



Date: 28 March, 2024

**BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai — 400 001
Scrip Code: 531548**

**National Stock Exchange of India Ltd. (NSE)
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai — 400 051
Symbol: SOMANYCERA**

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Entering into Shareholders' Agreement.

Pursuant to the provisions of the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and in continuation of our letter dated February 1, 2024, we wish to inform you that the Board of Directors of the Company in their meeting held on February 1, 2024 approved the investment of upto Rs. 376.20 Lakhs in equity shares of a special purpose vehicle (SPV) existing/to be incorporated by CleanMax Enviro Energy Solutions Private Limited, as required under the provisions of the Electricity Act, 2003, for procuring solar power from energy based captive generating plant in the state of Haryana, subject to applicable laws.

Accordingly, the Company has entered into a shareholder’s agreement on March 28, 2024 with CleanMax Enviro Energy Solutions Private Limited and Clean Max Ananta Private Limited (SPV) towards generation/supply of renewable energy to the Company and making equity contribution in Clean Max Ananta Private Limited upto Rs. 376.20 Lakhs.

The detailed disclosure in relation to execution of the SHA as required under Regulation 30 of the Listing Regulations read with **SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123** dated July 13, 2023 is enclosed herewith as **Annexure A**.

This is for your information & records.

Thanking you,

Yours Faithfully,
For Somany Ceramics Limited

**Ambrish Julka
Sr. GM (Legal) & Company Secretary
M. No. F4484
Encl: as above**



S. No.	Particulars	Details
1	Name(s) of parties with whom the agreement is entered;	Somany Ceramics Limited (“ SCL ”) has entered into a shareholders’ agreement dated March 28, 2024 (“ SHA ”) with Clean Max Ananta Private Limited (“ SPV ”) and CleanMax Enviro Energy Solutions Private Limited (“ Promoter Shareholder ”).
2	Purpose of entering into the agreement;	<p>To enable SCL in increasing its renewable energy usage and save on energy cost.</p> <p>In view of the above, the SPV established by the Promoter Shareholder shall set up a renewable energy-based captive generating plant having solar capacity of 9.9 MWp / 6.6 MWac situated at Sirsa, Haryana (“Project”) as per the Electricity Act, 2003. SCL shall make contribution upto Rs. 376.20 Lakhs, in tranches, towards the equity shares in the SPV.</p>
3	Shareholding, if any, in the entity with whom the agreement is executed	<p>SCL shall make a total contribution of upto Rs. 376.20 Lakhs, in tranches, towards the equity shares capital in the SPV and SCL currently holds 4,900 equity shares of Rs. 10/- each in the SPV.</p> <p>Pursuant to the SHA, SCL shall make balance equity infusion in the SPV aggregating up to Rs. 375.71 Lakhs constituting 49% of the total issued share capital of the SPV.</p>
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	<p>i. The SPV will be operated by the Promoter Shareholder and the Project shall be managed and operated by the Promoter Shareholder in accordance with the terms of the SHA and charter documents of the SPV.</p> <p>ii. Representatives of the Promoter Shareholder shall constitute the board of directors of the SPV. SCL shall not have any right to appoint any person on the board of the SPV.</p> <p>iii. The day to day operations of the SPV shall be run by the Promoter Shareholder.</p> <p>iv. Transfer of shares of the SPV will be made as per the provisions of the SHA.</p> <p>v. SHA will continue/remain valid until such time the Energy Supply Agreement entered into between the SPV and SCL is in force or till the</p>



		time SCL remains a shareholder in the SPV as per the requirements under law.
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No
7	In case of issuance of shares to the parties, details of issue price, class of shares issued;	The 31,440 nos of Equity shares of Rs. 10/- each shall be issued at Rs. 1195/- per equity share including a premium of Rs. 1185/- per equity share.
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	NIL
9	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable

