

26th February, 2021

The General Manager,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
(Scrip Code: 531548)

The Secretary,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Sandra (E),
Mumbai-400051
(Symbol: SOMANYCERA)

Sub: Submission of Notice of meetings of Secured Creditors of the Company scheduled to be held under the supervision of the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata.

Dear Sir/Madam,


We wish to inform you that pursuant to the Order dated 2nd February, 2021 (date of pronouncement) passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, New Delhi, separate meetings of Equity Shareholders, Secured Creditors and Un-secured Creditors of Somany Ceramics Ltd are scheduled to be convened and held through Video Conferencing, on Wednesday, 31st March, 2021, for the purpose of considering and, if thought fit, approving, the proposed Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd.

Pursuant to Regulation 30 read with Schedule III Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended, enclosed please find Notice of the aforesaid meeting of Secured Creditors to be convened on Wednesday, 31st March, 2021.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For Somany Ceramics Limited


Amrish Julka
GM (Legal) and Company Secretary
M. No.: F4484

Encl: As above
Index, Notice, Explanatory statement, Scheme



Somany Ceramics Ltd
[CIN: L 40200 WB 1968 PLC 224116]
Registered Office: 2 Red Cross Place, Kolkata, 700 001
E-mail: corporateaffairs@somanyceramics.com
Website: www.somanyceramics.com

Meeting of Secured Creditors of Somany Ceramics Ltd scheduled to be held through Video Conferencing under the supervision of the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata

Day	Wednesday
Date	31 st March, 2021
Time	3:30 P.M.
Venue	Since the meeting is proposed to be held through Video Conferencing, physical venue of the meeting is not relevant/applicable

List of Documents

Sl. No.	Contents	Page No.
1.	Notice of the Meeting along with Instructions for attending the meeting through Video Conferencing and remote e-voting	1-10
2.	Explanatory Statement	11-32
3.	Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd	33-51
4.	Pre-scheme Shareholding Pattern of Schablona India Ltd	52-57
5.	Pre-Scheme and post-Scheme Shareholding Pattern of Somany Ceramics Ltd	58-69
6.	Report on Valuation of Shares & Share Exchange Ratio by Mr Vardhman Doogar, a Chartered Accountant and the IBBI Registered Valuer	70-83
7.	Fairness Opinion of 3Dimension Capital Services Ltd, SEBI Registered Category 1 Merchant Bankers on the Share Valuation Report	84-88
8.	Complaints Reports filed by Schablona India Ltd with BSE Ltd (BSE)	89-90
9.	Complaints Reports filed by Somany Ceramics Ltd with BSE and National Stock Exchange of India Ltd (NSE)	91-94
10.	Observation letter of BSE for the proposed Scheme of Amalgamation with respect to the Transferor Company conveying their No-Objection to the Scheme of Amalgamation	95-96

11.	Observation letters of BSE and NSE for the proposed Scheme of Amalgamation with respect to the Transferee Company conveying their No-Objection to the Scheme of Amalgamation	97-100
12.	Audited Financial Statements of Schablona India Ltd and Somany Ceramics Ltd for the year ended 31 st March, 2020	101-179
13.	Un-audited Financial Statements (provisional) of Schablona India Ltd and Somany Ceramics Ltd for the period ended 30 th September, 2020	180-203

Sd/-

Rohit Kumar Keshri, Company Secretary
Chairperson of the meeting of Secured Creditors of
Somany Ceramics Ltd

Through

Sd/-

Rajeev K Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicant
785, Pocket-E, Mayur Vihar-II
Delhi Meerut Expressway/NH-9
Delhi 110 091
Mobile: 93124 09354
e-mail: rajeev391@gmail.com
Website: www.rgalegal.in

Date: 8th February, 2021

Place: New Delhi

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH, KOLKATA

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 731/KB OF 2020

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AND

IN THE MATTER OF

SOMANY CERAMICS LTD

APPLICANT/TRANSFEREE COMPANY

AND

SCHABLONA INDIA LTD

NON-APPLICANT/TRANSFEROR COMPANY

NOTICE CONVENING MEETING

**To
The Secured Creditors
of Somany Ceramics Ltd**

Take Notice that the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata vide its Order dated 2nd February, 2021 (date of pronouncement), inter alia, directed for convening of a meeting of Secured Creditors of Somany Ceramics Limited through Video Conferencing for the purpose of considering and, if thought fit, approving, the proposed Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd, and other connected matters, if any. In the said meeting the following Special Business will be transacted:

To consider and, if thought fit, to pass, the following resolutions with specific majority as provided under sections 230 & 232 of the Companies Act, 2013, and other applicable provisions, if any:

"RESOLVED THAT pursuant to the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, consent of the meeting be and is hereby accorded for the proposed Amalgamation of Schablona

India Ltd (the Transferor Company) with Somany Ceramics Ltd (the Transferee Company); and other connected matters.

RESOLVED FURTHER THAT *the Report on Valuation of Shares & Share Exchange Ratio of Mr Vardhman Doogar, a Chartered Accountant and the Registered Valuer in respect of Securities or Financial Assets registered with the Insolvency and Bankruptcy Board of India (IBBI); and Fairness Opinion Report on the Report on Valuation of Shares & Share Exchange Ratio given by 3Dimension Capital Services Ltd, a SEBI Registered Category 1 Merchant Banker, placed before the meeting, be and are hereby received, considered and taken on record. The share exchange ratio as recommended by the Registered Valuer for the proposed Scheme of Amalgamation, being fair and reasonable to the Shareholders of both the Companies and other stakeholders, if any, be and is hereby considered, accepted and approved.*

RESOLVED FURTHER THAT *the salient features/terms and conditions of the amalgamation, as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:*

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of Schablona India Ltd will be transferred to and vest in Somany Ceramics Ltd.*
- ii. All the employees of the Transferor Company in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Company on the said date.*
- iii. Appointed Date for Amalgamation will be 1st April, 2019, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.*
- iv. Share Exchange Ratio for the Scheme will be as follows:*
 - a. The Transferee Company-Somany Ceramics Ltd will issue 3 (three) Equity Shares of Rs. 2 each, credited as fully paid up, for every 100 (one hundred) Equity Shares of Rs. 4 each held in the Transferor Company-Schablona India Ltd.*

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.
- v. BSE Ltd will act as the Designated Stock Exchange for the purposes of the Scheme.*

be and are hereby approved in specific.

RESOLVED FURTHER THAT *subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, the draft Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd, as placed in the meeting, be and is hereby approved.*

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to take necessary steps to obtain necessary approval(s) for the*

aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) and share exchange ratio, etc.,] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme."

Take Further Notice that in pursuance of the said order, a meeting of **the Secured Creditors of the Company is scheduled to be held through Video Conferencing on Wednesday, 31st March, 2021, at 3:30 P.M.**, when you are requested to attend.

Facility of remote e-voting will be available during the prescribed time period before the meeting. Accordingly, Secured Creditors can vote through remote electronic means (without attending the meeting) instead of voting in the Secured Creditors' meeting.

The Hon'ble Tribunal has appointed Mr Rohit Kumar Keshri, Company Secretary, as the Chairperson and Ms Mallika Tayal, Company Secretary in Practice, as the Scrutinizer of the aforesaid meeting.

A copy each of the Explanatory Statement [under sections 230 and 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Amalgamation and other documents, if any, are enclosed. The proposed Scheme of Amalgamation, if approved in the meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata.

Dated this 8th day of February, 2021

Sd/-

Rohit Kumar Keshri, Company Secretary
Chairperson of the meeting of Secured Creditors of
Somany Ceramics Ltd

Through

Sd/-

Rajeev K Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicant
785, Pocket-E, Mayur Vihar-II
Delhi Meerut Expressway/NH-9
Delhi 110 091
Mobile: 93124 09354
e-mail: rajeev391@gmail.com
Website: www.rgalegal.in

Notes:

1. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal, the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. Facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform which will be available during the meeting.
2. Central Depository Services (India) Ltd (CDSL) was appointed to provide remote e-voting facility before the meeting and to provide platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing and to provide e-voting platform during the meeting, in a secured manner. Secured Creditors will be able to attend the meeting through VC at <https://www.evotingindia.com/> by using their remote e-voting credentials and selecting the EVSN of the Company.

Whereas Maheshwari Datamatics Private Limited, a SEBI registered Registrar and Transfer Agent (RTA) was appointed for processing of data relating to the meeting and voting, etc.

3. **Notice of the meeting will be sent through e-mail only to all such Secured Creditors who have registered their e-mail ids with the Company.**
4. **Secured Creditors who have not registered their e-mail id, can get the same registered by sending the request to the Company at corporateaffairs@somanyceramics.com**
5. **In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:**

Mr. S Rajagopal, Vice-President Ms. Garima Kothari, Senior Executive Maheshwari Datamatics Pvt Ltd. Registrar & Transfer Agent	Phone: 033-2248-2248, 2243-5029, 2231-6839 e-mail: mdpldc@yahoo.com
Mr Amrish Julka Company Secretary of Somany Ceramics Ltd	Mobile: 9215448509/9331046311 e-mail: corporateaffairs@somanyceramics.com

6. **Please note that there would not be any physical dispatch of notice through post/courier.**
7. Only Secured Creditor of the Company may attend the meeting of Secured Creditors through Video Conferencing and vote through e-voting system.
8. Institutional/Corporate Secured Creditors (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at: acsmallika42859@gmail.com

- 9. Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.**
- 10. Instructions for attending the meeting through Video Conferencing and remote e-voting are given at the end of this notice.**
- 11.** Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below) and through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	Friday, 26 th March, 2021 at 9:00 A.M. IST
End of remote e-voting	Tuesday, 30 th March, 2021 at 5:00 P.M. IST

- 12.** All the Secured Creditors will be entitled to attend the meeting through Video Conferencing. However, the Secured Creditors who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting.
- 13.** Secured Creditors attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
- 14.** Notice of the meeting, Explanatory Statement and other documents are also being placed on the following website:

Particulars	Website address
Somany Ceramics Ltd	www.somanyceramics.com
BSE Ltd	www.bseindia.com
National Stock Exchange of India Ltd.	www.nseindia.com

Encl.: As above

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING), JOINING THE SECURED CREDITORS MEETING & OTHER INSTRUCTIONS RELATING THERETO ARE AS UNDER:

- (i) The creditors need to visit the e-voting website <https://www.evotingindia.com/>
- (ii) Click on "Shareholders" module (the module for Shareholders and Creditors is the same).
- (iii) Now enter your User ID

AS GIVEN IN YOUR INVITE EMAIL
- (iv) Next enter the Image Verification as displayed and Click on Login.

ENTER PAN
AS GIVEN IN YOUR INVITE EMAIL

ENTER BANK ACCOUNT DETAIL
AS GIVEN IN YOUR INVITE EMAIL
- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Click on the EVSN for SOMANY CERAMICS LIMITED on which you choose to vote.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution on which you have decided to vote, 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) You can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE CREDITORS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY:

1. Please send an email with your detail to company email id – corporateaffairs@somanyceramics.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (i) To join the meeting, the creditors should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'Go to Webinar' website.

In the "Name" field - Put your name.

In the "last name" field - Enter your surname as informed in e-mail

In the "Email ID" field - Put your email ID

Click register button.

Event will start and you will be in the Meeting through Video conferencing.

You can join meeting through laptop, tablet, and desktop.

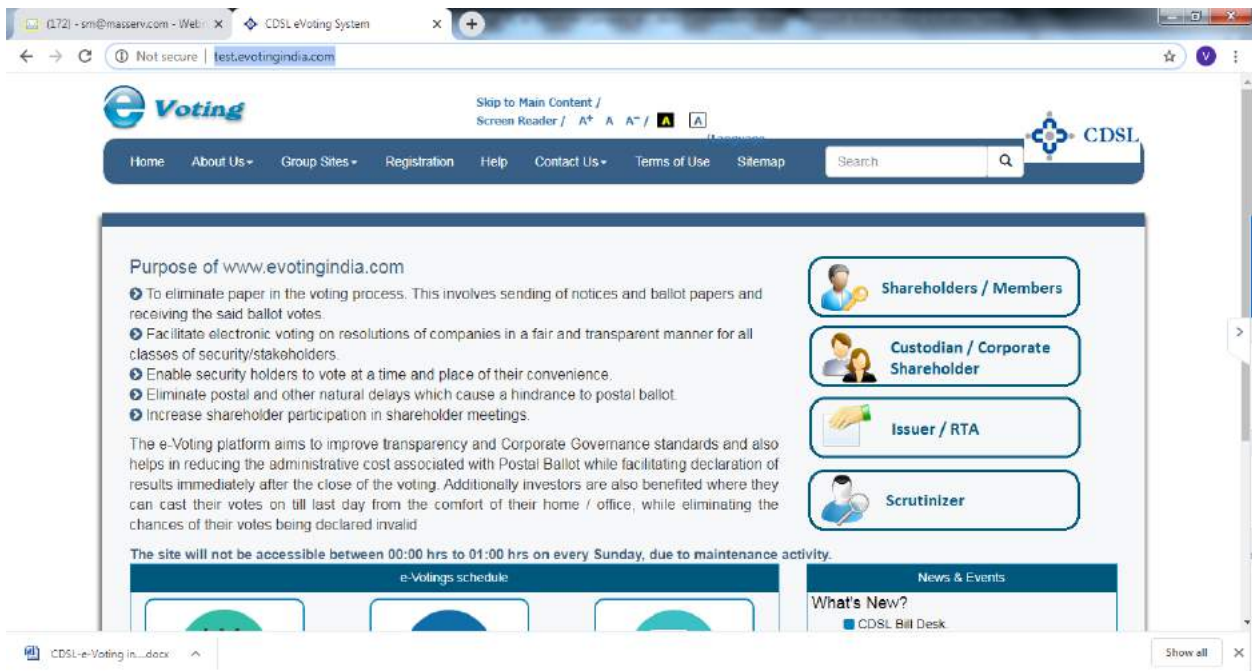
PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:
 - ✓ Windows 7, 8 or 10
 - ✓ I3 Processor
 - ✓ Microphone, speaker
 - ✓ Internet speed minimum 700 kbps
 - ✓ Date and time of computer should be current date and time

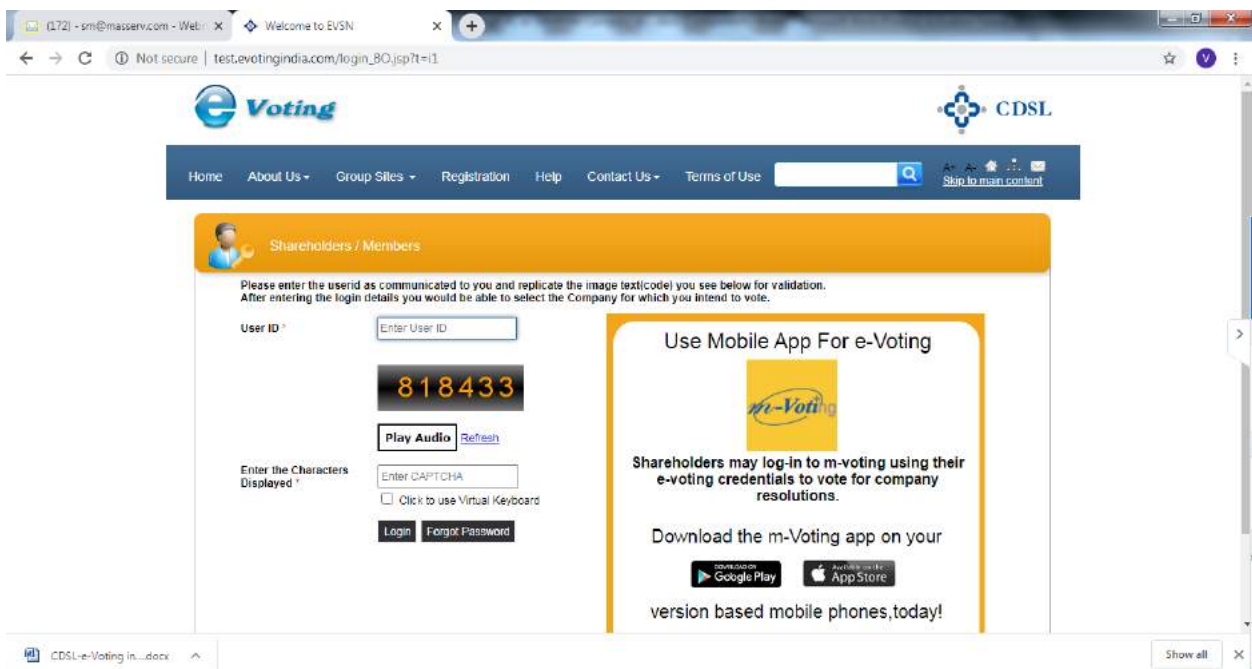
NOTE: IT IS ADVISABLE TO LOGIN BEFORE HAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE MEETING.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

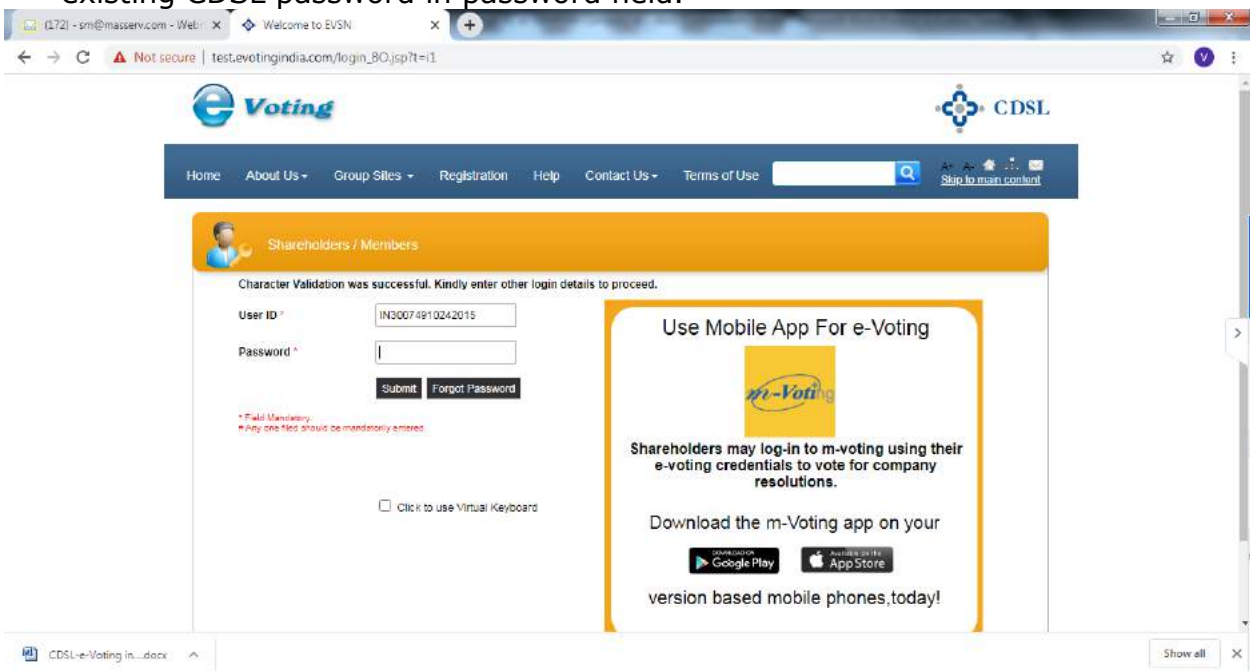
- i. The creditors should log on to the e-voting website <http://www.evotingindia.com/>. Below screen will be appear.



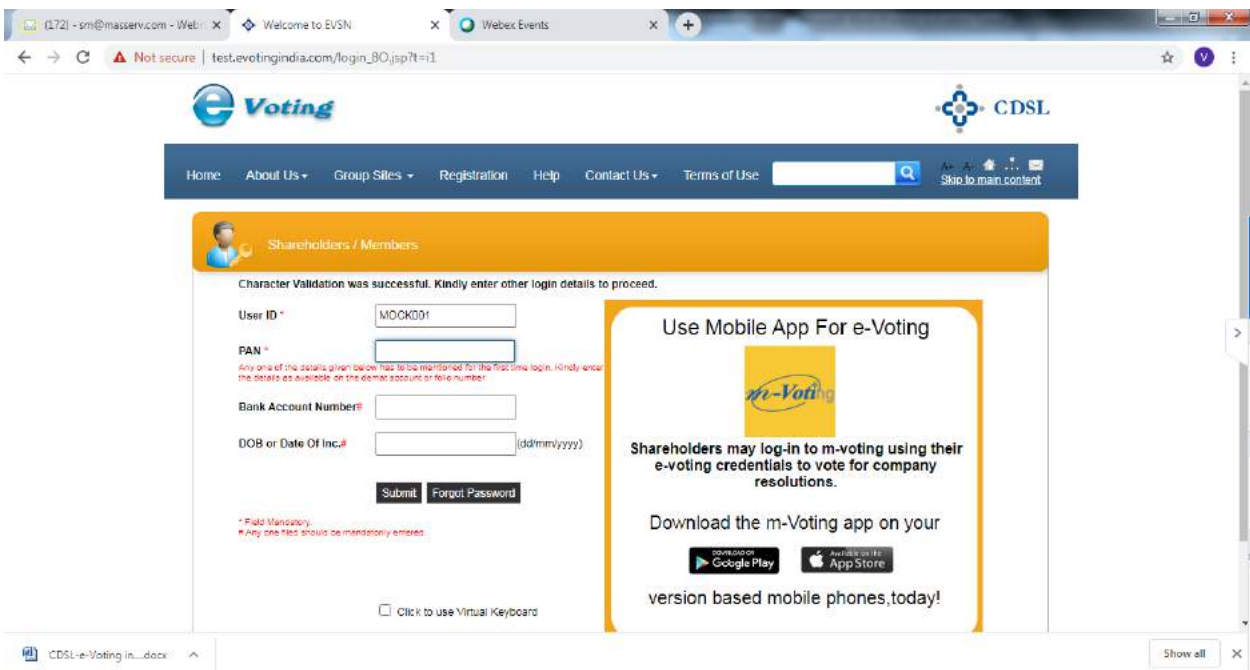
- ii. Press Shareholders/Members tab, after which the below screen will be appear.



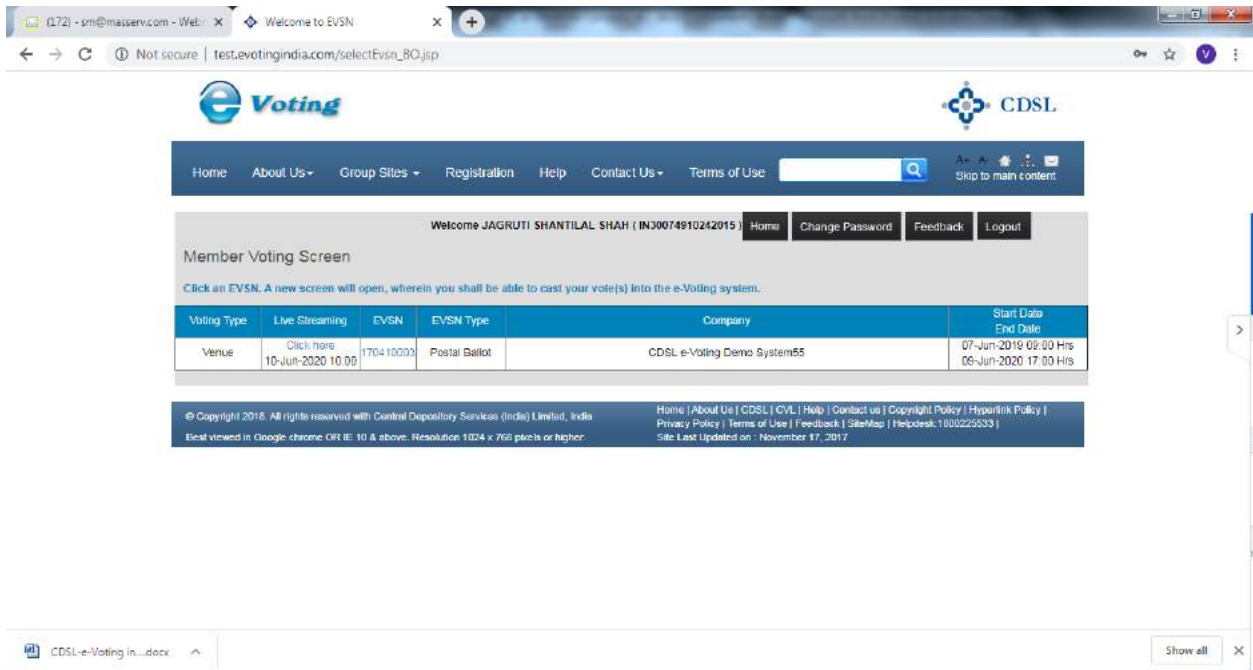
iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



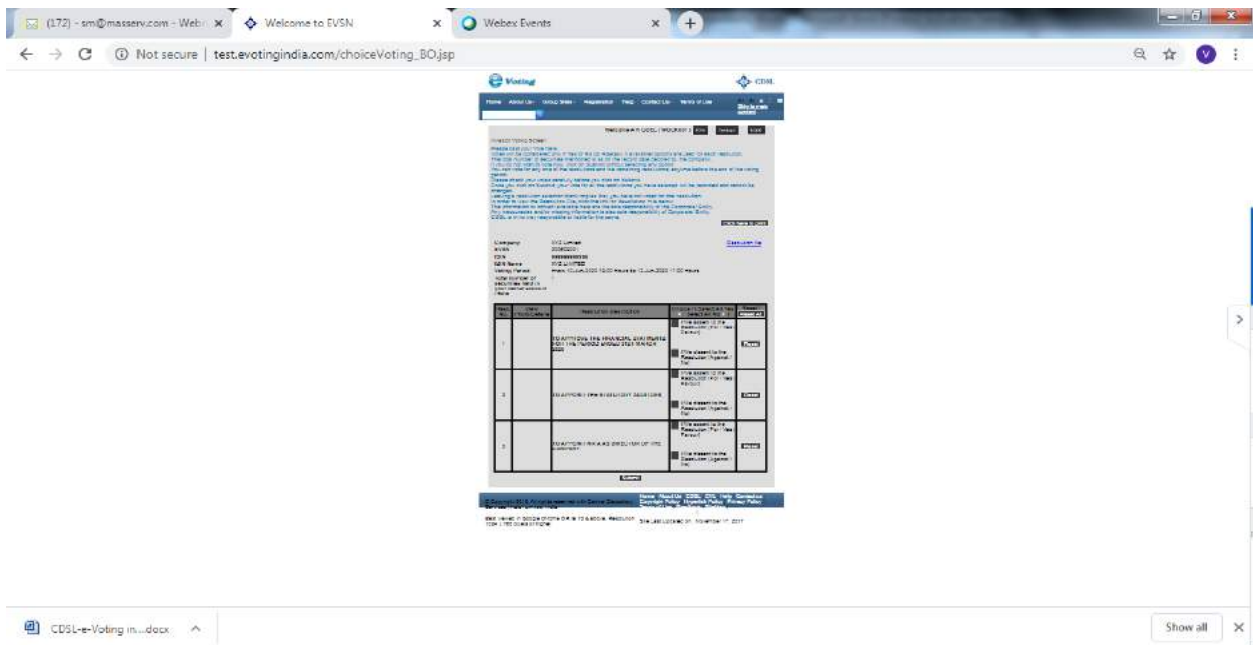
iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.



- v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.



- vi. For e-voting, press EVSN number given in EVSN column; and for joining MEETING through video conferencing, click on "Click here" tab under the live streaming column. E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, KOLKATA
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. CA (CAA) 731/KB OF 2020
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)
SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AND

IN THE MATTER OF

SOMANY CERAMICS LTD

APPLICANT/TRANSFEREE COMPANY

AND

SCHABLONA INDIA LTD

NON-APPLICANT/TRANSFEROR COMPANY

Explanatory Statement

[Under sections 230 & 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any]

- 1.** An Application being CA (CAA) 731/KB of 2020, was filed before the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata (hereinafter referred to as "the Tribunal/NCLT") under the provisions of section 230 & 232 of the Companies Act, 2013, and other applicable provisions, if any, in connection with the proposed Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd (hereinafter referred to as "the Scheme of Amalgamation" or "this Scheme or "the Scheme") and other connected matters, if any.
- 2.** Pursuant to the Order dated 2nd February, 2021 (date of pronouncement), passed by the Hon'ble Tribunal, in the above referred Company Application, separate meetings of Equity Shareholders, Secured Creditors and Un-secured Creditors of the Company are scheduled to be convened and held **through Video Conferencing, on Wednesday, 31st March, 2021**, as per the following schedule, for the purpose of considering and, if thought fit, approving, the proposed Scheme of Amalgamation, at which time the said stakeholders are requested to attend:

Sl. No.	Shareholders/Creditors Meetings	Time
1.	Equity Shareholders	2:30 P.M.
2.	Secured Creditors	3:30 P.M.
3.	Un-secured Creditors	4:30 P.M.

3. Scheme of Amalgamation, inter alia, provides for the following:

- a.** Amalgamation of Schablona India Ltd with Somany Ceramics Ltd
- b.** Other matters connected with the aforesaid amalgamation.

A copy of the Scheme of Amalgamation setting out the terms and conditions of the proposed amalgamation and other connected matters, is enclosed with this Explanatory Statement.

4. Companies to the Scheme and their Background

4.1 The Applicant/the Transferee Company-Somany Ceramics Limited:

- i.** The Transferee Company-Somany Ceramics Limited [Corporate Identification No. (CIN): L 40200 WB 1968 PLC 224116; Income Tax Permanent Account No. (PAN): AAE CS 0763 K] (hereinafter referred to as "the Transferee Company/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as 'Somany-Pilkington's Ltd" vide Certificate of Incorporation dated 20th January, 1968, issued by the Registrar of Companies, West Bengal, Kolkata. The Company was issued Certificate for Commencement of Business dated 7th February, 1968, by the Registrar of Companies, West Bengal, Kolkata. Registered Office of the Company was shifted from the State of West Bengal to the State of Haryana. Further, Registered Office of the Company was shifted from the State of Haryana to the NCT of Delhi. Name of the Company was changed to "SPL Ltd" vide Fresh Certificate of Incorporation dated 18th October, 1995, issued by the Registrar of Companies, Delhi & Haryana, New Delhi. Name of the Company was changed to its present name "Somany Ceramics Ltd" vide Fresh Certificate of Incorporation dated 30th January, 2007, issued by the Registrar of Companies, New Delhi. Registered Office of the Company was finally shifted from the NCT of Delhi to the State of West Bengal as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, vide Order dated 7th November, 2017 read with Order dated 30th November, 2017. The Registrar of Companies, West Bengal, Kolkata, registered the aforesaid order and allotted the present CIN to the Company.
- ii.** Presently, the Registered Office of the Transferee Company is situated at 2, Red Cross Place, Kolkata-700 001, West Bengal;
e-mail id: corporateaffairs@somanyceramics.com;
Website: www.somanyceramics.com

iii. The detailed objects of the Transferee Company are set out in the Memorandum of Association and are briefly stated as below:

1. *To produce, manufacture, refine, treat, cure, process prepare, Import, export, purchase, sell and generally deal in all kinds of tiles, ceramic ware, glass and glassware, insulators, asphalt, asbestos and asbestos products, cement and cement products, gypsum, building materials, plastic and plastic ware, polymerite, vinyl, vinyl-asbestos, and solid vinyl ware, adhesives, vinyl cove base, fire bricks, fire clay, fire cement, terracotta, blocks, lime, limestone, fibre glass and fibre glass ware, refractories, hospital ware, including in particular but not limiting the generality of the foregoing wall tiles, floor tiles, roofing tiles, porcelain tiles, plastic and other synthetic tiles, earthenware tiles, vitreous sintered mosaic tiles, clinker tiles, refractory tiles, paving tiles, gres tiles, sanitaryware, crockery, pottery, tableware, hotel ware, decorative ware, garden ware, earthenware, stoneware, pressed ware, porcelain ware, bathroom accessories and to provide, equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of products and to manufacture, refine, treat, cure or subject to any process, prepare, import, export, purchase, sell, treat and generally deal in any other products which may come out as ,by-products or which may be essential for fitting or fixing the above products or fittings for any of the above products or by-products or may in any way be similar to the products.*
2. *To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, prospect for, take on lease, examine, explore, get, win, work, quarry, smelt, calcine, raise, manufacture, fabricate, design, assemble, refine, treat, crush, grind, dress, amalgamate, manipulate and prepare for market and generally deal in all kinds of clays minerals, ores, sands, coals, metals, stones, artificial stones, colours, ceramic colours, fritts, glazes, pigments, chemicals, opacifiers, oxides, kieselguhr and polishing wax and all products, by-products and compounds thereof, and to provide equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of the above products and to manufacture, refine, treat cure or subject to any process, prepare, Import, export, purchase, sell and generally deal in any other products and by-products.*
3. *To produce, manufacture, design, fabricate, assemble, prepare, import export, purchase, sell and generally to deal in all kinds of kilns and components, ancillaries, auxiliaries, accessories and parts thereof ceramic machinery and other machinery and components and part thereof for the manufacturing, processing etc. of the aforesaid objects and including their component parts, ancillaries, auxiliaries, accessories and parts thereof.*
4. *To carry on the business of paviours, builders and contractors, decorators hardware and other building materials and requisites,*

brickmakers, job masters and to enter in to contracts for laying, polishing and completing all sorts of floorings, walls and other jobs.

- iv.** Presently, the Transferee Company is engaged in the business of manufacturing and trading of ceramic tiles, polished vitrified tiles, glazed vitrified tiles, sanitaryware and bath fittings, tile laying solutions, other allied products and other related activities.
- v.** Present Authorised Share Capital of the Transferee Company is Rs. 27,30,00,000 divided into 13,65,00,000 Equity Shares of Rs. 2 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 8,47,58,852 divided into 4,23,79,426 Equity Shares of Rs. 2 each.
- vi.** Detail of the present Board of Directors of the Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr. Shreekant Somany 32, Friends Colony East, New Delhi - 110065	00021423	Chairman and Managing Director
2.	Mr. Abhishek Somany 32, Friends Colony East, New Delhi - 110065	00021448	Managing Director
3.	Mrs. Anjana Somany 32, Friends Colony East, New Delhi - 110065	00133542	Whole-time Director
4.	Mr. Salil Singhal Singhal Farm House, Near Airforce Station, Rajokari, Delhi- 110038	00006629	Director
5.	Mr. Rameshwar Singh Thakur Flat No 205 Burlington Hiranandani Estate, Patlipada, Thane, Mumbai - 400607 Maharashtra	00020126	Director
6.	Mr. Ghanshyam Girdharbhai Trivedi 4, Shasvat Bunglows, B/H Rajpath Club, Ahmedabad, Gujarat - 380059	00021470	Director
7.	Mr. Ravinder Nath Maulseri House 7, Kapashera Estate, New Delhi-110037	00062186	Director
8.	Mrs. Rumjhum Chatterjee E-2278, Palam Vihar, Gurgaon-122017	00283824	Director
9.	Mr. Vineet Agarwal 19, OLOF Palme Marg, Vasant Vihar, Delhi - 110057	00380300	Director
10.	Mr. Siddharath Bindra Bindra Farm, F-4, Ansal Villa, Near CSKM School, Chhattarpur, New Delhi - 110074	01680498	Director

4.2 The Non-Applicant/the Transferor Company-Schablona India Ltd:

- i.** The Transferor Company-Schablona India Ltd [Corporate Identification No. (CIN): L 51109 DL 1983 PLC 318655; Income Tax Permanent Account No. (PAN): AAD CS 7573 C] (hereinafter referred to as "the Transferor Company/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as 'Soma Finance & Leasing Company Ltd' vide Certificate of Incorporation dated 5th November, 1983 issued by the Registrar of Companies, West Bengal, Kolkata. The Company was issued Certificate for Commencement of Business dated 6th December, 1983, by the Registrar of Companies, West Bengal, Kolkata. Name of the Company was changed to 'Schablona India Ltd' vide Fresh Certificate of Incorporation dated 21st April, 1993, issued by the Registrar of Companies, West Bengal. Registered Office of the Company was shifted from the State of West Bengal to the NCT of Delhi as approved by the Hon'ble Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, vide Order dated 5th May, 2017. The Registrar of Companies, New Delhi registered the aforesaid order and allotted the present CIN to the Company.
- ii.** Presently, the Registered Office of the Non-Applicant Transferor Company is situated at 82/19, Bhakerwara Road, Mundka, New Delhi-110 041; E-mail id: silinvestors@schablona.in; Website: www.schablona.in
- iii.** The detailed objects of the Transferor Company are set out in the Memorandum of Association and are briefly stated as below:

 - 1. To carry on the business of a leasing and hire purchase finance company and to acquire, to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, buildings and real estate, required for manufacturing, processing, transportation and trading business and other commercial and service business.*
 - 2. To lease machinery, plant, accessories, electrical installations, computers, tabulators, electronic equipment, escalators, power generators, machine tools, trucks, lorries, buses, cranes and other capital goods to Industrial undertakings and receive rentals and other payments thereof.*
 - 3. To manufacture all kinds of pipes, sanitary fittings, hospital, barrack, office and domestic furniture, equipment and other equipment and other requisites, surgical instruments and enamel, porcelain glass and plastic wares.*
 - 4. a) To carry on any of the business of manufacturers or/and dealers and workers in refractory materials and products, synthetic stones and gems, abrasives, ceramics, raw materials and products, glass mineral, clay earth, gravel, sand, coke, fuel, artificial stones and builders requisites of all kinds.*

4. b) To manufacture, produce, buy, sell import, export, stock and deal in glass and ceramic of all kinds, glass and ceramic colours and plastic containers and plastic bottles.

5. *To manufacture, print, export, import, buy and sell, transfers and stickers of all kinds printed on decalcomenia paper or other base materials and to act as printers, decorators and coaters of goods, sheets, papers and materials of all kinds and to prepare, manufacture, print, paint, use, import, export, design and device all kinds of articles of artistic objects for use and ornamentation of any articles and to manufacture or deal in colours, papers, coated papers or other material, films, fabrics, foils, screens, pens, brushes, adhesives, lacquars, oils, cleaners, thinners, developers, fixers, fillers, emulsions, decorators, mediums, powers, concentrates and all other types of materials needed for printing, decorating, polishing, designing and artistic vocations.*
 6. *To design, develop, fabricate and manufacture machinery, plants and equipment including kilns and furnaces for manufacture of transfers and stickers and for application thereof either by itself or through an outside designer or manufacturer or fabricator and to use, buy, sell, hire, acquire or land such machinery, plant and equipment with technology or process and application thereof.*
 7. *To carry on the business of printers, decorators and coaters of tiles, sanitaryware, enamelware, potteries, bottles, tumblers, jars, dinnerware, tableware, holloware and other articles of glass, ceramics, clay, stone, metal, plastic, rubber, leather or any other material and for this purpose to buy, sell, import, export, hire, borrow or otherwise acquire any goods, technical know-how and processes, equipment and services.*
- iv.** Presently, the Transferor Company is engaged in the business of manufacturing and trading of decorated tiles, transfers and stickers for decoration on ceramic articles, sanitaryware and other related activities.
- v.** Present Authorised Share Capital of the Transferor Company is Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,26,36,860 divided into 31,59,215 Equity Shares of Rs. 4 each, fully paid up.
- vi.** Detail of the present Board of Directors of the Company is given below:

Sl. No.	Name & Address	DIN	Designation
1.	Mr. Niranjana Kumar Goenka 71/3, Canal Circular Road, Flat- 2F, Block-6, 2 nd Floor, Prasad Exotica Kolkata – 700 054	00060864	Director
2.	Mr. Vinod Kumar Karwa House No. N-37, Greater Kailash Part One, Greater Kailash, Delhi – 110 048	00123284	Director
3.	Mr. Satish Chand Vishwakarma 105, Ground Floor, G+3, Omaxe North Avenue- 11 Omaxe City, Sector – 15	06891937	Wholetime Director & CFO

	Bahadurgarh - 124 507		
4.	Mr. Chandan Mal Borar H No 132 Sector 6 Bahadurgarh - 124 507	07566782	Director
5.	Mrs. Shreya Kabra C-46, 2 nd Floor, Panchsheel Enclave, South Delhi New Delhi - 110 017	08276018	Director

- 5. Detail of the Promoters:** Both the Transferee and Transferor Companies are public limited listed companies, under the common control.

a. Present Promoters of Transferee Company

Sl. No.	Name	Address
1.	Mr. Shreekant Somany	32, Friends Colony East, New Delhi -110065
2.	Mrs. Anjana Somany	32, Friends Colony East, New Delhi -110065
3.	Mr. Abhishek Somany	32, Friends Colony East, New Delhi -110065
4.	Mrs. Minal Somany	32, Friends Colony East, New Delhi -110065
5.	M/s. Abhishek Somany HUF	32, Friends Colony East, New Delhi -110065
6.	Mr. Shrivatsa Somany	32, Friends Colony East, New Delhi -110065
7.	Mrs. Anushree Chopra	32, Friends Colony East, New Delhi -110065
8.	Mr. Ameya Somany	32, Friends Colony East, New Delhi -110065
9.	Srijan Family Trust acting through its Managing Trustee Mr. Shreekant Somany	32, Friends Colony East, New Delhi -110065
10.	Sanrakshith Family Trust acting through its Managing Trustee Mr. Shrivatsa Somany	32, Friends Colony East, New Delhi -110065
11.	Shakthi Family Trust acting through its Managing Trustee Mr. Abhishek Somany	32, Friends Colony East, New Delhi -110065

b. Present Promoters of Transferor Company

Sl. No.	Name	Address
1.	Mr. Shreekant Somany	32, Friends Colony East, New Delhi -110065
2.	Mr. Abhishek Somany	32, Friends Colony East, New Delhi - 110065
3.	Mr. Shrivatsa Somany	32, Friends Colony East, New Delhi - 110065

- 6.** The proposed Amalgamation of Schablona India Ltd with Somany Ceramics Ltd, will be affected by the arrangement embodied in the Scheme of Amalgamation framed under sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any.

7. Rationale and Benefits of the Scheme:

The circumstances which justify and/or necessitate the present Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd are, inter alia, as follows:

- i.** Both the Transferor and Transferee Companies are under common control and it would be advantageous to combine the activities and operations in a single Company and to build strong capability to effectively meet future challenges in competitive business environment.
- ii.** The proposed Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.
- iii.** Presently, the Transferor Company is engaged in the business of manufacturing and trading of decorated tiles, transfers and stickers for decoration on ceramic articles, sanitaryware and other related activities. Whereas, the Transferee Company is engaged in the business of manufacturing and trading of ceramic tiles, polished vitrified tiles, glazed vitrified tiles, sanitaryware and bath fittings, tile laying solutions, other allied products and other related activities. The proposed amalgamation will enable the integration of the business activities of the Transferor Company with the Transferee Company.
- iv.** The Transferor Company has a credible brand name along with a sizeable pan India distribution network. Whereas, the Transferee Company is a well know player in the ceramic and sanitaryware industry. The proposed Scheme of Amalgamation will allow the Transferee Company to leverage these strengths in order to maximise the value creation.
- v.** The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- vi.** The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferee Company as well as by the Transferor Company.
- vii.** The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- viii.** The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

8. Salient features of the Scheme of Amalgamation

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of Schablona India Ltd (the Transferor Company) will be transferred to and vest in Somany Ceramics Ltd (the Transferee Company).
- ii. All the employees of the Transferor Company in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Company on the said date.
- iii. Appointed Date for Amalgamation will be 1st April, 2019, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- iv. Share Exchange Ratio for the Scheme will be as follows:
 - a. The Transferee Company-Somany Ceramics Ltd will issue 3 (three) Equity Shares of Rs. 2 each, credited as fully paid up, for every 100 (one hundred) Equity Shares of Rs. 4 each held in the Transferor Company - Schablona India Ltd.

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.

- v. BSE Ltd will act as the Designated Stock Exchange for the purposes of the Scheme.

9. Extracts of the Scheme: Extracts of the selected clauses of the Scheme are reproduced below in italics (*points/clauses referred to in this part are of the Scheme of Amalgamation*):

1.1 DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:

- i. **"Act"** means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and any other Rules made there under, as the case may be applicable; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.
- ii. **"Appointed Date"** means commencement of business on 1st April, 2019, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- iii. **"Board of Directors"** in relation to the respective Transferor and Transferee Companies, as the case may be, shall, unless it is repugnant to the context or otherwise, include a Committee so authorised by the Board of Directors, or any person authorised by the Board of Directors or such Committee.

- iv. "Effective Date" means the date on which the transfer and vesting of the entire undertaking of the Transferor Company shall take effect, i.e., the date as specified in Clause 5 of this Scheme.*
- v. "National Company Law Tribunal" means appropriate Bench/Benches of the Hon'ble National Company Law Tribunal constituted under the Companies Act, 2013, having territorial jurisdiction over the respective Companies to sanction the present Scheme and other connected matters. The National Company Law Tribunal has been referred to as the Tribunal/NCLT.*
- vi. "Record Date" means the date to be fixed by the Board of Directors of the Transferor Company and/or the Transferee Company, with reference to which the eligibility of the shareholders of the Transferor Company, for allotment of shares in the Transferee Company pursuant to the Amalgamation in terms of this Scheme, shall be determined.*
- vii. "Registrar of Companies" means concerned Registrar of Companies, Ministry of Corporate Affairs having jurisdiction under the Companies Act, 2013, and other applicable provisions, if any, on the respective Companies.*
- viii. "SEBI" means Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992.*
- ix. "Scheme" means the present Scheme of Amalgamation framed under the provisions of sections 230 and 232 of the Companies Act, 2013, section 2(1B) of Income Tax Act 1961 and other applicable provisions, if any, where under the Transferor Company is proposed to be amalgamated with the Transferee Company in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of the respective Companies and/or by any competent authority and/or by the Hon'ble Tribunal or as may otherwise be deemed fit by the Board of Directors of these Companies.*

2. TRANSFER OF UNDERTAKING

- a. With effect from the commencement of business on 1st April, 2019, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, brands, trademarks, trade names, copy rights and other intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Company, including but without being limited to, benefit of all agreements and all other interests*

arising to the Transferor Company (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 232 of the Act as a going concern, for all the estate, right, title and interest of the Transferor Company therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Company without such charges in any way extending to the undertaking of the Transferee Company.

- b.** *Notwithstanding what is provided herein above, it is expressly provided that in respect to all such assets which are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the appointed date, by the Transferor Company to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Tribunal or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.*
- c.** *Similarly, all immovable properties of the Transferor Company, including land together with the buildings and structures standing thereon, any right or interests in immovable properties of the Transferor Company, whether freehold or leasehold or otherwise and all documents of title, rights and easements in relation thereto, shall be vested in and/or be deemed to have been vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company.*
- d.** *On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Company whether provided for in the books of accounts of the Transferor Company or not, shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.*
- e.** *Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, minimum alternative tax (MAT), self-assessment tax, Input Tax Credit under Goods and Services Tax (GST), etc., paid by or on behalf of the Transferor Company immediately before the amalgamation, shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes and duties paid (including TDS, MAT and GST, etc.) by or on behalf of the Transferor Company from the Appointed Date, regardless of the period to which these payments relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same.*
- f.** *All books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programs, drawings, manuals, data, databases including*

databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form;

- g. Upon the Scheme becoming effective, all un-availed credits and exemptions, statutory benefits, including in respect of Income Tax (including MAT credit), CENVAT, Customs, VAT, Sales Tax, Service Tax, Goods and Services Tax, etc., of the Transferor Company, shall be available to and vest in the Transferee Company, without any further act or deed.*
- h. Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.*
- i. On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns, GST returns, and other statutory filings and returns, filed by it or by the Transferor Company, if required, and to take all such steps that may be required to give effect to the provisions of this Scheme and/or required to claim refunds, depreciation benefits, advance tax credits, un-availed credits and exemptions, statutory benefits, etc., if any.*
- j. On the Scheme becoming effective, the Transferee Company, if so required, shall be entitled to maintain one Bank Account in the name of the Transferor Company to enable it to deposit/encash any refund or other payment received in the name of the Transferor Company. All such deposits will, then, be transferred to the bank account of the Transferee Company. It may, however, be clarified that such bank account (in the name of the Transferor Company) will be used only for the limited purpose of depositing/encashing any refund or other payments received in the name/in favour of the Transferor Company. Such bank account will not be used for normal banking transactions.*
- k. All other assets & liabilities of the Transferor Company, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to the Transferee Company with effect from the Appointed Date.*

4. LEGAL PROCEEDINGS

All legal proceedings of whatever nature by or against the Transferor Company pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Company or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made.

5. OPERATIVE DATE OF THE SCHEME

- a. This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal under Sections 230 and 232 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.*
- b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.*

9. ISSUE OF SHARES BY TRANSFEREE COMPANY

9.1 *Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Company to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot Share(s) to the Shareholders of the Transferor Company, whose names appear in the Register of Members as on the Record Date, in the following ratio:*

- a. The Transferee Company-Somany Ceramics Ltd will issue 3 Equity Share of Rs. 2 each, credited as fully paid up, for every 100 Equity Shares of Rs. 4 each held in the Transferor Company-Schablona India Ltd.*

9.2 *Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.*

9.3 *The Equity Shares to be issued in terms of Para 9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. New Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.*

9.4 *The issue and allotment of Equity Shares by the Transferee Company, as provided in this Scheme, is an integral part thereof. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of fresh Equity Shares in terms of this Scheme.*

9.5 *In respect of the equity shares in the Transferor Company already held in dematerialized form, the New Equity Shares to be issued by the Transferee Company in lieu thereof shall also be issued in dematerialized form with the equity shares being credited to the existing depository account of the Equity Shareholders of the Transferor Company entitled thereto, unless otherwise notified in writing by the shareholders of the Transferor Company to the Transferee Company on or before the Record Date. In respect of the equity shares of the Transferor Company held in physical form, each equity shareholders of the Transferor Company holding such share(s) shall have the option, to be exercised by way of giving a notice to the Transferee Company on or before the Record Date, to receive the New Equity Share(s) of the Transferee Company either in physical form or in a dematerialized form, provided however, in case of the latter, the said notice shall contain the*

details of the relevant depository account. In the event that such notice has not been received by the Transferee Company in respect of any equity shareholder, the New Equity Shares of the Transferee Company shall be issued to such shareholders in physical form.

- 9.6** *In the event there being any pending share transfer(s), the Board of Directors of the Transferor Company or any committee thereof, shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such transfer in the Transferor Company as if such changes in the registered holders were operative on the Record Date, in order to remove any difficulty arising on account of such transfer and in relation to equity shares to be issued to the shareholders of the Transferor Company pursuant to Clause 9.1 above.*

The aforesaid are the salient features/selected extracts of the Scheme of Amalgamation. Please read the entire text of the Scheme of Amalgamation to get acquainted with the complete provisions of the Scheme.

- 10.** The proposed Scheme of Amalgamation is for the benefit of both the Companies, their Shareholders and other stakeholders. It is fair and reasonable and is not detrimental to the interest of the public. It is not prejudicial to any person.
- 11.** Valuation exercise has been carried out to determine the share swap ratio for the proposed Scheme of Amalgamation. Mr Vardhman Doogar, a Chartered Accountant and the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI), has prepared the Report on Valuation of Shares and Share Exchange Ratio.

The Report on Valuation of Shares & Share Exchange Ratio of Mr Vardhman Doogar, a Chartered Accountant and the IBBI Registered Valuer in respect of Securities or Financial Assets, has been unanimously accepted by the respective Board of Directors of the Transferor Company and the Transferee Company. The Board of Directors of the Transferor Company and the Transferee Company, based on the Report on Valuation of Shares & Share Exchange Ratio and on the basis of their independent evaluation and judgment, concluded that the proposed exchange ratio is fair and reasonable to the Shareholders and other stakeholders of both the Companies.

A copy of the Report on Valuation of Shares & Share Exchange Ratio of Mr Vardhman Doogar, a Chartered Accountant and the IBBI Registered Valuer in respect of Securities or Financial Assets, giving basis of valuation, valuation methodology and calculations, etc., is enclosed herewith.

- 12.** In terms of the provisions of the SEBI Regulations, Fairness Opinion Report was obtained from 3Dimension Capital Services Ltd, a SEBI Registered Category 1 Merchant Bankers, on the Share Valuation Report of Mr Vardhman Doogar, and the proposed Share Exchange Ratio. Opinion expressed by the aforesaid Merchant Banker is reproduced below:

"Based upon and subject to the foregoing, we are of the opinion on the date hereof, that the valuation done by the Valuer for the proposed Scheme of Amalgamation is fair and reasonable."

A copy of the Fairness Opinion issued by 3Dimension Capital Services Ltd is enclosed herewith.

- 13.** The respective Audit Committee of the Transferor Company and the Transferee Company in the respective meetings held on 22nd August, 2019, reviewed the Share Valuation Report and proposed Share Exchange Ratio, Fairness Opinion, Rationale of the Scheme and recommended the proposed Scheme of Amalgamation to the Board of Directors.
- 14.** The proposed Scheme of Amalgamation has been unanimously approved by the respective Board of Directors of the Transferor Company and the Transferee Company in the respective Board meetings held on 22nd August, 2019. None of the Directors voted against or abstained from voting on the resolution for approving the Scheme of Amalgamation in the aforesaid meetings.

Further, the notices of the aforesaid meetings scheduled to be convened and held under the supervisions of the Hon'ble National Company Law Tribunal, the Explanatory Statement and other papers of these meetings have also been approved unanimously, by the respective Board of Directors of the Transferor Company and the Transferee Company on 8th February, 2021 and 4th February, 2021, respectively. None of the Directors voted against or abstained from voting on the resolution for approving the notices and other papers of these meetings.

- 15.** In terms of the provisions of the SEBI Regulations, the Transferee Company has filed the requisite application(s) along with the draft Scheme of Amalgamation and other documents with BSE Limited and National Stock Exchange of India Limited to obtain No Objection to the proposed Scheme of Amalgamation.

Similarly, the Transferor Company has filed the requisite application(s) along with the draft Scheme of Amalgamation and other documents with BSE Limited to obtain their No Objection to the proposed Scheme of Amalgamation.

- 16.** As required by the SEBI Regulations, the Transferee Company filed Complaint Reports (indicating Nil Complaints) with BSE and NSE. After filing of Complaint Reports, the Transferee Company has not received any complaint from any investors.

Similarly, the Transferor Company filed Complaint Reports (indicating Nil Complaints) with BSE. After filing of Complaint Reports, the Transferor Company has not received any complaint from any investors.

Copies of the aforesaid Complaint Reports are enclosed herewith.

- 17.** The Transferee Company has received no-objection/observation to the Scheme of Amalgamation from BSE Limited vide its observation letter dated 22nd April, 2020, and National Stock Exchange of India Limited vide its observation letter dated 22nd April, 2020.
 - a.** Relevant extracts from the Observation Letter issued by BSE is reproduced below:

"In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of

Listing Agreement, so as to enable the company to file the Scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017."

- b.** Relevant extracts from the Observation Letter issued by NSE is reproduced below:

"Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT."

- 18.** The Transferor Company has received no-objection/observation to the Scheme of Amalgamation from BSE Limited (the Designated Stock Exchange for the purpose of the present Scheme) vide its observation letter dated 22nd April, 2020.

Relevant extracts from the Observation Letter issued by BSE is reproduced below:

"In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the Scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017."

- 19.** Copies of the Observation Letters received from BSE and NSE are enclosed herewith.
- 20.** The present Scheme of Amalgamation, if approved in the aforesaid meetings, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata. No specific approval is required to be obtained from any other government authority to the present Scheme of Amalgamation.
- 21.** No proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013, or under the provisions of the Companies Act, 1956, are pending against the Transferor Company and the Transferee Company.

22. Effect of the Scheme on the Promoters, Directors, Key Managerial Personnel, Shareholders, etc.:

- a. Promoters and/or Directors of the Transferor Company and the Transferee Company are deemed to be interested in the proposed Scheme of Amalgamation to the extent of their shareholding in, loan given to and remuneration drawn from, as the case may be, the respective Companies. Similarly, Key Managerial Personnel (KMP) of the Transferor Company and the Transferee Company may also be deemed to be interested in the proposed Scheme to the extent of their shareholding in, loan given to and remuneration drawn from, as the case may be, the respective Companies.
- b. The proposed Scheme of Amalgamation would not have any effect on the material interest of the Promoters, Directors and Key Managerial Personnel of the Transferor Company and the Transferee Company different from that of the interest of other shareholders, creditors and employees of these Companies.
- c. The proposed Scheme of Amalgamation does not envisage any corporate debt restructuring. There is no proposal to restructure or vary the debt obligation of the Transferor Company or the Transferee Company towards their respective creditors. The proposed Scheme of Amalgamation will not adversely affect the rights of any of the creditors of the Transferor Company or the Transferee Company in any manner whatsoever.
- d. The proposed Scheme of Amalgamation will not have any adverse effect on the secured creditors, un-secured creditors, employees and other stakeholders, if any, of the Transferor Company or of the Transferee Company.

23. Shareholding of the Directors and Key Managerial Personnel

- A. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Transferee Company in the Transferor Company, either singly or jointly or as nominee, is as under:

Sl. No.	Name of Directors & KMP and their Designation	No of Shares held as on 31.12.2020	
		Transferee Company	Transferor Company
1.	Mr. Shreekant Somany- Chairman and Managing Director	1,00,000	6,51,271
2.	Mr. Abhishek Somany – Managing Director	-	6,51,270
3.	Mrs. Anjana Somany – Wholetime Director	10,84,468	-
4.	Mr. Salil Singhal – Director	-	-
5.	Mr. Rameshwar Singh Thakur – Director	-	-
6.	Mr. Ghanshyam Girdharbhai Trivedi – Director	2,000	-

7.	Mr. Ravinder Nath – Director	-	-
8.	Mrs. Rumjhum Chatterjee- Director	-	-
9.	Mr. Vineet Agarwal – Director	2,034	-
10.	Mr. Siddharath Bindra – Director	12,000	-
11.	Mr. Ambrish Julka – Company Secretary	-	1
12.	Mr. Saikat Mukhopadhyay – Chief Financial Officer	-	-

B. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Transferor Company in the Transferee Company, either singly or jointly or as nominee, is as under:

Sl. No.	Name of Directors & KMP and their Designation	No of Shares held as on 31.12.2020	
		Transferor Company	Transferee Company
1.	Mr. Niranjana Kumar Goenka – Director	-	-
2.	Mr. Vinod Kumar Karwa – Director	-	-
3.	Mr. Satish Chand Vishwakarma – Director & Chief Financial Officer	1	-
4.	Mr. Chandan Mal Borar – Director	1	125
5.	Mrs. Shreya Kabra – Director	-	-
6.	Mrs. Ritika Mansata – Company Secretary	1	-

24. Pre-Scheme Share Capital Structure

A. Pre-Scheme Share Capital Structure of the Transferee Company is given below:

Particulars	No. of Shares (of Rs. 2 each)	Amount (Rs.)
Present Issued, Subscribed and Paid-up Equity Share Capital	4,23,79,426	8,47,58,852

B. Pre-Scheme Share Capital Structure of the Transferor Company is given below:

Particulars	No. of Shares (of Rs. 4 each)	Amount (Rs.)
Present Issued, Subscribed and Paid-up Equity Share Capital	31,59,215	1,26,36,860

25. Post-Scheme Share Capital Structure

A. In terms of the provisions of the Scheme, the Transferor Company will be merged with the Transferee Company. On the Scheme become effective, the Transferor Company will be dissolved without the process of winding up.

B. Post-Scheme Share Capital Structure of the Transferee Company is given below:

Particulars	No. of Shares (of Rs. 2 each)	Amount (Rs.)
Post-Scheme Issued, Subscribed and Paid-up Equity Share Capital	4,24,74,202	8,49,48,404

26. Pre and Post Scheme Shareholding Pattern

A. Pre-Scheme and Post-Scheme Equity Shareholding Pattern of the Transferee Company is given below:

Sl. No.	Category	Pre-Scheme		Post-Scheme	
		No. of fully paid up Equity Shares of Rs. 2/- each	% of total equity share capital	No. of fully paid up Equity Shares of Rs. 2/- each	% of total equity share capital
A	Promoters & Promoters' Group	2,32,10,875	54.77	2,32,69,489	54.78
	Total Shareholding of Promoters & Promoters' Group (A)	2,32,10,875	54.77	2,32,69,489	54.78
B	Public Shareholding	1,91,68,551	45.23	1,92,04,713	45.22
	Total Public Shareholding (B)	1,91,68,551	45.23	1,92,04,713	45.22
	Total (A+B)	4,23,79,426	100	4,24,74,202	100

B. Pre-Scheme Equity Shareholding Pattern of the Transferor Company is given below:

Sl. No.	Category	Pre-Scheme	
		No. of fully paid up Equity Shares of Rs.4/- each	% of total equity share capital
A	Promoters & Promoters' Group	19,53,811	61.84
	Total Shareholding of Promoters & Promoters' Group (A)	19,53,811	61.84
B	Public Shareholding	12,05,404	38.16
	Total Public Shareholding (B)	12,05,404	38.16
	Total (A+B)	31,59,215	100

- 27.** A copy of the Scheme of Amalgamation is being filed with the concerned Registrar of Companies.
- 28.** Copies of the latest Audited Financial Statements of the Transferee Company and Transferor Company for the year ended 31st March, 2020, along with the Auditors' Reports thereon, are enclosed herewith.
- 29.** Copies of the Un-audited Financial Statements (provisional) of the Transferee Company and Transferor Company for the period ended 30th September, 2020, are also enclosed herewith.
- 30.** Total amount due to Un-secured Creditors [excluding Statutory and Other Dues], as on 31st March, 2020, is given below:

(As on 31.03.2020)

Sl. No.	Un-secured Creditors of	Amount (Rs.in Crores)
1.	Schablona India Limited	26.07
2.	Somany Ceramics Limited	311.21

- 31.** The following documents will be available for inspection or for obtaining extracts from or for making or obtaining copies of, by the members and creditors at the registered office of the Transferor Company and the Transferee Company on any working day from the date of this notice till the date of meeting between 11:00 A.M. and 4:00 P.M.:
- a.** The Memorandum and Articles of Association of the Transferor Company and the Transferee Company.
 - b.** The Audited Financial Statements of the Transferee Company and Transferor Company for the last 3 years ended 31st March, 2018 and 31st March, 2019 and 31st March, 2020.
 - c.** The Un-audited Financial Statements (provisional) of the Transferor Company and the Transferee Company for the period ended 30th September, 2020.
 - d.** Register of Particulars of Directors and KMP and their Shareholding, of the Transferor Company and the Transferee Company.
 - e.** Copy of the proposed Scheme of Amalgamation.
 - f.** Paper Books and proceedings of the Company Application No. CA (CAA) 731/KB of 2020.
 - g.** Copy of Order dated 2nd February, 2021 (date of pronouncement), passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata, in the Company Application No. CA (CAA) 731/KB of 2020 filed by the Transferee Company, in pursuance of which the aforesaid meeting is scheduled to be convened.

- h.** Report on Valuation of Shares & Share Exchange Ratio by Mr Vardhman Doogar, a Chartered Accountant and the IBBI Registered Valuer in respect of Securities or Financial Assets.
 - i.** Fairness Opinion of 3Dimension Capital Services Ltd, SEBI Registered Category 1 Merchant Bankers on the Share Valuation Report.
 - j.** Complaints Reports filed by Schablona India Ltd with BSE Ltd (BSE).
 - k.** Complaints Reports filed by Somany Ceramics Ltd with BSE and National Stock Exchange of India Ltd (NSE).
 - l.** Observation letter of BSE for the proposed Scheme of Amalgamation with respect to the Transferor Company conveying their No-Objection to the Scheme of Amalgamation.
 - m.** Observation letters of BSE and NSE for the proposed Scheme of Amalgamation with respect to the Transferee Company conveying their No-Objection to the Scheme of Amalgamation.
 - n.** Copies of the Certificates issued by the Statutory Auditors of the Transferor Company and the Transferee Company to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
- 32.** A copy of the Scheme of Amalgamation, Explanatory Statement and other annexures may be obtained free of charge on any working day (except Saturday) prior to the date of meetings, from the registered office of the Transferee Company; or from the office of their Legal Counsel-Mr Rajeev K Goel, Advocate, M/s Rajeev Goel & Associates, Advocates and Solicitors, 785, Pocket-E, Mayur Vihar-II, Delhi Meerut Expressway/ NH-9, Delhi-110 091, India, Mobile: 09312409354, e-mail: rajeev391@gmail.com; Website: www.rgalegal.in
- 33.** Notice of the meetings, Explanatory Statement and other documents are also being placed on the following websites:

Particulars	Website address
Somany Ceramics Ltd	www.somanyceramics.com
BSE Ltd	www.bseindia.com
National Stock Exchange of India Ltd	www.nseindia.com

- 34. Please take note that since all the meetings are proposed to be held through Video Conferencing, option of attending these meetings through proxy is not applicable/available.**

- 35.** Facility of remote e-voting will be available during the prescribed time period before the meeting as given in the notice of these meetings. E-voting system will also be available during the meeting. Instructions for voting through electronic means is being sent along with the notice of meetings.

Dated this 8th day of February, 2021

**For and on behalf of the Board of
Directors
For Schablona India Ltd**

**For and on behalf of the Board of
Directors
For Somany Ceramics Ltd**

**Sd/-
Satish Chand Vishwakarma
Whole Time Director and Chief
Financial Officer
DIN: 06891937**

**Sd/-
Shreekant Somany
Chairman and Managing Director
DIN: 00021423**

SCHEME OF AMALGAMATION
OF
SCHABLONA INDIA LTD
(THE TRANSFEROR COMPANY)
WITH
SOMANY CERAMICS LTD
(THE TRANSFEREE COMPANY)

AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 & 232 OF THE COMPANIES ACT, 2013, AND OTHER APPLICABLE PROVISIONS, IF ANY

1.1 DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:

- i. **"Act"** means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and any other Rules made there under, as the case may be applicable; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.
- ii. **"Appointed Date"** means commencement of business on 1st April, 2019, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- iii. **"Board of Directors"** in relation to the respective Transferor and Transferee Companies, as the case may be, shall, unless it is repugnant to the context or otherwise, include a Committee so authorised by the Board of Directors, or any person authorised by the Board of Directors or such Committee.
- iv. **"Effective Date"** means the date on which the transfer and vesting of the entire undertaking of the Transferor Company shall take effect, i.e., the date as specified in Clause 5 of this Scheme.
- v. **"National Company Law Tribunal"** means appropriate Bench/Benches of the Hon'ble National Company Law Tribunal constituted under the Companies Act, 2013, having territorial jurisdiction over the respective Companies to sanction the present Scheme and other connected matters. The National Company Law Tribunal has been referred to as the Tribunal/NCLT.



- vi. **"Record Date"** means the date to be fixed by the Board of Directors of the Transferor Company and/or the Transferee Company, with reference to which the eligibility of the shareholders of the Transferor Company, for allotment of shares in the Transferee Company pursuant to the Amalgamation in terms of this Scheme, shall be determined.
- vii. **"Registrar of Companies"** means concerned Registrar of Companies, Ministry of Corporate Affairs having jurisdiction under the Companies Act, 2013, and other applicable provisions, if any, on the respective Companies.
- viii. **"SEBI"** means Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992.
- ix. **"Scheme"** means the present Scheme of Amalgamation framed under the provisions of sections 230 and 232 of the Companies Act, 2013, section 2(1B) of Income Tax Act 1961 and other applicable provisions, if any, where under the Transferor Company is proposed to be amalgamated with the Transferee Company in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of the respective Companies and/or by any competent authority and/or by the Hon'ble Tribunal or as may otherwise be deemed fit by the Board of Directors of these Companies.
- x. **"Transferor Company"** means **Schablona India Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 82/19, Bhakerwara Road, Mundka, New Delhi-110 041; e-mail id: silinvestors@schablona.in; Website: www.schablona.in.

The Transferor Company-Schablona India Ltd [Corporate Identification No. (CIN): L 51109 DL 1983 PLC 318655; Income Tax Permanent Account No. (PAN): AAD CS 7573 C] (hereinafter referred to as "the Transferor Company/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as 'Soma Finance & Leasing Company Ltd' vide Certificate of Incorporation dated 5th November, 1983 issued by the Registrar of Companies, West Bengal, Kolkata. The Company was issued Certificate for Commencement of Business dated 6th December, 1983 by the Registrar of Companies, West Bengal, Kolkata. Name of the Company was changed to 'Schablona India Ltd' vide Fresh Certificate of Incorporation dated 21st April, 1993, issued by the Registrar of Companies, West Bengal. Registered Office of the Company was shifted from the State of West Bengal to the NCT of Delhi as approved by the Hon'ble Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, vide



2



Order dated 5th May, 2017. The Registrar of Companies, New Delhi registered the aforesaid order and allotted the present CIN to the Company.

Presently, the Transferor Company is engaged in the business of manufacturing and trading of decorated tiles, transfers and stickers for decoration on ceramic articles, sanitaryware and other related activities.

- xi. **"Transferee Company"** means **Somany Ceramics Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 2, Red Cross Place, Kolkata-700 001, West Bengal; e-mail id: ambrish.julka@somanyceramics.com Website: www.somanyceramics.com

The Transferee Company-Somany Ceramics Ltd [Corporate Identification No. (CIN): L 40200 WB 1968 PLC 224116; Income Tax Permanent Account No. (PAN): AAE CS 0763 K] (hereinafter referred to as "the Transferee Company/the Company") was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as 'Somany-Pilkington's Ltd' vide Certificate of Incorporation dated 20th January, 1968, issued by the Registrar of Companies, West Bengal, Kolkata. The Company was issued Certificate for Commencement of Business dated 7th February, 1968 by the Registrar of Companies, West Bengal, Kolkata. Registered Office of the Company was shifted from the State of West Bengal to the State of Haryana. Further, Registered Office of the Company was shifted from the State of Haryana to the NCT of Delhi. Name of the Company was changed to "SPL Ltd" vide Fresh Certificate of Incorporation dated 18th October, 1995, issued by the Registrar of Companies, Delhi & Haryana, New Delhi. Name of the Company was changed to its present name "Somany Ceramics Ltd" vide Fresh Certificate of Incorporation dated 30th January, 2007 issued by the Registrar of Companies, New Delhi. Registered Office of the Company was finally shifted from the NCT of Delhi to the State of West Bengal as approved by the Hon'ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, vide Order dated 7th November, 2017 read with Order dated 30th November, 2017. The Registrar of Companies, West Bengal, Kolkata, registered the aforesaid order and allotted the present CIN to the Company.

Presently, the Transferee Company is engaged in the business of manufacturing and trading of ceramic tiles, polished vitrified tiles, glazed vitrified tiles, sanitaryware and bath fittings, tile laying solutions, other allied products and other related activities.



1.2 SHARE CAPITAL

- i. The present Authorised Share Capital of the Transferor Company is Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,26,36,860 divided into 31,59,215 Equity Shares of Rs. 4 each.
- ii. The present Authorised Share Capital of the Transferee Company is Rs. 27,30,00,000 divided into 13,65,00,000 Equity Shares of Rs. 2 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 8,47,58,852 divided into 4,23,79,426 Equity Shares of Rs. 2 each.
- iii. Both the Transferor and Transferee Companies are public limited listed companies, under the common control. The Transferor Company is listed on BSE Ltd (Bombay Stock Exchange/BSE). Whereas the Transferee Company is listed on Bombay Stock Exchange and National Stock Exchange of India Ltd (National Stock Exchange/NSE). Since both the Companies are under the common control, the present Scheme of Amalgamation will not result in change in control of the Transferee Company.

1.3 RATIONALE AND BENEFITS OF THE SCHEME

The circumstances, which justify and/or necessitate the proposed Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd; and benefits of the proposed amalgamation as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

- a. Both the Transferor and Transferee Companies are under common control and it would be advantageous to combine the activities and operations in a single Company and to build strong capability to effectively meet future challenges in competitive business environment.
- b. The proposed Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.
- c. Presently, the Transferor Company is engaged in the business of manufacturing and trading of decorated tiles, transfers and stickers for decoration on ceramic articles, sanitaryware and other related activities. Whereas, the Transferee Company is engaged in the business of manufacturing and trading of ceramic tiles, polished vitrified tiles, glazed vitrified tiles, sanitaryware and bath fittings, tile laying solutions, other allied products and other related



4



activities. The proposed amalgamation will enable the integration of the business activities of the Transferor Company with the Transferee Company

- d. The Transferor Company has a credible brand name along with a sizeable pan India distribution network. Whereas, the Transferee Company is a well know player in the ceramic and sanitaryware industry. The proposed Scheme of Amalgamation will allow the Transferee Company to leverage these strengths in order to maximise the value creation.
- e. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- f. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferee Company as well as by the Transferor Company.
- g. The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- h. The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

2. TRANSFER OF UNDERTAKING

- a. With effect from the commencement of business on 1st April, 2019, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, brands, trademarks, trade names, copy rights and other intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Company, including



but without being limited to, benefit of all agreements and all other interests arising to the Transferor Company (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 232 of the Act as a going concern, for all the estate, right, title and interest of the Transferor Company therein so as to become the property of the Transferee Company but, subject to mortgages, charges and encumbrances, if any, then affecting the undertaking of the Transferor Company without such charges in any way extending to the undertaking of the Transferee Company.

- b. Notwithstanding what is provided herein above, it is expressly provided that in respect to all such assets which are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the appointed date, by the Transferor Company to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Tribunal or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.
- c. Similarly, all immovable properties of the Transferor Company, including land together with the buildings and structures standing thereon, any right or interests in immovable properties of the Transferor Company, whether freehold or leasehold or otherwise and all documents of title, rights and easements in relation thereto, shall be vested in and/or be deemed to have been vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company.
- d. On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Company whether provided for in the books of accounts of the Transferor Company or not, shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.
- e. Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, minimum alternative tax (MAT), self-assessment tax, Input Tax Credit under Goods and Services Tax (GST), etc., paid by or on behalf of the Transferor Company immediately before the amalgamation, shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the



6



Scheme becoming effective, all the taxes and duties paid (including TDS, MAT and GST, etc.) by or on behalf of the Transferor Company from the Appointed Date, regardless of the period to which these payments relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same.

- f. All books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programs, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form;
- g. Upon the Scheme becoming effective, all un-availed credits and exemptions, statutory benefits, including in respect of Income Tax (including MAT credit), CENVAT, Customs, VAT, Sales Tax, Service Tax, Goods and Services Tax, etc., of the Transferor Company, shall be available to and vest in the Transferee Company, without any further act or deed.
- h. Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- i. On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns, GST returns, and other statutory filings and returns, filed by it or by the Transferor Company, if required, and to take all such steps that may be required to give effect to the provisions of this Scheme and/or required to claim refunds, depreciation benefits, advance tax credits, un-availed credits and exemptions, statutory benefits, etc., if any.
- j. On the Scheme becoming effective, the Transferee Company, if so required, shall be entitled to maintain one Bank Account in the name of the Transferor Company to enable it to deposit/encash any refund or other payment received in the name of the Transferor Company. All such deposits will, then, be transferred to the bank account of the Transferee Company. It may, however, be clarified that such bank account (in the name of the Transferor Company) will be used only for the limited purpose of depositing/encashing any refund or other payments received in the name/in favour of the Transferor Company. Such bank account will not be used for normal banking transactions.



7



- k. All other assets & liabilities of the Transferor Company, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to the Transferee Company with effect from the Appointed Date.
- l. In accordance with the Central Goods & Services Tax Act, 2017 ('CGST'), Integrated Goods & Services Tax Act, 2017 ('IGST') and respective State Goods & Services Tax laws ('SGST'), Goods & Services tax as are prevalent on the Effective Date, the unutilized credits relating to, Goods & Services tax lying in the accounts of the undertaking of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company (including in electronic form/registration). The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the Goods & Services tax payable by it.
- m. All compliances with respect to taxes or any other law between the respective Appointed Date and Effective Date done by the Transferor Company shall, upon the approval of this Scheme, be deemed to have been complied with by the Transferee Company.
- n. Any tax liabilities under the Income Tax Act, 1961, Wealth Tax Act, 1957, customs duty laws, central sales tax, applicable state value added tax, service tax laws, excise duty laws, Goods & Services tax, or other applicable laws/ regulations dealing with taxes, duties, levies allocable or related to the business of the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred or stand transferred to Transferee Company. Any surplus in the provision for taxation / duties/ levies account including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company.
- o. Any refund under the Income Tax Act, 1961, Wealth Tax Act, 1957, customs duty laws, central sales tax, applicable state value added tax, service tax laws, excise duty laws, Goods & Services tax, or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business and available on various electronic forms (including Form 26AS) / registration of the Transferor Company due to Transferor Company consequent to the assessment(s) and other proceeding(s) made on the Transferor Company and for which no credit is taken in the accounts, as on the date immediately preceding the Appointed Date, shall also belong to and be received by the Transferee Company.



3. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

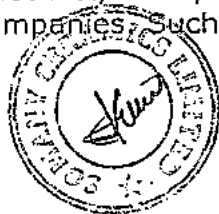
- a. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which the Transferor Company is a party, subsisting or having effect immediately before or after the Effective date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if instead of the Transferor Company, the Transferee Company had been a party thereto.
- b. The transfer of the said assets and liabilities of the Transferor Company to the Transferee Company and the continuance of all the contracts or legal proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the liabilities already concluded by the Transferor Company on or after the Appointed Date.
- c. The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Company or in favour of any other party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and, to implement and carry out all such formalities or compliance referred to above on the part/behalf of the Transferor Company to be carried out or performed.

4. LEGAL PROCEEDINGS

All legal proceedings of whatever nature by or against the Transferor Company pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Company or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made.

5. OPERATIVE DATE OF THE SCHEME

- a. This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal under Sections 230 and 232 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.



9



- b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

6. DISSOLUTION OF TRANSFEROR COMPANY

On this Scheme, becoming effective as provided in Clause 5 above, the Transferor Company shall stand dissolved without the process of winding up.

7. EMPLOYEES OF TRANSFEROR COMPANY

- a. All the employees of the Transferor Company in service on the date immediately preceding the date on which the Scheme finally takes effect, i.e., the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the Transferor Company on the said date.
- b. Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Company, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Company in relation to such funds shall become those of the Transferee Company. It is clarified that the services of the employees, if any, of the Transferor Company will be treated as having been continued for the purpose of the aforesaid funds or provisions.

8. CONDUCT OF BUSINESS BY TRANSFEROR & TRANSFEEE COMPANIES

From the Appointed Date until the Effective Date,

- a. The Transferor Company shall stand possessed of all the assets and properties referred to in Clause 2 above, in trust for the Transferee Company. Accordingly, any asset or property acquired by the Transferor Company, on or after the Appointed Date, shall be deemed to be the assets and properties of the Transferee Company.
- b. The Transferor Company shall be deemed to have carried on business and activities for and on behalf of and for the benefit and on account of the Transferee Company. Any income or profit accruing to the Transferor Company and all costs, charges and expenses or loss



10



42

arising or incurring by the Transferor Company on and from the Appointed Date shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.

- c. Any of the rights, powers, authorities, privileges exercised by the Transferor Company shall be deemed to have been exercised by such Transferor Company for and on behalf of, and in trust for the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by Transferor Company shall be deemed to have been undertaken for and on behalf of the Transferee Company.
- d. All debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations which arise or accrue to the Transferor Company on or after the Appointed Date, shall be deemed to be of the Transferee Company.

9. ISSUE OF SHARES BY TRANSFEE COMPANY

9.1 Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Company to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot Share(s) to the Shareholders of the Transferor Company, whose names appear in the Register of Members as on the Record Date, in the following ratio:

- a. The Transferee Company-Somany Ceramics Ltd will issue 3 Equity Share of Rs. 2 each, credited as fully paid up, for every 100 Equity Shares of Rs. 4 each held in the Transferor Company- Schablona India Ltd.

9.2 Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.

9.3 The Equity Shares to be issued in terms of Para 9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. New Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.

9.4 The issue and allotment of Equity Shares by the Transferee Company, as provided in this Scheme, is an integral part thereof. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of fresh Equity Shares in terms of this Scheme.



- 9.5** In respect of the equity shares in the Transferor Company already held in dematerialized form, the New Equity Shares to be issued by the Transferee Company in lieu thereof shall also be issued in dematerialized form with the equity shares being credited to the existing depository account of the Equity Shareholders of the Transferor Company entitled thereto, unless otherwise notified in writing by the shareholders of the Transferor Company to the Transferee Company on or before the Record Date. In respect of the equity shares of the Transferor Company held in physical form, each equity shareholders of the Transferor Company holding such share(s) shall have the option, to be exercised by way of giving a notice to the Transferee Company on or before the Record Date, to receive the New Equity Share(s) of the Transferee Company either in physical form or in a dematerialized form, provided however, in case of the latter, the said notice shall contain the details of the relevant depository account. In the event that such notice has not been received by the Transferee Company in respect of any equity shareholder, the New Equity Shares of the Transferee Company shall be issued to such shareholders in physical form.
- 9.6** In the event there being any pending share transfer(s), the Board of Directors of the Transferor Company or any committee thereof, shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such transfer in the Transferor Company as if such changes in the registered holders were operative on the Record Date, in order to remove any difficulty arising on account of such transfer and in relation to equity shares to be issued to the shareholders of the Transferor Company pursuant to Clause 9.1 above.
- 9.7** Shares to be issued by the Transferee Company pursuant to this Scheme in respect of any shares of the Transferor Company, which are held in abeyance under the provisions of the Act or otherwise, shall be held in abeyance by the Transferee Company.
- 9.8** It is, however, clarified that provisions of this Scheme with regard to issue of shares by the Transferee Company will not apply to the share application money, if any, which may remain outstanding in the Transferor Company.
- 9.9** In terms of the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, new Equity Shares to be issued by the Transferee Company to the Shareholders of the Transferor Company, pursuant to this Scheme, shall be listed on all the Stock Exchanges on which the Equity Shares of the Transferee Company are listed as on the Effective Date. The Transferee Company will make necessary



application(s) to the Stock Exchanges and other competent authorities, if any, for this purpose and will comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in this regard. The concerned Stock Exchange(s) and SEBI, shall, on receipt of listing application(s) and other documents, promptly grant necessary approval(s) and list the new Equity Shares issued by the Transferee Company.

- 9.10** In case any Promoters' holding in the Transferee Company and/or new Shares to be issued in the Transferee Company in terms of this Scheme, are placed under lock-in by the Stock Exchange(s), SEBI or any other competent authority pursuant to the provisions of the Listing Agreement and SEBI Regulations; such locked in shares may be transferred within the Promoters' Group during such lock-in period.
- 9.11** Shares allotted pursuant to this Scheme may remain frozen in the Depositories system till listing/trading permission is given by the Stock Exchanges. The Transferee Company will comply with the applicable provisions in this regard.
- 9.12** BSE Ltd will act as the Designated Stock Exchange for the purposes of this Scheme.
- 9.13** It is clarified that in the event of any change in the capital structure of the Transferee Company such as increase in its paid up share capital, conversion of any instrument into equity shares, share split or consolidation of shares, issue of bonus shares or other similar action or any material accounting changes at any time before the Record Date; the Share Exchange Ratio as specified in Clause 9.1 of this Scheme, shall be suitably adjusted for such changes in the capital structure of the Transferee Company. Any such adjustment in the Share Exchange Ratio shall be deemed to be carried out as an integral part of this Scheme upon agreement in writing by the Board of Directors of the Transferor Company and the Transferee Company.



10. UPON THIS SCHEME BECOMING FINALLY EFFECTIVE:

- a. Entire Issued Share Capital and share certificates of the Transferor Company shall automatically stand cancelled. Shareholders of the Transferor Company will not be required to surrender the Share Certificates held in the Transferor Company.
- b. Cross holding of shares between the Transferor Company and the Transferee Company on the record date, if any, shall stand cancelled. Approval of this Scheme by the Shareholders and/or Creditors of the Transferor and the Transferee Companies, as the case may be, and sanction by the Tribunal under section 230 and 232 of the Companies Act, 2013, shall be sufficient compliance with the provisions of sections 66 of the Companies Act, 2013, and other applicable provisions, if any, relating to the reduction of share capital on cancellation of cross holding, if any. Such reduction would not involve either the diminution of any liability in respect of un-paid share capital or the payment to any shareholder of any paid-up share capital.
- c. The authorised share capital of the Transferor Company shall be added to and shall form part of the authorised share capital of the Transferee Company. Accordingly, the authorised share capital of the Transferee Company shall stand increased to the extent of the aggregate authorised share capital of the Transferor Company as on the effective date. In terms of the provisions of section 232(3)(i) of the Companies Act, 2013, and other applicable provisions, if any, the aggregate fees paid by the Transferor Company on the authorised capital shall be set-off against the fees payable by the Transferee Company on the increase in the authorised share capital as mentioned above. It is hereby clarified that the Transferee Company will pay the balance fee, if any, on the aforesaid increase in the authorised share capital after deducting the aggregate fees paid by the Transferor Company on the pre-merger authorised share capital.

Clause 5/Capital Clause of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company shall stand modified to give effect to the aforesaid increase in the authorised share capital of the Transferee Company. Approval of the present Scheme of Amalgamation by the Shareholders of the Transferor/Transferee Companies will be sufficient for the aforesaid modification in Clause 5 of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company and no further approval will be required for the same.

- d. Some of the business activities being carried on by the Transferor Company may not be specifically covered under the present Main Objects of the Transferee Company. Accordingly, upon this Scheme



becoming effective, the following sub-clauses shall be inserted after the existing sub-clause (iv) of the Main Objects Clause in the Memorandum of Association of the Transferee Company and Clause 3/Objects Clause of the Memorandum of Association of the Transferee Company shall stand modified/alterd to that extent:

- (v). To manufacture, print, export, import, buy and sell, transfers and stickers of all kinds printed on decalcomenia paper or other base materials and to act as printers, decorators and coaters of goods, sheets, papers and materials of all kinds and to prepare, manufacture, print, paint, use, import, export, design and device all kinds of articles of artistic objects for use and ornamentation of any articles and to manufacture or deal in colours, papers, coated papers or other material, films, fabrics, foils, screens, pens, brushes, adhesives, lacquars, oils, cleaners, thinners, developers, fixers, fillers, emulsions, decorators, mediums, powers, concentrates and ell other types of materials needed for printing, decorating, polishing, designing and artistic vocations.
- (vi). To design, develop, fabricate and manufacture machinery, plants and equipment including kilns and furnaces for manufacture of transfers and stickers and for application thereof either by itself or through an outside designer or manufacturer or fabricator and to use, buy, sell, hire, acquire or land such machinery, plant and equipment with technology or process and application thereof.
- (vii). To carry on the business of printers, decorators and coaters of tiles, sanitaryware , enamelware, potteries, bottles, tumblers, jars, dinnerware, tableware, holloware and other articles of glass, ceramics, clay, stone, metal, plastic, rubber, leather or any other material and for this purpose to buy, sell, import, export, hire, borrow or otherwise acquire any goods, technical know-how and processes, equipment and services.

Approval of this Scheme of Amalgamation by the Shareholders of the Transferor Company and the Transferee Company and subsequent approval of the Scheme by the Hon'ble Tribunal will be sufficient for the aforesaid modification/alternation of Clause 3 (Objects Clause) of the Memorandum of Association of the Transferee Company and no further approval will be required for the same. It is hereby clarified that the Transferee Company will make other necessary compliance, if any, in connection with such modification. The Transferee Company will file a copy of the amended Memorandum of Association with the Registrar of Companies at the time of filing of the final Order of the Hon'ble NCLT approving the Scheme.



15



- e. Save as provided in Para 10.c above, the Transferee Company will increase/modify its Authorized Share Capital for implementing the terms of the Scheme, to the extent necessary.

11. ACCOUNTING FOR AMALGAMATION

Upon the Scheme becoming effective, amalgamation of the Transferor Company with the Transferee Company will be accounted for in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, and Generally Accepted Accounting Principles in India (Indian GAAP), as the case may be.

The Transferee Company shall give effect of the Scheme in its books of accounts in accordance with accounting prescribed under "pooling of interest" method in Appendix C of Indian Accounting Standard (Ind AS) 103 - Business Combinations as notified under Section 133 of the Companies Act, 2013, read together with rule 3 of The Companies (Indian Accounting Standard) Rules, 2015. Following are the salient features of the accounting treatment to be given:

- a. All the assets and liabilities recorded in the books of the Transferor Company shall be transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at the respective carrying values as reflected in the books of the Transferor Company as on the Appointed Date.
- b. Cross investments or other inter-company balances, if any, will stand cancelled.
- c. All the reserves of the Transferor Company under different heads shall become the corresponding reserves of the Transferee Company. Similarly, balance in the Profit & Loss Accounts of the Transferor and Transferee Companies will also be clubbed together.
- d. Any deficit arising out of amalgamation (including on account of cancellation of cross holdings or any other inter-company balances) shall be adjusted against capital reserves, if any, in the books of the Transferee Company. Whereas any surplus arising out of Amalgamation (including on account of cancelling of cross holdings or any other inter-company balances) shall be credited to capital reserve.
- e. Accounting policies of the Transferor Company will be harmonized with that of the Transferee Company following the amalgamation.
- f. It is, however, clarified that the Board of Directors of the Transferee Company, in consultation with the Statutory Auditors, may account



for the present amalgamation and other connected matters in such manner as to comply with the provisions of section 133 of the Companies Act, 2013, the applicable Accounting Standard(s), Generally Accepted Accounting Principles and other applicable provisions, if any.

12. APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL

- a. The Transferor Company shall make necessary application(s)/petition(s) under the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, to the Hon'ble National Company Law Tribunal for sanctioning of this Scheme, dissolution of the Transferor Company without the process of winding up and other connected matters.
- b. The Transferee Company shall also make necessary application(s)/petition(s) under the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016 and other applicable provisions, if any, to the Hon'ble National Company Law Tribunal for sanctioning of this Scheme and other connected matters.

13. COMPLIANCE WITH TAX LAWS

This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as defined under Section 2(1B) of the Income Tax Act, 1961 and other applicable provisions, if any. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the Income Tax Act shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments, as may become necessary, shall vest with the Board of Directors of the Transferee Company, which power can be exercised at any time and shall be exercised in the best interests of the Companies and their shareholders.

14. COMPLIANCE WITH SEBI REGULATIONS

- a. In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations); Securities and Exchange Board of India (SEBI) Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, and the SEBI Circular No.



CFD/DIL3/CIR/2017/26 dated 23rd March, 2017, SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3rd January, 2018 and other applicable provisions, if any, the present Scheme of Amalgamation is required to be approved by Public Shareholders (i.e., Equity Shareholders other than those forming part of Promoters and Promoters' Group) of the Listed Transferor Company and the Transferee Company by passing a Resolution through e-voting and other means, as may be applicable. In terms of the aforesaid SEBI Circulars, the Scheme will be acted upon only if the votes cast by Public Shareholders of the Listed Transferor Company and the Transferee Company in favour of the proposed Scheme are more than the number of votes cast by Public Shareholders against the Scheme, if any.

- b. Notwithstanding above, the Transferor Company and the Transferee Company will also comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in connection with this Scheme and other connected matters.

15. MODIFICATIONS/AMENDMENTS TO THE SCHEME

- a. The Transferor Company and the Transferee Company through their respective Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme or to any conditions or limitations which the Tribunal and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for carrying the Scheme into effect.
- b. In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.
- c. The Transferor Company and/or the Transferee Company shall be at liberty to withdraw from this Scheme in case any condition, alteration or modification, imposed or suggested by the Tribunal or any other competent authority, is not acceptable to them; or as may otherwise be deemed fit or proper by any of these Companies. The Transferor Company and/or the Transferee Company will not be required to assign the reason for withdrawing from this Scheme.



16. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Company and the Transferee Company incurred in relation to or in connection with this Scheme or incidental to the completion of the Amalgamation of the Transferor Company with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to the amalgamation exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.



Format of holding of specified securities

1. Name of Listed Entity: SCHABLONA INDIA LIMITED (CIN:L51109DL1983PLC318655)
2. Scrip Code 507894 Name of Scrip -,SCHABLON Class of Security Equity
3. Share Holding Pattern Filed under : Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
 - a. If under 31 (1)(b) then indicate the report for Quarter ending: 31/12/2020 (PRE-SCHEME)
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. **Declaration** : The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in Locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the column for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-



Table I - Summary Statement holding of specified securities as on 31/12/2020

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg:x	Class eg:y	Total								
(A)	Promoter & Promoter group	3	1953811	0	0	1953811	61.8448	1953811	0	1953811	61.8448	0	0.0000	0	0.0000	1953811		
(B)	Public	2323	1205404	0	0	1205404	38.1552	1205404	0	1205404	38.1552	0	0.0000	NA		942701		
(C)	Non Promoter - Non Public													NA				
(C1)	Shares underlying DRs						NA							NA				
(C2)	Shares held by Employee Trusts													NA				
	Total	2326	3159215	0	0	3159215	100.0000	3159215	0	3159215	100.0000	0	100.0000	0		2896512		



Table III - Statement Showing shareholding pattern of the Public shareholder as on 31/12/2020

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculate d as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked In shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting rights	As a % of total shares held (a)	No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)		
									Class x	Class y	Total								
(1)	Institutions																		
(a)	Mutual Funds / UTI																		
(b)	Venture Capital Funds																		
(c)	Alternate Investment Funds																		
(d)	Foreign Venture Capital Investors																		
(e)	Foreign Portfolio Investors																		
(f)	Financial Institutions / Banks																		
(g)	Insurance Companies																		
(h)	Provident Funds / Pension Funds																		
(i)	Any Other (specify)																		
	Sub Total		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA		0
(2)	Central Government / State Government(s) / President of India																		
(3)	Non-Institutions																		
(a)	Individuals-																		
	i. Individual shareholders holding nominal share capital upto Rs.2 lakhs		2281	851062	0	0	851062	26.9390	851062	0	851062	26.9390	0	26.9390	0	0.0000	NA		595059
	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs		1	105060	0	0	105060	3.3255	105060	0	105060	3.3255	0	3.3255	0	0.0000	NA		105060
	JATINDER AGARWAL	AESPA6362F	1	105060	0	0	105060	3.3255	105060	0	105060	3.3255	0	3.3255	0	0.0000	NA		105060
(b)	NBFCs registered with RBI																		
(c)	Employee Trusts																		
(d)	Overseas Depositories (holding DRs) (balancing figure)																		
(e)	Any Other (specify)																		
	Investor Education and Protection Fund Authority		1	198302	0	0	198302	6.2769	198302	0	198302	6.2769	0	6.2769	0	0.0000	NA		198302

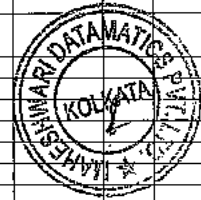


Table III - Statement Showing shareholding pattern of the Public shareholder as on 31/12/2020

Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total shares held (b)	No. (Not applicable) (a)		As a % of total shares held (Not applicable) (b)
								Class x	Class y	Total								
INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS		1	198302	0	0	198302	6.2769	198302	0	198302	6.2769	0	6.2769	0	0.0000	NA	198302	
Bodies Corporate		24	48096	0	0	48096	1.5224	48096	0	48096	1.5224	0	1.5224	0	0.0000	NA	41996	
Clearing Member		3	300	0	0	300	0.0095	300	0	300	0.0095	0	0.0095	0	0.0000	NA	300	
Non Resident Individual		12	2484	0	0	2484	0.0786	2484	0	2484	0.0786	0	0.0786	0	0.0000	NA	1884	
Trusts		1	100	0	0	100	0.0032	100	0	100	0.0032	0	0.0032	0	0.0000	NA	100	
Sub Total		2323	1205404	0	0	1205404	38.1552	1205404	0	1205404	38.1552	0	38.1552	0	0.0000	NA	942701	
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		2323	1205404	0	0	1205404	38.1552	1205404	0	1205404	38.1552	0	38.1552	0	0.0000	NA	942701	



Category & Name of the Shareholders (1) (Custodian / DR Holder)	PAN (II)	No of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV) + (V) + (VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (X)			Total Shareholding as a % assuming full conversion of securities (as a percentage of diluted share capital) (XI)=(VII)+(X)	Number of Locked in shares (XII)	Number of shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights Class X	Class Y	Total				
(1) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)			0	0	0	0	0.0000	0	0	0	0.0000	0	0	0
(2) Total Non Promoter - Non Public Shareholding (C)=(C1)+(C2)			0	0	0	0	0.0000	0	0	0	0.0000	0	0	0



Format of holding of specified securities

1. Name of Listed Entity: SOMANY CERAMICS LTD. (CIN:L40200WB1968PLC224116)
2. Scrip Code 531548 Name of Scrip SOMANY CER A,- Class of Security Equity
3. Share Holding Pattern Filed under : Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
 - a. If under 31 (1)(b) then indicate the report for Quarter ending: 31/12/2020 (PRE-SCHEME)
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. **Declaration** : The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
4 Whether the Listed Entity has any shares in Locked-in?		No
5 Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the column for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-



Table I - Summary Statement holding of specified securities as on 31/12/2020

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg:X	Class eg:y	Total								
(A)	Promoter & Promoter group	10	23210875	0	0	23210875	54.7692	23210875	0	23210875	54.7692	0	54.7692	0	0.0000	0	0.0000	23210875
(B)	Public	15973	19168551	0	0	19168551	45.2308	19168551	0	19168551	45.2308	0	45.2308	0	0.0000	NA		18888181
(C)	Non Promoter - Non Public															NA		
(C1)	Shares underlying DRs						NA									NA		
(C2)	Shares held by Employee Trusts															NA		
	Total	15983	42379426	0	0	42379426	100.0000	42379426	0	42379426	100.0000	0	100.0000	0				42099056



Table II - Statement Showing shareholding pattern of the Promoter and Promoter Group as on 31/12/2020

Category & Name of the Shareholders (I)	PAN (II)	Nos of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding % as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)	Number of shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)	
								Class x	Class y	Total					
(1) Indian															
(a) Individual/Hindu undivided Family															
ABHISHEK SOMANY	AAAS9604E	1	10080055	0	0	10080055	54.7692	23210875	0	54.7692	0	0.0000	0	0.0000	23210875
SHREEKANT SOMANY	AAAS947AL	1	4337872	0	0	4337872	23.7853	10080055	0	23.7853	0	0.0000	0	0.0000	10080055
SHRIVATSA SOMANY	AAAS9473P	1	4337872	0	0	4337872	23.7853	10080055	0	23.7853	0	0.0000	0	0.0000	10080055
ABHISHEK SOMANY	AAHA5451K	1	1914093	0	0	1914093	10.2358	4337872	0	10.2358	0	0.0000	0	0.0000	4337872
ANJANA SOMANY	ALF56256A	1	1084468	0	0	1084468	4.5166	1914093	0	4.5166	0	0.0000	0	0.0000	1914093
MINAL SOMANY	AADPM0836F	1	1070108	0	0	1070108	2.5251	1084468	0	2.5251	0	0.0000	0	0.0000	1084468
ANUSHREE CHOPRA	ALBFS1395E	1	121407	0	0	121407	0.2865	1070108	0	0.2865	0	0.0000	0	0.0000	1070108
SHRIVATSA SOMANY	BMRP56154D	1	100000	0	0	100000	0.2360	121407	0	0.2360	0	0.0000	0	0.0000	121407
SHREEKANT SOMANY	AAYP56272Q	1	100000	0	0	100000	0.2360	100000	0	0.2360	0	0.0000	0	0.0000	100000
AMEYA SOMANY	60JPS1285K	1	65000	0	0	65000	0.1534	100000	0	0.1534	0	0.0000	0	0.0000	100000
Central Government/State Government(s)															
(b)															
(c) Financial Institutions/Banks															
(d) Any Other (specify)															
(2) Foreign															
(a) Individuals (Non-Resident Individuals/Foreign Individuals)															
(b) Government															
(c) Institutions															
(d) Foreign Portfolio Investor															
(e) Any Other (specify)															
Sub Total		10	23210875	0	0	23210875	54.7692	23210875	0	54.7692	0	0.0000	0	0.0000	23210875
Total Shareholding of Promoter and Promoter Group (A)=(1)+(A)(2)		10	23210875	0	0	23210875	54.7692	23210875	0	54.7692	0	0.0000	0	0.0000	23210875



	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculate d as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total shares held (b)	No. (Not applicable) (a)		As a % of total shares held (Not applicable) (b)
									Class x	Class y	Total								
(1)	Institutions																		
(a)	Mutual Funds / UTI		3	6128268	0	0	6128268	14.4605	6128268	0	6128268	14.4605	0	0.0000	NA			6128268	
	FRANKLIN BUILD INDIA FUND	AAATT4931H	2	3750000	0	0	3750000	8.8486	3750000	0	3750000	8.8486	0	0.0000	NA			3750000	
	L AND T MUTUAL FUND TRUSTEE LIMITED - L AND T HYBRID EQUITY FUND	AAATC4460E	5	2203404	0	0	2203404	5.1992	2203404	0	2203404	5.1992	0	0.0000	NA			2203404	
(b)	Venture Capital Funds																		
(c)	Alternate Investment Funds		2	884206	0	0	884206	2.0864	884206	0	884206	2.0864	0	0.0000	NA			884206	
	NEW MARK CAPITAL INDIA FUND I	AADTN1607M	1	819206	0	0	819206	1.9330	819206	0	819206	1.9330	0	0.0000	NA			819206	
(d)	Foreign Venture Capital Investors																		
(e)	Foreign Portfolio Investors		22	800532	0	0	800532	1.8890	800532	0	800532	1.8890	0	0.0000	NA			800532	
(f)	Financial Institutions / Banks		3	8030	0	0	8030	0.0189	8030	0	8030	0.0189	0	0.0000	NA			0	
(g)	Insurance Companies		1	209701	0	0	209701	0.4948	209701	0	209701	0.4948	0	0.0000	NA			209701	
(h)	Provident Funds / Pension Funds																		
(i)	Any Other (specify)																		
	Sub Total		31	8030737	0	0	8030737	18.9496	8030737	0	8030737	18.9496	0	0.0000	NA			8022707	
(2)	Central Government / State Government(s) / President of India																		
(3)	Non-Institutions																		
(a)	Individuals-																		
	i. Individual shareholders holding nominal share capital upto Rs.2 lakhs		15349	6076711	0	0	6076711	14.3388	6076711	0	6076711	14.3388	0	0.0000	NA			5836621	
	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs		12	3029357	0	0	3029357	7.1482	3029357	0	3029357	7.1482	0	0.0000	NA			3029357	
	MITESH N MEHTA	AJMPM8738J	1	820000	0	0	820000	1.9349	820000	0	820000	1.9349	0	0.0000	NA			820000	
	SANJEEV VINODCHANDRA PAREKH	AACFP8597R	1	443523	0	0	443523	1.0466	443523	0	443523	1.0466	0	0.0000	NA			443523	
(b)	NBFCs registered with RBI																		
(c)	Employee Trusts																		



Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total shares held (b)	No. (Not applicable) (a)		As a % of total shares held (Not applicable) (b)
								Class x	Class y	Total								
(d) Overseas Depositories (holding DRs) (balancing figure)																		
(e) Any Other (specify)																		
Investor Education and Protection Fund Authority		1	160574	0	0	160574	0.3789	160574	0	160574	0.3789	0	0.3789	0	0.0000	NA	160574	
Bodies Corporate		191	1498564	0	0	1498564	3.5361	1498564	0	1498564	3.5361	0	3.5361	0	0.0000	NA	1466314	
KIRTIVARDHAN FINVEST SERVICES LIMITED	AABCK2706P	1	433795	0	0	433795	1.0236	433795	0	433795	1.0236	0	1.0236	0	0.0000	NA	433795	
Clearing Member		81	130678	0	0	130678	0.3084	130678	0	130678	0.3084	0	0.3084	0	0.0000	NA	130678	
Non Resident Individual		306	222930	0	0	222930	0.5260	222930	0	222930	0.5260	0	0.5260	0	0.0000	NA	222930	
Trusts		1	9000	0	0	9000	0.0212	9000	0	9000	0.0212	0	0.0212	0	0.0000	NA	9000	
Foreign Portfolio Investor (Individual)		1	10000	0	0	10000	0.0236	10000	0	10000	0.0236	0	0.0236	0	0.0000	NA	10000	
Sub Total		15942	11137814	0	0	11137814	26.2812	11137814	0	11137814	26.2812	0	26.2812	0	0.0000	NA	10865474	
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		15973	19168551	0	0	19168551	45.2308	19168551	0	19168551	45.2308	0	45.2308	0	0.0000	NA	18888181	



Table IV - Statement Showing shareholding pattern of the Non Promoter - Non Public shareholder as on 31/12/2020

	Category & Name of the Shareholders (I)	PAN (II)	No of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV) + (V)+(VI)	Shareholding % calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying outstanding convertible securities (including Warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					No. (a)	As a % of total shares held (b)	No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)		
									Class x	Class y	Total								
(1)	Custodian / DR Holder																		
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																		
	Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0



Format of holding of specified securities

1. Name of Listed Entity: SOMANY CERAMICS LTD. (CIN:L40200WB1968PLC224116)
2. Scrip Code 531548 Name of Scrip SOMANY CER A,- Class of Security Equity
3. Share Holding Pattern Filed under : Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
 - a. If under 31 (1)(b) then indicate the report for Quarter ending: 31/12/2020 (POST-SCHEME)
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. **Declaration** : The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
4 Whether the Listed Entity has any shares in Locked-in?		No
5 Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the column for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-



SOMANY CERAMICS LTD.

Table I - Summary Statement holding of specified securities as on 31/12/2020(POST)

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
								Class eg.x	Class eg.y	Total								
(A)	Promoter & Promoter group	11	23269489	0	0	23269489	54.7850	23269489	0	23269489	54.7850	0	0.0000	0	0.0000	23269489		
(B)	Public	17913	19204713	0	0	19204713	45.2150	19204713	0	19204713	45.2150	0	0.0000	NA		18916316		
(C)	Non Promoter - Non Public													NA				
(C1)	Shares underlying DRs						NA									NA		
(C2)	Shares held by Employee Trusts															NA		
	Total	17924	42474202	0	0	42474202	100.0000	42474202	0	42474202	100.0000	0	0.0000			42185805		



Table II - Statement Showing shareholding pattern of the Promoter and Promoter Group as on 31/12/2022(POST)

(1)	Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights in each class of securities (X)			No of shares Underlying convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X)+(A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)	As a % of total shares held (b)	Number of equity shares held in dematerialized form (XIV)
									Class	x	Class y			Total	No. (a)			
(a)	Indian Individuals/Hindu undivided Family		11	23269489			23269489	54.7850	0	23269489	0	54.7850	0	0.0000	0	0.0000	23269489	
	ABHISHEK SOMANY	AAXAS904E	1	10080055			10080055	23.7322	0	10080055	0	23.7322	0	0.0000	0	0.0000	10080055	
	SHREEKANT SOMANY	AAXAS9474L	1	4337872			4337872	10.2130	0	4337872	0	10.2130	0	0.0000	0	0.0000	4337872	
	SHRIVATSA SOMANY	AAXAS9473P	1	4337872			4337872	10.2130	0	4337872	0	10.2130	0	0.0000	0	0.0000	4337872	
	ABHISHEK SOMANY	AAIHA5451K	1	1914093			1914093	4.5065	0	1914093	0	4.5065	0	0.0000	0	0.0000	1914093	
	ANJANA SOMANY	AI FPS6255A	1	1084468			1084468	2.5532	0	1084468	0	2.5532	0	0.0000	0	0.0000	1084468	
	MINAL SOMANY	AADPM056SF	1	1070108			1070108	2.5194	0	1070108	0	2.5194	0	0.0000	0	0.0000	1070108	
	ANUSHREE CHOPRA	ALBFS1399E	1	121407			121407	0.2858	0	121407	0	0.2858	0	0.0000	0	0.0000	121407	
	SHRIVATSA SOMANY	BMRP-S6154D	1	119538			119538	0.2814	0	119538	0	0.2814	0	0.0000	0	0.0000	119538	
	SHREEKANT SOMANY	AIYPS6272Q	1	119538			119538	0.2814	0	119538	0	0.2814	0	0.0000	0	0.0000	119538	
	AMEYA SOMANY	BOJPS1265K	1	65000			65000	0.1530	0	65000	0	0.1530	0	0.0000	0	0.0000	65000	
	ABHISHEK SOMANY	AIYPS6275K	1	19538			19538	0.0460	0	19538	0	0.0460	0	0.0000	0	0.0000	19538	
(b)	Central Government/State Government(s)																	
(c)	Financial Institutions/Banks																	
(d)	Any Other (specify)																	
	Sub Total		11	23269489			23269489	54.7850	0	23269489	0	54.7850	0	0.0000	0	0.0000	23269489	
(2)	Foreign Individuals (Non-Resident Individuals/Foreign Individuals)																	
(e)	Government																	
(b)	Institutions																	
(d)	Foreign Portfolio Investor																	
(e)	Any Other (specify)																	
	Sub Total		0	0			0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	
	Total Shareholding of Promoter and Promoter Group (A)=(A1)+(A)(2)		11	23269489			23269489	54.7850	0	23269489	0	54.7850	0	0.0000	0	0.0000	23269489	



	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957) As a % of (A+B+C2) (VII)	Number of Voting Rights held in each class of securities (IX)			No. of shares Underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked In shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting rights	No. (Not applicable) (a)	As a % of total shares held (b)	As a % of total shares held (Not applicable) (b)		
									Class x	Class y	Total								
(1)	Institutions																		
(a)	Mutual Funds / UTI		3	6128268	0	0	6128268	14.4282	6128268	0	6128268	14.4282	0	0.0000	NA			6128268	
	FRANKLIN BUILD INDIA FUND	AAATT4931H	2	3750000	0	0	3750000	8.8289	3750000	0	3750000	8.8289	0	0.0000	NA			3750000	
	L AND T MUTUAL FUND TRUSTEE LIMITED - L AND T HYBRID EQUITY FUND	AAATC4460E	5	2203404	0	0	2203404	5.1876	2203404	0	2203404	5.1876	0	0.0000	NA			2203404	
(b)	Venture Capital Funds																		
(c)	Alternate Investment Funds		2	884206	0	0	884206	2.0817	884206	0	884206	2.0817	0	0.0000	NA			884206	
	NEW MARK CAPITAL INDIA FUND I	AADTN1607M	1	819206	0	0	819206	1.9287	819206	0	819206	1.9287	0	0.0000	NA			819206	
(d)	Foreign Venture Capital Investors																		
(e)	Foreign Portfolio Investors		22	800532	0	0	800532	1.8847	800532	0	800532	1.8847	0	0.0000	NA			800532	
(f)	Financial Institutions / Banks		3	8033	0	0	8033	0.0189	8033	0	8033	0.0189	0	0.0000	NA			0	
(g)	Insurance Companies		1	209701	0	0	209701	0.4937	209701	0	209701	0.4937	0	0.0000	NA			209701	
(h)	Provident Funds / Pension Funds																		
(i)	Any Other (specify)																		
	Sub Total		31	8030740	0	0	8030740	18.9073	8030740	0	8030740	18.9073	0	0.0000	NA			8022707	
(2)	Central Government / State Government(s) / President of India																		
(3)	Non-Institutions																		
(a)	Individuals-																		
	I. Individual shareholders holding nominal share capital upto Rs.2 lakhs		17255	6104305	0	0	6104305	14.3718	6104305	0	6104305	14.3718	0	0.0000	NA			5856547	
	II. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs		12	3030294	0	0	3030294	7.1344	3030294	0	3030294	7.1344	0	0.0000	NA			3030294	
	MITESH N MEHTA	AJMPM8738J	1	820000	0	0	820000	1.9306	820000	0	820000	1.9306	0	0.0000	NA			820000	
	SANJEEV VINODCHANDRA PAREKH	AACPP8597R	1	443523	0	0	443523	1.0442	443523	0	443523	1.0442	0	0.0000	NA			443523	
(b)	NBFCs registered with RBI																		
(c)	Employee Trusts																		



Table III - Statement Showing shareholding pattern of the Public shareholder as on 31/12/2020 (POST)

Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying convertible securities (Including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of Total Voting rights	As a % of total shares held (b)	No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)		
								Class x	Class y	Total								
(d) Overseas Depositories (holding DRs) (balancing figure)																		
(e) Any Other (specify)																		
Investor Education and Protection Fund Authority		2	166523	0	0	166523	0.3921	166523	0	166523	0.3921	0	0.3921	0	0.0000	NA		166523
Bodies Corporate		211	1500005	0	0	1500005	3.5316	1500005	0	1500005	3.5316	0	3.5316	0	0.0000	NA		1467572
KIRTI VARDHAN FINVEST SERVICES LIMITED	AABCK2706P	1	433795	0	0	433795	1.0213	433795	0	433795	1.0213	0	1.0213	0	0.0000	NA		433795
Clearing Member		81	130686	0	0	130686	0.3077	130686	0	130686	0.3077	0	0.3077	0	0.0000	NA		130686
Non Resident Individual		317	223002	0	0	223002	0.5250	223002	0	223002	0.5250	0	0.5250	0	0.0000	NA		222984
Trusts		3	9158	0	0	9158	0.0216	9158	0	9158	0.0216	0	0.0216	0	0.0000	NA		9003
Foreign Portfolio Investor (Individual)		1	10000	0	0	10000	0.0235	10000	0	10000	0.0235	0	0.0235	0	0.0000	NA		10000
Sub Total		17882	11173973	0	0	11173973	26.3077	11173973	0	11173973	26.3077	0	26.3077	0	0.0000	NA		10893609
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		17913	19204713	0	0	19204713	45.2150	19204713	0	19204713	45.2150	0	45.2150	0	0.0000	NA		18916316



	Category & Name of the Shareholders (I)	PAN (II)	No of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV) + (V)+(VI)	Shareholding % calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			Total as a % of Total Voting rights	No of shares Underlying outstanding convertible securities (including Warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights						No. (a)	As a % of total shares held (b)	No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)	
									Class x	Class y	Total								
(1)	Custodian / DR Holder																		
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																		
	Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0



Vardhman Doogar

B. Com., FCA, CS, MIB
Registered Valuer (Securities or Financial Assets)
Registration No.: IBBI/RV/06/2019/10802

August 22, 2019

The Board of Directors
Somany Ceramics Limited
2, Red Cross Place
Kolkata- 700001

The Board of Directors
Schablona India Limited
82/19, Bhakerwara Road,
Mundka, New Delhi-110041

Subject: Recommendation of Equity Share Exchange Ratio for the Proposed Amalgamation of Schablona India Limited with Somany Ceramics Limited.

Dear Sir(s)/Madam(s),

Referring to the engagement letter dated June 17, 2019 whereby I, Mr Vardhman Doogar, has been appointed by the management of Somany Ceramics Limited (hereinafter referred to as "Company", "SCL", "Amalgamated Company") & Schablona India Limited (hereinafter referred to as "SIL", "Amalgamating Company") for recommendation of Fair Equity Share Exchange Ratio for the proposed Scheme of Amalgamation of Schablona India Limited with Somany Ceramics Limited.

The Fair Equity Share Exchange Ratio ("Swap Ratio") for this report refers to number of equity shares of SCL which would be issued to the equity shareholders of SIL pursuant to the proposed Scheme of Amalgamation.

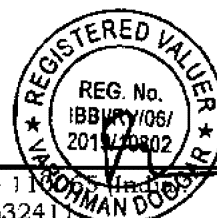
SCL and SIL are hereinafter collectively referred to as the 'Companies'. Vardhman Doogar has been hereinafter referred to as 'Registered Valuer' or 'I' or 'me'.

1. Scope and Purpose of this Report

Registered Valuer have been informed by the management of Companies (hereinafter referred to as the 'Management') that they are considering a proposal for amalgamation of SIL with SCL (hereinafter referred to as 'Amalgamation') pursuant to the Scheme of Amalgamation between the Companies and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, including rules and regulations made thereunder (hereinafter referred to as the "Scheme", "Scheme of Arrangement"). I have been informed that the Board of directors of both the Companies, in their respective meeting held on June 17, 2019, have given in-principal approval for amalgamation of Schablona India Limited with Somany Ceramics Limited.

In this regards, Registered Valuer have been appointed to carry out the relative valuation (not an absolute valuation) of equity shares of Companies and to recommend the fair equity share exchange ratio for the proposed Amalgamation in accordance with internationally accepted

Page 1 of 14



valuation standards/ ICAI Valuation Standards 2018 issued by Institute of Chartered Accountants of India.

Registered Valuer understand that the appointed date for the Proposed Amalgamation is April 1, 2019 or such other date as approved by the National Company Law Tribunal as per the draft Scheme of Amalgamation. For the purpose of this valuation, August 22, 2019 has been considered as the "Valuation Date".

The Management have informed that:

- a) There would not be any capital variation in the Companies till the Proposed Amalgamation becomes effective without the approval of shareholders. The management has also informed us that the Scheme of Amalgamation between Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited and their respective shareholders from the appointed date of April 1, 2018 has been filed with National Company Law Tribunal, Kolkata , and pending for necessary approval. The said scheme of Amalgamation won't result in any variation of Capital structure of the Company.
- b) There are no unusual/abnormal events in both the Companies since the last audited result declaration date till the report date materially impacting their operating/financial performance and last audited financial statements of both the companies are available for the period/year ended March 31, 2019.

This report is our deliverable in respect of our recommendation of the Fair Equity Share Exchange Ratio for the Proposed Amalgamation.

We have considered financial information up to March 31, 2019 and current market parameters in our analysis and made any material adjustment for additional facts upto the date of valuation.

Our opinion is based on prevailing market, economic and other conditions as at the date of this report. This conditions can change over relatively short periods of time. Any subsequent changes in these conditions could have an impact upon our opinion. We do not undertake to update this report for events or circumstances arising after the date of this report.

This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

2. **Brief Background**

2.1. **Somany Ceramics Limited**

Somany Ceramics Limited ("SCL") is a public limited company, (bearing CIN L40200WB1968PLC224116) incorporated on January 22, 1968 under the provisions of The Companies Act, 1956, having its registered office at 2, Red Cross Place, Kolkata - 700001 India.



SCL is inter alia engaged in the business of manufacture, marketing, sale and distribution of wall and floor tiles, sanitaryware, bath fittings, bath appliances and all other allied products. SCL is an internationally acclaimed organization that specializes in ceramics and allied products segment. SCL has tiles manufacturing capacity of about 52 million square meters through two own units (Kadi, Gujarat and Kassar, Haryana), seven associate/subsidiary companies. In addition, to this SCL has tie up with other outsource vendors for procurement of about 10 million square meters. SCL has also sanitaryware and Bath fittings capacity of 1.15 million pieces and 0.65 million pieces respectively through its subsidiaries. SCL is a complete décor solutions provider and its extensive range of products include- Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Glazed Vitrified Tiles, Digital Tiles, Sanitaryware and Bath Fittings as well as Tile Laying Solutions.

The shares of the Company are listed in India on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The issued and subscribed equity share capital of SCL is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
12,50,00,000 Equity Shares of Rs.2/- each	25,00,00,000/-
Issued, Subscribed and Paid-up Share Capital	
4,23,79,426 Equity Shares of Rs 2/- each	8,47,58,852/-

The shareholding pattern as on June 30, 2019 is as follows:

Particulars	No. of shares [^]	% shareholding
Promoter and Promoter Group	2,18,10,767	51.47%
Total Non-Promoter	2,05,68,659	48.53%
Total Equity shares	4,23,79,426	100.00%

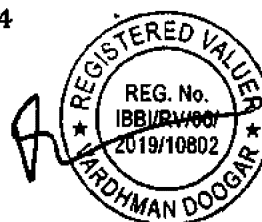
[^] Face value of INR 2/- each

2.2. Schablona India Limited

Schablona India Limited ("SIL") is a public limited company incorporated on May 11, 1983 under the provisions of the Companies Act, 1956, having its registered office at 82/19, Bhakerwara Road, Mundka, New Delhi - 110041 India.

SIL is engaged in the business of manufacturing and trading of decorated tiles, transfers and stickers for decoration on ceramics articles, sanitaryware etc. SIL has manufacturing plants in Kassar, (Haryana). The equity shares of the company are listed in India on Bombay Stock Exchange. The issued and subscribed equity share capital of SIL is as follows -

Particulars	Amount (Rs.)
Authorized Share Capital	
50,00,000 Equity Shares of Rs.10/- each	5,00,00,000/-
Issued, Subscribed and Paid-up Share Capital	
31,59,215 Equity Shares of Rs. 4/- each	1,26,36,860/-



The shareholding pattern as on June 30, 2019 is as follows:

Particulars	No. of shares [^]	% shareholding
Promoter and Promoter Group	19,53,811	61.84%
Total Non-Promoter	12,05,404	38.16%
Total Equity shares	31,59,215	100.00%

[^] Face value of INR 4/- each

3. Registered valuer - Vardhman Doogar

Registered Valuer is a fellow member of The Institute of Chartered Accountants of India ('ICAI') (Membership No.: 517347) practising as a partner with Doogar & Associates, Chartered Accountants (FRN No.: 000561N).

The Registered Valuer is also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class - 'Securities or Financial Assets' with Registration No. IBBI/RV/06/2019/10802.

4. Procedures adopted for the purpose of the valuation

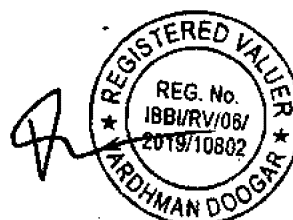
In connection with this analysis, we have adopted the following procedures to carry out the valuation analysis:

- 4.1. Requested and received financial and qualitative information relating to the Companies;
- 4.2. Obtained and analyzed data available in public domain, as considered relevant by us;
- 4.3. Discussed with the management and representatives of the respective Companies on understanding of the business and fundamental factors affecting the Companies;
- 4.4. Undertook industry analysis:
 - 4.4.1. Research publicly available market data including economic factors and industry trends that may impact the valuation;
 - 4.4.2. Analysis of key trends and valuation multiples of comparable companies/comparable transactions, if any, using proprietary databases subscribed by us;
- 4.5. Analysis of other publicly available information;
- 4.6. Selection of valuation approach and valuation methodology/(ies), in accordance with IVS, as considered appropriate and relevant by us;
- 4.7. Determination of relative values of the equity shares of the Companies;
- 4.8. Further, at the request of respective Managements, we have had discussions with fairness opinion providers appointed by respective Companies on the valuation approach adopted and assumptions made.

5. Sources of Information

The valuation exercise is based on the following information which has been received from the Management:

- a) Brief overview of the business of Companies and other relevant information;



- b) Salient features of the Proposed Amalgamation;
- c) Draft Scheme of Arrangement of SIL with SCL;
- d) Memorandum and Articles of Association of the Companies;
- e) Audited Consolidated & Standalone financial statements of the Companies for the financial year ended March 31, 2019 and March 31, 2018;
- f) Shareholding pattern of the Companies as on March 31, 2019 and June 30, 2019;
- g) Such other information and explanations as required and which have been provided by the Management;
- h) Fair valuation Report of Land and Building of SIL by Ratan Dev Garg (IBBI Registered Valuer - Land and Building) dated August 5, 2019.
- i) Information provided by leading database sources, market research reports and other published data such as Capital Line, Prowess, CCIL, BSE and NSE;
- j) The management of the Companies have been provided with the opportunity to review the draft report (excluding the recommended Fair Equity Share Exchange Ratio) for this engagement to make sure that factual inaccuracies and omissions are avoided in our final report.

Further, Registered Valuer have taken into consideration the current market parameters in his analysis and have made adjustments for additional facts made known to us till the date of report which will have a bearing on the valuation analysis to the extent considered appropriate. Further, the Management have informed Registered Valuer that all material information impacting the Companies have been disclosed.

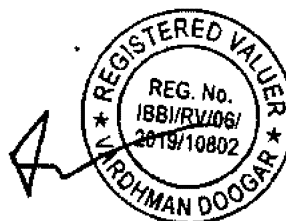
This report will be placed before the Boards/Audit Committee of the respective Companies, as applicable, as per the relevant SEBI Circulars, and, to the extent mandatorily required under applicable laws of India. This report may be required to be produced before the judicial, regulatory or government authorities, stock exchanges, shareholders in connection with the Proposed Amalgamation under applicable laws.

6. Scope Limitations, Assumptions, Qualifications, Exclusions And Disclaimers

This report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. Further my report on recommendation of fair equity share exchange ratio of the Companies is in accordance with ICAI Valuation Standards (IVS) 2018.

This report has been prepared for the Board of Directors of the Companies solely for the purpose of recommending a fair equity share exchange ratio for the proposed amalgamation of SIL with SCL.

Valuation is not a precise science and the conclusions arrived at will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While Registered Valuer have provided an assessment of value by applying certain formulae which are based on the information available, others may place a different value.



The Management has represented that the Companies has clear and valid title of assets. No investigation on the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid.

For the purpose of this exercise, Registered Valuer was provided with both written and verbal information including information detailed herein above in Para 'Sources of Information'. Further, the responsibility for the accuracy and completeness of the information provided to me by the Companies / auditors / consultants is that of the respective Companies. Also, with respect to explanations and information sought from the Companies, Registered Valuer have been given to understand by the Management that they have not omitted any relevant and material factors about the respective Companies. The Management has indicated to me that they have understood that any omissions, inaccuracies or misstatements by the Management may materially affect our valuation analysis / conclusions. Our work does not constitute an audit, due diligence or certification of these information referred to in this report including information sourced from public domain. Accordingly, Registered Valuer is unable to and do not express an opinion on the fairness or accuracy of any information referred to in this report and consequential impact on the present exercise. However, nothing has come to our attention to indicate that the information provided / obtained was materially misstated / incorrect or would not afford reasonable grounds upon which to base the report.

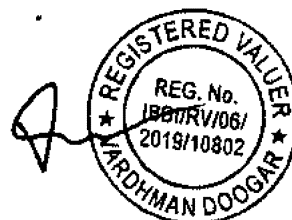
Valuation analysis and results are specific to the purpose of valuation and the Valuation Date mentioned in the report and is as per agreed terms of the engagement.

A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular, This report is issued on the understanding that Management has drawn my attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on my opinion, on the fair value of the shares of the Companies including any significant changes that have taken place or are likely to take place in the financial position of the Companies. Events and transactions occurring after the date of this report may affect the report and assumptions used in preparing it and Registered Valuer do not assume any obligation to update, revise or reaffirm this report.

The fee for the engagement and the report is not contingent upon the results reported.

This report is not, nor should it be construed as Registered Valuer opining or certifying the compliance of the proposed transaction with the provisions of any law including companies, competition, taxation and capital market related laws or as regards any legal implications or issues arising in India or abroad from such proposed amalgamation.

Any person/party intending to provide finance/invest in the shares/convertible instruments/business of the Companies shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.



The decision to carry out the transaction (including consideration thereof) lies entirely with the Management/the Board of Directors and our work and our finding shall not constitute a recommendation as to whether or not the Management/the Board of Directors should carry out the transaction.

This Report, its contents and the results are meant for the specific purpose of valuation agreed as per the terms of engagement; Valuation Date; and based upon the data detailed above. This Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall we assume any responsibility to any third party to whom the report is disclosed or otherwise made available.

Registered Valuer, nor its employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for/or based on or relating to any such information contained in the valuation.

7. Valuation Approaches & Methodologies

The main valuation approaches are the asset approach, market approach and income approach. There are several commonly used and accepted methods including those set out in the IVS, within the market approach, income approach and asset approach, for determining the relative fair value of equity shares, which can be considered in the present case, to the extent relevant and applicable, to arrive at the Fair Equity Share Exchange Ratio for the purpose of the Proposed Merger, such as

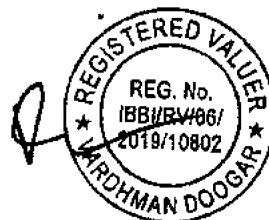
7.1. The Income Approach

Under the 'Income' approach, the equity shares of a company can be valued using Discounted Cash Flow ('DCF') method. The DCF method values the business by discounting its free cash flows to be generated for the explicit forecast period and the perpetuity value (or terminal value) thereafter. Such DCF analysis involves determining the following:

Estimating future free cash flows: Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company's capital - both debt and equity.

Appropriate discount rate to be applied to cash flows i.e. the cost of capital: This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers, weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

SCL & SIL are listed entities & information related to future profit & loss, Balance sheet & cash flow is price sensitive. In light of the above the Registered Valuer is not provided with the



projections of the Companies by their respective management. So, therefore, this method has not been used for the valuation exercise.

7.2. The Asset Approach

The Asset approach represents the value with reference to historical cost of assets owned by the company and the attached liabilities. The assets approach can either be on book value basis or adjusted book value after considering fair market value of underlying assets. This methodology is likely to be appropriate for business which derives value mainly from the underlying value of its assets rather than earnings. Such value generally represents the support value in case of profit-making business and thus, has limited relevance in the valuation of the business of a going concern.

We have used this method for valuation of SIL as the company has been incurring losses at operational level from past years and based on discussion with management, given the market scenario SIL is not expected to generate sustainable cash flow in future on its own.

We have used the NAV method to value SIL, in the Adjusted NAV method we have considered the book value assets and liabilities as their realisable value expect for value of immovable property for which we have relied on the valuation report of an independent technical valuer.

7.3. Market Approach

a. Market Price Method

The market price of an equity share, as quoted on a stock exchange, is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

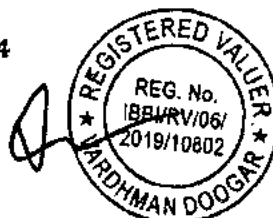
Equity shares of SCL is listed on BSE and NSE and are frequently traded in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018. Equity shares of SIL is listed on BSE and are infrequently traded in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018. However there are regular transactions in equity shares of SIL .

The market price of both the companies has been calculated based on 6 months average of volume weighted average price before the date of Board meeting (i.e. August 22, 2019)

The cut of date for aforesaid calculation has been considered as August 22, 2019 i.e., the valuation date and prices have been considered up to August 21, 2019. Trading volume of equity shares of SCL during the last 12 months was higher on NSE as compared to BSE. However, in case of SIL which is listed only on BSE, hence the stock price of the same has been taken from BSE.

b. Comparable Companies Multiple Method (CCM Method)

Under CCM method, the value of equity shares of SCL is determined by using multiples derived from valuations of comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers,



incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

To the value so arrived, appropriate adjustments have been made for borrowings, surplus assets, cash and cash equivalents and value of investments to arrive at the adjusted earnings value.

The adjusted earnings value as arrived above is divided by the outstanding number of equity shares to arrive at the value per share.

Taking the above outlined factors, including ICDR Regulations, into consideration, we have adopted Market Price method and Comparable Companies Multiple ('CCM') method for valuation of equity shares of SCL and Market Price method for SIL.

8. Recommendation of Fair Equity Share Exchange Ratio

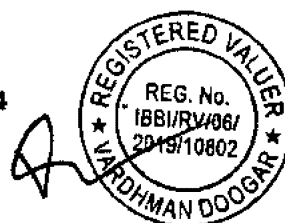
The fair basis of amalgamation of SIL with SCL would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at under different methods, for the purposes of recommending a ratio of exchange it is necessary to arrive at a single value for the shares of the Companies. It is however important to note that in doing so, Registered Valuer is not attempting to arrive at the absolute values of the shares of each company. Our exercise is to work out relative value of shares of the Companies to facilitate the determination of a ratio of exchange. For this purpose, it is necessary to give appropriate weightage to the values arrived at under each approach.

As mentioned above, we have independently applied methodologies and arrived at their assessment of value per share of the specified Companies. To arrive at the consensus on the Fair Equity Share Exchange Ratio, suitable averaging and rounding off in the values arrived at by me have been done. The value under each of the approaches is given below:

Valuation Approach	Somany Ceramics Limited		Schablona India Limited	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Asset Approach	NA	0%	(19.28)	0%*
Income Approach**	NA	0%	NA	0%
Market Approach				
<i>Market Price</i>	394.29	50%	12.21	100%
<i>CCM Method -EBITDA Multiple</i>	405.23	50%	-	-
Relative Value per share	399.76		12.21	
Exchange Ratio (rounded off)	0.03 : 1			

NA = Not Applicable

Page 9 of 14



** Since, the value based on Adjusted NAV is coming negative even after considering the fair market value of immovable property. So, I haven't given weight to the Asset Approach (calculated based on 31st March 2019).*

***We have not been provided with financial projections of SCL & SIL. Hence, the same is not been considered here.*

(The workings of respective methods are enclosed in Annexure-1)

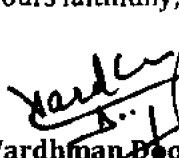

The fair equity share exchange ratio has been arrived on the basis of a relative valuation of equity shares of SCL and SIL based on the approaches explained herein earlier and various qualitative factors relevant to the companies and the business dynamics and growth potential of the businesses, having regard to information base, management representation and perceptions, key underlying assumptions and limitations.

We have informed by the management of SCL that a scheme of amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited is pending in the Hon'ble NCLT, Kolkata. In the said scheme, SCL will issue its equity shares to shareholders of the transferor companies, exactly same number of equity shares as held by transferor companies in SCL. Further, we were informed that there will be no major impact on the net worth of SCL after the scheme. So, the said scheme of amalgamation of SCL will not have any material impact on the valuation of SCL and on this Report.

In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined herein above earlier in this report, in our opinion the fair equity share exchange ratio for the proposed amalgamation of SIL with SCL is as under:

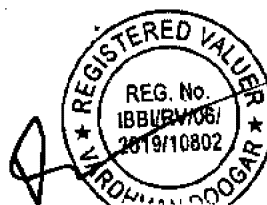
3 (Three) equity share of Somany Ceramics Limited of INR 2 each fully paid up for every 100 (hundred) equity Shares of Schablona India Limited of INR 4 each fully paid up.

Thanking you,
Yours faithfully,

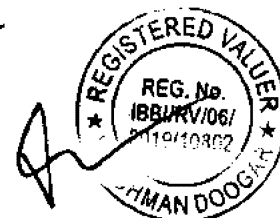


Vardhman Doogar
Registered Valuer No. IBB/RV/06/2019/10802
ICAI Membership No.: 517347
UDIN: 19517347AAAADW1554
Place: New Delhi
Date: August 22, 2019

Annexure -I**Market Approach - Market Price Method using average of 6 Month Daily Volume Weighted Average Price (VWAP)**

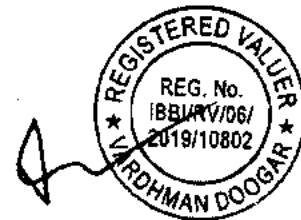
6 Month Daily Volume Weighted Average Price (VWAP) (In INR)		
Date	Somany Ceramics Limited	Schablona India Limited
21-Feb-19	314.36	9.81
22-Feb-19	317.67	9.05
25-Feb-19	321.92	
26-Feb-19	320.87	
27-Feb-19	325.2	
28-Feb-19	324.11	
01-Mar-19	330.89	
05-Mar-19	354.93	
06-Mar-19	358.57	
07-Mar-19	367.69	
08-Mar-19	364.75	
11-Mar-19	365.89	
12-Mar-19	380.66	
13-Mar-19	389.92	9.50
14-Mar-19	385.09	
15-Mar-19	384.88	9.97
18-Mar-19	377.72	
19-Mar-19	385.15	
20-Mar-19	388.26	
22-Mar-19	392.26	
25-Mar-19	390.19	
26-Mar-19	396.21	
27-Mar-19	404.98	
28-Mar-19	410.13	
29-Mar-19	414.78	
01-Apr-19	427.3	
02-Apr-19	415.02	
03-Apr-19	417.89	
04-Apr-19	415.1	
05-Apr-19	422.35	
08-Apr-19	457.45	
09-Apr-19	443.35	
10-Apr-19	437.18	
11-Apr-19	425.13	
12-Apr-19	416.49	9.53
15-Apr-19	427.39	10.46
16-Apr-19	424.87	10.43
18-Apr-19	415.87	9.90
22-Apr-19	415.86	9.53
23-Apr-19	408.35	9.00
24-Apr-19	400.08	
25-Apr-19	410.29	8.87



6 Month Daily Volume Weighted Average Price (VWAP) (In INR)		
Date	Somany Ceramics Limited	Schablona India Limited
26-Apr-19	405.71	
30-Apr-19	431.22	
02-May-19	430.8	
03-May-19	423.56	
06-May-19	413.44	
07-May-19	408.13	
08-May-19	392.51	
09-May-19	379.23	
10-May-19	375.4	
13-May-19	376.89	
14-May-19	365.91	
15-May-19	370.67	
16-May-19	371.26	
17-May-19	366.95	
20-May-19	374.27	
21-May-19	368.52	
22-May-19	372.04	
23-May-19	385.68	
24-May-19	418.08	
27-May-19	447.87	
28-May-19	435.15	
29-May-19	439.55	9.45
30-May-19	440.06	9.87
31-May-19	440.29	10.30
03-Jun-19	443.69	
04-Jun-19	440.1	10.80
06-Jun-19	433.14	11.38
07-Jun-19	426.61	11.90
10-Jun-19	423.89	
11-Jun-19	425.96	12.45
12-Jun-19	432.72	13.07
13-Jun-19	425.1	
14-Jun-19	427.57	13.00
17-Jun-19	424.33	13.06
18-Jun-19	431.27	
19-Jun-19	422.73	
20-Jun-19	416.59	
21-Jun-19	413.74	
24-Jun-19	411.8	13.38
25-Jun-19	413.86	
26-Jun-19	423.52	13.71
27-Jun-19	440.42	14.36
28-Jun-19	439.59	15.05
01-Jul-19	446.7	15.05
02-Jul-19	444.73	15.70
03-Jul-19	438.75	16.45



6 Month Daily Volume Weighted Average Price (VWAP) (In INR)		
Date	Somany Ceramics Limited	Schablona India Limited
04-Jul-19	440.32	15.66
05-Jul-19	440.15	14.96
08-Jul-19	428.62	
09-Jul-19	433.68	14.86
10-Jul-19	426.14	14.20
11-Jul-19	420.2	13.88
12-Jul-19	425.66	
15-Jul-19	424.95	13.15
16-Jul-19	419.48	13.10
17-Jul-19	422.29	13.15
18-Jul-19	425.3	13.89
19-Jul-19	421.94	
22-Jul-19	420.85	
23-Jul-19	419.73	
24-Jul-19	380.95	
25-Jul-19	380.1	
26-Jul-19	381.89	
29-Jul-19	375.94	
30-Jul-19	367.92	
31-Jul-19	353.4	
01-Aug-19	341.85	
02-Aug-19	333.99	
05-Aug-19	320.6	
06-Aug-19	319.9	
07-Aug-19	325.7	
08-Aug-19	315.38	
09-Aug-19	322.95	
13-Aug-19	314	
14-Aug-19	305.98	
16-Aug-19	298.15	
19-Aug-19	299.46	
20-Aug-19	293.49	
21-Aug-19	280.95	
Simple Average of VWAP	394.29	12.21



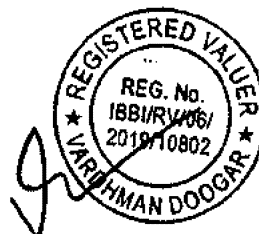
Market Approach - CCM Method using EBITDA Multiple

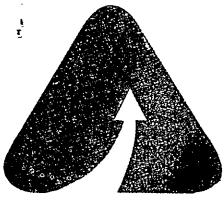
Particulars	Amount (In INR Cr.)
Average EV/EBITDA Multiple of Industry (In Times)	13.51
EBITDA (Somany Ceramics Limited)	163.37
Enterprise Value (Somany Ceramics Limited)	2,206.36
Less : Net Debt	402.32
Less: Non-controlling Interest	86.72
Shareholder Value (Somany Ceramics Limited)	1,717.32
No. of shares as on 31.03.19 (In Numbers)	4,23,79,426
Value per share (Somany Ceramics Limited)	405.23

Asset Approach - Net Asset Value (NAV) of Schablona India Limited as on March 31, 2019

Particulars	Amount (in INR Cr.)
Plant Property and Equipment (Refer table below)	15.51
Other Non-Current Assets	0.14
Current Asset	5.40
Total Assets	21.05
Less: Non-current Liabilities	1.65
Less: Current Liabilities	25.49
Net Assets Value available to shareholders	-6.09
Number of Shares (In Number)	31,59,215
Net Asset Value per share (Schablona India Limited)	(19.28)

Plant Property and Equipment (PPE)	Amount (in INR Cr.)
Land & Building	1.40
Plant & Equipment	1.01
Furniture & Fixtures	0.01
Computer	0.07
Office Equipment	0.02
Vehicles	0.19
Total	2.70
Less: Book Value of Land & Building	1.40
Add: Fair Value of Land & Building as per IBBI Registered Asset Valuer	14.21
Fair Value of PPE	15.51





GSTIN: 07AAICS6488H1ZS
CIN: U65923DL2001PLC113191

3DIMENSION CAPITAL SERVICES LIMITED

SEBI Registered (Category - I) Merchant Banker
SEBI Registration No. INM000012528

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Date: August 22, 2019

The Board of Directors
Somany Ceramics Limited
2, Red Cross Place
Kolkata- 700001

The Board of Directors
Schablona India Limited
82/19, Bhakerwara Road, Mundka, New Delhi-110041

Dear Sir(s),

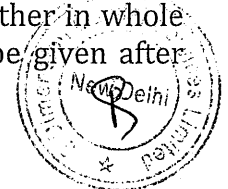
Subject: Fairness Opinion on the Valuation Report of Mr. Vardhman Doogar, Registered Valuer (bearing Registration No IBBI/RV/06/2019/10802) for the fair valuation of Equity Shares and computation of Share Swap Ratio in the proposed Amalgamation of Schablona India Limited with Somany Ceramics Limited.

We, 3Dimension Capital Services Limited, a SEBI registered Merchant Banker (hereinafter referred to as "3DCSL"), have been approached to provide a fairness opinion on the Valuation Report given by Mr. Vardhman Doogar, Registered Valuer (hereinafter referred as "Valuer"), having registered office at 13, Community Centre, Kailash Colony, Delhi - 110048.

Referring to the engagement letter dated June 17, 2019 whereby, Mr. Vardhman Doogar, have been appointed by the management of Somany Ceramics Limited (hereinafter referred to as "Company", "SCL", "Amalgamated Company") & Schablona India Limited (hereinafter referred to as "SIL", "Amalgamating Company") for recommendation of Fair Equity Share Exchange Ratio for the proposed Scheme of Amalgamation of Schablona India Limited with Somany Ceramics Limited as on August 22, 2019 (hereinafter referred as the "Valuation Date").

Scope and Purpose of the Opinion:

This report has been prepared exclusively for the reference of the Board of Directors of the SCL & SIL. Hence, this report should not be used for any other purpose, whether in whole or in part without our prior written consent, for which consent will only be given after consideration of the circumstances at the time.



About 3Dimension Capital Services Limited:

3Dimension Capital Services Limited (hereinafter referred to as "3DCSL") is a Public Limited Company incorporated under the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana. Our Company is a Merchant Banker registered with Securities and Exchange Board of India (SEBI), Mumbai with Registration No.: MB/INM000012528.

Background information about Somany Ceramics Limited ("SCL"):

Somany Ceramics Limited is a public limited company, (bearing CIN L40200WB1968PLC224116) incorporated on January 22, 1968 under the provisions of The Companies Act, 1956, having its registered office at 2, Red Cross Place, Kolkata - 700001 India.

SCL is inter alia engaged in the business of manufacture, marketing, sale and distribution of wall and floor tiles, sanitaryware, bath fittings, bath appliances and all other allied products. SCL is an internationally acclaimed organization that specializes in ceramics and allied products segment. SCL has tiles manufacturing capacity of about 52 million square meters through two own units (Kadi, Gujarat and Kassar, Haryana), seven associate/subsidiary companies. In addition, to this SCL has tie up with other outsource vendors for procurement of about 10 million square meters. SCL has also sanitaryware and Bath fittings capacity of 1.15 million pieces and 0.65 million pieces respectively through its subsidiaries. SCL is a complete décor solutions provider and its extensive range of products include- Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Glazed Vitrified Tiles, Digital Tiles, Sanitaryware and Bath Fittings as well as Tile Laying Solutions.

Background information about Schablona India Limited ("SIL"):

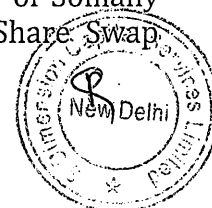
Schablona India Limited is a public limited company incorporated on May11, 1983 under the provisions of the Companies Act, 1956, having its registered office at 82/19, Bhakerwara Road, Mundka, New Delhi - 110041 India.

SIL is engaged in the business of manufacturing and trading of decorated tiles, transfers and stickers for decoration on ceramics articles, sanitaryware etc. SIL has manufacturing plants in Kassar, (Haryana).

Sources of the Information:

We have received the following information from the management of SIL and/ or SCL for the purpose of our opinion:

1. Valuation Report dated August 22, 2019 with respect to fair valuation of Somany Ceramics Limited and Schablona India Limited and computation of Share Swap Ratio.



From Public domain, we have used following information:

1. Brief write up on SIL and SCL.
2. Master Data on Ministry of Corporate Affairs web portal.

Approach followed by the Valuer for valuation:

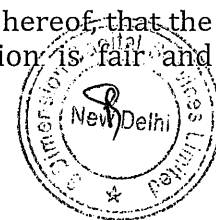
The per share consideration calculated in the valuation report by Valuer has been arrived at by considering the market approach, income approach and asset approach, for determining the relative fair value of equity shares to the extent relevant and applicable, to arrive at the Fair Equity Share Exchange Ratio for the purpose of the Proposed Arrangement.

During the course of discussion, Valuer has informed us that the Valuation has been carried out on the following premise:

- Brief overview of the business of Companies and other relevant information;
- Salient features of the Proposed Amalgamation;
- Draft Scheme of Arrangement of SIL with SCL;
- Memorandum and Articles of Association of the Companies;
- Audited Consolidated & Standalone financial statements of the Companies for the financial year ended March 31, 2019 and March 31, 2018;
- Shareholding pattern of the Companies as on March 31, 2019;
- Such other information and explanations as required and which have been provided by the Management;
- Fair valuation Report of Land and Building of SIL by RatavDev Garg (IBBI Registered Valuer – Land and Building) dated August 05, 2019.
- Information provided by leading database sources, market research reports and other published data such as Capital Line, Prowess, CCIL, BSE and NSE;
- The management of the Companies have been provided with the opportunity to review the draft report (excluding the recommended Fair Equity Share Exchange Ratio) for this engagement to make sure that factual inaccuracies and omissions are avoided in our final report.

Fairness Opinion:

Based upon and subject to the foregoing, we are of the opinion on the date hereof, that the valuation done by the Valuer for the proposed scheme of amalgamation is fair and





reasonable.

Valuation Summary as on August 22, 2019 ("Valuation Date"):

Valuation Approach	Somany Ceramics Limited		Schablona India Limited	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Asset Approach	NA	0%	(19.28)	0%*
Income Approach**	NA	0%	NA	0%
Market Approach				
Market Price	394.29	50%	12.21	100%
CCM Method -EBITDA Multiple	405.23	50%	-	-
Relative Value per share	399.76		12.21	
Exchange Ratio (rounded off)	0.03:1			

NA = Not Applicable

Disclaimer:

Our scope of work did not include the following:-

- An audit of the financial statements of SCL/ SIL.
- Carrying out a market survey / financial feasibility for the Business of SCL/ SIL.
- Financial and Legal due diligence of SCL/ SIL .

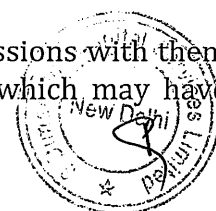
It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.

We assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of SCL and/or SIL.

We have not carried out any independent verification of the accuracy and completeness of all information as stated above. We have not reviewed any other documents other than those stated above.

The opinion must not be made available or copied in whole or in part to any other person without our express written permission save and except for the limited purpose of this opinion.

We understand that the management of SCL and/or SIL during our discussions with them would have drawn our attention to all such information and matters, which may have





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impact on our opinion. In this opinion we have included all such information and matters as was received by us from management of SCL and/or SIL.

The management of SCL and/or SIL, its subsidiaries and their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this opinion available to any party other than those required by statute for carrying out the limited purpose of this opinion. This opinion is not meant for meeting any other regulatory or disclosure requirements, or under any Indian or Foreign Law, Statute, Act, Guidelines or similar instructions. We would not be responsible for any litigation or other actual or threatened claims.

Notwithstanding anything contained in this report, 3DCSL, its Directors and employees will not be liable to any party for any direct, indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this engagement.

For 3Dimension Capital Services Limited,

Prapti

(PRAPTI ABBEY)

SENIOR MANAGER CUM COMPLIANCE OFFICER





SCHABLONA

Schablona India Ltd.
CIN : L51109DL1983PLC318655
Unit -1 : P.O. Kassar, Bahadurgarh-124507, Distt. Jhajjar, Haryana, India.
Ph.: 01276-241133 (5 Lines) E-mail : marketing@schablona.in
Regd. Office : 82/19, Bhakerwara Road, Mundka, New Delhi - 110041
Ph. : 011-28341085, Website : www.schablona.in



Date: February 21, 2020

To,

**The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001**

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 for the proposed Scheme of Amalgamation of Schablona India Limited with Somany Ceramics Limited

Sub: Submission of Complaints Report

Dear Sirs,

This has reference to captioned matter, we are enclosing herewith the Complaints report as per Annexure **III** of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

Thanking you,

Yours faithfully,
For **Schablona India Limited**

Vaer
(N. Goenka)
Director

Encl: a/a



SCHABLONA

Schablona India Ltd.
CIN : L51109DL1983PLC318655
Unit -1 : P.O. Kassar, Bahadurgarh-124507, Distt. Jhajjar, Haryana, India.
Ph.: 01276-241133 (5 Lines) E-mail : marketing@schablona.in
Regd. Office : 82/19, Bhakerwara Road, Mundka, New Delhi - 110041
Ph. : 011-28341085, Website : www.schablona.in



Annexure III to the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

Report on Complaints

(For the period from 9th January, 2020 to 20th February, 2020)


Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	NIL
2	Number of complaints forwarded by Stock Exchanges / SEBI	NIL
3	Total Number of complaints/comments received (1+2)	NIL
4	Number of complaints resolved	-
5	Number of complaints pending	-

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/pending)
1	NIL	NIL	NIL

For Schablona India Limited


(N. Goenka)
Director

Date: February 21, 2020

To,
The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

To,
Manager – Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 for the proposed Scheme of Amalgamation of Schablona India Limited with Somany Ceramics Limited

Sub: Submission of Complaints Report

Dear Sirs,

This has reference to captioned matter, we are enclosing herewith the Complaints report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

Thanking you,
For Somany Ceramics Limited



Ambrish Julka
GM (Legal) & Company Secretary

Encl: a/a



Annexure III to the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

Report on Complaints

(For the period from 30th January, 2020 to 21st February, 2020)

Part A

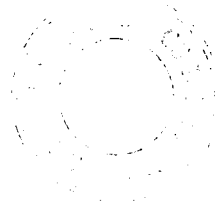
Sr. No.	Particulars	Number
1	Number of complaints received directly	NIL
2	Number of complaints forwarded by Stock Exchanges / SEBI	NIL
3	Total Number of complaints/comments received (1+2)	NIL
4	Number of complaints resolved	-
5	Number of complaints pending	-

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/pending)
1	NIL	NIL	NIL

For Somany Ceramics Limited


Amrish Julka
GM (Legal) & Company Secretary



Date: February 25, 2020

To,
Manager – Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 for the proposed Scheme of Amalgamation of Schablona India Limited with Somany Ceramics Limited

Sub: Submission of Complaints Report

Dear Sirs,

This has reference to your letter NSE/LIST/22873 dated 24th February, 2020, we are enclosing herewith the **Revised Complaints report** as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The earlier report was submitted on 21st February, 2020

Thanking you,
For Somany Ceramics Limited



Amrish Julka
GM (Legal) & Company Secretary

Encl: a/a



Annexure III to the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

Report on Complaints

(For the period from 27th January, 2020 to 17th February, 2020)

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	NIL
2	Number of complaints forwarded by Stock Exchanges / SEBI	NIL
3	Total Number of complaints/comments received (1+2)	NIL
4	Number of complaints resolved	-
5	Number of complaints pending	-

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/pending)
1	NIL	NIL	NIL

For Somany Ceramics Limited


Amrish Julka
GM (Legal) & Company Secretary



DCS/AMAL/JR/R37/1719/2019-20

April 22, 2020

The Company Secretary,
SCHABLONA INDIA LTD,
82/19 Bhakerwara Road, Mundka,
New Delhi, Delhi, 110041

Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd.

