

CERA SANITARYWARE LIMITED

CIN: L26910GJ1998PLC034400

Registered Office Address : 9, GIDC Industrial Estate, Kadi- 382715, Dist. Mehsana, North Gujarat, India
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Contact Person: Hemal Sadiwala, Company Secretary and Compliance Officer

CERA

POST BUYBACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF CERA SANITARYWARE LIMITED

This post buyback public advertisement ("Post Buyback Public Advertisement") is being made in compliance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations") regarding completion of the Buyback. This Post Buyback Public Advertisement should be read in conjunction with the Public Announcement dated Tuesday, August 6, 2024, published on Wednesday, August 7, 2024 ("Public Announcement"), the Letter of Offer dated Tuesday, August 20, 2024 ("Letter of Offer") and the advertisement dated Tuesday, August 20, 2024, published on Wednesday, August 21, 2024. All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- Cera Sanitaryware Limited ("Company") had announced the Buyback of up to 1,08,333 (One Lakh Eight Thousand Three Hundred and Thirty Three) fully paid-up equity shares, each having a face value of INR 5/- (Indian Rupees Five only) ("Equity Shares"), representing 0.83% of the total number of Equity Shares in the paid-up equity share capital of the Company, at a price of INR 12,000/- (Indian Rupees Twelve Thousand only) per Equity Share ("Buyback Price"), payable in cash, for an aggregate amount not exceeding INR 130,00,00,000 (Indian Rupees One Hundred and Thirty Crores only) ("Buyback Size") from all of the Equity Shareholders/ Beneficial Owners, including members of the Promoter Group, who hold Equity Shares as of the Record Date i.e., Friday, August 16, 2024, on a proportionate basis through the "Tender Offer" route as prescribed under the Buyback Regulations, Companies Act, rules framed thereunder including the Share Capital Rules and Management Rules, to the extent applicable, and the Listing Regulations ("Buyback"). The Buyback Size does not include any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Costs"). The Buyback Size constitutes 9.68% and 9.66% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the audited standalone and consolidated financial statements of the Company as of March 31, 2024, respectively (i.e., the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback).
- The Company adopted the tender offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the Securities and Exchange Board of India ("SEBI") vide SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force.
- The tendering period for the Buyback opened on **Thursday, August 22, 2024**, and closed on **Wednesday, August 28, 2024**.

2. DETAILS OF THE BUYBACK

- 1,08,333 (One Lakh Eight Thousand Three Hundred and Thirty Three only) Equity Shares were bought back under the Buyback, at a price of INR 12,000/- (Indian Rupees Twelve Thousand only) per Equity Share.
- The total amount utilized in the Buyback is INR 129,99,96,000 (Indian Rupees One Hundred Twenty Nine Crores Ninety Nine Lacs and Ninety Six Thousand only) excluding Transaction Costs.
- The Registrar to the Buyback i.e., Link Intime India Private Limited ("Registrar"), considered **2,12,856** valid bids for **89,58,567** Equity Shares in response to the Buyback, resulting in the subscription of approximately **82.69** times the maximum number of Equity Shares proposed to be bought back.
- The details of the valid applications considered by the Registrar are as follows:

Particulars	Number of Equity Shares reserved	Total valid bids received	Total Equity Shares validly tendered	Response (No. of times)
Reserved Category for Small Shareholders	16,250	2,11,356	2,42,556	14.93
General Category for other Eligible Shareholders	92,083	1,500	87,16,011	94.65
Total	1,08,333	2,12,856 ⁽¹⁾⁽²⁾	89,58,567 ⁽¹⁾⁽²⁾	82.69

Notes:

- 930 bids for 1,312 Equity Shares were not considered since they were not shareholders as on Record Date
- Excludes excess bid by 175 shareholders for 382 Equity Shares under Reserved Category and 2 shareholders for 11 Equity Shares under General Category, which were over and above their shareholding as on Record Date hence such equity shares have not been considered for acceptance.
- All valid bids were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection has been dispatched by the Registrar via email to the relevant Eligible Shareholders (who have their e-mail IDs registered with the Company or the Depositories) on Wednesday, September 04, 2024. In cases where email IDs were not registered with the Company or Depositories, physical letters of acceptance/ rejection were dispatched to the Eligible Shareholders on Wednesday, September 04, 2024 by the Registrar.
- The settlement of all valid bids was completed by Clearing Corporation on Wednesday, September 04, 2024. The Clearing Corporation has made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instructions were rejected by RBI or relevant bank, due to any reason, then the amounts payable to the Eligible Shareholders were transferred to the concerned Seller Member for onward transfer to such Eligible Shareholders.
- Equity Shares held in dematerialized form accepted under the Buyback were transferred to the Company's Demat Account on Wednesday, 04 September, 2024. The unaccepted Equity Shares in dematerialized form have been returned to the respective Eligible Shareholders/lien removed by the Clearing Corporation on Wednesday, 04 September, 2024.
- The extinguishment of 1,08,333 Equity Shares, all of which are in dematerialized form, is currently under process and shall be completed on or before Friday, September 13, 2024.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The Capital Structure of the Company, pre and post Buyback is as under:

