares :		
The Company has only one class of Equity Shares having a par value of ₹ 5/- per share. Each holder of Equity Shares is entitled to one vote per share and each equity share carries an equal right to dividend.		
B Issue of Bonus Shares	As at 31st March, 2016 No. of Shares	As at 31st March, 2015 No. of Shares
Equity Shares allotted as fully paid by way of Bonus Shares During the year ended March 31, 2011 Company had issued 63,27,437 equity shares of ₹ 5/- each by way of fully paid up bonus shares by capitalisation of Securities Premium.	6,327,437	6,327,437
C Reconciliation of the number of Equity Shares outstanding is set out below :	As at 31st March, 2016 No. of Shares	As at 31st March, 2015 No. of Shares
Particulars		
Shares at the beginning of the year	13,005,874	12,654,874
Add : Issued during the year	-	351,000
Shares outstanding at the end of the year	13,005,874	13,005,874
D Details of shareholders holding more than 5% of the aggregate shares :	As at 31st March, 2016	
Name of Shareholder	No. of Shares held	% of Holding
Vikram Investment Co. Ltd.	2,900,275 (2,900,275)	22.30% (22.30%)
Shri Vikram Somany	1,045,847 (1,041,953)	8.04% (8.01%)
Smt Smiti Somany	1,542,240 (1,542,240)	11.86% (11.86%)
HSBC Bank (Mauritius) Limited A/c - Jwalamukhi Investment Holdings	- (821,296)	- (6.31%)

	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
2. Reserves & Surplus		
a. Securities Premium Reserve		
As per last Balance Sheet	809,593,606	105,312,106
Add : On issue of shares	-	704,281,500
Balance at the end of the year	<u>809,593,606</u>	<u>809,593,606</u>
b. General Reserve		
As per last Balance Sheet	2,142,445,003	1,771,087,378
Less : Depreciation on assets for period prior to 31.03.2014	-	(7,452,729)
Add : Transferred from Profit & Loss Account	393,121,585	378,810,354
Balance at the end of the year	<u>2,535,566,588</u>	<u>2,142,445,003</u>
c. Profit & Loss Account		
As per last Balance Sheet	500,000,000	300,000,000
Add : Net Profit for the year	834,641,895	676,645,090
Less : Proposed Dividends ₹ 9/- per share (₹ 6.25 per Share)	(117,052,866)	(81,286,713)
Tax on Dividend	(24,467,444)	(16,548,023)
Transfer to Reserves	(393,121,585)	(378,810,354)
Balance at the end of the year	<u>800,000,000</u>	<u>500,000,000</u>
Total	<u>4,145,160,194</u>	<u>3,452,038,609</u>
3. Long Term Borrowings		
Secured :		
Term Loans from Banks : (Refer Note no-9(a))		
(i) From State Bank of India	18,000,000	54,000,000
(Secured by mortgage of Fixed Assets situated at 9,GIDC Industrial Estate, Residential Colony at Kadi and charge by hypothecation of movable Assets and Kadoli, Lamba, Patelka and Kalyanpur windmills), repayable in 20 quarterly installments, from November, 2012 to February, 2018.		
(ii) From Kotak Mahindra Bank Ltd.	35,353,535	88,383,839
Secured by mortgage of property at Acropolis Mall at Ahmedabad, (Repayable in 36 monthly installments, from December, 2014 to November, 2017).		
Total	<u>53,353,535</u>	<u>142,383,839</u>
4. Deferred Tax Liability (Net)		
Deferred Tax Liabilities on account of :		
Depreciation (including of earlier years)	365,210,931	292,165,911
Deferred Expenses	55,753	136,895
	<u>365,266,684</u>	<u>292,302,806</u>
Less : Deferred Tax Assets on account of :		
Expenses allowable on payment basis	21,337,963	14,061,904
Total	<u>343,928,721</u>	<u>278,240,902</u>
5. Other Long Term Liabilities		
Deposits by Dealers	95,344,144	84,820,621
Other liabilities	3,004,942	7,873,575
Total	<u>98,349,086</u>	<u>92,694,196</u>
6. Long Term Provisions		
Provision for Taxation	402,068,196	255,890,794
Total	<u>402,068,196</u>	<u>255,890,794</u>
7. Short Term Borrowings		
Secured :		
(a) Working Capital Loans from Bank	208,458,483	450,202,167
From State Bank of India (Secured by hypothecation of Current Assets, Windmills at Kadoli, Lamba, Patelka and Kalyanpur and mortgage of Fixed Assets situated at 9, GIDC Industrial Estate and Residential Colony at Kadi).		
Total	<u>208,458,483</u>	<u>450,202,167</u>

					As at 31st March, 2016 ₹	As at 31st March, 2015 ₹					
8. Trade Payable											
Due to Micro, Small & Medium Enterprises (Refer Note no - 43)					45,001,147	136,478,512					
Others					528,569,182	350,072,685					
Total					573,570,329	486,551,197					
9. Other Current Liabilities											
(a) Current maturities of long term debts (Refer Note no - 3)					89,030,303	89,030,303					
(b) Unclaimed dividends*					5,988,378	4,910,820					
(c) Unpaid matured deposits and interest accrued thereon					162,882	351,531					
(d) Other payables**					1,193,499,946	904,440,763					
Total					1,288,681,509	998,733,417					
* Amount to be transferred to the Investor education and protection fund shall be determined on respective due dates.											
** Includes statutory dues, Advance received from customers, amounts payable to Employees.											
10. Short Term Provisions											
(a) Provision for employees' benefits					145,394,268	122,771,634					
(b) Others											
- Proposed Dividend					117,052,866	81,286,713					
- Tax on Dividend					24,467,444	16,548,023					
Total					286,914,578	220,606,370					
11. Fixed Assets											
Description	Gross Block				Depreciation / Amortisation	Net Block					
	As at 1st April 2015 ₹	Additions / Adjustments ₹	Deductions / Adjustments ₹	Balance as at 31st March 2016 ₹	As at 1st April 2015 ₹	Additional Depreciation till 31 st March 2014 ₹	For the year ₹	Deductions / Adjustments ₹	Upto 31st March 2016 ₹	As at 31 March 2016 ₹	As at 31 March 2015 ₹
(i) TANGIBLE ASSETS :											
a Owned Assets :											
Leasehold Land	1,226,424	-	59,870	1,166,554	-	-	-	-	-	1,166,554	1,226,424
Freehold Land	49,443,565	-	-	49,443,565	-	-	-	-	-	49,443,565	49,443,565
Buildings	728,444,112	107,436,171	-	835,880,283	206,563,332	-	54,730,983	-	261,294,315	574,585,968	521,880,780
Plant & Machinery	1,911,585,907	130,589,832	54,471,962	1,987,683,777	410,752,223	-	72,741,599	41,318,180	442,175,642	1,545,508,135	1,500,813,684
Furniture & Fixtures	109,649,191	31,796,233	2,075,728	139,369,696	63,513,257	-	23,073,080	1,739,895	84,846,442	54,523,254	46,135,934
Vehicles	52,820,958	16,182,699	6,624,143	62,379,514	30,552,190	-	8,783,003	5,153,886	34,181,307	28,198,207	22,268,768
b LEASED ASSETS :											
Vehicles (Transfer to Vehicles on Completion of Loan)											
Sub - Total (i)	2,853,150,157	286,004,935	63,231,703	3,075,923,389	711,381,002	-	159,328,665	48,211,961	822,497,706	2,253,425,683	2,141,769,155
(ii) INTANGIBLE ASSETS :											
Computer Software	26,024,809	3,362,041	-	29,386,850	20,998,989	-	3,869,130	-	24,868,119	4,518,731	5,025,820
Sub -Total (ii)	26,024,809	3,362,041	-	29,386,850	20,998,989	-	3,869,130	-	24,868,119	4,518,731	5,025,820
Total (i + ii)	2,879,174,966	289,366,976	63,231,703	3,105,310,239	732,379,991	-	163,197,795	48,211,961	847,365,825	2,257,944,414	2,146,794,975
(iii) Capital Work-in-Progress											
Previous Year	2,116,821,554	828,728,610	66,375,198	2,879,174,966	599,792,894	11,290,305	154,609,048	33,312,056	732,379,991	2,146,794,975	1,517,028,860
									As at 31st March, 2016 ₹	As at 31st March, 2015 ₹	
12. Non Current Investments (Unquoted - At Cost)											
Trade Investment (Long Term) :											
(a) Investment in subsidiary											
Equity Shares :											
51,00,000 (Nil) equity shares of ₹ 10/- each fully paid of Anjani Tiles Limited									51,000,000		-
1% Cumulative Redeemable Preference Shares :											
1,45,40,000 (Nil) Preference shares of ₹ 10/- each fully paid of Anjani Tiles Limited									145,400,000		-
Sub-Total									196,400,000		-
(b) Other Non Current Investment											
Government securities (Deposited with Government Departments)											
National Savings Certificates									13,000		13,000
Sub-Total									13,000		13,000
Total									196,413,000		13,000