We are in receipt of Draft Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd and their respective shareholders filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated April 22, 2020 has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- "Company shall duly comply with various provisions of the Circular."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for

any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be is required to be served upon the Exchange seeking representations or objections if any.

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the Listing Centre only and no physical filings would be accepted. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

f Nitinkumar Pujari
Nitinkumar Pujari
Senior Manager

DCS/AMAL/JR/R37/1718/2019-20

April 22, 2020

The Company Secretary,
SOMANY CERAMICS LTD.
2, Red Cross Place,
Kolkata, West Bengal, 700001

Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd.

We are in receipt of Draft Scheme of Amalgamation of Schablona India Ltd with Somany Ceramics Ltd and their respective shareholders filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated April 22, 2020 has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- "Company shall duly comply with various provisions of the Circular."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for

any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be is required to be served upon the Exchange seeking representations or objections if any.

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the Listing Centre only and no physical filings would be accepted. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

f. Nitinkumar Pujari

Nitinkumar Pujari
Senior Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/22873_II

April 22, 2020

The Company Secretary
Somany Ceramics Limited
2, Red Cross Place,
Kolkata - 700001

Kind Attn.: Mr. Amrish Julka

Dear Sir,

Sub: Observation Letter for Draft Scheme of Amalgamation of Schablona India Limited (Transferor Company) into Somany Ceramics Limited (Transferee Company) and their respective shareholders and creditors.

We are in receipt Draft Scheme of Amalgamation ('the Scheme') of Schablona India Limited (Transferor Company) into Somany Ceramics Limited (Transferee Company) and their respective shareholders and creditors vide application dated January 09, 2020.

Based on our letter reference no Ref: NSE/LIST/22873 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated April 22, 2020, has given following comments:

- a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of the receipt of this letter is displayed on the website of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circular.*
- c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

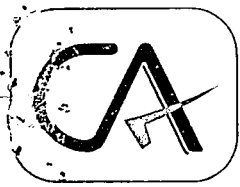
The validity of this “Observation Letter” shall be six months from April 22, 2020, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Rajendra Bhosale
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed



Shalin Poddar & Associates

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To the Members of SCHABLONA INDIA LIMITED

Report on Audit of the Financial Statements

Opinion

We have audited the financial statements of SCHABLONA INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "financial statements").

In our opinion, read with Note No:37 & 38 and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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, 2020, and its loss (including Other Comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

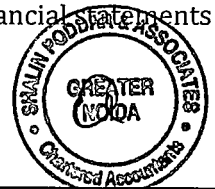
We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements



O-318, TF, Neelkanth Plaza, Alpha-1, Commercial Belt, Near Alpha-1 Metro Station, Greater Noida 201310 (U.P.)

E-mail : spoddarassociates@rediffmail.com, cashalinpoddar@gmail.com

Mob : +91-9971286095 | Office : 0126-4373403

and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 implementation and maintenance of 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs; we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit



evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Report on Other Legal and Regulatory Requirements

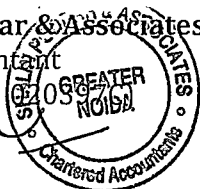
1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



2. 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 including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Indian 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - 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 Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No.29 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.;
 - iii. There has been no delay in transferring amounts which were required to be transferred to the investor education and protection fund by the company.

For Shalin Poddar & Associates
Chartered Accountant
(Firm Regn. No. - 020977)





CA Shalin Poddar

Proprietor

Membership No.:- 515616

UDIN: 20515616AAAAV5105

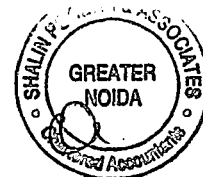
Place : Noida

Date : 25th June, 2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment (fixed assets).
- (b) The property, plant and equipment (fixed assets) has been physically verified by the management according to the programme of periodical verification in the phased manner which in our opinion is reasonable having regards to the size of the Company and the nature of its fixed assets. The discrepancies noticed on such physical verification were not material.
- (c) As per the records and information and explanations given to us, Immovable properties are in name of the company.
- (ii) The management has conducted physical verification of inventories during the year at reasonable intervals. Verification of inventories at the close of the year could not be conducted due to Covid-19 outbreak. However alternate audit procedures were applied for verification of the inventories and no material discrepancies were noticed on such verification.
- (iii) The Company has not granted any loans, 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. Accordingly, the provisions of Clauses 3(iii) (a), (b) & (c) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans, guarantees, security and has not made any investment under the provisions of the Section 185 and 186 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public within the provision of Section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable). We have been informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.
- (vi) The maintenance of the cost records has not been specified by the Central Government under the section 148(1) of the Company Act 2013 for the business activities carried out by the company. Thus, reporting under Clause 3 (vi) of the Order is not applicable to the Company.
- (vii) According to the records of the Company and information and explanations given to us, in respect of statutory dues:



(a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March, 2020.

(b) According to the information and explanation given to us, there was no undisputed amount payable in respect of the above dues and other material statutory dues in arrears/were outstanding as at March 2020 for a period of more than six months from the date of their becoming payable except in case of sales tax as detailed below.

Nature of Statute	Nature of Dues	Period to which amount relates	Amount(Rs In Lacs)	Forum where the dispute is pending
Sales Tax Act	Sales Tax	2014-15	69.97	ETO Cum
		2016-17	6.84	Assessing
		2017-18	3.26	Authority

(viii) In our opinion, on the basis of audit procedure and according to the information and explanations given to us, the Company has taken loans of Rs. 25 Lacs from financial institution. The company does not have any dues to financial institutions, government and debenture holders.

(ix) The company has not raised moneys by way of initial public offer or further public offer (including debt securities) and has not raised any term loan. Hence, reporting under Clause 3(ix) of the Order is not applicable to the Company.

(x) Based on the audit procedure performed and according to the information and explanations given to us by the management, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the company has paid/provided for managerial remuneration during the year in accordance with the requisite approvals mandated by the provision of section 197 of the Act read with the schedule V of the Act.

(xii) The Company is not a Nidhi company and hence reporting under Clause 3 (xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

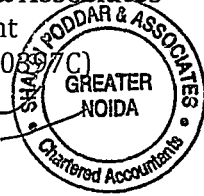
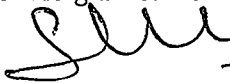


- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under Clause 3(xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with its Directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45IA of the Reserve Bank of India Act 1934.

For Shalin Poddar & Associates

Chartered Accountant

(Firm Regn. No. - 020337C)



CA Shalin Poddar

Proprietor

Membership No.:- 515616

UDIN: 20515616 AAAA AVS105

Place : Noida

Date : 25th June, 2020

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of the even date)

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

We have audited the internal financial controls over financial reporting of **SCHABLONA INDIA LIMITED**. ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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 ('ICAI'). 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 respective 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

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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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.

Our audit involves performing procedures to obtain audit 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 included obtaining an understanding 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 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.

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

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 detail, 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 authorizations 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

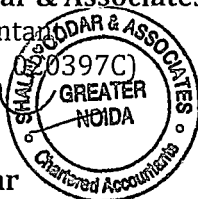
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal 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

In our opinion, to the best of our information and according to the explanations given to us, we report that 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, 2020, 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.

For Shalin Poddar & Associates

Chartered Accountants
(Firm Regn. No. - 0397C)



CA Shalin Poddar

Proprietor

Membership No.:- 515616

UDIN 20515616AAAAAU5105

Place : Noida

Date : 25th June, 2020

Schablona India Limited
Balance sheet as at 31 March, 2020

(Rs. in Lakhs)

Particulars	Notes	As at	
		31 March, 2020	31 March, 2019
Assets			
Non-Current Assets			
Property, Plant and Equipments	3	225.98	270.27
Other Non-Current Assets	4	10.86	13.56
Total Non-Current Assets		236.84	283.83
Current Assets			
Inventories	5	124.74	179.96
Financial Assets			
(I) Trade Receivables	6	142.07	277.66
(II) Cash and Cash Equivalents	7	17.17	14.02
(III) Bank balances other than (II) above	8	18.55	17.96
Current Tax Assets	9	2.57	4.57
Other Current Assets	10	27.66	45.77
Total Current Assets		332.76	539.94
Total Assets		569.60	823.77
Equity and Liabilities			
Equity			
Equity Share Capital	11	126.37	126.37
Other Equity	12	(2,198.73)	(2,016.38)
		(2,072.36)	(1,890.01)
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(I) Borrowings	13	1.21	7.21
(II) Other Financial Liabilities	14	155.22	152.26
Provisions	15	12.01	11.78
Total Non Current Liabilities		168.44	171.25
Current Liabilities			
Financial Liabilities			
(i) Borrowings	16	1,110.00	1,085.00
(ii) Trade Payables	17	-	-
Outstanding dues to Micro and Small Enterprises		-	-
Outstanding dues other than Micro and Small Enterprises		1,117.03	1,209.75
(iii) Other Financial Liabilities	18	177.63	165.98
Other Current Liabilities	19	68.49	80.82
Provisions	20	0.37	0.98
Total Current Liabilities		2,473.52	2,542.53
Total Equity and Liabilities		569.60	823.77

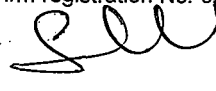
Significant accounting policies and other Notes to Financial Statements 1 to 38
The accompanying notes are an integral part of Financial Statements.

2

As per our report of even date

For and on behalf of the Board of Directors

For Shalin Poddar & Associates
Chartered Accountants
Firm registration No. 020397


CA Shalin Poddar
Proprietor
Membership no. 515616


UDIN-20515616AAAAV5105

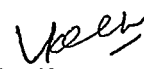
UDIN-20515616AAAAV5105

UDIN-20515616AAAAV5105

Place: Noida

Date: 25th day of June, 2020


Satish C Vishwakarma
Executive Director & CFO
DIN: 06891937


Niranjan Kumar Goenka
Chairman
DIN: 00060864


Ritika Mansata
Company Secretary
ACS-34156

Schablona India Limited
Statement of Profit and Loss for the year ended 31 March, 2020

(Rs. in Lakhs)

Particulars	Notes	For the year ended	
		31 March, 2020	31 March, 2019
Revenue from Operations	21		
a) Gross Sales		139.28	847.56
b) Other operating Income		0.49	10.03
Other Income	22	19.83	144.91
Total Revenue		159.60	1,002.50
Expenses			
Cost of Materials Consumed	23	5.88	164.19
Purchase of Stock-in-Trade		74.32	435.79
Changes in Inventories of Finished Goods, Work-in-progress and Stock-In-Trade	24	52.05	175.33
Employee Benefits Expense	25	51.54	321.44
Finance Costs	26	68.48	101.09
Depreciation and Amortization Expense	3	38.06	48.50
Other Expenses	27	51.01	230.36
Total Expenses		341.34	1,476.70
Profit Before Exceptional and Extraordinary Items and Tax		(181.74)	(474.20)
Exceptional Items (Net)		-	-
Profit/(Loss) Before Tax		(181.74)	(474.20)
Tax Expense:			
(1) Current Tax		-	-
(2) For earlier years		0.40	7.89
(3) Deferred Tax	4	-	-
Profit/ (Loss) for the year		(182.14)	(482.09)
Other Comprehensive Income			
(1) Items that will not be reclassified to Profit & Loss		(0.21)	(16.94)
(2) Items that will be reclassified to Profit & Loss		-	-
Total Comprehensive Income for the Period		(182.35)	(499.03)
Earnings Per Equity Share (Per Share Value Rs. 4 each)	28		
Basic (in Rs)		(5.77)	(15.80)
Diluted (in Rs)		(5.77)	(15.80)
Significant accounting policies and other Notes to Financial Statements 1 to 38	2		
As per our report of even date			
For and on behalf of the Board of Directors			
For Shalin Poddar & Associates Chartered Accountants Firm registration No. 0203976 GREATER NOIDA Chartered Accountants			
CA Shalin Poddar Proprietor Membership no. 515616			
Place: Noida Date: 25th day of June, 2020			
Satish C Vishwakarma Executive Director & CFO DIN: 06891937			
Niranjan Kumar Goenka Chairman DIN: 00060864			
Ritika Mansata Company Secretary ACS-34156			

Schablona India Limited
Cash Flow Statement

(Rs. In Lakhs)

S. No Particulars	For the year ended	
	31 March, 2020	31 March, 2019
(I) Cash Flows From Operating Activities		
Net Profit before Tax as per Statement of Profit and Loss	(181.95)	(491.14)
Adjustments For :		
Finance Costs	68.48	101.09
Interest Income	(1.90)	(7.33)
Loss/Gain on Disposal of Property, Plant & Equipment	(2.64)	32.80
Sundry Balances written off and Liabilities no longer required written back(Net)	(0.70)	(133.54)
Provision for Doubtful Debts	(0.60)	62.54
Depreciation and Amortization Expenses	38.06	48.50
Total	100.70	104.06
Operating profit/(Loss) before working capital changes	(81.25)	(387.08)
Adjustments For :		
Trade and other receivables	145.68	659.29
Inventories	55.22	235.24
Trade and Other Payables	(121.08)	(755.51)
Cash Generated from Operations	(1.43)	(248.06)
Income Taxes paid	1.60	16.93
Net Cash Flow from Operating Activities	0.17	(231.13)
(II) Cash Flows from Investing Activities		
Interest Received	3.32	5.65
Purchase of Property, Plant and Equipment	-	-
Sale of Property, Plant and Equipments	8.87	24.04
Net Cash inflow from Investing Activities	12.19	29.69
(III) Cash Flows from Financing Activities		
Proceeds/Repayments from Borrowings		
Repayment	(9.03)	(16.20)
Current Borrowing	25.00	328.46
Interest Paid	(25.18)	(99.99)
Net Cash outflow from Financing Activities	(9.21)	212.27
Net Increase/(decrease) In Cash and Cash Equivalents :	3.15	10.83
Cash and Cash Equivalents at the beginning of the year	14.02	3.19
Cash and Cash Equivalents at the end of the year	17.17	14.02

Significant accounting policies and other Notes to Financial Statements 1 to 38
The accompanying notes are an integral part of Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

For Shalin Poddar & Associates
Chartered Accountants
Firm registration No. 020397C
GREATER NOIDA
Chartered Accountants

CA Shalin Poddar
Proprietor
Membership no. 515616

Satish C Vishwakarma
Executive Director & CFO
DIN: 06891937


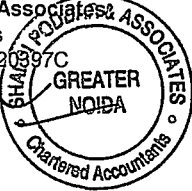
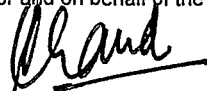

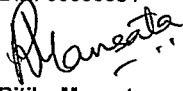
Niranjan Kumar Goenka
Chairman
DIN: 00060864

Place: Noida
Date: 25th day of June, 2020

Ritika Mansata
Company Secretary
ACS-34156

Schablona India Limited
Statement of Changes in Equity for the year ended 31 March, 2020

(Rs. In Lakhs)

Particulars	As at 31 March, 2020		As at 31 March, 2019		Total
	No. of Shares	Amount	No. of Shares	Amount	
(a) Equity share capital & Reconciliation of number of shares outstanding at the beginning and end of the year					
Balance at the beginning of the year	3,159,215	126.37	3,159,215	126.37	
Changes in equity share capital during the year	-	-	-	-	
Balance at the end of the reporting period	3,159,215	126.37	3,159,215	126.37	
(b) Other equity					
	Reserve and Surplus			other Comprehensive Income	
	Capital Reserve	General Reserve	Retained earnings	Remeasurement of defined benefit plans	
Restated balance at the beginning of the reporting period as at 1st April, 2018	0.63	75.00	(1,594.58)	1.61	(1,517.34)
Profit / (Loss) for the year	-	-	(482.10)	-	(482.10)
Other comprehensive income for the year	-	-	-	(16.94)	(16.94)
Balance at 31 March, 2019	0.63	75.00	(2,076.68)	(15.33)	(2,016.38)
Profit / (Loss) for the year	-	-	(182.14)	-	(182.14)
Other comprehensive income for the year	-	-	-	(0.21)	(0.21)
Balance at 31 March, 2020	0.63	75.00	(2,258.82)	(15.54)	(2,198.73)
Significant accounting policies and other Notes to Financial Statements 1 to 38					
As per our report of even date			For and on behalf of the Board of Directors		
<p>For Shalin Poddar & Associates Chartered Accountants Firm registration No. 020397C</p>   <p>CA Shalin Poddar Proprietor Membership no. 515616</p>			 <p>Satish C Vishwakarma Executive Director & CFO DIN: 06891937</p>		
<p>Place: Noida Date: 25th day of June, 2020</p>			 <p>Niranjana Kumar Goenka Chairman DIN: 00060864</p>  <p>Ritika Mansata Company Secretary ACS-34156</p>		

Schablona India Limited
Notes to the Financial Statements for the year ended 31 March, 2020

1 Reporting Entity

Schablona India Limited referred to as "the Company" is domiciled in India. The registered office of the Company is at 82/19, Bhakerwara Road, Mundka, New Delhi - 110 041 India. Equity shares of the Company are listed in India on the BSE Limited

The Company has manufacturing plants in Kassar (Haryana) and Kadi (Gujarat). The Company is a manufacturer of Ceramic Transfer and manufacturer & trader of Designer Tiles.

The financial statements of the company for the year ended 31 March, 2020 were authorized for issue in accordance with a resolution of the Board of Directors on 25 June, 2020.

2 Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

2.1 Basis of preparation

The financial statements of Schablona India Limited ("the Company") comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.
- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Functional and presentation currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been rounded to the nearest lacs, unless otherwise indicated.

2.4 Use of judgements and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

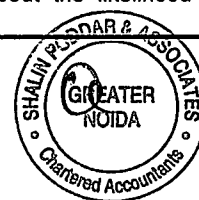
Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts.
- Useful life and residual value of Property, Plant and Equipments.
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources



2.5 Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:

- Expected to be realised/settled (liabilities) or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.6 Property, Plant and Equipment

Recognition and Measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that there is an increase in the future economic benefits associated with the expenditure will flow to the company.

However, Fixed Assets relating to "Transfer Division" have been stated at the revalued cost as on 31st Aug 2003; pursuant to the order dt.14-12-2004 of Hon'ble Calcutta High Court, under the Capital Reduction scheme approved by them as per provision of Section 100(1)(b) of the Companies Act, 1956

Depreciation

Depreciation is calculated on Straight Line Method using the rates arrived at estimated useful lives given in Schedule II of the Companies Act, 2013 except in case of cars, which is being depreciated over 5 years instead of 8 years. As per company policy car is transferred to employee after 5 years.

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

2.7 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction of qualifying assets are capitalised as part of the cost of such assets upto the assets are substantially ready for their intended use.

2.8 Foreign Exchange Transaction

Transaction in foreign currency is recorded in Indian rupees using the rates of exchange prevailing on the dates of transactions. At each balance sheet date, recorded monetary balances are reported in Indian rupees at rates of exchange prevailing at the balance sheet date. All realized and unrealised exchange adjustment, gain and losses are dealt with in the statement of Profit and loss.



2.9 Employee benefits

Short term employee benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Employee benefits in the form of Provident Fund (with Government Authorities) and Employees' pension Scheme are defined as contribution plan and charged as expenses during the period in which the employees perform the services.

Defined benefit plans

For defined benefit retirement, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss. Past service cost is recognised in the statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in the statement of profit and loss in the line item employee benefits expense.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

The company has long term employment benefit plans i.e. accumulated leave. Accumulated leave is encashed to eligible employees at the time of retirement. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

2.10 Revenue Recognition

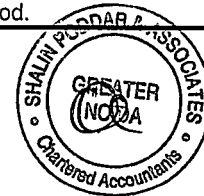
The Company recognises revenue from sale of goods when;

- i) Effective control goods alongwith significant risks and rewards of ownership has been transferred to buyer;
- ii) the amount of revenue can be measured reliably;
- iii) it is probable that the economic benefits associated with the transaction will flow to the Company; and
- iv) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc.

Interest income are recognised on an accrual basis using the effective interest method.



2.11 Inventories

Inventories are valued at lower of cost and net realisable value except waste/scrap which is valued at net realisable value. Cost of finished goods and stock in process is determined by taking cost of purchases, material consumed, labour and related overheads. Cost of raw materials and stores & spare parts is computed on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

2.12 Provisions, Contingent Liabilities and Contingent Assets

Bases on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.13 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in Other Comprehensive Income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

- a) Has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

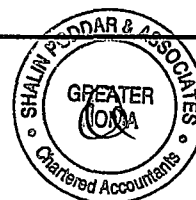
Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

2.14 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the company.



3. Property, Plant and Equipment

(Rs.in Lakhs)

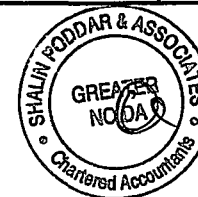
Particulars	Gross Block			Accumulated Depreciation				Net Block		
	As at 1st April, 2019	Additions	Disposal/ Adjustment	As at 31 March, 2020	As at 1st April, 2019	For the year	Disposal/ Adjustment	As at 31 March, 2020	As at 31 March, 2020	As at 31 March, 2019
Tangible Assets										
Freehold land	9.53	-	-	9.53	-	-	-	-	9.53	9.53
Building	126.49	-	-	126.49	21.18	7.05	-	28.23	98.26	105.31
Leasehold Building	29.08	-	-	29.08	3.75	1.25	-	5.00	24.08	25.33
Plant and equipment	167.99	-	0.04	167.95	67.31	21.92	0.02	89.21	78.74	100.68
Furniture and fixtures	3.46	-	-	3.46	2.14	0.24	-	2.38	1.08	1.32
Computer	12.07	-	-	12.07	4.53	2.13	-	6.66	5.41	7.54
Office equipments	2.33	-	-	2.33	0.76	0.26	-	1.02	1.31	1.57
Vehicles*	37.76	-	17.03	20.73	18.77	5.21	10.82	13.16	7.57	18.99
Total	388.71	-	17.07	371.64	118.44	38.06	10.84	145.66	225.98	270.27

3. Property, Plant and Equipment (2018-19)

(Rs. in Lakhs)

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	As at 1st April, 2018	Additions	Disposal/ Adjustment	As at 31 March, 2019	As at 1st April, 2018	For the year	Disposal/ Adjustment	As at 31 March, 2019	As at 31 March, 2019	As at 31 March, 2018
Tangible Assets										
Freehold land	9.53	-	-	9.53	-	-	-	-	9.53	9.53
Building	126.49	-	-	126.49	14.12	7.06	-	21.18	105.31	112.37
Leasehold Building	29.08	-	-	29.08	2.50	1.25	-	3.75	25.33	26.58
Plant and equipment	234.21	-	66.22	167.99	62.57	27.88	23.14	67.31	100.68	171.64
Furniture and fixtures	7.05	-	3.59	3.46	3.26	1.06	2.18	2.14	1.32	3.79
Computer	12.71	-	0.64	12.07	2.22	2.67	0.36	4.53	7.54	10.49
Office equipments	3.66	-	1.33	2.33	0.76	0.35	0.35	0.76	1.57	2.90
Vehicles*	50.23	-	12.47	37.76	11.92	8.23	1.38	18.77	18.99	38.31
Total	472.96	-	84.25	388.71	97.35	48.50	27.41	118.44	270.27	375.61

* Refer Note No 13 for Assets pledged/hypothecated"



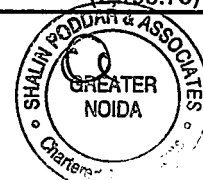
Schablona India Limited
Notes to the Financial Statements for the year ended 31 March, 2020

(Rs. in Lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019
4 Other Non-Current Assets		
Deposit with Govt Department	9.56	11.99
Deposit with others	0.25	0.25
Prepaid Expenses	1.05	1.32
	10.86	13.56
5 Inventories (Valued at lower of cost & new realisable value)		
Raw Material	20.32	22.78
Work-in-Progress	0.51	0.38
Finished Goods	78.10	109.54
Stock-in-Trade	16.81	37.55
Stores & Spares	9.00	9.71
	124.74	179.96
6 Trade Receivables		
Unsecured		
Considered Good	82.09	215.88
Have Significant increase in Credit Risk	79.97	82.38
Considered Doubtful - Credit Impaired	41.95	41.94
Total	204.01	340.20
Less: Allowances for credit losses	61.94	62.54
	142.07	277.66
7 Cash & Cash Equivalents		
Balance with Banks		
Current Accounts	17.12	13.92
Cash in hand	0.05	0.10
	17.17	14.02
8 Other Bank Balances		
Unpaid Dividend Account	-	1.71
Fixed Deposit held as margin money	18.55	16.25
	18.55	17.96
9 Current Tax Assets		
Advance Tax (Net of provisions Rs. Nil, previous year Rs. Nil)	2.57	4.57
	2.57	4.57
10 Other Current Assets		
Balances with Government Authorities	16.71	32.72
Deposit with others	8.86	8.44
Interest Receivable	2.09	3.52
Advance to Suppliers	-	1.09
	27.66	45.77



Particulars	As at 31 March, 2020	As at 31 March, 2019
11 Share Capital		
Authorised : 50,00,000 (Previous year 50,00,000) equity shares of Rs. 10/- each		
Share Capital	500.00	500.00
Issued, Subscribed & Paid Up : 31,59,215 (Previous Year 31,59,215) Equity Shares of Rs. 4/- each fully paid up (paid up value of the equity shares were reduced from Rs. 10/- each to Rs. 4/- each in terms of order passed by Hon'ble Calcutta High Court)	126.37	126.37
	126.37	126.37
Note :		
(a) Reconciliation of Equity Share Capital	Number of shares	Number of shares
Outstanding as on 1 April, 2019	3,159,215	3,159,215
Equity Shares issued/bought back during the year	-	-
Outstanding at the 31 March, 2020	3,159,215	3,159,215
(b) Equity Shares:		
The Company has only one class of Equity Shares having paid-up value of Rs. 4/- each and each shareholder is entitled to one vote per share. Each shareholder have the right in profit/surplus in proportion to amount paid up with respect to share holder. In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid up equity capital of the Company.		
(c) List of shareholders holding more than 5% of the Equity Share Capital of the Company :		
Name of the Shareholders	No. of Shares	No. of Shares
Shreekant Somany	651,271	651,271
Abhishek Somany	651,270	651,270
Shrivatsa Somany	651,270	651,270
	1,953,811	1,953,811
12 Other Equity		
Capital Reserve		
Balance at the beginning of the year	0.63	0.63
Add: Transfer during the year	-	-
Closing Balance	0.63	0.63
General Reserve		
Balance at the beginning of the year	75.00	75.00
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing Balance	75.00	75.00
Retained Earning		
Balance at the beginning of the year	(2,076.68)	(1,594.58)
Net Profit/(Loss) for the current year	(182.14)	(482.10)
Amount available for appropriation	(2,258.82)	(2,076.68)
Less: Appropriation	-	-
Closing Balance	(2,258.82)	(2,076.68)
Other Comprehensive Income		
Balance at the beginning of the year	(15.33)	1.61
Net Profit/(Loss) for the current year	(0.21)	(16.94)
Closing Balance	(15.54)	(15.33)
Total Other Equity	(2,198.73)	(2,016.38)



Particulars	As at 31 March, 2020	As at 31 March, 2019
13 Borrowings		
Secured :		
Car Loans		
From Banks	4.62	13.65
	<u>4.62</u>	<u>13.65</u>
Less: Current Maturities		
Car Loans		
From Banks	3.41	6.44
	<u>3.41</u>	<u>6.44</u>
Total	<u>1.21</u>	<u>7.21</u>
Note : Car loan is secured against hypothecation of vehicles purchase thereunder and repayable in monthly installments as per stipulation in the loan agreement.		
14 Other Financial Liabilities		
Security Deposit	155.22	152.26
	<u>155.22</u>	<u>152.26</u>
15 Provisions		
Employees Benefits	12.01	11.78
	<u>12.01</u>	<u>11.78</u>
16 Borrowings		
Unsecured Loans		
From Body Corporate	1,110.00	1,085.00
	<u>1,110.00</u>	<u>1,085.00</u>
17 Trade Payables		
Outstanding dues to Micro and Small Enterprises#		
Outstanding dues other than Micro and Small Enterprises	1,117.03	1,209.75
	<u>1,117.03</u>	<u>1,209.75</u>
# The Company has not received any intimation from its suppliers being resgistered under Micro, Small and Medium Enterprises Development Act, 2006 (MSME). Hence the necessary disclosure required under MSME can not be made.		
18 Other financial Liabilities		
Unpaid dividend	-	1.71
Current Maturity of Non Current Borrowings	3.41	6.44
Other Liabilities	40.77	67.68
Interest Accrued	133.45	90.15
	<u>177.63</u>	<u>165.98</u>
19 Other Current Liabilities		
Statutory Dues	8.35	10.69
Advance From Customers	60.14	70.13
	<u>68.49</u>	<u>80.82</u>
20 Provisions		
Employees Benefits	0.37	0.98
	<u>0.37</u>	<u>0.98</u>



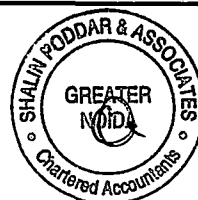
Schablona India Limited
Notes to the Financial Statements for the year ended 31 March, 2020

Particulars	For the year ended	
	31 March, 2020	31, March, 2019
21 Revenue from Operations		
Sale of Manufactured Goods	36.20	308.79
Sale of Traded Goods	103.08	538.77
a) Sale of Goods	139.28	847.56
b) Other operating Income	0.49	10.03
	139.77	857.59
22 Other Income		
Liabilities no longer required written back	10.01	137.58
Rent Received	4.67	-
Recovery for doubtful debts	0.60	-
Profit on sale of assets	2.65	-
Interest received	1.90	7.33
	19.83	144.91
23 Cost of Materials Consumed		
Raw Material Consumed	5.55	155.90
Packing Material Consumed	0.33	7.21
Job Work	-	1.08
	5.88	164.19
24 Change in Inventories		
Closing Stock		
Finished goods	78.10	109.54
Work-in-progress	0.51	0.38
Stock-in-trade	16.81	37.55
	95.42	147.47
Opening Stock		
Finished goods	109.54	168.62
Work-in-progress	0.38	22.10
Stock-in-trade	37.55	132.08
	147.47	322.80
Increase/(Decrease) in Stock	(52.05)	(175.33)
25 Employees Benefit Expenses		
Salary, Wages and Bonus	48.22	304.96
Contribution to Provident Fund and Other Funds	2.23	9.03
Workmen & Staff Welfare	1.09	7.45
	51.54	321.44
26 Finance Costs		
Interest on Borrowings	68.48	101.09
	68.48	101.09



Schablona India Limited
Notes to the Financial Statements for the year ended 31 March, 2020

Particulars	For the year ended	
	31 March, 2020	31, March, 2019
27 Other Expenses		
Power & Fuel	2.48	24.74
Stores & Spares	0.58	8.46
Travelling Expenses	3.23	23.37
Bank Charges	0.04	0.85
Repairs and Maintenance		
Plant & Machinery	0.04	1.36
Others	0.46	3.40
Exchange Rate Fluctuation	-	0.26
Directors' Fees	-	0.09
Freight Outward and Handling Charges	0.34	9.16
Insurance Expense	0.50	1.17
Legal & Professional Charges	6.55	11.65
Postage, Telegram & Telephone	1.29	3.83
Rates & Taxes	7.39	5.00
Rent	0.78	7.63
Provision for doubtful debts	-	62.54
Selling and distribution expenses	-	22.85
Payment to Auditors		
Audit Fees	1.50	1.50
Out of pocket expenses	0.20	0.15
Certification Fees	0.18	0.07
Sundry Balance Written Off	9.31	4.04
Loss on Sale of Assets	0.01	32.80
Interest on others	14.08	-
Miscellaneous expenses	2.05	5.44
	51.01	230.36
28 Earning per Share		
Profit/(Loss) for the year	(182.35)	(499.03)
weighted average number of equity share of Rs.4/- each	3,159,215	3,159,215
EPS - Basic and Diluted (per Share in Rs.)	(5.77)	(15.80)



Particulars	As at 31 March 2020	As at 31 March 2019				
29 Contingent liabilities, contingent assets and commitments						
Contingent liabilities (not provided for) in respect of:						
1 Contingent liabilities not provided for in respect of Co-surety given to Sales Tax Authorities on behalf of M/s Somany Ceramics Ltd.	12.50	12.50				
2 Sales Tax and purchase tax demands, among others against which the Company has preferred appeals	80.07	87.42				
30 Employee benefits						
(i) The Company contributes to the following post-employment defined benefit plans in India.						
(ii) Defined Contribution Plans:						
The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.						
Particulars	For the year ended					
	31st March 2020	31st March 2019				
Contribution to Government Provident Fund	1.34	3.95				
(iii) Defined Benefit Plan:						
The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. Gratuity liability is being contributed to the gratuity fund formed by the company.						
The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2020. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.						
A. Based on the actuarial valuation obtained in this respect, the following table						
Particulars	31 March 2020	31 March 2019				
Net defined benefit (liability) / asset						
Liability for Gratuity						
Non-current	11.33	14.05				
Current	0.09	0.12				
	<u>11.42</u>	<u>14.17</u>				
B. Movement in net defined benefit (asset) liability						
The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:						
Particulars	31 March 2020			31 March 2019		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April	14.17	7.89	6.28	55.03	35.18	19.85
Included in profit or loss			-			
Current service cost	0.66	-	0.66	0.90	-	0.90
Interest cost / (income)	0.78	0.52	0.26	3.10	2.65	0.45
Past Service Cost including curtailment	-	-	-	-	-	-
Gains/Losses						
	<u>1.44</u>	<u>0.52</u>	<u>0.92</u>	<u>4.00</u>	<u>2.65</u>	<u>1.35</u>
Included in OCI						
Remeasurements loss / (gain)						
- Actuarial loss / (gain) arising from:						
- demographic assumptions	-	-	-	-	-	-
- financial assumptions	0.66	-	0.66	0.21	-	0.21
- experience adjustment	(0.21)	-	(0.21)	(16.46)	-	(16.46)
- on plan assets	-	(0.51)	0.51	-	(1.33)	1.33
	<u>0.45</u>	<u>(0.51)</u>	<u>0.96</u>	<u>(16.25)</u>	<u>(1.33)</u>	<u>(14.92)</u>
Contributions paid by the employer	-	-	-	-	-	-
Benefits paid	(4.64)	(4.64)	-	(28.61)	(28.61)	-
Acquisition adjustment	-	-	-	-	-	-
	<u>(4.64)</u>	<u>(4.64)</u>	<u>-</u>	<u>(28.61)</u>	<u>(28.61)</u>	<u>-</u>
Balance as at 31 March	11.42	3.26	8.16	14.17	7.89	6.28
C. Plan assets						
Particulars	31 March 2020	31 March 2019				
Fund managed by insurer	100%	100%				
D. Actuarial assumptions						
Discount rate	6.60%	7.53%				
Expected rate of future salary increase	6.00%	6.00%				
Mortality	100% of IALM (2006-08) ULTIMATE	100% of IALM (2006-08) ULTIMATE				
Assumptions regarding future mortality have been based on published statistics and mortality tables.						
The company expects to pay Rs. 8.16 Lakhs (Previous year Rs.6.28 Lakhs) in contribution to its defined benefit plans in the next year.						

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	31 March 2020		31 March 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(0.36)	0.39	(0.58)	0.62
Expected rate of future salary increase (0.5% movement)	0.39	(0.37)	0.63	(0.59)
Attrition Rate (-/+ 0.5%)	0.01	(0.01)	0.01	0.00
Mortality Rate (-/+ .10%)	0.05	(0.05)	0.01	0.00

Sensitivities due to mortality & withdrawals are insignificant & hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

F. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

A) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

31 Related parties**A. Related parties and their relationships****i Key Managerial Personnel (KMP) and their relatives**

Name	Relationship
Mr. Satish C Vishwakarma	Executive Director and CFO
Mr. Niranjn Kumar Goenka	Non-Independent Director
Mr. Vinod Kumar Karwa	Independent Director
Mr. Chandan Mal Borar	Independent Director (i.e. 29/05/2019)
Ms. Shreya Kabra	Independent Director
Ms. Ritika Mansata	Company Secretary

ii Enterprise Under Common Control

Somany Ceramics Limited

B. Transactions with the above in the ordinary course of business

Nature of Transactions	Key Managerial Personnel For the year ended	
	31 March 2020	31 March 2019
a) Payments to Key Managerial Personnel and their relatives		
Mr. Satish C Vishwakarma		
-Remuneration	20.44	18.22
outstanding at the year end		
-Remuneration	0.85	2.14
Mr. Niranjn Kumar Goenka		
Sitting Fees	-	0.06
Ms. Abha Kabra		
Sitting Fees	-	0.03
Ms. Ritika Mansata		
-Remuneration	2.76	1.31
outstanding at the year end		
-Remuneration	0.30	0.04
Summary of payment made to KMP		
Short term employee benefits*	23.20	19.53
Other Payments	-	0.09
* excludes provision in respect of gratuity and compensated absences as the same is determined on an actuarial basis for company as whole.		
b) Enterprise Under Common Control		
Somany Ceramics Limited		
(Excluding GST)		
- Purchase of goods	3.74	115.60
- Sales of goods	10.76	79.29
- Rent Paid	0.24	0.35
- Reimbursement of expenses paid	0.41	-
- Rent Received	4.67	-
- Reimbursement of expenses received	0.40	-
Outstanding at the year end		
- Trade Payables	577.63	575.59
- Trade Receivable	3.07	-

33 Financial instruments – Fair values and risk management				
I. Fair value measurements				
A. Financial instruments by category (Rs.in Lakhs)				
Particulars	As at 31 March 2020		As at 31 March 2019	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Trade receivables	-	142.07	-	277.66
Cash and cash equivalents	-	17.17	-	14.02
Other bank balances	-	18.55	-	17.96
	-	177.79	-	309.64
Financial liabilities				
Borrowings				
Non Current	-	1.21	-	7.21
Current	-	1,110.00	-	1,085.00
Trade payables	-	1,117.03	-	1,209.75
Other Financial Liabilities				
Non Current	-	155.22	-	152.26
Current	-	177.63	-	165.98
	-	2,561.09	-	2,620.20
B. Financial assets and liabilities measured at amortised cost				
Particulars	As at 31 March 2020		As at 31 March 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Trade receivables	142.07	142.07	277.66	277.66
Cash and cash equivalents	17.17	17.17	14.02	14.02
Other bank balances	18.55	18.55	17.96	17.96
	177.79	177.79	309.64	309.64
Financial liabilities				
Borrowings				
Non Current	1.21	1.21	7.21	7.21
Current	1,110.00	1,110.00	1,085.00	1,085.00
Trade payables	1,117.03	1,117.03	1,209.75	1,209.75
Other Financial Liabilities				
Non Current	155.22	155.22	152.26	152.26
Current	177.63	177.63	165.98	165.98
	2,561.09	2,561.09	2,620.20	2,620.20
The management considers that the carrying amount of financial assets and financial liabilities carries at amortised cost approximates their fair value.				
II. Financial risk management				
The Company has exposure to the following risks arising from financial instruments:				
- credit risk;				
- liquidity risk;				
- market risk; and				
- Pandemic risk				
i. Risk management framework				
The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to control risks through defined framework.				
The Company's risk management policy is established to identify and analyse the risks faced by the Company, to set appropriate controls. The Company's Audit Committee oversees compliance with the Company's risk management policy, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit.				
ii. Credit risk				
Financial loss to the Company, arising, if a customer or counterparty to a financial instrument fails to meet its contractual obligations principally from the Company's receivables from customers. The carrying amount of financial assets represents the maximum credit exposure.				
Trade and other receivables				
The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Each new customer is analyzed individually for creditworthiness. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank reference checks are also done. Sales credit limit are set up for each customer and reviewed periodically.				
The Company creates allowances, if any, for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.				
The gross carrying amount of trade receivables is Rs 204.01 Lakhs (Previous year Rs.340.20 Lakhs).				



iii. Liquidity risk

Liquidity risk is the risk that the Company may face difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to manage liquidity is to ensure, as far as possible, sufficient liquidity to meet its obligations, under both normal and stressed conditions.