Particulars	Pre-Buyback	Post completion of the Buyback
Authorised share capital	INR 10,00,00,000 (2,00,00,000 Equity Shares of INR 5 each)	INR 10,00,00,000 (2,00,00,000 Equity Shares of INR 5 each)
Issued, subscribed and fully paid up share capital	INR 6,50,29,370 (1,30,05,874 Equity Shares of INR 5 each)	INR 6,44,87,705 (1,28,97,541 Equity Shares of INR 5 each)

*Subject to extinguishment of 1,08,333 Equity Shares.

- Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back under the Buyback are as under:

S.N.	Name	Number of Equity Shares accepted under Buyback	Equity Shares accepted as % of total Equity Shares bought back (%)	Equity Shares accepted as a % of total Post-Buyback Equity Shares (%)*
1	Vikram Investment Company Private Limited	28,461	26.27	0.22
2	Smiti Somany	13,170	12.16	0.10
3	Vikram Somany	9,280	8.57	0.07
4	Rekha Commercial Private Limited	5,223	4.82	0.04
5	Trisure Promotions & Tradings Private Limited	4,752	4.39	0.04
6	Government of Singapore	3,823	3.53	0.03
7	Deepshikha Khaitan	3,327	3.07	0.03
8	Suvinay Trading & Investment Co. Ltd.	3,166	2.92	0.02
9	Sajan Kumar Pasari	2,003	1.85	0.02
10	HSBC Small Cap Fund	1,968	1.82	0.02
11	Canara Robeco Mutual Fund (Multiple Schemes)	1,546	1.43	0.01
12	HDFC Life Insurance Company Limited	1,527	1.41	0.01

*Subject to extinguishment of 1,08,333 Equity Shares.

- The shareholding pattern of the Company before the Buyback Friday, August 16, 2024 (i.e. as on the Record Date), and after the Buyback, is as follows:

Category of Shareholder	Pre-Buyback		Post-Buyback*	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post Buyback Equity Share Capital
Promoters and members of the Promoter Group, and persons acting in concert (collectively "the Promoters")	70,85,139	54.48	70,17,760	54.41
Foreign Investors (including Non-Resident Indians, FIIs and Foreign Mutual Funds)	30,50,372	23.45	58,79,781	45.59
Indian Financial Institutions / Banks & Mutual Funds promoted by Banks/ Institutions/IEPF/ Insurance Company	8,88,273	6.83		
Others (Public, Public Bodies Corporate etc.)	19,82,090	15.24		
Total	1,30,05,874	100.00	1,28,97,541	100.00

*Subject to extinguishment of 1,08,333 Equity Shares.

4. MANAGER TO THE BUYBACK



Ambit Private Limited

Address: Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India
Tel. no.: +91 22 6623 3030

Contact person: Devanshi Shah / Janit Sethi

Email: cera.buyback@ambit.co

Website: www.ambit.co

SEBI registration no.: INM000010585

Validity period: Permanent

CIN: U65923MH1997PTC109992

5. DIRECTOR'S RESPONSIBILITY

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Advertisement and confirms that this Post Buyback Public Advertisement contains true, factual and material information and does not contain any misleading information. This Post Buyback Public Advertisement is issued under the authority of the Board and in terms of the resolution passed by the Buyback Committee on Wednesday, September 04, 2024.

For and on behalf of the Board of Directors of Cera Sanitaryware Limited

Sd/-	Sd/-	Sd/-
Vikram Somany Chairman and Managing Director DIN: 00048827	Anupam Gupta Executive Director (Technical) DIN: 09290890	Hemal Sadiwala Company Secretary and Compliance Officer Membership No. A20741

Date: September 04, 2024

Place: Mehsana, Gujarat