		As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
13. Long Term Loans and Advances			
a. Capital Advances - Unsecured-considered good		74,630,688	80,363,530
b. Security Deposits - Unsecured-considered good		18,285,607	16,444,552
c. Advance Income Tax (including for earlier years)		274,881,780	223,357,372
Total		367,798,075	320,165,454
14. Current Investments (Unquoted-Non Trade)			
Investments in Fixed Maturity Plan (FMP) (in Units)			
0.0000 (999990.0000) ICICI Prudential FMP Series 71-480 Days Plan L Regular Plan Cumulative	-	-	9,999,900
0.0000 (1000190.0000) LIC Nomura MF FMP Series 79-373 Days - Growth Plan -L9 -GP	-	-	10,001,900
0.0000 (1000090.0000) UTI FMP - Yearly FMP Series-March 2014-YFMP(03/2014)-Growth Plan	-	-	10,000,900
0.0000 (2000000.0000) L & T FMP Series -10- PLAN T - Growth	-	-	20,000,000
0.0000 (2000000.0000) T 47 CG Tata FMP Series 47 Scheme C -Plan A -Growth -INF277K01ZB9	-	-	20,000,000
0.0000 (4000000.0000) UTI Fixed Income Fund Series - XIX (369 days) - Growth Plan	-	-	40,000,000
Investments in Mutual Funds (in Units)			
0.0000 (996420.1770) Prudential Saving Fund - Regular Plan - Daily Dividend	-	-	100,191,757
15554838.3210 (14803176.3310) LIC Nomura MF Saving Plus Fund - Daily Dividend plan	158,054,268	-	150,416,555
0.0000 (5769896.5270) Reliance Income Fund - Monthly Dividend Plan- Dividend Payout	-	-	60,000,000
0.0000 (4997257.5620) Sundaram Ultra Short Term Fund - Regular Daily Dividend	-	-	50,157,474
0.0000 (2905.4100) ICICI Prudential Liquid Regular Plan - Growth	-	-	600,000
0.0000 (72780.1500) ICICI Prudential Equity Arbitrage Fund - Regular Dividend	-	-	1,004,081
49458.1320 (49458.1320) Kotak Equity Arbitrage Fund - Bi Monthly Dividend	999,900	-	999,900
81463.1270 (76765.2800) SBI Arbitrage Opportunities Fund - Regular Plan Dividend	1,066,879	-	1,005,345
0.0000 (3232.8300) Birla Sun Life Floating Rate Fund Short term Plan fund	-	-	600,000
0.0000 (212.2239) Kotak Liquid Scheme Plan A - Growth	-	-	600,000
18598.8770 (18598.8770) HDFC Balanced Fund - Growth	1,999,900	-	1,999,900
233238.8390 (0.0000) ICICI Balance Advantage Fund - Regular Dividend	6,124,852	-	-
200000.0000 (0.0000) JP Morgan India Balanced Advantage Fund - Regular Growth	2,000,000	-	-
3768.9490 (0.0000) Birla Sun life frontline Equity Fund - Growth - Regular Plan	600,000	-	-
21004.4180 (0.0000) ICICI Prudential Focussed Bluechip Equity Fund - Growth	600,000	-	-
26450.4680 (0.0000) Kotak Select Focus Fund - Growth (Regular Plan)	600,000	-	-
1837195.1170 (0.0000) HDFC Short Term Plan - Growth	50,000,000	-	-
760418.6870 (0.0000) B32 Birla Sun Life Short Term Fund - Growth - Regular Plan	40,000,000	-	-
63212.4860 (0.0000) L27SG SBI Premier Liquid Fund -Regular Plan - Growth	150,000,000	-	-
8789.9584 (0.0000) Kotak Floater Short Term -Growth (Regular Plan)	21,500,000	-	-
95193.8870 (0.0000) ICICI Prudential Liquid Plan -Growth	21,000,000	-	-
6969.0010 (0.0000) HDFC Liquid Fund Growth	20,500,000	-	-
	475,045,799	-	477,577,712
Less : Provision for diminution in the value of Investments	330,211	-	12,921
Total	474,715,588		477,564,791
15. Inventories			
a. Raw Materials and components	139,540,120	-	142,702,020
b. Stock-in-process	41,422,708	-	32,182,780
c. Finished goods	1,059,635,209	-	1,001,802,175
d. Stores and spares	81,225,375	-	82,226,963
Total	1,321,823,412		1,258,913,938
16. Trade Receivables (Unsecured-Considered Good)			
Outstanding over six months	139,161,615	-	71,143,483
Others	1,745,130,275	-	1,541,086,601
Total	1,884,291,890		1,612,230,084
17. Cash and Cash equivalents			
Cash on hand	1,356,716	-	1,240,383
Balances with banks	201,956,175	-	115,135,059
Unclaimed Dividend Bank Accounts	5,988,378	-	4,910,820
Balances with banks held as margin money	21,599,017	-	15,518,618
Fixed Deposits with Banks & others *	363,017,093	-	158,486,307
Total	593,917,379		295,291,187
*Bank Deposits maturing after 12 months	8,472,126		85,536

	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
18. Short-term loans and advances (Unsecured-Considered Good)		
Balances with Customs and Central Excise Authorities	18,343,750	47,559,402
Others*	291,969,928	204,629,837
Total	310,313,678	252,189,239
* Includes advances to sundry creditors, employees and tax credits available.		
19. Other current assets		
Interest accrued and receivable	15,891,009	2,573,966
Miscellaneous Expenditure (Not written off)	-	80,550
Total	15,891,009	2,654,516
	2015-16	2014-15
	₹	₹
20. Revenue from Sale of Goods		
Revenue from Sale of Goods	9,770,727,193	8,579,948,789
Less : Excise duty	433,857,494	363,271,729
Net Sales	9,336,869,699	8,216,677,060
<u>Particulars of Sale of Goods</u>		
Vitreous China Sanitaryware, Faucetware, Fittings, Tiles & Allied products	9,764,502,444	8,575,964,229
Others	6,224,749	3,984,560
Total	9,770,727,193	8,579,948,789
21. Other Income		
Interest Income	30,690,288	13,816,145
Dividend Income	10,100,277	1,449,191
Net gain on sale of Investments	14,234,518	64,427
Export Incentive	1,492,531	965,257
Claims Received	15,696,638	27,203,766
Foreign Exchange Fluctuation	-	1,974,587
Miscellaneous Income	7,604,509	8,365,614
Items pertaining to Previous year, unspent liabilities & provisions no longer required written back (Net)	19,887,754	12,031,709
Total	99,706,515	65,870,696
22. Cost of Materials Consumed		
Opening Stock	142,702,020	120,386,784
Add : Purchases (Net of Transfers)	758,897,196	731,022,629
	901,599,216	851,409,413
Less : Closing Stock	139,540,120	142,702,020
Total	762,059,096	708,707,393
<u>Particulars of Cost of Materials Consumed</u>		
Sand, Sandstone, Clays & Chemicals	283,511,274	323,310,474
Accessories & Fittings	28,874,176	19,660,403
Brass ingots and components	449,673,646	365,736,516
Total	762,059,096	708,707,393
23. Purchases		
Purchases	3,712,401,265	3,321,574,229
Total	3,712,401,265	3,321,574,229
<u>Particulars of Purchase of Goods</u>		
Vitreous China Sanitaryware, Faucetware, Fittings, Tiles & Allied products	3,712,401,265	3,321,574,229

	2015-16 ₹	2014-15 ₹
24. (Increase) / Decrease in Finished Goods and Stock-in-Process		
Stock at Commencement		
Finished Goods	1,001,802,175	821,664,765
Stock-in-Process	32,182,780	24,894,806
	<u>1,033,984,955</u>	<u>846,559,571</u>
Stock at Close		
Finished Goods	1,059,635,209	1,001,802,175
Stock-in-Process	41,422,708	32,182,780
	<u>1,101,057,917</u>	<u>1,033,984,955</u>
Total	<u>(67,072,962)</u>	<u>(187,425,384)</u>
25. Employees Benefit Expenses		
Salaries, Wages and Bonus	981,555,592	809,969,993
Contributions to Provident and other Funds	80,516,655	67,393,695
Staff and Labour Welfare Expenses	48,053,475	40,001,250
Total	<u>1,110,125,722</u>	<u>917,364,938</u>
26. Finance Costs		
Interest Expenses		
Interest on term loans	19,977,648	15,421,144
Interest others	31,333,194	60,376,028
Other borrowing costs	3,312,010	1,491,257
Total	<u>54,622,852</u>	<u>77,288,429</u>
27. Other Expenses		
Stores, Spares, Chemicals and Packing Materials Consumed	310,274,072	294,123,247
Excise Duty (Net of Opening Provision)	3,755,871	21,282,065
Rent	51,577,201	44,716,725
Power and Fuel consumed	312,581,090	341,575,360
Repairs - Plant and Machinery	19,859,167	11,708,424
Repairs - Building	11,160,996	6,862,000
Repairs - Others	8,134,797	8,187,346
Insurance	10,642,360	9,101,805
Rates and Taxes	1,682,538	2,441,774
Freight and Forwarding Expenses (Net)	394,809,768	354,501,203
Brokerage, Commission and Discounts on Sales	675,994,216	537,900,497
Publicity & Advertisement Expenses	256,909,015	331,438,982
Research & Development Expenses	9,811,983	10,174,611
Bad Debts / Amount written off	1,982,885	3,404,364
Miscellaneous Expenses	316,966,173	282,226,012
Foreign Exchange Fluctuation	782,704	-
Loss on Sale / Discard of Fixed Assets (Net)	977,739	11,520,853
Provision for diminution in the value of Investments	317,290	12,921
Donation	738,151	66,000
Corporate Social Responsibility	16,442,535	8,722,653
Director's Commission	1,200,000	1,200,000
Total	<u>2,406,600,551</u>	<u>2,281,166,842</u>
28. Basic & Diluted EPS		
Basic & Diluted Earning per share		
Profit attributable to the shareholders (₹)	A 834,641,895	676,645,090
Weighted average number of Equity shares outstanding during the year	B 13,005,874	12,680,838
Nominal Value of Equity share (₹)	5.00	5.00
Basic Earning per share (F.V. ₹ 5/- per share) (₹)	A/B 64.17	53.36
Number of shares for Basic & Dilutive EPS		
Weighted average no. of Equity shares outstg. during the year for Basic EPS	13,005,874	12,680,838
Add :Dilutive potential Equity shares	-	-
Weighted average no. of Equity shares outstg. during the year for Dilutive EPS	13,005,874	12,680,838

29. Payments to the Auditors

- a. As Auditors
- b. For Taxation matters
- c. For Other services
- d. For Reimbursement of expenses

Total**2015-16 (₹)****2014-15 (₹)****345,000**

300,000

140,000

220,000

226,850

80,000

52,012

45,720

763,862

645,720

30. Transfer of Ceramic Division from Madhusudan Industries Limited (MIL)

The Honourable High Court of Judicature at Gujarat vide its order dated 30.10.2001 has sanctioned the Scheme of Arrangement (the Scheme) U/s. 391-394 of the Companies Act, 1956 between Madhusudan Industries Limited ("MIL") and the Company under which all the assets, liabilities and debts of the Ceramic Division as defined in the Scheme ("the Undertaking") of "MIL" comprising of Ceramic Division have been transferred to the Company at net book value with effect from 01.04.2001.