Management monitors rolling forecasts of the Company's liquidity position and cash & cash equivalents on the basis of expected future cash flows.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

Particulars	Carrying Amounts 31 March 2020	On demand	Contractual cash flows (Rs.in Lakhs)		
			Less than 1 Year	1-5 years	More than 5 years
Financial liabilities					
Borrowings					
Non Current	1.21	-	-	1.21	-
Current	1,110.00	-	1,110.00	-	-
Trade payables	1,117.03	-	1,117.03	-	-
Other Financial Liabilities					
Non Current	155.22	-	-	155.22	-
Current	177.63	-	177.63	-	-
Total liabilities	2,561.09	-	2,404.66	156.43	-
Particulars	Carrying Amounts 31 March 2019	On demand	Contractual cash flows		
			Less than 1 Year	1-5 years	More than 5 years
Financial liabilities					
Borrowings					
Non Current	7.21	-	-	7.21	-
Current	1,085.00	-	1,085.00	-	-
Trade payables	1,209.75	-	1,209.75	-	-
Other Financial Liabilities					
Non Current	152.26	-	-	152.26	-
Current	165.98	-	165.98	-	-
Total liabilities	2,620.20	-	2,460.73	159.47	-

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's Income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company uses derivatives like forward contracts to manage market risk on account of foreign exchange and various debt instruments on account of interest rates.

v. Pandemic Risk

Due to outbreak of COVID-19 which has been declared as a Pandemic by World Health Organization and subsequent lock down ordered by the Central and State Government(s) in India, the operations of the Company remained suspended from March 23, 2020. The Company has carried out its initial assessment of the likely adverse impact on economic environment in general and financial risk because of Covid-19. The management has exercised due care in concluding significant accounting, judgements and estimates after taking into account possible impact of internal and external factors known to the management upto the date of these financial statements, to assess and finalise their carrying amount of assets and liabilities. Accordingly, as on date no material impact is anticipated in these financial statements. Further, the Company believes that this Pandemic may not have significant adverse impact on the long term operations and performance of the Company.

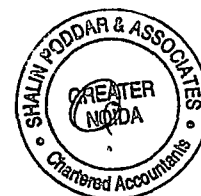
34 Payment to Auditors

Particulars	(Rs.in Lakhs)	
	Year ended March 31, 2020	March 31, 2019
Payments to Auditors :		
Statutory audit fee	1.10	1.10
Tax audit fee	0.40	0.40
Certification Fees	0.18	0.07
Reimbursement of expenses	0.20	0.15
Total	1.88	1.72

35 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The following table summarises the capital of the Company:-

Particulars	March 31, 2020	March 31, 2019
Equity Share Capital	126.37	126.37
Other Equity	(2,198.73)	(2,016.38)
Total Equity	(2,072.36)	(1,890.01)
Non Current Borrowings	1.21	7.21
Current maturities of Non-Current Borrowings	3.41	6.44
Current Borrowings	1,110.00	1,085.00
Total Debts	1,114.62	1,098.65



Schablona India Limited

Notes to financial statements for the year ended 31 March 2020


(All amounts are in rupees lacs, unless otherwise stated)

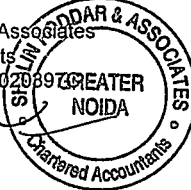
36 Changes in Liabilities and Asset from Financing Activities are as under

Particulars	As at March 31, 2020	Cash Flow	Non- Cash Changes		As at March 31, 2019
			Foreign Exchange Movement	Other	
Non current borrowings	4.62	(9.03)	-	-	13.65
Other Current Borrowings	1110.00	25.00	-	-	1085.00
Equity Share Capital	126.37	-	-	-	126.37
Total Liabilities from Financing activity	1240.99	15.97	0.00	0.00	1226.02


37 Interest on an old loan has been waived off by the party w.e.f. 1st October, 2019 and therefore finance cost Rs 32.55 Lakhs for the Quarter ended 31st December, 2019 has been reversed in the Quarter ended 31st March, 2020.


38 Scheme of Amalgamation of the Company with Somany Ceramics Limited ("the Company") w.e.f. April 1, 2019 (appointed date), has been approved by SEBI. Application is being filed with NCLT for necessary approval.

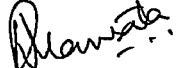
For Shalin Poddar & Associates
Chartered Accountants
Firm registration No. 020897

CA Shalin Poddar
Proprietor
Membership no. 515616



Place: Noida
Date: 25th day of June, 2020


Safish C Vishwakarma
Executive Director & CFO
DIN: 06891937


Niranajan Kumar Goenka
Chairman
DIN: 00060864


Ritika Mansata
Company Secre
ACS-34156

INDEPENDENT AUDITOR'S REPORT

To the Members of Somany Ceramics Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Somany Ceramics Limited ("the Company"), which comprise the Balance sheet as at March 31 2020, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Companies Act, 2013 ("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 March 31, 2020, its profit including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



S.N.	Key Audit Matter	Auditor's Response
1.	<p>Valuation of trade and other receivables</p> <p>We refer to Note 5, 6, 7, 10, 13, 14 and 16, Note 2.18 to the financial statements.</p> <p>As disclosed in Notes to the financial statements, the Company assesses periodically and at each financial year end, the expected credit loss associated with its receivables. When there is expected credit loss impairment, the amount and timing of future cash flows are estimated based on historical, current and forward-looking loss experience for assets with similar credit risk characteristics.</p> <p>The carrying amount of trade and other receivables of the company was Rs. 40,260.68 Lakhs as at March 31, 2020. We focused on this area because of its significance and the degree of judgement required to estimate the expected credit loss and determining the carrying amount of trade and other receivables as at the reporting date.</p>	<p>How our audit addressed the key audit matter:</p> <p>We obtained an understanding of the Company's credit policy for trade receivables, process of approvals and terms and conditions for granting inter corporate deposits (ICD) and business exigencies for other receivables and evaluated the processes for identifying impairment indicators. We have reviewed and tested the ageing of trade and other receivables and management's assessment on the credit worthiness of selected customers for trade receivables and recoverability of other receivables. We have obtained year-end balance confirmations for inter corporate deposits. We further discussed with the key management on the adequacy of the allowance for credit losses recorded by the Company and reviewed the supporting documents provided by management in relation to their assessment. We have also reviewed adequacy and appropriateness of allowance for credit losses based on available information. Based on our audit procedures performed, we found management's assessment of the recoverability of trade and other receivables to be reasonable.</p>
2.	<p>Valuation of inventories</p> <p>We refer to Note 8 and 2.15 to the financial statements.</p> <p>As at March 31, 2020, the total carrying amount of inventories was Rs 19,195.34 Lakhs. The assessment of impairment of inventories involves significant estimation uncertainty, subjective assumptions and the application of significant judgment. Reviews are made periodically by management on inventories for obsolescence and decline in net realizable value below cost. Allowances are recorded against the inventories for any such declines based on historical obsolescence and slow-moving history. Key factors considered include the nature of the stock, its ageing and turnover rate.</p>	<p>How our audit addressed the key audit matter:</p> <p>We have analyzed the ageing of the inventories, reviewed the historical trend on whether there were significant inventories written off or reversal of the allowances for inventory obsolescence. We conducted a detailed discussion with the key management and considered their views on the adequacy of allowances for inventory obsolescence considering the current economic environment. We have also reviewed the subsequent selling prices in the ordinary course of business and compared against the carrying amounts of the inventories on a sample basis at the reporting date. We found management's assessment of the allowance for inventory obsolescence to be reasonable based on available evidence.</p>

S.N.	Key Audit Matter	Auditor's Response
3.	<p>Valuation of Current Investments</p> <p>As disclosed in Note 9 to the financial statements.</p> <p>As at March 31, 2020, the total carrying amount of current investments was Rs. 3,322.03 Lakhs. Current investments include quoted equity shares and debentures. Fair valuation of unquoted current investments involves significant estimation uncertainty, subjective assumptions and the application of significant judgment. This was an area of focus for our audit and the area where significant audit effort was directed.</p>	<p>How our audit addressed the key audit matter:</p> <p>Our audit procedures included updating our understanding of the processes employed by the Company for accounting and valuing their current investments. We have reviewed year end confirmation of depository participants. We have verified that the Company was the recorded owner of all investments. Our audit procedures over the valuation of the Investments included reviewing valuation of all Investments held as at March 31, 2020. Based on the audit procedures performed we are satisfied with existence and valuation of investment.</p>

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. We have obtained all other information prior to the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

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 Financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Standalone Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 including Other Comprehensive Income, the Statement of Change in Equity 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 Indian Accounting Standards (Ind AS) read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as amended specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2013;
 - (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 with reference to financial statements of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
 - (g) In our opinion, the remuneration paid /provided by the Company to its directors during the year is in accordance with the provisions of section 197 (16) of the Act.



Singhi & Co.

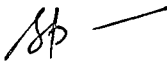
Chartered Accountants

- (h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 38 to the standalone financial statements;
 - ii. The Company did not have material foreseeable losses in 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 Company.

Place: Noida (Delhi-NCR)
Date: June 25, 2020



For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E


Bimal Kumar Sipani
Partner

Membership No. 088926

UDIN: 20088926AAAAFM9253

Annexure A referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements (Re: Somany Ceramics Limited)

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant & equipment.
- b. The Company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment are verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature its property, plant and equipment. In accordance with this programme, physical verification of property, plant & equipment of one of manufacturing plant has been conducted by the external agency, for which reconciliations with records is under process. As informed to us reconciliation process could not be completed as sudden lock down declared due to Covid -19 Pandemic.
- c. The title deeds of all the immovable properties included under the head 'Property, plant and equipment' are held in the name of the Company.
- (ii) The management has conducted physical verification of inventories during the year at reasonable interval and no material discrepancies were noticed on such physical verification.
- (iii) The Company has granted unsecured loans to the companies covered in the register maintained under Section 189 of the Companies Act, 2013. The terms and conditions of the grant of such loans are not, prima facie prejudicial to the interest of the Company. The Company has stipulated schedule of repayment of principal and payment of interest and repayment of principal and interest are regular, wherever applicable. The Company has not granted any loan to Firms, Limited Liability Partnership or any other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) The Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of loan granted, investments made and guarantee or security given. There is no loan granted or guarantee or security provided under section 185 of the Companies Act, 2013.
- (v) The Company has not accepted any deposit covered under sections 73 to 76 of the Companies Act, 2013 during the year. Therefore, provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) The maintenance of cost records has not been prescribed by the Central Government under the section 148 (1) of the Act read with companies (Cost Records and Audit) Rules, 2014 for the product manufactured by the Company. Therefore, provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii) a. According to the records of the Company, the Company is regular in depositing amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Service Tax, Goods and Service Tax, Duty of customs, Duty of excise, Value Added Tax, Cess and other material statutory dues, where applicable, with the appropriate authorities. There were no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable.



- b. According to the records of the Company, there are no dues outstanding of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute, other than the followings:

Name of Statute	Nature of Dues	Period to which it relates	Amount * (Rs. in Lakhs)	Forum where dispute is pending
The Sales Tax Act / The Value Added Tax	Demand of Entry Tax	2013-2017	38.88	High Court of Kolkata
	Demand of Turnover Tax	2006-08 and 2011-13	239.93	Deputy Commissioner, Commercial Taxes, Ahmedabad
The Income Tax Act, 1961	Demand of Income Tax including penalties	Assessment Year 2012-13 and 2014-15 to 2017-18	19.86	Commissioner of Income Tax (Appeal), Kolkata

* Exclude matters in respect of which favorable order has been received at various appellate authorities

- (viii) The Company has not defaulted in repayment of dues to banks. However, the Company has availed moratorium of three months towards repayment of one term loan of Rs. 418.24 lakhs as per RBI Guideline. The Company did not have any borrowing from Financial Institution, Government and dues to debenture holders.
- (ix) During the year, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Further in our opinion and explanations given to us, term loans raised during the year were applied for the purpose for which loans were raised.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company by its officers and employees has been noticed or reported during the year.
- (xi) The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given by the management and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details for the same have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause 3(xiv) of the Order are not applicable to the Company.

Singhi & Co.

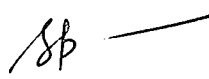
Chartered Accountants

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E




Bimal Kumar Sipani
Partner

Membership No. 088926

UDIN: 20088926AAAAFM9253

Place: Noida (Delhi-NCR)
Date: June 25, 2020

ANNEXURE B

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

We have audited the internal financial controls with reference to standalone financial statements of Somany Ceramics Limited ("the Company") as of March 31, 2020 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

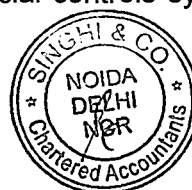
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (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 an 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 of and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 procedures 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.

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 with reference to financial statements.



Meaning of Internal Financial controls with reference to financial statements

A Company's internal financial controls with reference to financial statements 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 with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, 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 authorization 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.

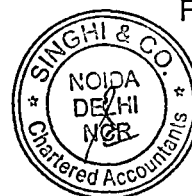
Inherent Limitations of Internal Financial controls with reference to financial statements

Because of the inherent limitations of Internal Financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control over the 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, however same need to be further strengthened.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E



Bimal Kumar Sipani
Partner

Membership No. 088926

UDIN: 20088926AAAFM9253

Place: Noida (Delhi-NCR)
Date: June 25, 2020

Somany Ceramics Limited
Standalone Balance Sheet as at March 31, 2020
(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
Assets			
Non-current Assets			
Property, Plant and Equipment	3 (i)	39,997.55	37,797.94
Capital work-in-progress		472.26	1,273.22
Right of use Assets	3 (ii)	3,252.30	-
Other Intangible Assets	3 (iii)	415.11	569.23
Financial Assets			
(i) Investments	4	6,468.01	6,368.01
(ii) Loans	5	4,479.60	4,058.79
(iii) Other Financial Assets	6	961.59	911.36
Other Non-Current Assets	7	15.81	113.49
		56,062.23	51,092.04
Current Assets			
Inventories	8	19,195.34	16,205.62
Financial Assets			
(i) Investments	9	3,322.03	6,855.18
(ii) Trade Receivables	10	27,301.09	41,008.43
(iii) Cash and Cash Equivalents	11	794.83	2,400.52
(iv) Bank Balances other than (iii) above	12	48.49	556.33
(v) Loans	13	3,030.00	6,720.00
(vi) Other Financial Assets	14	1,267.54	1,007.07
Current Tax Assets (net)	15	1,031.22	264.48
Other Current Assets	16	3,205.05	3,227.55
		59,195.59	78,245.18
Total Assets		1,15,257.82	1,29,337.22
Equity and Liabilities			
Equity			
Equity Share Capital	17	847.59	847.59
Other Equity	18	57,527.17	58,361.21
		58,374.76	59,208.80
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	19	6,613.42	9,145.10
(ii) Lease Liability		2,461.55	-
(iii) Others Financial Liabilities	20	2,343.40	2,474.11
Provisions	21	605.91	456.32
Deferred Income	22	386.68	-
Deferred Tax Liabilities (Net)	23	2,878.99	4,698.52
Other Non-Current Liabilities	24	282.01	338.38
		15,571.96	17,112.43
Current Liabilities			
Financial Liabilities			
(i) Borrowings	25	18,416.67	15,646.56
(ii) Lease Liability		626.29	-
(iii) Trade Payables	26		
Outstanding dues of Micro Enterprises & Small Enterprises		553.66	87.53
Outstanding dues other than Micro Enterprises & Small Enterprises		12,954.47	26,032.54
(iv) Other Financial Liabilities	27	3,553.57	4,533.16
Other Current Liabilities	28	4,972.33	6,630.43
Provisions	29	234.11	85.77
		41,311.10	53,015.99
Total Equity and liabilities		1,15,257.82	1,29,337.22

Significant Accounting Policies and other Notes to Standalone Financial Statements 1 to 58.
The accompanying Notes are an integral part of the Standalone Financial Statements.

For and on behalf of Board of Directors

As per our report of even date attached
For Singh & Co.
Chartered Accountants
Firm Registration No. 302049E

Bimal Kumar Sipani
Partner
M. No. 088926



Place: Noida
Date: June 25, 2020

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Saikat Mukhopadhyay
Chief Financial Officer

Abhishek Somany
Managing Director
DIN: 00021448

Ambrish Julka
GM - Legal and Company
Secretary

Somany Ceramics Limited

Standalone Statement of Profit and Loss for the Year Ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
I. Income			
Revenue from Operations	30	1,59,525.06	1,69,554.98
Other Income	31	1,709.93	2,170.08
Total Revenue (I)		1,61,234.99	1,71,725.06
II. Expenses			
Cost of Materials Consumed	32	19,203.73	20,280.57
Purchases of Stock-in-Trade		83,876.18	85,542.23
Change in Inventories of Finished Goods , Work-in-progress and Stock-in-Trade	33	(2,726.61)	(1,934.32)
Employee Benefits Expense	34	17,317.51	16,717.77
Finance Costs	35	2,180.88	2,611.68
Depreciation and Amortisation Expense	3	4,243.97	3,100.15
Other Expenses	36	34,404.05	37,480.20
Total Expenses (II)		1,58,499.71	1,63,798.28
III. Profit Before Exceptional Items and Tax (I-II)		2,735.28	7,926.79
IV. Exceptional Items (Net)	46	2,618.26	741.28
V. Profit before tax (III-IV)		117.02	7,185.51
VI. Tax Expense:			
(1) Current Tax	23		
- Current year		455.52	2,027.30
- For earlier years		122.21	31.20
(2) Deferred Tax Charge/(Credit)	23	(1,786.93)	497.34
VII. Profit for the year (V-VI)		1,326.22	4,629.67
VIII. Other Comprehensive Income (OCI)			
(1) Items that will not be reclassified to profit & loss		(149.23)	(31.47)
Income Tax relating to above	23	32.60	11.00
(2) Items that will be reclassified to profit & loss		-	-
IX. Total Comprehensive Income for the year (VII-VIII)		1,209.59	4,609.20
Earnings Per Equity Share (Per Share Value of Rs. 2 each)	37		
Basic (in Rs.)		3.13	10.92
Diluted (in Rs.)		3.13	10.92

Significant Accounting Policies and other Notes to Standalone Financial Statements 1 to 58.

The accompanying Notes are an integral part of the Standalone Financial Statements.

For and on behalf of Board of Directors

As per our report of even date attached

For Singhi & Co.

Chartered Accountants

Firm Registration No. 302049E

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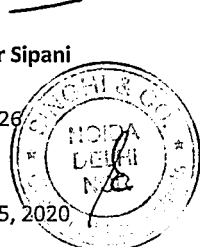
Bimal Kumar Sipani

Partner

M. No. 088926

Place: Noida

Date: June 25, 2020



Shreekant Somany

Shreekant Somany

Chairman & Managing Director

DIN: 00021423

Saikat Mukhopadhyay

Saikat Mukhopadhyay

Chief Financial Officer

Abhishek Somany

Abhishek Somany

Managing Director

DIN: 00021448

Amrish Julka

Amrish Julka

GM - Legal and Company

Secretary

Somany Ceramics Limited

Standalone Statement of Change in Equity for the Year Ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
(a) Equity Share Capital & Reconciliation of number of shares outstanding at the beginning and end of the year :				
Balance at the beginning of the year	4,23,79,426	847.59	4,23,79,426	847.59
Less: Share cancelled pursuant to Scheme of Amalgamation*	1,90,87,200	381.74	-	-
Add: Share allotted pursuant to Scheme of Amalgamation*	1,90,87,200	381.74	-	-
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	4,23,79,426	847.59	4,23,79,426	847.59

(b) Other Equity

Particulars	Reserves and Surplus						Total	
	Special Reserve	Capital Reserve	Capital Redemption Reserve	Security Premium	General Reserve	Total Retained earnings		
						Retained earnings		Remeasurement of defined benefit plans
Balance at March 31, 2018	-	-	0.03	16,389.03	5,035.33	33,713.47	(12.48)	55,125.38
Transfer from amalgamating companies \$ *	661.71	214.17	78.40	602.74	339.92	2,825.70	-	4,722.64
Addition pursuant to Scheme of Amalgamation *	-	(4,716.59)	-	-	-	-	-	(4,716.59)
Profit for the year	-	-	-	-	-	4,629.69	-	4,629.69
Transfer to General Reserve #	(661.71)	-	-	-	661.71	-	-	-
Other Comprehensive Income for the year	-	-	-	-	-	-	(20.47)	(20.47)
Total comprehensive income for the year	-	(4,502.42)	78.40	602.74	1,001.63	7,455.39	(20.47)	4,615.27
Dividend Paid	-	-	-	-	-	1,144.24	-	1,144.24
Dividend Distribution Tax	-	-	-	-	-	235.20	-	235.20
Balance at March 31, 2019	-	(4,502.42)	78.43	16,991.77	6,036.96	39,789.42	(32.95)	58,361.21
Profit for the year	-	-	-	-	-	1,326.22	-	1,326.22
Other Comprehensive Income for the year	-	-	-	-	-	-	(116.63)	(116.63)
Total comprehensive income for the year	-	-	-	-	-	1,326.22	(116.63)	1,209.59
Dividend Paid	-	-	-	-	-	1,695.18	-	1,695.18
Dividend Distribution Tax	-	-	-	-	-	348.45	-	348.45
Balance at March 31, 2020	-	(4,502.42)	78.43	16,991.77	6,036.96	39,072.01	(149.58)	57,527.17

* Refer Note No 56.

Special Reserve was created out of retained earnings of Amalgamating Companies as per norms of RBI for NBFC companies. After giving effect to the scheme of amalgamation, the Company is not required to carry Special Reserve as per norms of RBI hence transferred to General Reserve.

\$ includes Amalgamation Reserve of Rs. 191.27 lakhs transferred from amalgamating companies.

Capital Redemption Reserve: It represents transfer from Retained Earnings on redemption of Preference Shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Securities Premium: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

General reserve: It represents appropriation of profits by the board of directors. The said reserve is available for payment of dividend to shareholders as per the provisions of the Companies Act, 2013.

Retained Earnings: Retained earnings are profits earned by the Company after transfer to general reserve and payment of dividend to shareholders.

Capital Reserve : It includes a.) difference between consideration and value of net assets, pursuant to the scheme of amalgamation [Refer Note No. 56] of Rs. 4716.59 lakhs and can be utilized in accordance with the provisions of Companies Act, 2013, b.)

Amalgamation Reserve of Rs. 191.27 lakhs, c.) Reserve against maturity of special bearer bonds of RBI and Bonus Shares received by amalgamating Companies.

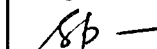
The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached

For Singh & Co.

Chartered Accountants

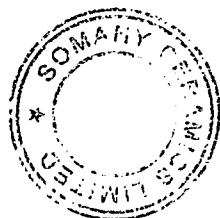
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Bimal Kumar Sipani
Partner

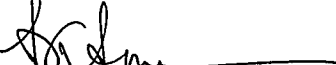
M. No. 088926

Place: Noida

Date: June 25, 2020



For and on behalf of Board of Directors


Shreekant Somany
Chairman & Managing Director
DIN: 00021423


Saikat Mukhopadhyay
Chief Financial Officer


Abhishek Somany
Managing Director
DIN: 00021448


Amrisha Julka
GM - Legal and Company Secretary

Somany Ceramics Limited

Standalone Cash Flow Statement for the Year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
A. Cash Flow From Operating Activities		
Net Profit before Tax as per Statement of Profit & Loss	117.02	7,185.51
I. Adjusted For :		
Depreciation and Amortisation Expense	4,243.97	3,100.15
Finance Costs	2,180.88	2,611.68
Interest Income	(1,423.25)	(1,687.39)
Profit on Divestment in Subsidiary (Investments) (Net)	-	(532.03)
(Profit)/Loss on Sales of Investments (Net)	(28.39)	(244.03)
Unrealized Foreign Exchange (Gain)/Loss (Net)	(12.22)	(18.86)
Net Movement on Fair Value of Current Investments	8.45	(62.17)
Provision for Credit Losses	804.20	283.22
Bad Debts	19.82	104.33
Exceptional Item	2,618.26	-
Sundry Balances Written Off	107.38	17.80
Sundry Balance Written Back	(533.38)	(249.50)
(Profit)/Loss on sale of Property Plant and Equipment (Net)	128.96	52.76
Property, Plant and Equipment Discarded /Written off	112.85	25.29
Operating Profit Before Working Capital Changes	8,344.55	10,586.76
II. Adjusted For :		
Trade and Other Receivables	13,264.42	9,316.27
Inventories	(2,989.72)	(554.11)
Trade and Other Payables	(13,892.81)	(1,456.91)
Cash Generated from Operation	4,726.44	17,892.01
Income Taxes Refund /(Paid)	(1,344.47)	(2,894.99)
Net Cash Flow from Operating Activities (A)	3,381.97	14,997.01
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Intangible Assets	(5,439.28)	(4,450.48)
Sale of Property, Plant and Equipment	325.94	322.41
Investments in Subsidiaries	(100.00)	(1,629.57)
Sale of Investment in Subsidiary	-	857.03
Purchase of Current Investments	(3,086.05)	(67,639.40)
Sale of Current Investments	4,845.26	72,526.96
Redemption of Preference Shares	117.81	-
Interest Received	1,114.74	1,541.57
Inter-Corporate Deposit Given	(960.81)	(9,766.79)
Inter-Corporate Deposit Received Back	3,370.00	-
Net Cash Outflow in Investing Activities (B)	187.61	(8,238.27)
C. Cash Flow from Financing Activities		
Proceeds from Non Current Borrowings	187.87	4,192.35
Repayment of Non Current Borrowings	(3,322.99)	(2,918.88)
Current Borrowings (net)	3,870.19	(3,452.92)
Proceeds from Short Term Loans	28,172.26	16,550.00
Repayment of Short Term Loans	(29,272.33)	(14,838.80)
Payment of Lease Liability	(877.52)	-
Interest Paid	(1,889.12)	(2,650.89)
Dividend Paid (including dividend distribution tax)	(2,043.63)	(1,379.45)
Net Cash Inflow from Financing Activities (C)	(5,175.27)	(4,498.59)
Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)	(1,605.69)	2,260.15
Add: Opening Cash And Cash Equivalents	2,400.52	139.92
Add: Opening Cash And Cash Equivalents pursuant to Scheme of amalgamation	-	0.45
	2,400.52	140.37
Closing		
Closing Cash and Cash Equivalents	794.83	2,400.52

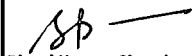
Notes :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows"
- Cash & Cash Equivalents represents cash and bank balances (Note No.11).
- Figures for the previous year have been regrouped/rearranged wherever considered necessary.
- Additional Disclosure required under Ind AS 7, Refer Note No. 52.
- The accompanying Notes are an integral part of the Standalone Financial Statements.

For and on behalf of Board of Directors


As per our report of even date attached
For Singhi & Co.

Chartered Accountants
Firm Registration No. 302049E



Bimal Kumar Sipani
Partner
M. No. 088926




Place: Noida
Date: June 25, 2020


Shreekant Somany
Chairman & Managing Director
DIN: 00021423


Saikat Mukhopadhyay
Chief Financial Officer


Abhishek Somany
Managing Director
DIN: 00021448


Ambrish Julka
GM - Legal and Company
Secretary

1 Reporting Entity

Somany Ceramics Limited referred to as "the Company" is domiciled in India. The registered office of the Company is at 2, Red Cross Place, Kolkata – 700001 India. Equity shares of the Company are listed in India on the BSE Limited and the National Stock Exchange Limited.

The Company has own manufacturing plants in Kadi (Gujarat) and Kassar (Haryana), India. The Company is a manufacturer and trader of a complete decor solutions and its extensive range of products include Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Glazed Vitrified Tiles, Sanitaryware, Bath Fittings and allied products.

The financial statements of the Company for the year ended March 31, 2020 were authorized for issue in accordance with a resolution of the directors on June 25, 2020.

2 Significant Accounting Policies

Accounting Policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

2.1 Basis of preparation

The standalone financial statements of Somany Ceramics Limited ("the Company") comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and other accounting principles generally accepted in India.

2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.
- Defined benefit liabilities/(assets): present value of defined benefit obligation less fair value of plan assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Functional and presentation currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been rounded to the nearest lakhs, unless otherwise indicated.

2.4 Use of judgements and estimates

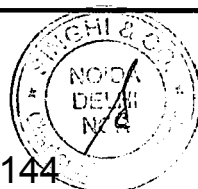
In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- assessing the lease term (including anticipated renewals) and the applicable discount rate.
- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial assets are solely payments of principal and interest on the principal amount outstanding.



Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts;
- Useful life and residual value of Property, Plant and Equipment and Right of Use assets;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

2.5 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognised in accordance with the requirements of Ind AS 12, 'Income Taxes' and Ind AS 19, 'Employee Benefits', respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Statement of Profit & Loss in the period in which they are incurred.

Business Combination under Common Control

Common control business combination means a business combination involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving entities or businesses under common control shall be accounted for using the pooling of interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts.

2.6 Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liability is treated as current when it is:

- Expected to be realised/settled or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and Cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.7 Property, Plant and Equipment (Fixed Assets)

Recognition and Measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.



If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that there is an increase in the future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation is calculated on Straight Line Method using the rates arrived at on the basis of estimated useful lives given in Schedule II of the Companies Act, 2013 except for the following which has been determined on the basis of technical evaluation.

Particulars	Useful Life
Plant and Machinery	5 - 25 Years
Vehicles	5 Years
Dies & Punches	8 Years

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Leasehold improvements are being amortised over the period of 5 to 10 years.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

Individual assets costing below Rs. 5000 are fully depreciated in the year of purchase.

Capital work-in-progress (CWIP)

Expenditure incurred during the construction period, including all expenditure direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective property, plant and equipment.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the Statement of Profit & Loss.

2.8 Intangible assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software is considered as 5 years.

Amortisation methods, useful lives and residual values are reviewed at each financial year end and changes, if any, are accounted for prospectively.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit & Loss when the asset is derecognised.

2.9 Non-current assets held for sale

Non-current assets are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

2.10 Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the recoverable amount of assets is estimated.



For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Unit (CGUs). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised in prior years. A reversal of impairment loss is recognised immediately in the Statement of Profit & Loss.

2.11 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction of qualifying assets are capitalised as part of the cost of such assets upto the assets are substantially ready for their intended use.

The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised on the basis of the Effective Interest Rate (EIR) method over the term of the loan.

All other borrowing costs are recognised in the Statement of Profit & Loss in the period in which they are incurred.

2.12 Foreign currency transactions

Transactions in foreign currencies are recorded by the Company at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date

Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit & Loss with the exception of the following:

- exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measure at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.13 Employee benefits

Short term employee benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Employee benefits in the form of Provident Fund are defined as contribution plan and charged as expenses during the period in which the employees perform the services.

Defined benefit plans

For defined benefit retirement, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields available on government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in other equity and will not be reclassified to the Statement of Profit & Loss. Past service cost is recognised in the Statement of Profit & Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit & Loss in the line item employee benefits expense.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

The Company has long term employment benefit plans i.e. accumulated leave. Accumulated leave is encashed to eligible employees at the time of retirement. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

2.14 Revenue Recognition

The Company recognises revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when;

- i) effective control of goods alongwith significant risks and rewards of ownership has been transferred to customer and in case of services, the year in which such services are rendered.
- ii) the amount of revenue can be measured reliably;
- iii) it is probable that the economic benefits associated with the transaction will flow to the Company; and
- iv) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc.

For incentives offered to customers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

Interest income are recognised on an accrual basis using the effective interest method.

Dividends are recognised at the time the right to receive payment is established.

2.15 Inventories

Inventories are valued at lower of cost and net realisable value except waste/scrap which is valued at net realisable value. Cost of manufactured finished goods and stock in process is determined by taking cost of purchases, material consumed, labour and related overheads. Cost of raw materials, traded goods and stores & spare parts are computed on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

2.16 Provisions, Contingent Liabilities and Contingent Assets

Based on the best estimate provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognised in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.17 Measurement of fair value

a) Financial instruments

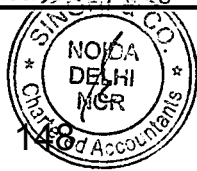
The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

b) Marketable and non-marketable equity securities

Fair value for quoted securities is based on quoted market prices as of the reporting date. Fair value for unquoted securities is calculated based on commonly accepted valuation techniques utilizing significant unobservable data, primarily cash flow based models. If fair value cannot be measured reliably unlisted shares are recognised at cost.

c) Derivatives

Fair value of financial derivatives is estimated as the present value of future cash flows, calculated by reference to quoted price curves and exchange rates as of the balance sheet date. Options are valued using appropriate option pricing models and credit spreads are applied where deemed to be significant.



2.18 Financial Instruments

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value, plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classifications

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- the contractual terms of the financial assets represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the Statement of Profit & Loss. The losses arising from impairment are recognised in the Statement of Profit & Loss.

Financial assets at fair value through Other Comprehensive Income (FVOCI)

Financial assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Financial assets at fair value through Profit & Loss (FVTPL)

Financial assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, are classified as at FVTPL.

In addition, the Company may elect to classify a Financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit & Loss.

Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. On initial recognition an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in FVOCI. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

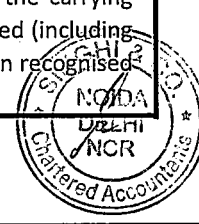
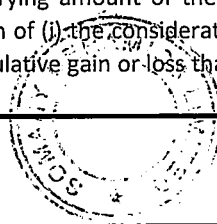
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in the Statement of Profit & Loss.



Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit & Loss.

Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities at fair value through Profit & Loss include financial liabilities designated upon initial recognition as at fair value through Profit & Loss.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit & Loss.

Financial liabilities designated upon initial recognition at fair value through Profit & Loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ loss are not subsequently transferred to the Statement of Profit & Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit & Loss.

Derecognition of financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

2.19 Income tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit & Loss except to the extent that it relates to items recognised directly in Equity or in Other Comprehensive Income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

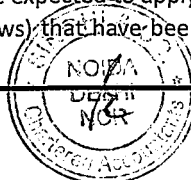
- a) Has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.



2.20 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership are transferred from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognised as expense in the periods in which they are incurred.

Lease Liability

The lease payments that are not paid at the commencement date, are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value as that of right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

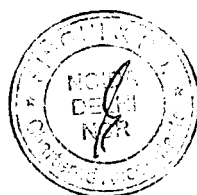
- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.



Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term or useful life of the underlying asset. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are presented as a separate line in the Balance Sheet and details of assets are given ROU note under "Notes forming part of the Financial Statement".

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

2.21 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.22 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the Company.

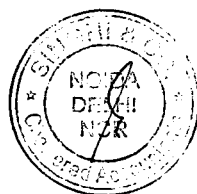
2.23 Government Grants

Government grants are recognised at its fair value, where there is a reasonable assurance that such grants will be received and compliance with the conditions attached therewith have been met.

Government grants related to expenditure on property, plant and equipment are credited to the statement of profit and loss over the useful lives of qualifying assets or other systematic basis representative of the pattern of fulfilment of obligations associated with the grant received. Grants received less amounts credited to the statement of profit and loss at the reporting date are included in the balance sheet as deferred income.

2.24 Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") has not notified new standard or amendments to the existing standards, which would have been applicable from April 1, 2020.



Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020
(All amounts are in rupees lakhs, unless otherwise stated)
3. (i) Property, plant and equipment (2019-20)

Particulars	Gross Block				Depreciation					Net Block		
	March 31, 2019	Transfer to Right of Use Assets	Additions	Deletions/ Adjustment	March 31, 2020	March 31, 2019	Transfer to Right of Use Assets	For the year	Deletions/ Adjustment	March 31, 2020	March 31, 2019	March 31, 2020
Tangible Assets												
Freehold land	581.39	-	-	-	581.39	-	-	-	-	-	581.39	581.39
Buildings	7,524.63	-	2,233.61	4.97	9,753.27	1,000.35	-	372.67	1.24	1,371.78	6,524.28	8,381.49
Plant and equipments	28,332.72	-	3,308.65	382.75	31,258.62	3,256.90	-	1,474.68	93.70	4,637.88	25,075.82	26,620.74
Office Equipments	1,280.22	-	232.75	15.61	1,497.36	538.21	-	290.38	10.51	818.08	742.01	679.28
Furniture and fixtures	3,972.77	-	328.37	32.11	4,269.03	922.40	-	736.86	18.60	1,640.66	3,050.37	2,628.37
Vehicles	2,237.67	-	268.03	487.49	2,018.21	753.54	-	389.53	231.14	911.93	1,484.13	1,106.28
Assets under Finance Lease												
Leasehold lands	343.97	(343.97)	-	-	-	4.03	(4.03)	-	-	-	339.94	-
Total	44,273.37	(343.97)	6,371.41	922.93	49,377.88	6,475.43	(4.03)	3,264.12	355.19	9,380.33	37,797.94	39,997.55

3. (ii) Right of Use Assets (2019-20) (Refer note no.54)

Particulars	Gross Block				Amortization					Net Block		
	March 31, 2019	Transfer From PPE as per IndAS 116	Additions	Deletions/ Adjustment	March 31, 2020	March 31, 2019	Transfer From PPE as per IndAS 116	For the year	Deletions/ Adjustment	March 31, 2020	March 31, 2019	March 31, 2020
Right of use Assets												
Leasehold lands	-	343.97	-	-	343.97	-	4.03	4.09	-	8.12	-	335.85
Buildings	-	-	3,693.87	-	3,693.87	-	-	777.42	-	777.42	-	2,916.45
Total	-	343.97	3,693.87	-	4,037.84	-	4.03	781.51	-	785.54	-	3,252.30

3. (iii) Other Intangible Assets (2019-20)

Particulars	Gross Block				Amortization					Net Block	
	March 31, 2019	Additions	Deletions/ Adjustment	March 31, 2020	March 31, 2019	For the year	Deletions/ Adjustment	March 31, 2020	March 31, 2019	March 31, 2020	
Intangible Assets											
Computer Softwares	1,032.19	44.22	-	1,076.41	462.96	198.34	-	661.30	569.23	415.11	
Total	1,032.19	44.22	-	1,076.41	462.96	198.34	-	661.30	569.23	415.11	

3. (i) Property, plant and equipments (2018-19)

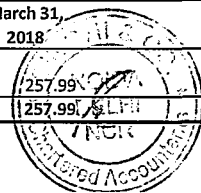
Particulars	Gross Block				Depreciation					Net Block	
	March 31, 2018	Additions	Deletions/ Adjustment	March 31, 2019	March 31, 2018	For the year	Deletions/ Adjustment	March 31, 2019	March 31, 2018	March 31, 2019	
Tangible Assets											
Freehold land	581.39	-	-	581.39	-	-	-	-	581.39	581.39	
Buildings	7,397.07	142.07	14.51	7,524.63	653.73	347.99	1.37	1,000.35	6,743.34	6,524.28	
Plant and equipments	27,325.44	1,255.88	248.60	28,332.72	1,928.22	1,380.40	51.72	3,256.90	25,397.22	25,075.82	
Office Equipments	1,139.93	151.65	11.36	1,280.22	291.97	254.20	7.96	538.21	847.96	742.01	
Furniture and fixtures	2,724.57	1,251.22	3.02	3,972.77	421.91	501.47	0.98	922.40	2,302.66	3,050.37	
Vehicles	1,972.65	631.26	366.24	2,237.67	525.31	409.47	181.24	753.54	1,447.34	1,484.13	
Assets under Finance Lease											
Leasehold land	96.90	247.07	-	343.97	2.38	1.65	-	4.03	94.52	339.94	
Total	41,237.95	3,679.15	643.73	44,273.37	3,823.52	2,895.18	243.27	6,475.43	37,414.43	37,797.94	

3. (iii) Other Intangible Assets (2018-19)

Particulars	Gross Block				Amortization					Net Block	
	March 31, 2018	Additions	Deletions/ Adjustment	March 31, 2019	March 31, 2018	For the year	Deletions/ Adjustment	March 31, 2019	March 31, 2018	March 31, 2019	
Intangible Assets											
Computer Softwares	1,028.59	3.60	-	1,032.19	257.99	204.97	-	462.96	770.60	569.23	
Total	1,028.59	3.60	-	1,032.19	257.99	204.97	-	462.96	770.60	569.23	

Note:

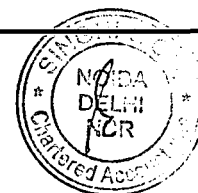
- Addition to Plant & Machinery includes foreign exchange loss capitalized Rs. Nil (Previous year Rs. 52.46 lakhs).
- Assets pledged and Hypothecated against borrowings: Refer Note No. 19 & 25.



Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

	As At March 31, 2020	As At March 31, 2019
4 Non-current Investments		
Investment in Equity Instruments (Unquoted, fully paid up)		
Subsidiary Companies (measured at cost)		
a) 1,85,000 Equity Shares (Previous Year - 1,85,000) of Rs.10/- each of SR Continental Limited*	18.50	18.50
b) 5,00,000 Equity Shares (Previous Year - 5,00,000) of Rs.10/- each of Somany Bathware Limited (Formerly known as Somany Global Limited)*	50.00	50.00
c) 53,04,000 Equity Shares (Previous year - 53,04,000) of Rs.10/- each of Amora Tiles Private Limited	530.40	530.40
d) 76,50,000 Equity Shares (Previous year - 76,50,000) of Rs.10/- each of Somany Fine Vitrified Private Limited	765.00	765.00
e) 35,10,000 Equity Shares (Previous year - 25,10,000) of Rs.10/- each of Somany Excel Vitrified Private Limited*	351.00	251.00
f) 50,49,000 Equity Shares (Previous year - 50,49,000) of Rs.10/- each of Somany Sanitaryware Private Limited	550.01	550.01
g) 45,00,000 Equity Shares (Previous year - 45,00,000) of Rs.10/- each of Vintage Tiles Private Limited \$	1,399.50	1,399.50
h) 25,35,000 Equity Shares (Previous year - 25,35,000) of Rs.10/- each of Vicon Ceramic Private Limited \$	253.50	253.50
i) 90,00,000 Equity Shares (Previous year - 90,00,000) of Rs. 10/- each of Sudha Somany Ceramics Private Limited (Formerly Sudha Ceramics	900.00	900.00
j) 14,60,000 Equity Shares (Previous year - 14,60,000) of Rs.10/- each of Acer Granito Private Limited \$	511.00	511.00
k) 45,90,000 Equity Shares (Previous year - 45,90,000) of Rs.10/- each of Amora Ceramics Private Limited	459.00	459.00
l) 9,48,141 Equity Share (Previous Year - 9,48,141) of Rs. 10/- each of Somany Bath Fittings Private Limited (Formerly known as Karanjot Enterprises Private Limited) (Subsidiary w.e.f. May 1, 2018)	680.10	680.10
	6,468.01	6,368.01
	6,468.01	6,368.01
* including share held by the nominee share holders.		
\$ Considered as subsidiary under Ind-AS.		
a. Aggregate amount of investments are given below:		
Aggregate cost of unquoted investments	6,468.01	6,368.01
Aggregated amount of impairment in value of investment	-	-
b. None of the above investments are listed on any stock exchange in India or outside India.		
5 Loans		
(Unsecured, Considered Good Unless Stated Otherwise)		
Inter Corporate Deposits (ICD)		
- With Related Parties #	4,229.60	3,708.79
- With Others	250.00	350.00
	4,479.60	4,058.79
# For details of loans to related parties, refer Note No. 43, Related Party Transactions.		
6 Other Financial Assets		
(Unsecured, Considered Good Unless Stated Otherwise)		
Bank Deposit (Pledged with Government Departments)	99.28	93.54
Bank Deposit held as Margin Money	151.76	142.61
Security Deposits		
- With Related Parties#	105.00	105.00
- With Others	605.55	570.21
	961.59	911.36
# For details of security deposits to related parties, refer Note No. 43, Related Party Transactions.		

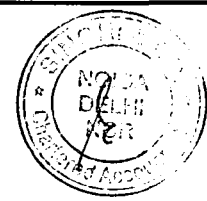
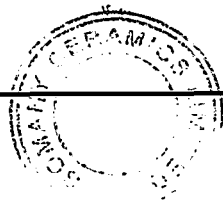


Somany Ceramics Limited

Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

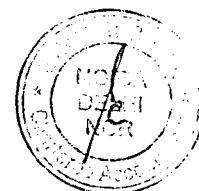
	As At March 31, 2020	As At March 31, 2019
7 Other Non-Current Assets		
Capital Advance	2.61	83.69
Prepaid Expenses	13.20	29.80
	<u>15.81</u>	<u>113.49</u>
8 Inventories		
(Valued at Lower of Cost and Net Realisable Value) (As taken, Valued and Certified by the Management)		
Raw Materials and Packing Materials	2,127.74	2,059.44
Work -in-Progress	729.87	625.91
Finished Goods	10,231.56	7,855.22
Stock in Trade	4,178.44	3,668.35
Stores and Spares	1,927.73	1,996.70
	<u>19,195.34</u>	<u>16,205.62</u>
a. Inventories are hypothecated to secure borrowings. Refer to Note No. 19 & 25.		
b. During the year Rs 9.43 lakhs (Previous year Nil) was credited to the Statement of Profit and Loss on account of reversal of write down of inventories. The charge to Statement of Profit and Loss on account of above during the year amounted to Nil (Previous year Rs 199.40 lakhs).		
9 Current Investments		
A) Investments in Bonds and Non Convertible Debentures (Unquoted) (valued at fair value through profit & loss)		
a) 400 Units (Previous Year - 500 Units) 9.70% U P Power Corporation Limited 04.07.2031 Bonds (NCD)	420.08	524.20
b) Nil Units (Previous Year - 111 Units) 10.20% SREI Infrastructure Finance Limited. 23.03.2020 (NCD)	-	1,110.00
c) 83 Units (Previous Year - 83 Units) 9.00% SREI Infrastructure Finance Limited (NCD) 2027	812.54	825.85
d) 103 Units (Previous Year - 108 Units) 9.00 % Shriram Transport Finance Co. Limited 28.03.2028 (NCD)	1,023.16	1,079.78
e) 105,500 Units (Previous Year - 105,500 Units) 9.60% SREI Infrastructure Finance Ltd 25.05.2028 (NCD)	1,066.07	1,053.94
f) Nil Units (Previous Year - 20 Units) 7.37% NTPC 2031	-	183.60
g) Nil Units (Previous Year - 201 Units) 7.20% Power Grid Corporation Ltd 2027#	-	1,861.26
h) Nil Units (Previous Year - 10 Units) 7.65% Konkan Railway Corporation Ltd	-	96.10
B) Investments in Mutual Fund (Quoted) (valued at fair value through profit & loss)		
Nil (Previous Year - 57,691 Units) HDFC Liquid Fund-Growth	-	2.11
C) Investments in Equity Instruments (Quoted) valued at fair value through Profit & Loss (fully Paid)		
550 Equity Shares (Previous Year - 550 Equity Shares) of Rs. 2/- each of Punjab National Bank Limited	0.18	0.53
D) Investment in Preference Shares measured at cost		
Nil (Previous Year - 11,78,100) 5% Non-Cumulative Non-Convertible Redeemable Preference shares of Rs. 10/- each of Somany Fine Vitrified Private Limited (Subsidiary company)	-	117.81
	<u>3,322.03</u>	<u>6,855.18</u>
# Pending transfer in the name of the Company refer note 46.		
Aggregate Book Value of Quoted Investment	0.18	2.64
Aggregate Market Value of Quoted Investment	0.18	2.64
Aggregate Book Value of Un-Quoted Investment	3,321.85	6,852.54
Aggregate amount of impairment in value of investments	-	-



Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

	As At March 31, 2020	As At March 31, 2019
10 Trade Receivables		
Unsecured		
Considered Good	25,628.87	39,846.34
Have Significant increase in Credit Risk	2,673.89	1,718.50
Considered Doubtful - Credit Impaired	346.33	10.14
	28,649.09	41,574.98
Less: Allowances for credit losses	1,348.00	566.55
	27,301.09	41,008.43
a. For details of receivable from related parties, refer Note No. 43, Related Party Transactions.		
b. Trade Receivables are hypothecated to secure borrowings. Refer to Note 19 & 25.		
11 Cash and Cash Equivalents		
Balance with Banks		
- Current Accounts	784.30	2,383.44
Cash on Hand	10.53	17.08
	794.83	2,400.52
12 Other Bank Balances		
Earmarked Balances with Banks		
Bank Deposits (Pledged with Government Departments)	100.07	94.34
Less:- Shown Under "Other Financial Assets"(More than 12 months)	99.28	93.54
	0.79	0.80
Bank Deposits held as Margin Money	151.76	142.61
Less:- Shown Under "Other Financial Assets"(More than 12 months)	151.76	142.61
	-	-
Unclaimed Dividend Accounts	47.70	555.53
	48.49	556.33
13 Loans		
(Unsecured, Considered Good Unless Stated Otherwise)		
Inter Corporate Deposits (ICD)		
- To Related Parties#	-	880.00
- To Others	3,030.00	5,840.00
	3,030.00	6,720.00
# For details of loans to related parties, refer Note No. 43, Related Party Transactions.		
14 Other Financial Assets		
Accrued Interest	1,167.10	940.79
Deposit with others	33.21	49.77
Others	67.23	16.51
	1,267.54	1,007.07
15 Current Tax Assets (net)		
Advance Income Tax / Tax Deducted at Source (Net of Income Tax Provision of Rs 16017.41 lakhs) (previous year Rs. 15698.35 Lakhs)	1,031.22	264.48
	1,031.22	264.48
16 Other Current Assets		
Prepaid Expenses	244.59	162.63
Export Incentive Receivable	236.66	423.70
Other Advances#	1,922.76	1,290.10
Indirect Tax Recoverable/adjustable	832.67	1,370.14
	3,236.68	3,246.57
Less: Allowances for credit losses	31.63	19.02
	3,205.05	3,227.55
# For details of advances to related parties, refer Note No. 43, Related Party Transactions.		



Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020
(All amounts are in rupees lakhs, unless otherwise stated)

	As At March 31, 2020	As At March 31, 2019
17 Equity Share Capital		
Authorised		
Equity Shares 13,65,00,000 (Previous Year - 12,50,00,000) of Rs. 2/- each*	2,730.00	2,500.00
Issued, Subscribed and Paid up		
Equity Shares 4,23,79,426 (Previous Year - 4,23,79,426) of Rs 2/- each fully paid up	847.59	847.59
	<u>847.59</u>	<u>847.59</u>
a. Terms and rights attached to equity shares		
The Company has only one class of Equity Shares having face value of Rs. 2/- each and each shareholder is entitled to one vote per share. Each shareholder have the right in profit / surplus in proportion to amount paid up with respect to share holder. In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets if any, in proportionate to their individual shareholding in the paid up equity capital of the the company.		
b. Reconciliation of number of shares outstanding at the beginning and end of the year :		
	Number of Shares	Amount
Outstanding as on April 1, 2018	4,23,79,426	847.59
Equity Shares issued/bought back during the year	-	-
Outstanding at the March 31, 2019	4,23,79,426	847.59
Less:- Share cancelled pursuant to Scheme of Amalgamation*	1,90,87,200	381.74
Add:- Share allotted pursuant to Scheme of Amalgamation*	1,90,87,200	381.74
Outstanding at the March 31, 2020	<u>4,23,79,426</u>	<u>847.59</u>
c. List of shareholders holding more than 5% of the Equity Share Capital of the Company (In numbers)		
i) Abhishek Somany - in capacity of Trustee Of Shakthi Family Trust	1,00,80,055	-
ii) Shrivatsa Somany - in capacity of Trustee Of Sanrakshith Family Trust	43,37,872	-
iii) Shreekant Somany - in capacity of Trustee Of Srijan Family Trust	43,37,872	-
iv) Franklin Build India Fund	37,50,000	-
v) Franklin Templeton Mutual Fund	-	37,50,000
vi) Bhilwara Holding Limited*	-	92,02,200
vii) Sarvottam Vanijay Limited*	-	63,32,500
viii) Scope Vinimoy Private Limited*	-	35,52,500
ix) L And T Mutual Fund Trustee Limited	25,25,577	23,28,590
	<u>2,50,31,376</u>	<u>2,51,65,790</u>
* Refer Note No. 56.		
18 Other Equity		
Special Reserve		
Balance at the beginning of the year	-	-
Addition/ (Transfer) during the year on Amalgamation	-	661.71
Less:- Transferred to General Reserve	-	(661.71)
Closing balance	-	-
Capital Reserve		
Balance at the beginning of the year	(4,502.42)	-
Addition/ (Transfer) during the year on Amalgamation	-	(4,502.42)
Addition/ (Transfer) during the year	-	-
Closing balance	<u>(4,502.42)</u>	<u>(4,502.42)</u>
Capital Redemption Reserve		
Balance at the beginning of the year	78.43	0.03
Addition/ (Transfer) during the year on Amalgamation	-	78.40
Addition/ (Transfer) during the year	-	-
Closing balance	<u>78.43</u>	<u>78.43</u>
Security Premium		
Balance at the beginning of the year	16,991.77	16,389.03
Addition/ (Transfer) during the year on Amalgamation	-	602.74
Addition/ (Transfer) during the year	-	-
Closing balance	<u>16,991.77</u>	<u>16,991.77</u>
General Reserve		
Balance at the beginning of the year	6,036.96	5,035.33
Addition/ (Transfer) during the year on Amalgamation	-	339.92
Addition/ (Transfer) during the year	-	661.71
Closing balance	<u>6,036.96</u>	<u>6,036.96</u>



Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020
 (All amounts are in rupees lakhs, unless otherwise stated)

	As At March 31, 2020	As At March 31, 2019
Retained earnings		
Balance at the beginning of the year	39,789.42	33,713.47
Addition/ (Transfer) during the year on Amalgamation	-	2,825.70
Profit for the year	1,326.22	4,629.69
Amount available for appropriation	41,115.64	41,168.86
Less : Appropriation:		
Dividend Distributed	1,695.18	1,144.24
Dividend Distribution Tax	348.45	235.20
Closing Balance	39,072.01	39,789.42
Remeasurement of defined benefit plans		
Balance at the beginning of the year	(32.95)	(12.48)
Other Comprehensive Income for the year	(116.63)	(20.47)
Closing Balance	(149.58)	(32.95)
Total Retained Earnings	38,922.43	39,756.47
Total Other Equity	57,527.17	58,361.21
19 Borrowings		
Secured		
Term Loans		
- from Banks	8,827.86	11,643.02
Car Loans		
- From Banks	807.10	1,108.61
	9,634.96	12,751.63
Less: Current Maturities of Non Current Borrowings		
Term loans		
- from Banks	2,738.62	3,233.40
Car Loans		
- from Banks	282.92	373.13
	3,021.54	3,606.53
	6,613.42	9,145.10
Notes		
a Rupee loan of Rs. 2603.49 lakhs (Previous Year Rs. 3635.25 lakhs) from a Bank is secured by first pari passu charges by way of hypothecation of Plant & Machinery and other movable fixed assets of the company situated at Kassar and Kadi plants excluding those exclusively charged to other Banks and second pari passu charge over current assets of the company both present and future. Repayment of aforesaid loan is Rs. 1618.23 lakhs and Rs. 985.26 lakhs in FY21 and FY22 respectively.		
b Rupee loan of Rs. 6224.37 lakhs (Previous Year Rs. 7220.27 lakhs) from a Bank is secured by first pari passu charge by way of hypothecation of all movable fixed assets, both present and future, of the Company at Kassar & Kadi excluding assets those exclusively charged to other Banks. Repayment of aforesaid loan is Rs. 1120.39 lakhs, Rs. 1891.80 lakhs, Rs. 2091.80 lakhs and Rs. 1120.38 lakhs in FY21, FY22, FY23 and FY24 respectively.		
c Rupee loan of Rs. Nil (Previous Year Rs. 337.50 lakhs) from a Bank is secured by first pari passu charge by way of hypothecation of all movable fixed assets of the Company, excluding assets exclusively charged to other Banks and second pari passu on all current assets of the company both present and future.		
d Rupee loan of Rs. Nil (Previous Year Rs. 450.00 lakhs) from a Bank is secured by first pari passu charge by way of hypothecation of all movable fixed assets of the Company, excluding assets exclusively charged to other Banks and second pari passu on all current assets of the company both present and future.		
e The Company has availed moratorium of three months towards repayment of one term loan of Rs. 418.24 lakhs as per RBI Guideline.		
f Car loan from Banks and others are secured by hypothecation of cars purchased there under and are repayable in monthly instalments over the period of loan.		
g Rate of interest applicable to all term loans is linked with MCLR.		
20 Other Financial Liabilities		
Trade Deposits	2,343.40	2,107.69
Security Deposits	-	163.92
Others	-	202.50
	2,343.40	2,474.11
21 Provisions (Non Current)		
Employees Benefits	605.91	456.32
	605.91	456.32
22 Deferred Income		
Grants related to Property, Plant and Equipment	386.68	-
	386.68	-
Grants relating to property, plant and equipment relate to duty saved on import of capital goods and spares under the EPCG scheme. Under the scheme, the Company is committed to export prescribed times of the duty saved on import of capital goods over a specified period of time. In case such commitments are not met, the Company would be required to pay the duty saved along with interest to the regulatory authorities. Such grants recognised are released to the statement of profit and loss based on fulfilment of related export obligations.		



Somany Ceramics Limited

Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

23 Deferred tax liabilities (net)

A. Movement in deferred tax balances

Particulars	As at March 31, 2019	Recognised in P&L		Recognised in OCI	As at March 31, 2020
		Reversal due to change in Tax rate	At current tax rate		
Deferred Tax Assets					
Accrued expenses	455.94	(117.61)	364.75	32.60	735.68
Others	-	-	43.13	-	43.13
Sub- Total (a)	455.94	(117.61)	407.88	32.60	778.81
Deferred Tax Liabilities					
Property, plant and equipments & Intangible assets	5,136.63	(1,437.03)	(59.63)	-	3,639.97
Others	17.83	-	-	-	17.83
Sub- Total (b)	5,154.46	(1,437.03)	(59.63)	-	3,657.80
Net Deferred Tax Liability (b)-(a)	4,698.52	(1,319.42)	(467.51)	(32.60)	2,878.99

Particulars	As at April 1, 2018	Recognised in P&L		Recognised in OCI	As at March 31, 2019
		Reversal due to change in Tax rate	At current tax rate		
Deferred Tax Assets					
Accrued expenses	376.19	-	68.75	11.00	455.94
Others	-	-	-	-	-
Sub- Total (a)	376.19	-	68.75	11.00	455.94
Deferred Tax Liabilities					
Property, plant and equipments & Intangible assets	4,578.61	-	558.02	-	5,136.63
Others	9.76	-	8.07	-	17.83
Sub- Total (b)	4,588.37	-	566.09	-	5,154.46
Net Deferred Tax Liability (b)-(a)	4,212.18	-	497.34	(11.00)	4,698.52

B. Amounts recognised in statement of profit & loss

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
	Current tax expense	
Current year	455.52	2,027.30
Income tax for earlier year	122.21	31.20
	577.73	2,058.50
Deferred tax expense		
Origination and reversal of temporary differences	(1,786.93)	497.34
	(1,786.93)	497.34
Total Tax Expense	(1,209.20)	2,555.84

C. Amounts recognised in Other Comprehensive Income

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
	Deferred Tax (Charge)/Credit	
Remeasurements of defined benefit obligation	32.60	11.00

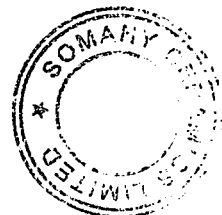
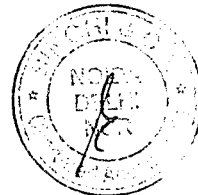
D. Reconciliation of effective tax rate

	For the year ended March 31, 2020		For the year ended March 31, 2019	
	Rate	Amount	Rate	Amount
Accounting profit before tax		117.02		7,185.53
Tax using the Company's domestic tax rate	25.17%	29.45	34.94%	2,510.91
Tax effect of:				
Non-deductible expenses		51.71		106.15
Changes in estimates related to prior years		122.21		31.20
Lower tax rate on gain on sale of investment		-		(61.95)
Impact of opening deferred tax assets/liabilities due to change in tax rate		(1,319.42)		-
Others		(93.15)		(30.47)
		(1,209.20)		2,555.84

Note: The Company elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised provision for Income Tax for the year ended March 31, 2020 and remeasured its deferred tax assets and liabilities, basis the rate prescribed in the said section. The full impact of this change has been recognised during the year.

Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020
(All amounts are in rupees lakhs, unless otherwise stated)

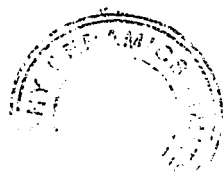
	As At March 31, 2020	As At March 31, 2019
24 Other Non-Current Liabilities		
Security Deposits	401.18	395.05
Less: Current Maturities	119.17	56.67
	<u>282.01</u>	<u>338.38</u>
25 Borrowings		
Secured Loans:		
Working Capital Facilities from Banks*		
- Working Capital Demand Loan	1,692.62	-
- Cash Credit	3,022.99	5,670.34
Unsecured Loans:		
- From a Banks (Repayable on demand)	3,700.00	4,800.07
- Discounting of Bills Payable	10,001.06	5,176.15
	<u>18,416.67</u>	<u>15,646.56</u>
*Working Capital Facilities from Banks are secured by:		
a First charge by way of hypothecation of current assets including stocks of raw materials, finished goods and stock in progress, stores & spares and book debts and ranking pari-passu; and		
b Second and subservient charge by way of hypothecation of all movable fixed assets & ranking pari-passu, excluding assets exclusively charged.		
26 Trade Payables		
Outstanding dues of Micro Enterprises and Small Enterprises*	553.66	87.53
Outstanding dues other than Micro Enterprises and Small Enterprises	12,954.47	26,032.54
	<u>13,508.13</u>	<u>26,120.07</u>
* For MSME disclosure, refer Note No. 50.		
# For details of payables to related parties, refer Note No. 43, Related Party Transactions.		
27 Other Financial Liabilities		
Current Maturities of Non Current Borrowings	3,021.54	3,606.53
Interest Accrued	1.84	-
Capital Creditors	368.80	274.48
Unclaimed Dividends	47.70	555.53
Others	113.69	96.62
	<u>3,553.57</u>	<u>4,533.16</u>
28 Other Current Liabilities		
Statutory Dues	375.41	1,796.87
Security Deposits - Current maturities of Other Non Current Liabilities	119.17	56.67
Advance from Customers	745.23	405.27
Sales Incentive	1,861.59	2,574.85
Others* #	1,870.93	1,796.77
	<u>4,972.33</u>	<u>6,630.43</u>
*includes accruals to employees and others		
# For details of payables to related parties, refer Note No. 43, Related Party Transactions.		
29 Provisions (Current)		
Employees Benefits	234.11	85.77
	<u>234.11</u>	<u>85.77</u>



Notes to the Standalone Statement of Profit and Loss

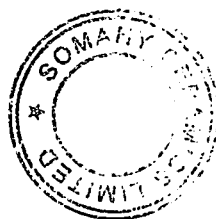
(All amounts are in rupees lakhs, unless otherwise stated)

	For the year ended March 31, 2020	For the year ended March 31, 2019
30 Revenue from Operations		
Sales of Goods	1,58,270.24	1,68,513.11
Less: Capitalized/ Transferred to CWIP	25.31	-
	1,58,244.93	1,68,513.11
Other operating revenue		
Scrap Sales	214.06	229.20
Sundry Balance Written Back	533.38	249.50
Insurance Claim Received	172.69	158.17
Income From Services	360.00	405.00
	1,280.13	1,041.87
	1,59,525.06	1,69,554.98
31 Other Income		
Interest Income	1,423.25	1,687.39
Profit on Sale of Current Investments	28.39	244.03
Net Gain on Fair Value of Current Investments	-	62.17
Net Gain on Foreign Currency Translations and Transactions	101.99	46.66
Miscellaneous Income	156.30	129.83
	1,709.93	2,170.08
32 Cost of Materials Consumed		
Raw Material Consumed	15,910.50	16,806.24
Packing Material Consumed	3,434.52	3,474.33
	19,345.02	20,280.57
Less: Capitalized/ Transferred to CWIP	141.29	-
	19,203.73	20,280.57
33 Change in Inventories of Finished Goods Work-in-progress and Stock-in-Trade		
Closing Stock		
Finished Goods	10,231.56	7,855.22
Stock-in-Trade	4,178.44	3,668.35
Total Finished Goods	14,410.00	11,523.57
Work-in-Progress	729.87	625.91
	15,139.87	12,149.48
Less: Opening Stock		
Finished Goods*	8,119.00	6,770.87
Stock-in-Trade	3,668.35	3,008.83
Total Finished Goods	11,787.35	9,779.70
Work-in-Progress	625.91	435.46
	12,413.26	10,215.16
(Increase)/ Decrease in Stock	(2,726.61)	(1,934.32)
	(2,726.61)	(1,934.32)
* current year figures includes Rs.263.78 lakhs transfer on commissioning of New product line on January 8,2020.		
34 Employee Benefit Expense		
Salary, Wages, Bonus etc.	16,014.58	15,455.13
Contribution towards Provident Fund and Gratuity Fund	743.87	711.11
Workmen & Staff Welfare	583.16	551.53
	17,341.61	16,717.77
Less: Capitalized/ Transferred to CWIP	24.10	-
	17,317.51	16,717.77



Notes to the Standalone Statement of Profit and Loss
(All amounts are in rupees lakhs, unless otherwise stated)

	For the year ended March 31, 2020	For the year ended March 31, 2019
35 Finance Costs		
Interest	1,938.24	2,541.84
Interest expense on lease liabilities	271.49	-
Other Borrowing Costs	76.92	69.84
	<u>2,286.65</u>	<u>2,611.68</u>
Less: Capitalized/ Transferred to CWIP	105.77	-
	<u>2,180.88</u>	<u>2,611.68</u>
36 Other Expenses		
Stores and Spare Parts Consumed	2,265.18	2,692.83
Power & Fuel	16,286.54	18,350.90
Repairs and Maintenance:		
Buildings	102.37	126.17
Plant & Machinery	339.86	316.08
Others	143.17	162.06
Rent	155.99	1,003.87
Rates & Taxes	228.28	246.61
Insurance	495.08	445.20
Travelling and Conveyance	1,911.07	2,187.05
Freight Outward and Handling Charges	3,122.49	3,632.03
Advertisement and Sales Promotion	5,163.85	4,863.43
Commission to Agents	297.05	433.01
CSR Expenses (Refer Note no. 55)	201.16	216.72
Provision for Credit Losses	804.20	283.23
Bad Debts	29.94	136.76
Less: Provision for Credit Loss Reversed	<u>10.13</u>	<u>32.43</u>
Investment Written off		89.30
Less: Provision for Diminution in Investment	-	<u>89.30</u>
Sundry Balances Written Off	107.38	17.80
Loss on Sale of Property, Plant and Equipments (net)	128.96	52.76
Property, Plant and Equipments Discarded /Written off	112.85	25.29
Net Loss on Fair Value of Current Investments	8.45	-
Other Expenses*	2,662.04	2,320.83
	<u>34,555.79</u>	<u>37,480.20</u>
Less: Capitalized/ Transferred to CWIP	151.74	-
	<u>34,404.05</u>	<u>37,480.20</u>
* For Payment to Statutory Auditor, Refer Note No. 45.		
37 Earning per share		
Profit for the year	1,326.22	4,629.67
Weighted average number of equity shares of Rs. 2/- each	4,23,79,426	4,23,79,426
EPS - Basic and Diluted (Per share in Rs.)	3.13	10.92



Particulars	As at March 31, 2020	As at March 31, 2019
38 Contingent liabilities, contingent assets and commitments as identified by the Company		
A. Contingent liabilities (not provided for) in respect of:		
1. Claim and other demands against the Company not acknowledged as debts.	173.94	168.65
2. Sales Tax and purchase tax demands, among others against which the Company has preferred appeals.	239.92	239.93
3. Excise and custom duty (excluding interest and penalty) and service tax demands and show-cause notices issued against which the Company/Department has preferred appeals/filed replies.	-	36.53
4. Income tax and wealth tax demand disputed by the Company which excludes penalty, if any, as same can not be measured at this stage	26.57	25.97
5. a) Local Area Development Tax imposed by the State of Haryana disputed by the Company.	810.78	810.78
b) Entry Tax matter pending before Hon'ble High Court of Calcutta.	38.88	38.88
6. Demand from ESIC disputed by the Company.	15.41	15.41

Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgments/ decisions pending with various forums/ authorities. However, the Company has reviewed all its pending litigation and proceeding and has adequately provided for where provision required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceeding to have a materially adverse effect on its financial position. The Company does not expects any payment in respect of the above contingent liabilities.

B. Others

In light of judgment of Hon'ble Supreme Court dated February 28, 2019 on the definition of "Basic Wages" under the Employees Provident Funds & Misc. Provisions Act, 1952 and based on Company's evaluation, there are significant uncertainties and numerous interpretative issues relating to the judgement and hence, it is unclear as to whether the clarified definition of Basic Wages would be applicable prospectively or retrospectively. The amount of the obligation therefore cannot be measured with sufficient reliability for past periods and hence has currently been considered to be a contingent liability.

C. Commitments

(i) Estimated amount of Contracts remaining to be executed on Capital Account not provided for [Net of Advances]

50.69 353.70

(ii) The Company, in terms of the Share Subscription cum Shareholders Agreements with subsidiary companies, may contribute funds (loan / equity) in the proportion of its shareholding for the purpose of meeting repayment obligation to banks, financial institutions or other lenders, any statutory liability, liabilities towards fuel suppliers or such other similar liabilities, fund requirement for expansion/ diversification, etc. The Company has committed to a bank, for the same, in respect of one of the subsidiary. The Company shall not withdraw the funds so infused, if any, till the money remain due to bank.

39 Loans and Advances pursuant to Regulation 34(3) and 53(f) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

Particulars	Outstanding as at March 31, 2020	Maximum Amount Outstanding during the year ended March 31, 2020	Outstanding as at March 31, 2019	Maximum Amount Outstanding during the year ended March 31, 2019
Trade Deposits				
Commander Vitrified Private Limited	-	-	-	253.55
Vintage Tiles Private Limited	-	-	-	526.00
Vicon Ceramic Private Limited	-	-	-	326.50
Somany Sanitaryware Private Limited	-	-	-	700.00
Somany Fine Vitrified Private Limited	-	-	-	239.19
Acer Granito Private Limited	-	-	-	450.00
Inter Corporate Deposits				
Amora Ceramics Private Limited	260.10	260.10	260.10	286.64
Sudha Somany Ceramics Private Limited (formerly Sudha Ceramics Private Limited)	1,257.00	1,457.00	1,257.00	1,257.00
Somany Sanitaryware Private Limited	940.00	940.00	1,230.00	1,230.00
Acer Granito Private Limited	550.00	550.00	450.00	450.00
Vintage Tiles Private Limited	526.00	526.00	526.00	526.00
Somany Fine Vitrified Private Limited	357.00	357.00	239.19	239.19
Vicon Ceramic Private Limited	339.50	539.50	526.50	526.50
Somany Excel Vitrified Private Limited	-	100.00	100.00	110.00
Security Deposit Given				
Sudha Somany Ceramics Private Limited (formerly Sudha Ceramics Private Limited)	105.00	105.00	105.00	105.00

40 Foreign exchange exposures outstanding at the year-end:

Particulars		Amount	Amount	Amount (Foreign	Amount (Equivalent
		(Foreign	(Equivalent Rs. in	Currency in	Rs. in lakhs)
		lakhs)	lakhs)	lakhs)	lakhs)
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Open Exposures					
Receivables	USD	6.62	497.18	12.73	-
Receivables	CNY	0.01	0.04	-	-
Payables	USD	1.06	80.23	15.05	-
Payables	EURO	2.81	235.67	0.26	20.02
Payables	CNY	0.32	3.30	-	-

41 Details of Investment made, Loan and Guarantee given covered under section 186(4) of Companies Act, 2013

a) Loan given for business purposes

Name	Terms of repayments of Outstanding balance	For the year ended		Outstanding as on	
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Sudha Somany Ceramics Private Limited	After one year	400.00	1,155.00	1,257.00	1,257.00
Amora Ceramics Private Limited	After one year	-	-	260.10	260.10
Acer Granito Private Limited	After one year	250.00	300.00	550.00	300.00
Acer Granito Private Limited	With in One year	-	150.00	-	150.00
Vintage Tiles Private Limited	After one year	-	526.00	526.00	526.00
Commander Vitrified Private Limited	With in One Year	-	345.00	345.00	345.00
Somany Sanitaryware Private Limited	After one year	440.00	-	940.00	500.00
Somany Sanitaryware Private Limited	With in One Year	-	730.00	-	730.00
Somany Fine Vitrified Private Limited	After one year	117.81	-	357.00	239.19
Somany Excel Vitrified Private Limited	After one year	-	110.00	-	100.00
Vicon Ceramic Private Limited	After one year	339.50	-	339.50	-
Vicon Ceramic Private Limited	With in One Year	-	200.00	-	526.50
Sungloss Ceramic Industries	After one year	-	-	250.00	250.00
Zealous Financial Services Private Limited	With in One Year	-	585.00	1,085.00	1,085.00
Tinna Rubber & Infrastructure Limited	After one year	-	-	-	100.00
JSTI Investment Limited	With in One Year	-	800.00	295.00	800.00
AM Mobile Telecom Private Limited	With in One Year	-	1,400.00	805.00	1,400.00
AM Professional Services Private Limited	With in One Year	-	400.00	300.00	400.00
Devang Consultancy Services Private Limited	With in One Year	-	300.00	200.00	300.00
Kushagra Properties Private Limited	With in One Year	-	300.00	-	300.00
Mentor Financial Services Private Limited	With in One Year	-	910.00	-	910.00
J R Laddha Financial Services Private Limited	With in One Year	-	300.00	-	300.00

The above loans carries interest rate in the range of 9.50% to 12.00% (Previous Year 9.50% to 14.50%)

b) Details of investments made is given in Note No. 4 and 9.

c) Details of guarantee and security given in Note No. 38 (C) (ii).

42 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

Particulars	For the year ended	
	March 31, 2020	March 31, 2019
Contribution to Provident Funds	592.96	576.69

Above amounts have been included in Contributions to Provident and Gratuity Fund (note no. 34) of the Statement of Profit and Loss.