The Name of the Company had been changed from Madhusudan Oils And Fats Limited to Cera Sanitaryware Limited with effect from 01-11-2002 consequent upon the fresh certificate of Incorporation, issued by the Registrar of Companies, Gujarat State, Ahmedabad.

31. Value of Imports on C.I.F. Basis

- 1. Raw Materials and Chemicals
- 2. Stores and Spare Parts & Fittings
- 3. Capital Goods
- 4. Purchases

Total**2015-16 (₹)****2014-15 (₹)****63,676,007**

78,015,069

21,921,598

31,805,628

2,052,271

73,699,373

746,417,717

637,060,772

834,067,593

820,580,842

32. Value of Raw Materials, Stores & Spare Parts Consumed**2015-16****a. Raw Materials**

- 1. Imported

(₹)**%****71,609,054****9.40%**

(58,465,585)

(8.25%)

- 2. Indigenous

690,450,042**90.60%**

(650,241,807)

(91.75%)

b. Stores & Spare Parts

- 1. Imported

16,685,248**16.38%**

(11,428,116)

(12.93%)

- 2. Indigenous

85,176,189**83.62%**

(76,990,572)

(87.07%)

33. Expenditure in Foreign Currencies on account of

- 1. Travelling
- 2. Export Commission
- 3. Bank Charges
- 4. Technical know-how & Professional fees
- 5. Others

2015-16 (₹)**2014-15 (₹)****5,772,347**

5,212,142

1,469,499

998,413

338,693

353,700

2,963,391

2,837,727

198,713

21,801

34. Unhedged Foreign Currency Exposure

Particulars	Currency	2015-16		2014-15	
		Foreign Currency	Equivalent INR	Foreign Currency	Equivalent INR
Trade Payables	USD	27,693	1,834,653	14,925	929,989
Trade Payables	EUR	-	-	29,868	1,999,341
Advance from Customers	USD	24,499	1,623,024	19,112	1,190,801
Trade Receivable	USD	129,533	8,581,428	158,681	9,887,077
Advance to Suppliers	USD	362,076	23,987,079	39,997	2,492,221
Advance to Suppliers	EUR	44,737	3,376,015	644	43,076
Bank Balance in EEFC Account	USD	192,816	12,773,837	29,487	1,837,232

35. Earnings in Foreign Exchange

Exports of Goods on F.O.B. Basis

2015-16 (₹)**80,146,385****2014-15 (₹)****63,660,207****36. Contingent liability in respect of :**

	As on 31-03-2016 (₹)	As on 31-03-2015 (₹)
a. Claims against the Company not acknowledged as debts (Net of Payments).	13,266,300	17,582,820
b. Letters of Credit opened and guarantees given.	138,319,477	75,921,485
c. Estimated amount of contracts remaining to be executed on capital account not provided for (Net of Advance).	204,448,069	85,495,458
d. Contribution as Capital to Cera Sanitaryware Trading LLC at Dubai. (1 AED = ₹ 18.04)	3,157,000	-

37. The Company is receiving balance confirmations from various parties. Due adjustments will be made on receipt thereof, if necessary.

38. Lease of an asset whereby the lessor essentially remains the owner of the asset is classified as operating lease. The payments made by the company as Lessee in accordance with operational leasing contracts or rental agreements are expensed proportionally during the lease or rental period respectively. These are generally cancellable and are renewable by mutual consent on mutually agreed terms.

39. Employee Benefits

The Company in pursuance to Accounting Standard 15, Employee Benefits (revised 2005) ['the revised AS 15'], notified under sub-section (3C) of section 211 of the Companies Act, 1956 obtained actuarial reports and based on these reports, following disclosures have been made in the financial statements for the year ended 31st March, 2016.

1) Brief description of the plans :

The Company has various schemes for long-term benefits such as Provident Fund, Gratuity and Leave Encashment. In case of funded schemes, the funds are recognised by income tax authorities and administered through trustees/appropriate authorities.

The Company's defined contribution plans are Provident Fund (exempted employees) recognised by the Income Tax Authorities and administered through trustees. The Company has no further obligation beyond making contributions and interest shortfall. Further the pattern of investment for investible funds is as prescribed by the Government. Accordingly other related disclosures in respect of Provident Fund have not been made.

The Company's contribution plans are Provident Fund (non exempted employees), Employees' pension scheme (under the Provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952), state Employees' plans namely Employees' State Insurance Fund. The Company has no further obligation beyond making contributions.

The Company's defined benefit plans also include Gratuity and leave Encashment for all its employees. Gratuity fund recognised by the Income Tax Authorities is administered through trustees. Liability for Defined Benefit Plan is provided on the basis of valuations, as at Balance sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method.

2) Charge to the Profit and Loss Account based on contributions:

	2015-16 (₹)	2014-15 (₹)
Provident fund	19,657,168	17,591,408
Employees' Pension Scheme	18,652,973	15,241,437
ESIC	11,399,667	10,633,321
Total	49,709,808	43,466,166

3) Disclosures for defined benefit plans based on actuarial reports as on 31st March, 2016

Particulars	2015-16		2014-15	
	Gratuity Funded Plan (₹)	Leave Encashment Non-Funded Plan (₹)	Gratuity Funded Plan (₹)	Leave Encashment Non-Funded Plan (₹)
Change in Defined Benefits Obligation				
Opening defined benefits obligation	107,982,554	51,065,283	90,663,719	41,888,071
Current service cost	12,158,550	7,358,648	9,752,111	6,154,653
Interest cost	8,662,272	4,096,415	7,026,438	3,246,326
Actuarial loss / (gain)	15,511,474	8,608,387	12,571,751	10,942,217
Benefits paid	(11,386,358)	(9,686,983)	(12,031,465)	(11,165,984)
Closing defined benefits obligation	132,928,492	61,441,750	107,982,554	51,065,283
Change in Fair value of Assets				
Opening fair value of plan assets	107,308,416		90,672,224	
Expected return on plan assets	9,611,205		7,671,750	
Actuarial gain / (loss)	(922,465)		(694,520)	
Contributions by employer	28,360,901		21,690,427	
Benefits paid	(11,386,358)		(12,031,465)	
Closing fair value of plan assets	132,971,699		107,308,416	
Movement in net liability recognized in Balance Sheet				
Net opening liability	674,138	51,065,283	(8,505)	41,888,071
P & L Charge	27,643,555	20,063,450	22,373,070	20,343,196
Contribution Paid	(28,360,901)	(9,686,983)	(21,690,427)	(11,165,984)
Closing Net (asset) / liability	(43,208)	61,441,750	674,138	51,065,283
Expenses recognized in the Profit and Loss Account				
Current Service cost	12,158,549	7,358,648	9,752,111	6,154,653
Interest on defined benefit obligation	8,662,272	4,096,415	7,026,438	3,246,326
Expected return on plan assets	(9,611,205)	-	(7,671,750)	-
Net actuarial loss / (gain) recognized in the current year	16,433,939	8,608,387	13,266,271	10,942,217
Total Expenses	27,643,555	20,063,450	22,373,070	20,343,196
Assets Information				
Government of India Securities	32.67%		35.85%	
Corporate Bonds	53.62%		52.85%	
Special Deposits Scheme	0.74%		0.95%	
Others/ Insurance Co.	12.97%		10.35%	
Principal actuarial assumption				
Discount Rate (p.a.)	8.00%	8.00%	7.75%	7.75%
Expected rate of return on plan assets (p.a.)	8.00%		7.75%	
Annual Increase in Salary costs	6.00%	6.00%	5.50%	5.50%
Effect on the aggregate Service Cost & interest cost	-		-	
Effect on defined benefit obligation	-		-	

- (4) The Company has provided upto 31.03.2016 ₹ 614.42 Lacs (₹ 510.65 Lacs) being increment of discounted value of liability for unavailed leave of the employees determined as per Actuarial Valuation.

40. A) Details of Related party transactions during the year ended 31st March, 2016.

Type of Transaction	Associates (₹)	Key Management Personnel (₹)	Relatives of Key Management Personnel (₹)	Total (₹)
Sales - Goods & Materials	- (2,483)	- (-)	- (-)	- (2,483)
Expenses - Remuneration	- (-)	107,922,510 (93,268,872)	4,254,994 (3,447,480)	112,177,504 (96,716,352)
Lease Rent / Rent	9,269,283 (8,545,835)	- (-)	- (-)	9,269,283 (8,545,835)
Other Services	2,037,524 (3,299,748)	1,350,000 (1,200,000)	- (-)	3,387,524 (4,499,748)
Donation / Other Expenses	13,800,000 (6,650,000)	- (-)	- (-)	13,800,000 (6,650,000)
Finance - Rent Deposit paid	- (115,200)	- (-)	- (-)	- (115,200)
- Investment in Subsidiary	196,400,000 (-)	- (-)	- (-)	196,400,000 (-)
Balance at the end of the year				
Rent Deposit	1,946,000 (1,946,000)	- (-)	- (-)	1,946,000 (1,946,000)

B) Names of related parties and description of relationship :

1. Subsidiary	Anjani Tiles Limited	
2. Associates	Madhusudan Industries Ltd. Cera Foundation Indian Council of Sanitaryware Manufactures	Vikram Investment Co. Ltd. Swadeshi Fan Ind. Ltd. Madhusudan Holdings Ltd.
3. Key Management Personnel	Vikram Somany S. C. Kothari Ashok Chhajed Govind Bhai Patel Narendra N. Patel Deepshikha Khaitan	Atul Sanghvi Dr.K.N.Maiti Rajesh B. Shah Lalit Kumar Bohania Sajan Kumar Pasari
4. Relatives of Key Management Personnel	Smiti Somany	Pooja Jain Somany

C) Disclosure in respect of transactions with related parties during the year :

Particulars	2015-16 (₹)	2014-15 (₹)
Sales : Goods & Materials		
Madhusudan Industries Ltd.	-	2483
Expenses		
Lease Rent / Rent		
Madhusudan Industries Ltd.	9,269,283	8,545,835
Other Services		
Madhusudan Industries Ltd.	1,692,030	1,746,388
Swadeshi Fan Industries Ltd.	206,100	215,860
Indian Council of Sanitaryware Manufactures	10,500	1,337,500
Cera Foundation	128,894	-
Donation		
Cera Foundation	13,800,000	6,650,000
Finance		
Investment in Subsidiary		
Anjani Tiles Limited	196,400,000	-
Rent Deposit Paid		
Madhusudan Industries Ltd.	-	115,200

41. The Company is to apply 2% of average net profits towards Corporate Social Responsibility (CSR) as per section 135 of the Companies Act, 2013. The Company has utilised during the year 2015-16 ₹ 165.81 Lacs (previous year ₹ 87.89 Lacs) for CSR activities.
42. a) The Company has entered into Joint Venture through a Subsidiary Company, Anjani Tiles Limited, incorporated under the Companies Act, 2013 into tiles manufacturing business in Andhra Pradesh. The estimated project cost is ₹ 68 crores. Anjani Tiles Limited has commenced manufacturing tiles from 1st April, 2016. CERA has invested ₹ 5.10 crores by taking 51,00,000 Equity Shares and ₹ 14.54 crores in 1% Cumulative Redeemable Preference Shares of ₹ 10/- each.
- b) The Company has entered into a Memorandum of Understanding with foreign partners to invest and participate in Joint Venture to expand company's business in UAE. Company has joined with 25% share in "Cera Sanitaryware Trading LLC", a limited liability Company in UAE - Dubai, on 21st December, 2015 for Tiles, Flooring materials and Sanitaryware trading.
- c) The Company has entered into a Memorandum of Understanding with foreign partners to invest and participate in Joint Venture to expand company's business in Sharjah. Company has joined with 50% share in "Cera Sanitaryware Limited FZC", a limited liability Company at Hamriyah Free Zone Authority of Government of Sharjah for Tiles, Flooring materials and Sanitaryware trading.
43. Disclosure of trade payables as defined under the Micro, Small and Medium Enterprises Development Act, 2006 is based on the information available with the Company regarding the status of the suppliers.

Particulars	2015-16 ₹	2014-15 ₹
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year.		
i) Principal	45,001,147	136,478,512
ii) Interest	-	-
b) The amount of interest paid by the buyer in terms of section 16 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified	-	-
d) The amount of interest accrued and remaining unpaid at the end of the year	-	-

44. Significant accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statement as Annexure - I.

As per our report of even date attached

For and on behalf of

H. V. Vasa & Co.

Firm Registration No. : 131054W

Chartered Accountants

Tushar H. Vasa

Proprietor

Membership No. 16831

Place : Kolkata

Date : 3rd May, 2016

Rajesh B. Shah

CFO & COO (Fin. & Comm.)

Narendra N. Patel

President & Company Secretary

Vikram Somany

Deepshikha Khaitan

Sajan Kumar Pasari

Lalit Kumar Bohania

Atul Sanghvi

Chairman and Managing Director

Director

Director

Director

Executive Director

Annexure - I : Significant accounting policies and practices :

(Annexed to and forming part of the financial statements for the year ended 31st March, 2016)

*** Basis of Accounting**

The Company prepares its financial statements under the historical cost convention, on an accrual basis of accounting, to comply in all material respects with the notified Accounting Standards by the Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956. In Pursuant to transitional provision with respect to accounting standard u/s 133 of the Companies Act, 2013.

*** Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and the disclosure relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

*** Revenue Recognition:**

Revenue is recognized when consideration can be measured reliably and there exist reasonable certainty of its recovery.

(a) Sales

Revenue is recognized when significant risk and rewards of ownership of the goods have been passed on to the buyer.

- In case of Domestic Sales : On dispatch of products to customers.
- In case of Export Sales : On the basis of Bill of lading.

Sales include excise duty and net of discounts, Vat and sales return, as applicable. Sales exclude self-consumption of products.

(b) Service Income

Service income is recognized as per the terms of contracts with the customers when the related services are performed or the agreed milestones are achieved and are net of service tax, wherever applicable.

(c) Dividend Income

Dividend income is recognized when the unconditional right to receive the income is established.

(d) Interest Income

Interest income is recognized on time proportionate method.

(e) Others

Other Income is accounted on accrual basis except where the receipt of income is uncertain.

*** Employee Benefits**

(a) Provident Fund is a defined contribution scheme and it is charged to revenue for the year when due.

(b) Contribution to approved Gratuity Fund is made of the present liability for future Gratuity a determined on an actuarial valuation. The Company has no further obligation except contribution to the fund.

(c) Leave encashment is recognized on the basis of an actuarial valuation made at the end of each year.

*** Fixed Assets, Depreciation and Amortization**

(a) Fixed Assets transferred on demerger scheme are stated at cost-less accumulated depreciation. Acquisitions and additions are stated at cost. The Company capitalizes all costs relating to the acquisition and installation of Fixed Assets on net of MODVAT credits on the assets and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

(b) Capital work in progress :

Projects under commissioning and other capital work in progress are carried at cost comprising direct cost, related incidental expenses and attributable interest. Depreciation on capital work in progress commences when assets are ready for their intended use and transferred from capital work in progress group to tangible fixed assets group.

(c) Assets acquired under hire purchase installment credit scheme, the cost of asset is capitalized while the annual financial charges at equated installments are charged to revenue.

(d) Depreciation for the year has been provided on carrying cost at the rates and manner prescribed in Schedule II of the Companies Act, 2013 as under:

- (i) On Plant & Machinery and Electric Plant & Installation on straight-line method, but on incremental cost arising on account of translation of foreign currency liabilities for acquisition of fixed assets and depreciation is provided as aforesaid over the residual life of the respective assets.
- (ii) On other assets on written down value method on the remaining life of the respective assets.

(e) Leasehold land is amortized over the period of lease.

(f) The value of discarded Plant and Machinery has been written down to the lower of net book value and net realizable value.

(g) Intangible Assets : Expenditure on Computer Software is amortized on written down value method over the period of expected benefits not exceeding three years.

* **Inventories**

- (a) Raw-materials, Packing Materials, Stores and Chemicals are taken at lower of cost and net realizable value following FIFO method. Cost (Net of CENVAT and Input Tax Credit Availed) of Raw Materials, Stores & Spare Parts, Packing Materials, Finished Goods & Stock-in-process is determined on FIFO basis.
- (b) Stock-in-Process is valued at lower of cost and net realizable value.
- (c) Finished goods are valued at lower of cost and net realizable value.
- (d) Excise duty on goods manufactured by the Company and remaining in inventory is included as a part of valuation of finished goods.

* **Investments**

Non-Current Investments are stated at cost. Current investments are carried at lower of cost and fair value. Provision for diminution in the value of non-current investments is made only, if such a decline is other than temporary in the opinion of the management.

* **Leases:**

- (a) Operating Lease :

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of Profit and Loss on a straight-line basis over the lease term.

- (b) Finance Lease :

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. The lower of fair value of asset and present value of minimum lease rentals is capitalized as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to statement of profit and loss.

* **Foreign Currency Transactions**

Foreign currency transactions during the year are recorded at rates of exchange prevailing on the date of transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies as at the end of the year is recognized in the profit and loss account. Accounts Receivable in foreign currency are either represented by bills of exchange, which in many cases, are immediately discounted with bankers, or accounted at realized amounts.

Exchange differences arising in respect of fixed assets acquired from outside India were capitalized as part of fixed assets.

Derivative transactions are considered as off-balance sheet items and cash flows arising therefrom are recognized in the books of account as and when the settlements take place in accordance with the terms of the respective contracts over the tenor thereof.

* **Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of a qualifying assets are capitalized as part of the cost of such asset till the time the asset is ready for the intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

* **Intangible Assets:**

Intangible assets are recognized if and only if it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably in accordance with the notified Accounting Standard-26.

* **Provisions and Contingent Liabilities:**

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in financial statement.

* **Taxation**

Provision for tax for the year comprises current Income-tax determined to be payable in respect of taxable income and deferred tax being the tax effect of timing differences representing the difference between taxable income and accounting income that originate in one period, and are capable of reversal in one or more subsequent period(s).

* **Earning per Share**

The earnings considered in ascertaining the company's Earnings per Share (EPS) comprise the net profit after tax. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year. The diluted EPS is calculated on the same basis as Basic EPS, after adjusting for the effects of potential dilutive equity shares.

* **Impairment of Assets**

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the amount may not be recoverable. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the assets' net selling price and its value in use.

Independent Auditors' Report

To,
The Members of Cera Sanitaryware Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of CERA SANITARYWARE LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary Company (the Holding Company and its subsidiary company together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Holding company is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether the consolidated financial statements are free from material misstatement.

5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

8. We did not audit the financial statements / financial information of Anjani Tiles Ltd. subsidiary, whose financial statements / financial information reflect total assets of ₹ 76.66 Crores as at 31st March, 2016, total revenues of ₹ NIL and net cash flows amounting to ₹ 0.65 Crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.
9. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Holding Company, its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclosed the impact, if any, of pending litigations as at March 31, 2016 on the consolidated financial position of the Group refer Note No.35.
 - ii. The Holding Company, its Subsidiary company did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company.

For H. V. Vasa & Co.
Chartered Accountants
Firm Reg. No. 131054W
Tushar H. Vasa
Proprietor
Membership No. 16831

Place : Ahmedabad
Date : 3rd May, 2016

The Annexure – A to Independent Auditors' Report

Referred to in paragraph 10 (f) of the Independent Auditors' Report of even date to the members of CERA SANITARYWARE LIMITED on the consolidated financial statements for the year ended 31st March, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of Cera Sanitaryware Limited ("the Holding Company") and its subsidiary as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, its associate companies and are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

3. Our responsibility is to express an opinion on the internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to and audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other Auditor in terms of their report referred to in the matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorities of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company, its subsidiary Company and in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

9. Our aforesaid reports under Section 143(3)(i) of the Companies Act, 2013 on the adequacy and operating effectiveness of the Internal Financial Controls over financial reporting in so far as it relates to One subsidiary Company, is based on the corresponding reports of the auditors of such company. Our opinion is not qualified in respect of this matter.

Place : Ahmedabad
Date : 3rd May, 2016

For H. V. Vasa & Co.
Chartered Accountants
Firm Reg. No. 131054W
Tushar H. Vasa
Proprietor
Membership No. 16831

Consolidated Balance Sheet as at 31st March, 2016

Particulars	Note No.	As at 31st March, 2016 ₹
I EQUITY AND LIABILITIES		
1. Shareholders' Funds		
(a) Share Capital	1	65,029,370
(b) Reserves and Surplus	2	4,144,774,458
		<u>4,209,803,828</u>
2. Minority Interest		163,985,736
3. Non - current Liabilities		
(a) Long-term Borrowings	3	369,131,711
(b) Deferred Tax Liabilities (Net)	4	343,928,721
(c) Other Long-term Liabilities	5	98,349,086
(d) Long-term Provisions	6	402,382,982
		<u>1,213,792,500</u>
4. Current Liabilities		
(a) Short-term Borrowings	7	208,458,483
(b) Trade Payables	8	
(i) Micro, Small & Medium Enterprises (Refer Note no. 41)		45,001,147
(ii) Others		615,212,466
(c) Other Current Liabilities	9	1,292,583,914
(d) Short-term Provisions	10	286,914,578
		<u>2,448,170,588</u>
Total		<u><u>8,035,752,652</u></u>
II ASSETS		
1. Non-current Assets		
(a) Fixed Assets		
(i) Tangible Assets	11	2,293,230,403
(ii) Intangible Assets	11	4,544,754
(iii) Capital Work-in-progress	11	651,142,878
(iv) Intangible Assets under development	11	-
(b) Non-current Investments	12	13,000
(c) Long-term Loans and Advances	13	371,548,075
		<u>3,320,479,110</u>
2. Current Assets		
(a) Current Investments	14	474,715,588
(b) Inventories	15	1,357,192,264
(c) Trade Receivables	16	1,884,291,890
(d) Cash and Cash equivalents	17	600,481,782
(e) Short-term Loans and Advances	18	382,659,049
(f) Other Current Assets	19	15,932,969
		<u>4,715,273,542</u>
Total		<u><u>8,035,752,652</u></u>
Significant Accounting Policies		
Notes to Accounts on Financial Statements	29 to 42	

As per our report of even date attached

For and on behalf of

H. V. Vasa & Co.

Firm Registration No. : 131054W

Chartered Accountants

Tushar H. Vasa

Proprietor

Membership No. 16831

Place : Kolkata

Date : 3rd May, 2016

Rajesh B. Shah
CFO & COO (Fin. & Comm.)

Narendra N. Patel
President & Company Secretary

Vikram Somany

Deepshikha Khaitan

Sajan Kumar Pasari

Lalit Kumar Bohania

Atul Sanghvi

Chairman and Managing Director

Director

Director

Director

Executive Director

Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No.	2015-16 ₹
I Revenue from Sale of Goods	20	9,770,727,193
Less : Excise duty		433,857,494
Net Sales		9,336,869,699
II Other Income	21	99,706,515
III Total Revenue (I + II)		9,436,576,214
IV Expenses :		
Cost of Materials Consumed	22	762,059,096
Purchases	23	3,712,401,265
Changes in Inventories of Finished Goods, Stock-in-process and Stock-in-Trade	24	(67,072,962)
Employee Benefits Expenses	25	1,110,125,722
Finance Costs	26	54,622,852
Depreciation and Amortization Expenses		163,197,795
Other Expenses	27	2,406,600,551
Total Expenses		8,141,934,319
V Profit before tax (III-IV)		1,294,641,895
VI Tax expense:		
(1) Current tax (including for earlier years)		394,312,181
(2) Deferred tax		65,687,819
		460,000,000
VII Profit for the period (V - VI)		834,641,895
VIII Earnings per equity share of face value of ₹ 5/- each		
Basic & Diluted	28	64.17
Significant Accounting Policies Notes to Accounts on Financial Statements	29 to 42	

As per our report of even date attached

For and on behalf of

H. V. Vasa & Co.

Firm Registration No. : 131054W

Chartered Accountants

Tushar H. Vasa

Proprietor

Membership No. 16831

Place : Kolkata

Date : 3rd May, 2016

Rajesh B. Shah
CFO & COO (Fin. & Comm.)

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President & Company Secretary

Vikram Somany

Deepshikha Khaitan

Sajan Kumar Pasari

Lalit Kumar Bohania

Atul Sanghvi

Chairman and Managing Director

Director

Director

Director

Executive Director

Consolidated Cash Flow Statement for the year ended 31st March, 2016

Particulars	Year ended March 31, 2016
	₹
A. Cash flow from operating activities	
Net Profit before tax	1,294,641,895
Adjusted for	
Depreciation	163,197,795
Foreign Exchange (loss) / gain	(782,704)
Provision for diminution in value of Investments	317,290
Interest Charged	51,310,842
Interest received	(30,690,288)
Dividend received	(10,100,277)
Foreign Exchange Variation (Income) / Loss	782,704
Profit on Sale of Investments	(14,234,518)
Amortisation of Lease hold Land	59,870
(Profit) / Loss on Sale of Fixed Assets (Net)	977,739
	<u>160,838,453</u>
Operating profit before working capital changes	1,455,480,348
Adjustments for changes in working capital	
Inventories	(98,278,326)
Trade and other Receivable	(272,061,806)
Short-term loans and advances	(130,422,906)
Other Current Assets	(13,278,453)
Long-term loans and advances	141,787
Trade Payable	173,662,416
Short Term Provision	22,622,634
Other Current Liabilities	293,850,497
Long Term Provisions	314,786
Other Long Term Liabilities	5,654,890
	<u>(17,794,481)</u>
Cash generated from operations	1,437,685,867
Direct taxes paid	(299,706,091)
Net cash from operating activities: Total (A)	<u>1,137,979,776</u>
B. Cash flow from investing activities	
Purchase of fixed assets	(903,786,919)
Proceeds from sale of fixed assets	13,982,132
Purchase of Current Investments	(320,624,099)
Sale of Current Investments	337,390,530
Interest received	30,690,288
Dividend received	10,100,277
	<u>10,100,277</u>
Net cash used in investing activities: Total (B)	<u>(832,247,791)</u>
C. Cash flow from financing activities	
Proceeds from issue of share capital by Subsidiary	163,600,000
Right issue expenses	-
Proceeds from borrowings/Repayment of Loan	(14,995,812)
Dividend paid	(81,286,713)
Tax on distributed profit	(16,548,023)
Interest paid	(51,310,842)
	<u>(51,310,842)</u>
Net cash used in financing activities: Total (C)	<u>(541,390)</u>
Net changes in cash & cash equivalents (A+B+C)	305,190,595
Cash & cash equivalent-Opening Balance	295,291,187
Cash & cash equivalent-Closing Balance	600,481,782

As per our report of even date attached

For and on behalf of

H. V. Vasa & Co.

Firm Registration No. : 131054W

Chartered Accountants

Tushar H. Vasa

Proprietor

Membership No. 16831

Place : Kolkata

Date : 3rd May, 2016

Rajesh B. Shah

CFO & COO (Fin. & Comm.)

Narendra N. Patel

President & Company Secretary

Vikram Somany

Deepshikha Khaitan

Sajan Kumar Pasari

Lalit Kumar Bohania

Atul Sanghvi

Chairman and Managing Director

Director

Director

Director

Executive Director

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

		As at 31st March, 2016 ₹
1. Share Capital		
A Authorised, Issued, Subscribed & Paid up Share Capital		
Authorised		
2,00,00,000 Equity Shares of ₹ 5/- each		100,000,000
Total		<u>100,000,000</u>
Issued, Subscribed & Paid Up		
1,30,05,874 Equity Shares of ₹ 5/- each fully paid up		65,029,370
Total		<u>65,029,370</u>
Terms / rights attached to Equity Shares :		
The Company has only one class of Equity Shares having a par value of ₹ 5/- per share. Each holder of Equity Shares is entitled to one vote per share and each equity share carries an equal right to dividend.		
B Issue of Bonus Shares		As at 31st March, 2016 No. of Shares
Equity Shares allotted as fully paid by way of Bonus Shares		6,327,437
During the year ended March 31, 2011 Company had issued 63,27,437 equity shares of ₹ 5/- each by way of fully paid up bonus shares by capitalisation of Securities Premium.		
C Reconciliation of the number of Equity Shares outstanding is set out below :		As at 31st March, 2016 No. of Shares
Particulars		
Shares at the beginning of the year		13,005,874
Add : Issued during the year		-
Shares outstanding at the end of the year		<u>13,005,874</u>
D Details of shareholders holding more than 5% of the aggregate shares :		
	As at 31st March, 2016	
Name of Shareholder	No. of Shares held	% of Holding
Vikram Investment Co. Ltd.	2,900,275	22.30%
Shri Vikram Somany	1,045,847	8.04%
Smt Smiti Somany	1,542,240	11.86%

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

	As at 31st March, 2016 ₹
2. Reserves & Surplus	
a. Securities Premium Reserve	
As per last Balance Sheet	809,593,606
Add : On issue of shares	-
Balance at the end of the year	809,593,606
b. General Reserve	
As per last Balance Sheet	2,142,445,003
Less : Depreciation on assets for period prior to 31.03.2014	-
Add : Transferred from Profit & Loss Account	393,121,585
Balance at the end of the year	2,535,566,588
c. Profit & Loss Account	
As per last Balance Sheet	500,000,000
Add : Net Profit for the year	834,641,895
Less : Proposed Dividends ₹ 9/- per share	(117,371,912)
Tax on Dividend	(24,534,134)
Transfer to Reserves	(393,121,585)
Balance at the end of the year	799,614,264
Total	4,144,774,458
3. Long Term Borrowings	
Secured :	
Term Loans from Banks : (Refer Note no-9(a))	
(i) From State Bank of India	18,000,000
(Secured by mortgage of Fixed Assets situated at 9,GIDC Industrial Estate, Residential Colony at Kadi and charge by hypothecation of movable Assets and Kadoli, Lamba, Patelka and Kalyanpur windmills), repayable in 20 quarterly installments, from November, 2012 to February, 2018.	
(ii) From Kotak Mahindra Bank Ltd	35,353,535
Secured by mortgage of property at Acropolis Mall at Ahmedabad, (Repayable in 36 monthly installments, from December, 2014 to November, 2017).	
(iii) From Federal Bank	315,778,176
Secured by mortgage of Company's land at survey No. 522/3, 524, 526 at Eguva Raju Palem Village, Guduru, Nellore Dist. (Repayable in 22 quarterly installments, from April, 2017 to September, 2023).	
Total	369,131,711
4. Deferred Tax Liability (Net)	
Deferred Tax Liabilities on account of :	
Depreciation (including of earlier years)	365,210,931
Deferred Expenses	55,753
	365,266,684
Less : Deferred Tax Assets on account of :	
Expenses allowable on payment basis	21,337,963
Total	343,928,721
5. Other Long Term Liabilities	
Deposits by Dealers	95,344,144
Other liabilities	3,004,942
Total	98,349,086
6. Long Term Provisions	
(a) Provision for employees' benefits	314,786
(b) Provision for Taxation	402,068,196
Total	402,382,982

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

	As at 31st March, 2016 ₹
7. Short Term Borrowings	
Secured :	
(a) Working Capital Loans from Bank	208,458,483
From State Bank of India (Secured by hypothecation of Current Assets, Windmills at Kadoli, Lamba, Patelka and Kalyanpur and mortgage of Fixed Assets situated at 9, GIDC Industrial Estate and Residential Colony at Kadi).	
Total	208,458,483
8. Trade Payable	
Due to Micro, Small & Medium Enterprises (Refer Note no - 41)	45,001,147
Others	615,212,466
Total	660,213,613
9. Other Current Liabilities	
(a) Current maturities of long term debts (Refer Note no - 3)	89,030,303
(b) Unclaimed dividends*	5,988,378
(c) Unpaid matured deposits and interest accrued thereon	162,882
(d) Other payables**	1,197,402,351
Total	1,292,583,914
* Amount to be transferred to the Investor education and protection fund shall be determined on respective due dates.	
** Includes statutory dues, Advance received from customers, amounts payable to Employees.	
10. Short Term Provisions	
(a) Provision for employees' benefits	145,394,268
(b) Others	
- Proposed Dividend	117,052,866
- Tax on Dividend	24,467,444
Total	286,914,578

11. Fixed Assets

Description	Gross Block				Depreciation / Amortisation				Net Block	
	As at 1 st April 2015 ₹	Additions / Adjustments ₹	Deductions / Adjustments ₹	Balance as at 31 st March 2016 ₹	As at 1 st April 2015 ₹	For Deductions / the Adjustments year ₹	Upto 31 st March 2016 ₹	₹	As at 31 st March 2016 ₹	₹
(i) TANGIBLE ASSETS :										
a Owned Assets :										
Leasehold Land	1,226,424	-	59,870	1,166,554	-	-	-	-	1,166,554	
Freehold Land	49,443,565	37,643,700	-	87,087,265	-	-	-	-	87,087,265	
Buildings	728,444,112	107,436,171	-	835,880,283	206,563,332	54,730,983	-	261,294,315	574,585,968	
Plant & Machinery	1,911,565,907	130,589,832	54,471,962	1,987,683,777	410,752,223	72,741,599	41,318,180	442,175,642	1,545,508,135	
Furniture & Fixtures	109,649,191	34,084,039	2,075,728	141,657,502	63,513,257	23,318,584	1,739,895	85,091,946	56,565,556	
Vehicles	52,820,958	16,322,245	6,624,143	62,519,060	30,552,190	8,803,831	5,153,886	34,202,135	28,316,925	
b LEASED ASSETS :										
Vehicles	-	-	-	-	-	-	-	-	-	
(Transfer to Vehicles on Completion of Loan)										
Sub - Total (i)	2,853,150,157	326,075,987	63,231,703	3,115,994,441	711,381,002	159,594,997	48,211,961	822,764,038	2,293,230,403	
(ii) INTANGIBLE ASSETS :										
Computer Software	26,024,809	3,415,041	-	29,439,850	20,998,989	3,896,107	-	24,895,096	4,544,754	
Sub -Total (ii)	26,024,809	3,415,041	-	29,439,850	20,998,989	3,896,107	-	24,895,096	4,544,754	
(iii) Less : Depreciation of										
Anjani Tiles Ltd.						(293,309)				
transferred to Capital Work-in-Progress										
Total (i + ii + iii)	2,879,174,966	329,491,028	63,231,703	3,145,434,291	732,379,991	163,197,795	48,211,961	847,659,134	2,297,775,157	
(iv) Capital Work-in-Progress										651,142,878

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

	As at 31st March, 2016 ₹
12. Non Current Investments (Unquoted - At Cost)	
Government securities (Deposited with Government Departments)	
National Savings Certificates	13,000
Total	13,000
13. Long Term Loans and Advances	
a. Capital Advances - Unsecured-considered good	74,630,688
b. Security Deposits - Unsecured-considered good	22,035,607
c. Advance Income Tax (including for earlier years)	274,881,780
Total	371,548,075
14. Current Investments (Unquoted-Non Trade)	
<u>Investments in Mutual Funds (in Units)</u>	
15554838.3210 LIC Nomura MF Saving Plus Fund - Daily Dividend Plan	158,054,268
49458.1320 Kotak Equity Arbitrage Fund - Bi Monthly Dividend	999,900
81463.1270 SBI Arbitrage Opportunities Fund - Regular Plan Dividend	1,066,879
18598.8770 HDFC Balanced Fund - Growth	1,999,900
233238.8390 ICICI Balance Advantage Fund - Regular Dividend	6,124,852
200000.0000 JP Morgan India Balanced Advantage Fund - Regular Growth	2,000,000
3768.9490 Birla Sun life frontline Equity Fund - Growth - Regular Plan	600,000
21004.4180 ICICI Prudential Focussed Bluechip Equity Fund - Growth	600,000
26450.4680 Kotak Select Focus Fund - Growth (Regular Plan)	600,000
1837195.1170 HDFC Short Term Plan - Growth	50,000,000
760418.6870 B32 Birla Sun Life Short Term Fund - Growth - Regular Plan	40,000,000
63212.4860 L27SG SBI Premier Liquid Fund - Regular Plan - Growth	150,000,000
8789.9584 Kotak Floater Short Term - Growth (Regular Plan)	21,500,000
95193.8870 ICICI Prudential Liquid Plan - Growth	21,000,000
6969.0010 HDFC Liquid Fund Growth	20,500,000
	475,045,799
Less : Provision for diminution in the value of Investments	330,211
Total	474,715,588
15. Inventories	
a. Raw Materials and components	159,742,329
b. Stock-in-process	41,422,708
c. Finished goods	1,059,635,209
d. Stores and spares	96,392,018
Total	1,357,192,264
16. Trade Receivables (Unsecured-Considered Good)	
Outstanding over six months	139,161,615
Others	1,745,130,275
Total	1,884,291,890

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

	As at 31st March, 2016 ₹
17. Cash and Cash equivalents	
Cash on hand	1,505,416
Balances with banks	202,064,147
Unclaimed Dividend Bank Accounts	5,988,378
Balances with banks held as margin money	22,899,017
Fixed Deposits with Banks & others *	368,024,824
Total	600,481,782
*Bank Deposits maturing after 12 months	8,472,126
18. Short-term loans and advances (Unsecured-Considered Good)	
Balances with Customs and Central Excise Authorities	73,679,746
Others*	308,979,303
Total	382,659,049
* Includes advances to sundry creditors, employees and tax credits available.	
19. Other current assets	
Interest accrued and receivable	15,932,969
Miscellaneous Expenditure (Not written off)	-
Total	15,932,969
	2015-16 ₹
20. Revenue from Sale of Goods	
Revenue from Sale of Goods	9,770,727,193
Less : Excise duty	433,857,494
Net Sales	9,336,869,699
<u>Particulars of Sale of Goods</u>	
Vitreous China Sanitaryware, Faucetware, Fittings, Tiles & Allied products	9,764,502,444
Others	6,224,749
Total	9,770,727,193
21. Other Income	
Interest Income	30,690,288
Dividend Income	10,100,277
Net gain on sale of Investments	14,234,518
Export Incentive	1,492,531
Claims Received	15,696,638
Miscellaneous Income	7,604,509
Items pertaining to Previous year, unspent liabilities & provisions no longer required written back (Net)	19,887,754
Total	99,706,515
22. Cost of Materials Consumed	
Opening Stock	142,702,020
Add : Purchases (Net of Transfers)	758,897,196
	901,599,216
Less : Closing Stock	139,540,120
Total	762,059,096
<u>Particulars of Cost of Materials Consumed</u>	
Sand, Sandstone, Clays & Chemicals	283,511,274
Accessories & Fittings	28,874,176
Brass ingots and components	449,673,646
Total	762,059,096

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

	2015-16 ₹
23. Purchases	
Purchases	3,712,401,265
Total	3,712,401,265
<u>Particulars of Purchase of Goods</u>	
Vitreous China Sanitaryware, Faucetsware, Fittings, Tiles & Allied products	3,712,401,265
24. (Increase) / Decrease in Finished Goods and Stock-in-Process	
Stock at Commencement	
Finished Goods	1,001,802,175
Stock-in-Process	32,182,780
	1,033,984,955
Stock at Close	
Finished Goods	1,059,635,209
Stock-in-Process	41,422,708
	1,101,057,917
Total	(67,072,962)
25. Employees Benefit Expenses	
Salaries, Wages and Bonus	981,555,592
Contributions to Provident and other Funds	80,516,655
Staff and Labour Welfare Expenses	48,053,475
Total	1,110,125,722
26. Finance Costs	
Interest Expenses	
Interest on term loans	19,977,648
Interest others	31,333,194
Other borrowing costs	3,312,010
Total	54,622,852
27. Other Expenses	
Stores, Spares, Chemicals and Packing Materials Consumed	310,274,072
Excise Duty (Net of Opening Provision)	3,755,871
Rent	51,577,201
Power and Fuel consumed	312,581,090
Repairs - Plant and Machinery	19,859,167
Repairs - Building	11,160,996
Repairs - Others	8,134,797
Insurance	10,642,360
Rates and Taxes	1,682,538
Freight and Forwarding Expenses (Net)	394,809,768
Brokerage, Commission and Discounts on Sales	675,994,216
Publicity & Advertisement Expenses	256,909,015
Research & Development Expenses	9,811,983
Bad Debts / Amount written off	1,982,885
Miscellaneous Expenses	316,966,173
Foreign Exchange Fluctuation	782,704
Loss on Sale / Discard of Fixed Assets (Net)	977,739
Provision for diminution in the value of Investments	317,290
Donation	738,151
Corporate Social Responsibility	16,442,535
Director's Commission	1,200,000
Total	2,406,600,551

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

		2015-16
28. Basic & Diluted EPS		
Basic & Diluted Earning per share		
Profit attributable to the shareholders (₹)	A	834,256,159
Weighted average number of Equity shares outstanding during the year	B	13,005,874
Nominal Value of Equity share (₹)		5.00
Basic Earning per share (F.V. ₹ 5/- per share) (₹)	A/B	64.14
Number of shares for Basic & Dilutive EPS		
Weighted average no. of Equity shares outstg. during the year for Basic EPS		13,005,874
Add :Dilutive potential Equity shares		-
Weighted average no. of Equity shares outstg. during the year for Dilutive EPS		13,005,874
		2015-16 (₹)
29. Payments to the Auditors		
a. As Auditors		420,000
b. For Taxation matters		140,000
c. For Other services		226,850
d. For Reimbursement of expenses		52,912
Total		839,762
30. Value of Imports on C.I.F. Basis		
1. Raw Materials and Chemicals		63,676,007
2. Stores and Spare Parts & Fittings		21,921,598
3. Capital Goods		339,137,007
4. Purchases		746,417,717
Total		1,171,152,329
31. Value of Raw Materials, Stores & Spare Parts Consumed		2015-16
a. Raw Materials	(₹)	%
1. Imported	71,609,054	9.32%
2. Indigenous	696,962,051	90.68%
b. Stores & Spare Parts		
1. Imported	16,881,346	16.38%
2. Indigenous	85,176,189	83.62%
32. Expenditure in Foreign Currencies on account of		2015-16 (₹)
1. Travelling		5,772,347
2. Export Commission		1,469,499
3. Bank Charges		338,693
4. Technical know-how & Professional fees		2,963,391
5. Others		336,790
33. Unhedged Foreign Currency Exposure		
Particulars	Currency	2015-16
		Foreign Currency Equivalent INR
Trade Payables	USD	27,693 1,834,653
Advance from Customers	USD	24,499 1,623,024
Trade Receivables	USD	129,533 8,581,428
Advance to Suppliers	USD	362,076 23,987,079
Advance to Suppliers	EUR	44,737 3,376,015
Bank Balance in EEFC Account	USD	192,816 12,773,837

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

34. Earnings in Foreign Exchange

Exports of Goods on F.O.B. Basis

2015-16
(₹)

80,146,385

As on
31-03-2016
(₹)

35. Contingent liability in respect of :

- a. Claims against the Company not acknowledged as debts (Net of Payments).
- b. Letters of Credit opened and guarantees given.
- c. Estimated amount of contracts remaining to be executed on capital account not provided for (Net of Advance).
- d. Contribution as Capital to Cera Sanitaryware Trading LLC at Dubai.
(1 AED = ₹ 18.04)

13,266,300

144,819,477

204,448,069

3,157,000

36. The Company is receiving balance confirmations from various parties. Due adjustments will be made on receipt thereof, if necessary.

37. Lease of an asset whereby the lessor essentially remains the owner of the asset is classified as operating lease. The payments made by the Company as Lessee in accordance with operational leasing contracts or rental agreements are expensed proportionally during the lease or rental period respectively. The minimum lease payment due within one year under operational lease is ₹ 59,870/-.

38. Employee Benefits

The Company in pursuance to Accounting Standard 15, Employee Benefits (revised 2005) [the revised AS 15], notified under sub-section (3C) of section 211 of the Companies Act, 1956 obtained actuarial reports and based on these reports, following disclosures have been made in the financial statements for the year ended 31st March, 2016.

1) Brief description of the plans :

The Company has various schemes for long-term benefits such as Provident Fund, Gratuity and Leave Encashment. In case of funded schemes, the funds are recognised by income tax authorities and administered through trustees/appropriate authorities.

The Company's defined contribution plans are Provident Fund (exempted employees) recognised by the Income Tax Authorities and administered through trustees. The Company has no further obligation beyond making contributions and interest shortfall. Further the pattern of investment for investible funds is as prescribed by the Government. Accordingly other related disclosures in respect of Provident Fund have not been made.

The Company's contribution plans are Provident Fund (non exempted employees), Employees' pension scheme (under the Provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952), state plans namely Employees' State Insurance Fund. The Company has no further obligation beyond making contributions.

The Company's defined benefit plans also include Gratuity and leave Encashment for all its employees. Gratuity fund recognised by the Income Tax Authorities is administered through trustees. Liability for Defined Benefit Plan is provided on the basis of valuations, as at Balance sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method.

This being a first year, the subsidiary has provided liability of gratuity fund based on actuarial valuation.

2) Charge to the Profit and Loss Account based on contributions:

Provident fund
Employees' Pension Scheme
ESIC
Total

2015-16
(₹)

19,657,168

18,652,973

11,399,667

49,709,808

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

3) Disclosures for defined benefit plans based on actuarial reports as on 31st March, 2016

Particulars	2015-16		
	Gratuity Funded Plan (₹)	Gratuity Non-Funded Plan (₹)	Leave Encashment Non-Funded Plan (₹)
Change in Defined Benefits Obligation			
Opening defined benefits obligation	107,982,554		51,065,283
Current service cost	12,158,550	92,258	7,358,648
Interest cost	8,662,272		4,096,415
Actuarial loss / (gain)	15,511,474	222,528	8,608,387
Benefits paid	(11,386,358)		(9,686,983)
Closing defined benefits obligation	132,928,492		61,441,750
Change in Fair value of Assets			
Opening fair value of plan assets	107,308,416		
Expected return on plan assets	9,611,205		
Actuarial gain / (loss)	(922,465)		
Contributions by employer	28,360,901		
Benefits paid	(11,386,358)		
Closing fair value of plan assets	132,971,699		
Movement in net liability recognized in Balance Sheet			
Net opening liability	674,138		51,065,283
P & L Charge	27,643,555		20,063,450
Contribution Paid	(28,360,901)		(9,686,983)
Closing Net (asset) / liability	(43,208)		61,441,750
Expenses recognized in the Profit and Loss Account			
Current Service cost	12,158,549	92,258	7,358,648
Interest on defined benefit obligation	8,662,272		4,096,415
Expected return on plan assets	(9,611,205)		-
Net actuarial loss / (gain) recognized in the current year	16,433,939	222,528	8,608,387
Total Expenses	27,643,555		20,063,450
Assets Information			
Government of India Securities	32.67%		
Corporate Bonds	53.62%		
Special Deposits Scheme	0.74%		
Others/ Insurance Co.	12.97%		
Principal actuarial assumption			
Discount Rate (p.a.)	8.00%	8.00%	8.00%
Expected rate of return on plan assets (p.a.)	8.00%		
Annual Increase in Salary costs	6.00%	4.00%	6.00%
Effect on the aggregate Service Cost & interest cost	-		-
Effect on defined benefit obligation	-		-

- (4) The Company has provided up to 31.03.2016 ₹ 614.42 Lacs (₹ 510.65 Lacs) being increment of discounted value of liability for unavailed leave of the employees determined as per Acturial Valuation.

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

39. A) Details of Related party transactions during the year ended 31st March, 2016.

Type of Transaction	Associates (₹)	Key Management Personnel (₹)	Relatives of Key Management Personnel (₹)	Total (₹)
Purchase / Sales - Purchase of Land	34,666,830			34,666,830
Expenses - Remuneration	-	107,922,510	4,728,994	112,651,504
Lease Rent/Rent	9,269,283			9,269,283
Other Services	2,037,524	1,350,000	-	3,387,524
Donation/Other Expenses	13,800,000	-		13,800,000
Balance at the end of the year				
Rent Deposit	1,946,000		-	1,946,000

B) Names of related parties and description of relationship :

1. Subsidiary	—	
2. Associates	Madhusudan Industries Ltd. Cera Foundation Indian Council of Sanitaryware Manufactures Anjani Vishnu Holdings Ltd.	Vikram Investment Co. Ltd. Swadeshi Fan Ind. Ltd. Madhusudan Holdings Ltd.
3. Key Management Personnel	Vikram Somany S. C. Kothari Ashok Chhajed Govindbhai Patel Narendra N. Patel Deepshikha Khaitan P V R L N Raju	Atul Sanghvi Dr. K. N. Maiti Rajesh B. Shah Lalit Kumar Bohania Sajan Kumar Pasari C V K Raju
4. Relatives of Key Management Personnel	Smiti Somany P S Naveen C Sandhya Raju	Pooja Jain Somany P Sindhoori

C) Disclosure in respect of transactions with related parties during the year :

Particulars	2015-16 (₹)
Purchase of Land	
Anjani Vishnu Holdings Ltd.	34,666,830
Expenses	
Lease Rent / Rent	
Madhusudan Industries Ltd.	9,269,283
Other Services	
Madhusudan Industries Ltd.	1,692,030
Swadeshi Fan Industries Ltd.	206,100
Indian Council of Sanitaryware Manufactures	10,500
Cera Foundation	128,894
Donation	
Cera Foundation	13,800,000

40. a) Anjani Tiles Limited, incorporated under the Companies Act, 2013 became subsidiary of Cera Sanitaryware Limited during the year. This being the first year of consolidated financial statement, previous year figures are not given.

Consolidated Notes forming part of the Financial Statements as at 31st March, 2016

- b) The Company has entered into a Memorandum of Understanding with foreign partners to invest and participate in Joint Venture to expand Company's business in UAE. Company has joined with 25% share in "Cera Sanitaryware Trading LLC", a limited liability Company in UAE - Dubai, on 21st December, 2015 for Tiles, Flooring materials and Sanitaryware trading.
- c) The Company has entered into a Memorandum of Understanding with foreign partners to invest and participate in Joint Venture to expand Company's business in Sharjah. Company has joined with 50% share in "Cera Sanitaryware Limited FZC", a limited liability Company at Hamriyah Free Zone Authority of Government of Sharjah for Tiles, Flooring materials and Sanitaryware trading.
41. Disclosure of trade payables as defined under the Micro, Small and Medium Enterprises Development Act, 2006 is based on the information available with the company regarding the status of the suppliers.

Particulars	2015-16 ₹
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year.	
i) Principal	45,001,147
ii) Interest	-
b) The amount of interest paid by the buyer in terms of section 16 along with the amount of the payment made to the supplier beyond the appointed day during the year	-
c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified	-
d) The amount of interest accrued and remaining unpaid at the end of the year	-
42. Significant accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statement as Annexure - I.	

As per our report of even date attached

For and on behalf of

H. V. Vasa & Co.

Firm Registration No. : 131054W

Chartered Accountants

Tushar H. Vasa

Proprietor

Membership No. 16831

Place : Kolkata

Date : 3rd May, 2016

Rajesh B. Shah
CFO & COO (Fin. & Comm.)

Narendra N. Patel
President & Company Secretary

Vikram Somany Chairman and Managing Director

Deepshikha Khaitan Director

Sajan Kumar Pasari Director

Lalit Kumar Bohania Director

Atul Sanghvi Executive Director

Annexure - I : Significant accounting policies and practices :

(Annexed to and forming part of the consolidated financial statements for the year ended 31st March, 2016)

*** Basis of Accounting**

The Company prepares its financial statements under the historical cost convention, on an accrual basis of accounting, to comply in all material respects with the notified Accounting Standards by the Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956. In Pursuant to transitional provision with respect to accounting standard u/s 133 of the Companies Act, 2013.

*** Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and the disclosure relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

*** Principles of Consolidation :**

- (a) The consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS21) on "Consolidated Financial Statements" notified under the Companies (Accounting Standards) Rules, 2006 on the basis of the separate audited financial statements of Parent Company, Cera Sanitaryware Limited and Subsidiary Company, Anjani Tiles Limited.
- (b) The Consolidated Financial Statements are prepared in the same manner as that of Parent Company, i.e. year ended March, 2016, in the same manner as far as possible as the Company's separate Financial Statement.
- (c) Financial Statements of the Subsidiary Company used in the consolidation are drawn for the same period as that of the Parent Company i.e. year ended March, 2016.

*** Revenue Recognition:**

Revenue is recognized when consideration can be measured reliably and there exist reasonable certainty of its recovery.

(a) Sales

Revenue is recognized when significant risk and rewards of ownership of the goods have been passed on to the buyer.

- In case of Domestic Sales : On dispatch of products to customers.
- In case of Export Sales : On the basis of Bill of lading.

Sales include excise duty and net of discounts, Vat and sales return, as applicable. Sales exclude self-consumption of products.

(b) Service Income

Service income is recognized as per the terms of contracts with the customers when the related services are performed or the agreed milestones are achieved and are net of service tax, wherever applicable.

(c) Dividend Income

Dividend income is recognized when the unconditional right to receive the income is established.

(d) Interest Income

Interest income is recognized on time proportionate method.

(e) Others

Other Income is accounted on accrual basis except where the receipt of income is uncertain.

*** Employee Benefits**

- (a) Provident Fund is a defined contribution scheme and it is charged to revenue for the year when due.

- (b) Contribution to approved Gratuity Fund is made of the present liability for future Gratuity a determined on an actuarial valuation. The Company has no further obligation except contribution to the fund.

- (c) Leave encashment is recognized on the basis of an actuarial valuation made at the end of each year.

*** Fixed Assets, Depreciation and Amortization**

- (a) Fixed Assets transferred on demerger scheme are stated at cost-less accumulated depreciation. Acquisitions and additions are stated at cost. The Company capitalizes all costs relating to the acquisition and installation of Fixed Assets on net of MODVAT credits on the assets and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

- (b) Capital work in progress :

Projects under commissioning and other capital work in progress are carried at cost comprising direct cost, related incidental expenses and attributable interest. Depreciation on capital work in progress commences when assets are ready for their intended use and transferred from capital work in progress group to tangible fixed assets group.

- (c) Assets acquired under hire purchase installment credit scheme, the cost of asset is capitalized while the annual financial charges at equated installments are charged to revenue.

- (d) Depreciation for the year has been provided on carrying cost at the rates and manner prescribed in Schedule II of the Companies Act, 2013 as under:

- (i) On Plant & Machinery and Electric Plant & Installation on straight-line method, but on incremental cost arising on account of translation of foreign currency liabilities for acquisition of fixed assets and depreciation is provided as aforesaid over the residual life of the respective assets.
- (ii) On other assets on written down value method on the remaining life of the respective assets.

- (e) Leasehold land is amortized over the period of lease.
- (f) The value of discarded Plant and Machinery has been written down to the lower of net book value and net realizable value.
- (g) Intangible Assets : Expenditure on Computer Software is amortized on written down value method over the period of expected benefits not exceeding three years.

* **Inventories**

- (a) Raw-materials, Packing Materials, Stores and Chemicals are taken at lower of cost and net realizable value following FIFO method. Cost (Net of CENVAT and Input Tax Credit Availed) of Raw Materials, Stores & Spare Parts, Packing Materials, Finished Goods & Stock-in-process is determined on FIFO basis.
- (b) Stock-in-Process is valued at lower of cost and net realizable value.
- (c) Finished goods are valued at lower of cost and net realizable value.
- (d) Excise duty on goods manufactured by the Company and remaining in inventory is included as a part of valuation of finished goods.

* **Investments**

Non-Current Investments are stated at cost. Current investments are carried at lower of cost and fair value. Provision for diminution in the value of non-current investments is made only, if such a decline is other than temporary in the opinion of the management.

* **Leases:**

- (a) Operating Lease :
Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of Profit and Loss on a straight-line basis over the lease term.
- (b) Finance Lease :
Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. The lower of fair value of asset and present value of minimum lease rentals is capitalized as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to statement of profit and loss.

* **Foreign Currency Transactions**

Foreign currency transactions during the year are recorded at rates of exchange prevailing on the date of transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies as at the end of the year is recognized in the profit and loss account. Accounts Receivable in foreign currency are either represented by bills of exchange, which in many cases, are immediately discounted with bankers, or accounted at realized amounts.

Exchange differences arising in respect of fixed assets acquired from outside India were capitalized as part of fixed assets.

Derivative transactions are considered as off-balance sheet items and cash flows arising therefrom are recognized in the books of account as and when the settlements take place in accordance with the terms of the respective contracts over the tenor thereof.

* **Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of a qualifying assets are capitalized as part of the cost of such asset till the time the asset is ready for the intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

* **Intangible Assets:**

Intangible assets are recognized if and only if it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably in accordance with the notified Accounting Standard-26.

* **Provisions and Contingent Liabilities:**

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in financial statement.

* **Taxation**

Provision for tax for the year comprises current Income-tax determined to be payable in respect of taxable income and deferred tax being the tax effect of timing differences representing the difference between taxable income and accounting income that originate in one period, and are capable of reversal in one or more subsequent period(s).

* **Earning per Share**

The earnings considered in ascertaining the company's Earnings per Share (EPS) comprise the net profit after tax. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year. The diluted EPS is calculated on the same basis as Basic EPS, after adjusting for the effects of potential dilutive equity shares.

* **Impairment of Assets**

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the amount may not be recoverable. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the assets' net selling price and its value in use.

CERA

Cera Sanitaryware Limited

Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.
www.cera-india.com; Phone : (02764) 242329, 262619, 262638; Fax : (02764) 242465;
E-mail : kadi@cera-india.com; CIN : L26910GJ1998PLC034400

DP ID	Client ID	Folio No.	No. of shares held

ATTENDANCE SLIP

Annual General Meeting - 2016

at Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.

Name of the attending Member/Proxy (In block letters) :

I hereby record my presence at the Annual General Meeting held at 11.30 a.m. on 29th July, 2016.

Member's / Proxy's Signature

- Notes : 1. Please bring this attendance slip to the meeting and handover at the entrance duly filled in.
2. Members are requested to bring copy of Annual Report with them.

CERA

Cera Sanitaryware Limited

Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.
www.cera-india.com; Phone : (02764) 242329, 262619, 262638; Fax : (02764) 242465;
E-mail : kadi@cera-india.com; CIN : L26910GJ1998PLC034400

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

PROXY FORM

Name of the member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No. / Client Id : _____
DP Id : _____

I/We, being a member(s) of _____ shares of Cera Sanitaryware Limited, hereby appoint :

- Name : _____
Address : _____
E-mail Id : _____
Signature _____, or failing him
- Name : _____
Address : _____
E-mail Id : _____
Signature _____, or failing him
- Name : _____
Address : _____
E-mail Id : _____
Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company to be held on Friday, the 29th July, 2016 at 11.30 a.m. at the registered office of the Company at 9, GIDC Industrial Estate, Kadi-382715, Dist. Mehsana, and at any adjournment thereof in respect of such resolutions as are indicated below:

PTO

Route Map for Annual General Meeting



	Resolutions:	For	Against
1.	To consider and adopt Audited Financial Statements, Reports of Board of Directors and Auditors.		
2.	Declaration of dividend on Equity Shares.		
3.	Reappointment of Smt. Deepshikha Khaitan as Director, who retires by rotation.		
4.	Appointment of Auditors and fixing their remuneration.		
5.	To ratify the remuneration payable to Cost Auditors.		
6.	To approve Related Party Transactions.		
7.	To retain Dr. K. N. Maiti as Consultant.		

Signed this _____ day of _____ 2016.

Signature of Shareholder(s) _____

Signature of Proxy Holder(s) _____

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.







CERA

CERA Sanitaryware Limited

CIN : L26910GJ1998PLC034400

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