(ii) Defined Benefit Plan:

The Company made provision for gratuity as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. Gratuity liability is being contributed to the gratuity fund formed by the company.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2020. The present value of the defined benefit obligations and the related current service cost and past service cost, was measured using the Projected Unit Credit Method.

A. Movement in net defined benefit (asset)/liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/liability and its components:

Particulars	March 31, 2020			March 31, 2019		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Opening Balance	1,490.46	1,511.87	(21.41)	1,365.16	1,385.81	(20.65)
Included in profit & loss						
Current service cost	152.55	-	152.55	136.02	-	136.02
Interest cost / (income)	114.17	(115.81)	(1.64)	105.25	(106.85)	(1.60)
Past Service Cost including curtailment	-	-	-	-	-	-
Gains/(Losses)	266.72	(115.81)	150.91	241.27	(106.85)	134.42
Included in OCI						
Remeasurements loss / (gain)						
Actuarial loss / (gain) arising from:						
- demographic assumptions	(1.00)	-	(1.00)	-	-	-
- financial assumptions	114.81	-	114.81	6.02	-	6.02
- experience adjustment	(26.45)	-	(26.45)	44.66	-	44.66
- on plan assets	-	61.87	61.87	-	(19.21)	(19.21)
	87.36	61.87	149.23	50.68	(19.21)	31.47
Other						
Contributions paid by the employer	-	-	-	-	-	-
Benefits paid	(178.39)	-	(178.39)	(166.65)	-	(166.65)
	(178.39)	-	(178.39)	(166.65)	-	(166.65)
Closing Balance	1,666.15	1,565.81	100.34	1,490.46	1,511.87	(21.41)

B. Plan assets

Particulars	March 31, 2020	March 31, 2019
Fund managed by insurer	100%	100%
	100%	100%

Above amounts have been included in Contributions to Provident and Gratuity Fund (note no. 34) of the Statement of Profit and Loss.

In the absence of detailed information regarding plan assets which is funded with Insurance Company, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

C. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	March 31, 2020	March 31, 2019
Discount rate	6.80%	7.66%
Expected rate of future salary increase	5.00%	5.00%
Mortality	100% of IALM (2012 - 14)	100% of IALM (2006 - 08)

Assumptions regarding future mortality have been based on published statistics and mortality tables.

The company expects to pay Rs. 178.37 lakhs (Previous Year Rs. 147.82 lakhs) in contribution to its defined benefit plans in the next year.

D. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	March 31, 2020		March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(65.70)	50.90	(58.75)	45.51
Expected rate of future salary increase (0.5% movement)	49.17	(65.05)	43.97	(58.17)

Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

E. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

A) Salary Increases- Higher than expected increase in salary will increase the defined benefit obligation.

B) Investment Risk – Assets / liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability / Assets.

C) Discount Rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that includes mortality, withdrawals, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends on the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the employee benefit of a short career employee typically costs less per year as compared to a long service employee.

43 Related parties as identified by the Company**A. Related parties and their relationships****i Key Managerial Personnel (KMP) and their relatives**

Name	Relationship
Mr. Shreekant Somany [^]	Chairman & Managing Director
Mr. Abhishek Somany [^]	Managing Director (Son of Chairman & Managing Director)
Mrs. Anjana Somany [^]	Whole time Director (Wife of Chairman & Managing Director)
Mr. G.G. Trivedi	Non- Executive Director
Mr. T.R. Maheshwari [^]	CEO upto April 16, 2019 & Additional Director from May 1, 2019 to August 18, 2019 and Non-Executive Director w.e.f. August 19, 2019
Mr. Saikat Mukhopadhyay [^]	Chief Financial Office (CFO)
Mr. Ambrish Julka [^]	GM (Legal) & Company Secretary
Mrs. Minal Somany	Wife of Managing Director
Mr. G. L. Sultania	Non- Executive Director (upto May 24, 2018)
Mr. Siddarath Bindra	Independent Director
Mr. R.K. Daga	Independent Director upto March 31, 2019
Mr. Ravindra Nath	Independent Director
Mr. Salil Singhal	Independent Director
Mr. Y. K. Alagh	Independent Director upto March 31, 2019
Mr. Rameshwar Singh Thakur	Independent Director w.e.f May 24, 2018
Mrs. Rumjhum Chatterjee	Independent Director w.e.f September 1, 2018
Mr. Vineet Agarwal	Additional Director from May 1, 2019 to August 18, 2019 and Independent Director w.e.f. August 19, 2019

[^] KMP under the Companies Act, 2013

ii Subsidiary Company

SR Continental Limited
 Somany Bathware Limited (Formerly known as Somany Global Limited)
 Amora Tiles Private Limited
 Somany Fine Vitrified Private Limited
 Somany Sanitaryware Private Limited
 Somany Excel Vitrified Private Limited
 Vintage Tiles Private Limited
 Commander Vitrified Private Limited (Ceases w.e.f July 01, 2018)
 Vicon Ceramic Private Limited
 Acer Granito Private Limited
 Sudha Somany Ceramics Private Limited (Formerly Sudha Ceramics Private Limited)
 Amora Ceramics Private Limited
 Somany Bath Fittings Private Limited (Formerly known as Karanjot Enterprises Private Limited) (w.e.f. May 1, 2018)

**iii. Enterprise over which Company exercise significant influence and with whom transactions have taken place during the year:**

H. L. Somany Foundation

iv. Enterprise over which Key Management Personnel and their relatives exercise significant influence and with whom transactions have taken place during the year

Schablona India Limited

v. Other related parties with which Company has transactions:

Name	Relationship
Trans India Ceramics Private Limited	Private company in which director is a director
Vidres India Ceramics Private Limited	Private company in which director is a director
Yogi Cerachem Private Limited	Private company in which director is a director
Ishiv India Solutions Private Limited	Private company in which director's relative is a director
Biba Apparels Private Limited	Private company in which director is a director
TCI-Concor Multimodal Solutions Private Limited	Private company in which director is a director
Transport Corporation of India Limited	Public company in which director is a director and holds more than 2% shares alongwith relatives
TCI Express Limited	Public company in which director is a director and holds more than 2% shares alongwith relatives



B. Transactions with related parties

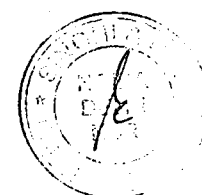
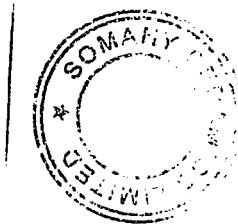
	For the year ended	
	March 31, 2020	March 31, 2019
a) Payments to Key Managerial Personnel and their relatives		
Mr. Shreekant Somany		
- Remuneration	299.60	296.28
- Commission	-	45.80
Outstanding at the year-end:		
- Remuneration Payable	3.66	10.16
- Commission Payable	-	45.80
Mr. Abhishek Somany		
- Remuneration	332.70	346.97
- Commission	-	-
- Rent Paid	9.84	9.36
Outstanding at the year-end:		
- Remuneration Payable	9.32	14.88
- Commission Payable	-	-
Mrs. Anjana Somany		
- Remuneration	26.88	26.90
- Rent Paid	3.36	3.20
Outstanding at the year-end:		
- Remuneration Payable	0.26	1.76
Mrs. Minal Somany		
- Remuneration	27.15	27.15
- Rent Paid	14.56	15.14
Outstanding at the year-end:		
- Salary Payable	1.31	1.30
Mr. G.G. Trivedi		
- Consultancy Fees	34.99	33.00
- Commission	-	5.00
- Sitting Fees	1.35	1.00
Outstanding at the year-end:		
- Commission Payable	-	4.75
Mr. T.R. Maheshwari		
- Remuneration	54.67	115.20
- Consultancy Fees	44.86	-
- Sitting Fees	0.90	-
- Reimbursement of Expenses	0.05	-
Outstanding at the year-end:		
- Salary Payable	-	4.51
- Advance Receivable	-	30.00
Mr. Saikat Mukhopadhyay		
- Remuneration	122.27	102.64
Outstanding at the year-end:		
- Salary Payable	2.19	3.95
Mr. Ambrish Julka		
- Remuneration	31.03	27.66
Outstanding at the year-end:		
- Salary Payable	2.41	1.30
<u>Non- Executive/Independent Directors</u>		
Mr. G. L. Sultania		
- Commission	-	0.74
- Sitting Fees	-	0.30
Outstanding at the year-end:		
- Commission Payable	-	0.70
Mr. Siddharath Bindra		
- Commission	-	5.00
- Sitting Fees	1.60	0.90
Outstanding at the year-end:		
- Commission Payable	-	4.75



Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

Nature of Transactions	For the year ended	
	March 31, 2020	March 31, 2019
Mr. R.K. Daga		
- Commission	-	5.00
- Sitting Fees	-	1.15
Outstanding at the year-end:		
- Commission Payable	-	4.75
Mr. Ravindra Nath		
- Commission	-	5.00
- Sitting Fees	1.00	0.55
Outstanding at the year-end:		
- Commission Payable	-	4.75
Mr. Salil Singhal		
- Commission	-	5.00
- Sitting Fees	1.45	0.75
Outstanding at the year-end:		
- Commission Payable	-	4.75
Mr. Y. K. Alagh		
- Commission	-	5.00
- Sitting Fees	-	0.45
Outstanding at the year-end:		
- Commission Payable	-	4.75
Mr. Rameshwar Singh Thakur		
- Commission	-	4.27
- Sitting Fees	1.35	0.30
- Reimbursement of Expenses	1.23	-
Outstanding at the year-end:		
- Commission Payable	-	4.06
Mrs. Rumjhum Chatterjee		
- Commission	-	2.90
- Sitting Fees	1.25	0.15
Outstanding at the year-end:		
- Commission Payable	-	2.76
Mr. Vineet Agarwal		
- Sitting Fees	1.20	-
Summary of payment made to KMP		
Short term employee benefits*	904.42	1,032.06
Other Payments	108.89	60.70
* excludes provision in respect of gratuity, compensated absences etc. as the same is determined on an actuarial basis for company as whole and includes commission to directors which is payable after approval of shareholders in annual general meeting.		
b) With Subsidiary Companies are as under		
SR Continental Limited		
- Rent paid	0.24	0.24
- Payment made on their behalf	9.54	11.60
Outstanding at the year end:		
- Trade payable	0.18	-
Somany Bathware Limited		
- Payment made on their behalf	0.84	1.35
Amora Tiles Private Limited		
- Purchase of goods	5,229.55	6,416.63
- Technical services Income	-	45.00
Outstanding at the year end:		
- Other Receivable	365.54	232.63
Somany Sanitaryware Private Limited		
- Purchase of goods	4,836.32	4,990.57
- Sales of goods	509.30	249.83
- Interest received	119.85	109.60



Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

Nature of Transactions	For the year ended	
	March 31, 2020	March 31, 2019
- Deposit received back	-	700.00
- ICD given	180.00	1,230.00
- ICD received back	470.00	-
- Payment made on their behalf	6.87	-
Outstanding at the year-end:		
- Trade Receivable	429.54	81.14
- Interest receivable	274.24	209.99
- Trade payable	817.21	1,017.17
- ICD recoverable	940.00	1,230.00
Somany Fine Vitrified Private Limited		
- Purchase of goods	9,876.68	8,556.71
- Interest received	25.39	25.11
- ICD Given	117.81	-
Outstanding at the year-end:		
- Interest receivable	45.64	22.79
- Trade payable	2,309.52	3,054.68
- ICD recoverable	357.00	239.19
Somany Excel Vitrified Private Limited		
- ICD given	-	110.00
- ICD received back	100.00	10.00
- Interest received	5.52	4.07
- Investment in Equity Shares	100.00	100.00
- Payment made on their behalf	0.55	-
Outstanding at the year-end:		
- ICD recoverable	-	100.00
- Interest receivable	8.63	3.66
Vintage Tiles Private Limited		
- Purchase of goods	11,570.49	12,905.49
- Fees received for technical services	180.00	180.00
- Interest received	63.12	62.77
- Deposit received back	-	526.00
- ICD given	-	526.00
Outstanding at the year-end:		
- Other receivable	403.12	-
- Trade payable	-	612.41
- ICD recoverable	526.00	526.00
Commander Vitrified Private Limited		
- Purchase of goods	-	1,618.72
- Interest received	-	7.24
Vicon Ceramic Private Limited		
- Purchase of goods	3,115.76	4,258.08
- Interest received	42.29	51.41
- ICD given	13.00	200.00
- ICD received back	200.00	-
- Investment in equity shares	-	65.00
Outstanding at the year-end:		
- Interest receivable	119.59	81.53
- Trade payable	115.81	448.18
- ICD recoverable	339.50	526.50
Acer Granito Private Limited		
- Purchase of goods	8,215.07	9,341.19
- Fees received for technical services	180.00	180.00
- Interest received	40.02	36.17
- Deposit received back	-	450.00
- ICD given	250.00	450.00
- ICD received back	150.00	-
Outstanding at the year-end:		
- Interest receivable	19.81	7.99
- Trade payable	717.06	1,651.17
- ICD recoverable	550.00	450.00



Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

Nature of Transactions	For the year ended	
	March 31, 2020	March 31, 2019
Sudha Somany Ceramics Private Limited (Formerly Sudha Ceramics Private Limited)		
- Purchase of goods	6,544.64	27.23
- Sale of goods	-	4.63
- Sale of Fixed Asset	6.13	-
- Rent Paid	6.75	-
- Investment made	-	538.83
- ICD given	400.00	1,155.00
- ICD received back	400.00	-
- Security deposit given	-	105.00
- Interest received	155.44	99.54
Outstanding at the year-end:		
- Interest receivable	134.84	90.78
- Security deposit receivable	105.00	105.00
- Trade Payable	629.27	27.50
- ICD recoverable	1,257.00	1,257.00
Amora Ceramics Private Limited		
- Purchase of goods	4,335.67	3,014.57
- Interest received	27.31	27.50
- Investment in equity shares	-	245.64
Outstanding at the year-end:		
- ICD recoverable	260.10	260.10
- Trade payable	421.05	260.06
- Interest receivable	24.58	-
Somany Bath Fittings Private Limited (Formerly known as Karanjot Enterprises Private Limited)		
- Investment in equity shares	-	680.10
- Purchase of goods	2,150.08	2,025.40
- Sale of goods	11.30	-
Outstanding at the year-end:		
- Trade payable	218.68	248.54
c) With Other Related Parties are as under:-		
Schablona India Limited		
- Purchase of goods	10.90	90.57
- Rent Paid	4.67	-
- Sales of goods	3.74	117.61
- Rent received	0.24	0.45
Outstanding at the year-end:		
- Trade payables	1.03	-
- Trade receivable	575.59	575.59
Biba Apparels Private Limited		
- Sale of goods	-	3.67
Outstanding at the year-end:		
- Trade receivable	-	1.75
- Other Payables	1.66	-
TCI Express Limited		
- Purchase of Services	59.22	-
Outstanding at the year-end:		
- Trade payables	28.96	-
TCI-Concor Multimodal Solutions Private Limited		
- Purchase of Services	2.71	-
Outstanding at the year-end:		
- Trade payables	1.16	-
Transport Corporation of India Limited		
- Purchase of Services	212.43	-
Outstanding at the year-end:		
- Trade payables	22.87	-
Yogi Cerachem Private Limited		
- Purchase of goods	-	4.21
Vidres India Ceramics Private Limited		
- Purchase of goods	2,537.45	3,189.25
- Sale of Fixed Assets	-	7.18
Outstanding at the year-end:		
- Trade payable	358.54	346.92

Somany Ceramics Limited**Notes to Standalone Financial Statements for the year ended March 31, 2020**

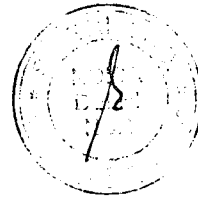
(All amounts are in rupees lakhs, unless otherwise stated)

Nature of Transactions	For the year ended	
	March 31, 2020	March 31, 2019
H. L. Somany Foundation		
- Contribution towards CSR Activities	195.00	202.84
- Payments made on their behalf	-	5.70
Ishiv India Solution Private Limited		
- Purchase of goods	49.87	164.94
- Services received	-	2.77
Outstanding at the year-end:		
- Trade payable	7.39	8.47
Trans India Ceramics Private Limited		
- Purchase of goods	398.73	-
- Services received	18.31	-
Outstanding at the year-end:		
- Trade payable	3.16	-

For guarantee and surety given to related parties, refer Note 38(C)(ii).

Terms and conditions of transactions with related parties:

Outstanding balances at the year-end are unsecured, Interest Free and settlement occurs in cash. Terms and conditions for Loan refer Note No.41.



44 Financial instruments – Fair values and risk management

I. Fair value measurements

A. Financial instruments by category

Particulars	As at March 31, 2020		As at March 31, 2019	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments				
Current	3,322.03	-	6,737.37	117.81
Loans				
Non current	-	4,479.60	-	4,058.79
Current	-	3,030.00	-	6,720.00
Trade receivables	-	27,301.09	-	41,008.43
Cash and cash equivalents	-	794.83	-	2,400.52
Bank balances other than above	-	48.49	-	556.33
Others				
Non current	-	961.59	-	911.36
Current	-	1,267.54	-	1,007.07
	3,322.03	37,883.14	6,737.37	56,780.31
Financial liabilities				
Borrowings				
Non current	-	6,613.42	-	9,145.10
Current	-	18,416.67	-	15,646.56
Lease Liability				
Non current	-	2,461.55	-	-
Current	-	626.29	-	-
Other financial liabilities				
Non Current	-	2,343.40	-	2,474.11
Current	-	3,553.57	-	4,533.16
Trade payables	-	13,508.13	-	26,120.07
	-	47,523.03	-	57,919.00

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

- (a) recognised and measured at fair value and
(b) measured at amortised cost.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	As at March 31, 2020			Total
	Level 1	Level 2	Level 3	
Financial assets				
Financial Investments at FVTPL				
Investments				
Current	0.18	3,321.85	-	3,322.03
Total financial assets	0.18	3,321.85	-	3,322.03
As at March 31, 2019				
Financial assets				
Financial Investments at FVTPL				
Investments				
Current	2.64	6,734.73	-	6,737.37
Total financial assets	2.64	6,734.73	-	6,737.37

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year

Somany Ceramics Limited

Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

C. Financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2020		As at March 31, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Investments				
Current	-	-	117.81	117.81
Loans				
Non Current	4,479.60	4,479.60	4,058.79	4,058.79
Current	3,030.00	3,030.00	6,720.00	6,720.00
Trade receivables	27,301.09	27,301.09	41,008.43	41,008.43
Cash and cash equivalents	794.83	794.83	2,400.52	2,400.52
Bank balances other than above	48.49	48.49	556.33	556.33
Others				
Non Current	961.59	961.59	911.36	911.36
Current	1,267.54	1,267.54	1,007.07	1,007.07
	37,883.14	37,883.14	56,780.31	56,780.31
Financial liabilities				
Borrowings				
Non current	6,613.42	6,613.42	9,145.10	9,145.10
Current	18,416.67	18,416.67	15,646.56	15,646.56
Lease Liability				
Non current	2,461.55	2,461.55	-	-
Current	626.29	626.29	-	-
Other Financial Liability				
Non current	2,343.40	2,343.40	2,474.11	2,474.11
Current	3,553.57	3,553.57	4,533.16	4,533.16
Trade payables	13,508.13	13,508.13	26,120.07	26,120.07
	47,523.03	47,523.03	57,919.00	57,919.00

The management considers that the carrying amount of financial assets and financial liabilities carried as amortised cost approximates their fair value.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to control risks through defined framework.

The Company's risk management policy is established to identify and analyse the risks faced by the Company, to set appropriate controls. Risk management policy is reviewed by the board annually to reflect changes in market conditions and the Company's activities.

The Company's Audit Committee oversees compliance with the Company's risk management policy, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Financial loss to the Company, arising, if a customer or counterparty to a financial instrument fails to meet its contractual obligations principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk closely both in domestic and export market.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Sales credit limit are set up for each customer and reviewed periodically. The credit risk from loans to other corporate is managed in accordance with the Company's fund management policy that includes parameters of safety, liquidity and post tax returns. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank reference checks are also done.

The Company creates allowances for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

The gross carrying amount of trade receivables is Rs 28,649.09 lakhs (Previous year – Rs. 41,574.98 lakhs).



Somany Ceramics Limited

Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

Reconciliation of loss allowance provision – Trade receivables

Particulars	For the year ended	
	March 31, 2020	March 31, 2019
Opening balance	566.55	315.68
Changes in loss allowance	781.45	250.87
Closing balance	1,348.00	566.55

Investments

Company invests in Bonds, Debentures, Liquid Mutual Funds etc., in accordance with the Company's Investment Policy that includes parameters of safety, liquidity and post tax returns. Company avoids the concentration of credit risk by spreading them over several counterparties with good credit rating profile and sound financial position as well as held to maturity policy. The Company's exposure and credit ratings of its counterparties are monitored on an ongoing basis. Based on historical experience and credit profiles of counterparties, the Company does not expect any significant risk of default.

iii. Liquidity risk

Liquidity risk is the risk that the Company may face difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to manage liquidity is to ensure, as far as possible, sufficient liquidity to meet its obligations, under both normal and stressed conditions.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows.

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

Particulars	Carrying Amount March 31, 2020	On demand	Contractual cash flows		
			Less than 1 Year	1–5 years	More than 5 years
Financial liabilities					
Borrowings	9,634.96	-	3,021.54	6,613.42	-
Other non-current financial liabilities	2,343.40	-	-	2,343.40	-
Current borrowings	18,416.67	8,415.61	10,001.06	-	-
Lease Liability	3,087.84	-	626.29	1,884.11	577.44
Trade payables	13,508.13	-	13,508.13	-	-
Other current financial liabilities	532.03	-	532.03	-	-
Total financial liabilities	47,523.03	8,415.61	27,689.05	10,840.93	577.44

Particulars	Carrying Amount March 31, 2019	On demand	Contractual cash flows		
			Less than 1 Year	1–5 years	More than 5 years
Financial liabilities					
Borrowings	12,751.63	-	3,606.53	9,145.10	-
Other non-current financial liabilities	2,474.11	-	-	2,474.11	-
Current borrowings	15,646.56	10,470.41	5,176.15	-	-
Trade payables	26,120.07	-	26,120.07	-	-
Other current financial liabilities	926.63	-	926.63	-	-
Total financial liabilities	57,919.00	10,470.41	35,829.38	11,619.21	-

iv. Market risk

Risk on account of changes in foreign exchange rates, interest rates etc. that may affect the Company's income or the value of its holdings of financial instruments. The objective of market risk is to optimize the return by managing and controlling the market risk exposures within acceptable parameters.

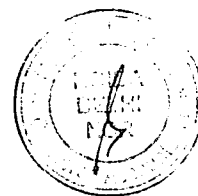
v. Currency risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in EURO,CNY. The risk is measured through a forecast of highly probable foreign currency cash flows.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows (Foreign currency in lakhs).

	As at March 31, 2020			As at March 31, 2019	
	USD	EUR	CNY	USD	EUR
Trade receivables (A)	6.62	-	0.01	12.73	-
Payables (B)	1.06	2.81	0.32	15.05	0.26
Net statement of financial position exposure (B-A)	(5.56)	2.81	0.31	2.32	0.26



Somany Ceramics Limited

Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

The following significant exchange rates have been applied

	Average Rates		Year end spot rates	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
USD 1	70.88	69.94	75.73	69.39
EUR 1	78.80	80.96	83.94	78.33
CNY 1	10.18	-	10.24	-

Sensitivity analysis

Every percentage point depreciation / appreciation in the exchange rate for the closing balances between the Indian Rupee and respective currencies would affect the Company's incremental profit before tax and equity, net of tax as per below :

	(Profit) or loss		Equity, net of tax	
	Strength-ening	Weakening	Strength-ening	Weakening
March 31, 2020				
USD (10% movement)	42.12	(42.12)	31.52	(31.52)
EUR (10% movement)	(23.57)	23.57	(17.64)	17.64
CNY (10% movement)	(0.32)	0.32	(0.24)	0.24
March 31, 2019				
USD (10% movement)	(16.11)	16.11	(10.48)	10.48
EUR (10% movement)	(2.00)	2.00	(1.30)	1.30

Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During March 31, 2020 and March 31, 2019, the Company's borrowings at variable rate were denominated mainly in Indian Rupees.

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

	Nominal Amount	
	As at March 31, 2020	As at March 31, 2019
Fixed-rate instruments		
Borrowings	4,507.10	5,908.68
	4,507.10	5,908.68
Variable-rate instruments		
Borrowings	23,544.53	22,489.51
	23,544.53	22,489.51

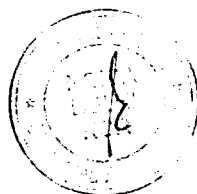
Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or (loss)		Equity, net of tax	
	50 bp increase	50 bp decrease	50 bp increase	50 bp decrease
March 31, 2020				
Variable-rate instruments				
Borrowings	(117.72)	117.72	(88.09)	88.09
Cash flow sensitivity	(117.72)	117.72	(88.09)	88.09
March 31, 2019				
Variable-rate instruments				
Borrowings	(112.45)	112.45	(73.10)	73.10
Cash flow sensitivity	(112.45)	112.45	(73.10)	73.10

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.



Somany Ceramics Limited

Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

45 Payment to Auditors

Particulars	For the year ended	
	March 31, 2020	March 31, 2019
Statutory audit fee	12.50	10.76
Tax audit fee	2.50	2.66
Limited Review and Certification fee	4.65	4.97
Reimbursement of expenses	1.88	1.19
Total	21.53	19.58

Previous year includes fees paid to statutory auditors of amalgamating companies (refer note no. 56)

46 Exceptional item

Mentor Financial Services Private Limited ("Mentor") issued a cheque of Rs. 2,618 Lakhs, against amounts due. This cheque bounced owing to insufficient funds. The Company has issued demand notices to Mentor, its directors and authorized signatories for repayment. In view of the continued default, the Company has also filed criminal complaint against Mentor and its directors. As an abundant caution, the Company has accounted for the cheque bouncing event in the financial statements and disclosed it under the head 'Exceptional item'.

In previous year Exceptional item of Rs. 741.28 lakhs consists of (i) Gain of Rs. 532.02 lakhs from divestment of investment in Commander Vitrified Private Limited (ii) Gain of Rs. 510.73 lakhs on account of provision written back, created earlier towards levy of additional tax on procurement of natural gas in Haryana plant (iii) Loss of Rs. 198.21 lakhs due to non-recoverability of an insurance claim in respect of loss of stock due to fire (iv) Loss of Rs. 1,585.82 lakhs due to defalcation committed by an employee (refer note (a) below).

(a) During the previous year, Company discovered defalcation committed by an employee, responsible for payment processing of certain imported trading goods. Matter is being investigated by law enforcement agencies. Company has insured such defalcation risks under "Employee Dishonesty Insurance Policy". The Company is confident of recovering the amount. However, as a matter of abundant caution a provision has been created in the books of accounts.

47 Out of Rs. 11,999.97 lakhs raised through qualified institutions placement of equity shares in December, 2015, the Company has so far utilized Rs. 7,170.66 lakhs (previous year Rs. 1,849.97 lakhs), including issue expenses of Rs. 307.34 lakhs, for the purpose the fund were so raised and balance Rs. 4,829.31 lakhs (previous year Rs. 10,150.00 lakhs) has been temporarily invested mainly in the debt instruments/ funds.

48 Dividend

Dividend paid during the year ended March 31, 2020 include Rs 2/- per equity share towards final dividend for the year ended March 31, 2019 and Rs2/- per equity share towards interim dividend for the year ended March 31, 2020 out of profit available for distribution. Dividend paid during the year ended March 31, 2019 represent Rs 2/- per equity share towards final dividend for the year ended March 31, 2018.

49 Segment Reporting

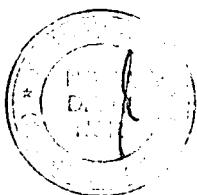
According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one broad business segment viz. "Ceramic Tiles and Allied products" and substantially sale of the product is within the country. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

50 Based on the information available, as identified by the management there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

Particulars	March 31, 2020	March 31, 2019
Principal amount and Interest due thereon remaining unpaid to any supplier as on	-	-
Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-
the amount of interest accrued and remaining unpaid during the accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

51 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The following table summarises the capital of the Company.



Somany Ceramics Limited
Notes to Standalone Financial Statements for the year ended March 31, 2020
 (All amounts are in rupees lakhs, unless otherwise stated)

Particulars	March 31, 2020	March 31, 2019
Equity Share Capital	847.59	847.59
Other Equity	57,527.17	58,361.21
Total Equity	58,374.76	59,208.80
Non-Current Borrowings	6,613.42	9,145.10
Current maturities of Non-Current Borrowings	3,021.54	3,606.53
Current Borrowings	18,416.67	15,646.56
Total Debts	28,051.63	28,398.19

52 Changes in Liabilities from Financing Activities are as under:

Particulars	As at March 31, 2020	Cash Flow changes	Non Cash Changes		As at March 31, 2019
			Foreign Exchange Movement	Others	
Non Current borrowings	9,634.96	(3,135.12)	-	18.45	12,751.63
Current borrowings	18,416.67	2,770.11	-	-	15,646.56
Lease Liability	3,087.84	(877.52)	-	3,965.36	-
Total liabilities from financing activities	31,139.47	(1,242.53)	-	3,983.81	28,398.19

Particulars	As at March 31, 2019	Cash Flow changes	Non Cash Changes		As at March 31, 2018
			Foreign Exchange Movement	Others	
Non Current borrowings	12,751.63	1,273.48	-	-	11,478.15
Current borrowings	15,646.56	(1,741.71)	-	-	17,388.27
Total liabilities from financing activities	28,398.19	(468.23)	-	-	28,866.42

53 The company has made investments in Subsidiary Companies as detailed below:

Name	Country of Incorporation	Percentage of holding as at March 31, 2020	Percentage of holding as at March 31, 2019
SR Continental Limited	India	100%	100%
Somany Bathware Limited	India	100%	100%
Amora Tiles Private Limited	India	51%	51%
Somany Fine Vitrified Private Limited	India	51%	51%
Somany Sanitaryware Private Limited	India	51%	51%
Somany Excel Vitrified Private Limited	India	100%	100%
Vintage Tiles Private Limited	India	50%	50%
Commander Vitrified Private Limited*	India	-	-
Vicon Ceramic Private Limited	India	26%	26%
Acer Granito Private Limited	India	26%	26%
Sudha Somany Ceramics Private Limited #	India	60%	60%
Amora Ceramics Private Limited	India	51%	51%
Somany Bath Fittings Private Limited (Formerly known as Karanjot Enterprises Private Limited) (w.e.f. May 1, 2018)	India	51%	51%

* the company has divest in the subsidiary w.e.f July 01,2018.

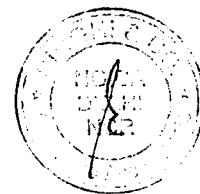
The company has increased their investment from 51% to 60% w.e.f. May 1, 2018.

54 Transition to Ind AS 116

The Company has adopted Ind AS 116 "Leases", effective annual reporting period beginning April 1, 2019 and using modified retrospective approach, accordingly, the Company has not restated comparative information and there is no cumulative effect of initially applying this standard on opening balance of retained earnings as on April 1, 2019.

(A) The Company recognised ROU assets for the following asset categories:-

ROU Asset Category	(Rs. In Lakhs)
	As at 1 April, 2019
Lease Hold Land	339.94
Buildings	3,693.87



Somany Ceramics Limited

Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

(B) The operating cash flows for the year ended March 31, 2020 has increased by Rs. 877.52 lakhs and the financing cash flows have decreased by Rs. 877.52 lakhs as repayment of lease liabilities and related interest has been classified as cash flows from financing activities.

(C) The Company incurred Rs. 155.99 Lakhs for the year ended March 31, 2020 towards expenses relating to short-term leases and leases of low-value assets.

(D) Practical expedients applied on initial application date i.e. April 1, 2019

- (i) The Company has not reassessed whether a contract, is or contains a lease at the date of initial application
- (ii) the Company has utilised exemption provided for short term leases and leases for which the underlying asset is of low value on a lease-by-lease basis.
- (iii) Initial direct costs are excluded from measuring the right-of-use asset at the date of initial application.
- (iv) The Company used hindsight when determining the lease term if the contract contains options to extend or terminate
- (v) The Company has relied on its assessment of whether leases are onerous.
- (vi) The weighted average of company's incremental borrowing rate applied to lease liabilities at date of initial application i.e. April 1, 2019 was 8.75%.
- (vii) The Company has carried forward the amount of the finance lease assets (reclassified as ROU).
- (viii) The Company has used a single discount rate to a portfolio of leases with reasonable similar characteristics based on the remaining lease term as the date of initial application.

I. Company as a lessor

The Company is not required to make any adjustments on transition to Ind AS 116 for leases in which it acts as a lessor, except for a sub-lease. The Company accounted for its leases in accordance with Ind AS 116 from the date of initial application. The Company does not have any significant impact on account of sub-lease on the application of this standard.

The Company has recognised rent income under the head of other income as follows:

	(Amount in Rs. Lakhs)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Rent received during the year	9.51	1.98

55 As per the Companies Act, 2013, amount required to be spent by the Company on Corporate Social Responsibility (CSR) activities during the year was Rs. 198.42 Lakhs (Previous Year Rs. 216.72 Lakhs). During the year ended March 31, 2020, in respect of CSR activities the Company incurred revenue expenditure which was recognised in the statement of profit and loss amounting to Rs. 201.16 Lakhs (Previous year Rs. 216.72 Lakhs).

56 Business Combination

The National Company Law Tribunal Kolkata bench, (NCLT) vide order dated September 4, 2019 sanctioned the Scheme of Amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited (Amalgamating Companies) engaged in the business of investment activity, with the Company under section 230 to 232 of the Companies Act, 2013 from the appointed date i.e. April 1, 2018. The Scheme became effective on September 25, 2019.

The accounting effect of this Amalgamation to in the financial statements has been given as under:-

- i) In terms of the said scheme, authorised capital of the company has been increased by Rs. 230 Lakhs (1,15,00,000 equity shares of Rs. 2 each) on merger of authorised share capital of amalgamating companies.
- ii) In terms of the said Scheme, 1(ONE) fully paid-up equity share of Rs. 2/- each of Amalgated Company has been issued and allotted to the Shareholders of the Amalgamating Companies in proportion of their respective shareholdings in the Amalgamating Companies for every 1(ONE) fully paid up equity share of Rs. 2/- each held by the Amalgamating companies in Amalgamated Company. The amalgamation being a common control transaction has been accounted for under the 'Pooling of interest' method as prescribed by Ind AS 103 on Business Combinations.
- iii) The share capital of the Amalgamating Company as on the Appointed Date shall stand cancelled.
- iv) The Amalgamated Company has recorded all assets and liabilities of the Amalgamating Companies vested in it pursuant to the scheme, at the respective book values thereof, as appearing in the books of account of the Amalgamating Companies immediately before the appointed date.

A summary of the assets, liabilities and reserves incorporated as at appointed date (i.e April 1, 2018) is as follows:

Particular	Rs. In Lakhs			
	Bhilwara Holdings Limited	Sarvottam Vanijya Limited	Scope Vinimoy Private Limited	TOTAL
Assets				
Current investments	1.01	0.93	0.97	2.91
Cash and cash equivalents	0.15	0.10	0.20	0.45
Current tax assets	78.41	26.28	13.38	118.07
Total Assets	(x) 79.57	27.31	14.55	121.42



Somany Ceramics Limited

Notes to Standalone Financial Statements for the year ended March 31, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

Liabilities					
Other current liabilities		0.15	0.18	0.09	0.43
Current provisions		75.25	26.30	13.40	114.95
Total Liabilities	(y)	75.40	26.48	13.49	115.38
Other Equity					
Capital reserve		15.10	7.80	-	22.90
Amalgamation reserve		122.51	68.75	-	191.27
Securities premium		-	99.96	502.78	602.74
Capital redemption reserve		78.40	-	-	78.40
General reserve		159.92	180.00	-	339.92
Special reserve		351.00	207.01	103.70	661.71
Retained earnings		1,417.61	981.99	426.11	2,825.70
Total Other Equity	(z)	2,144.54	1,545.51	1,032.58	4,722.64
Net Assets, Liabilities and Other equity acquired as at April 1, 2018 (x-y-z)					
		(2,140.37)	(1,544.69)	(1,031.53)	(4,716.59)

b) Consideration

Amalgamating Companies hold 1,90,87,200 Equity shares of Amalgamated company which stand cancelled and equal number of Equity Shares 1,90,87,200 of Rs. 2/- each have been issued to the share holders of the Amalgamating companies in the proportion of their shareholding in the Amalgamating companies.

d) As scheme of amalgamation, given effective from April 1, 2018, accordingly Financial Statements for the year end March 31, 2019 has been restated incorporating the effect of scheme of amalgamation based on special purpose audited financial statements of amalgamating companies for the financial year 2018-19, audited by other auditors.

57 Due to outbreak of Covid-19 globally and in India, the Company had on March 23, 2020 made a disclosure in terms of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Further, the Company has carried out its initial assessment of the likely adverse impact on economic environment and financial risk because of Covid-19. The Company is in the business of manufacturing and trading of "Ceramics tiles and Allied Products", which are connected with the construction activities that are in a way fundamental to the Indian economy. Although, there is significant impact, on account of demand destruction, in the short term, however, management believes that there may not be significant impact of Covid-19 pandemic on the financial position and performance of the Company, in the long-term. The Company estimates to recover the carrying amount of all its assets including inventories, receivables and loans in the ordinary course of business based on information available on current economic conditions. These estimates are subject to uncertainty and may be affected by the severity and duration of pandemic. The Company is continuously monitoring any material change in future economic conditions.

58 The figures for the previous periods have been regrouped/rearranged, wherever considered necessary, to conform current period classifications.

For and on behalf of Board of Directors

As per our report of even date attached

For Singhi & Co.

Chartered Accountants

Firm Registration No. 302049E

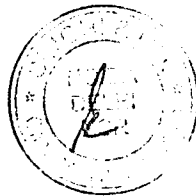
Bimal Kumar Sipani

Partner

M. No. 088926

Place: Noida


Date: June 25, 2020




Shreekanth Somany
Chairman & Managing Director
DIN: 00021423


Saikat Mukhopadhyay
Chief Financial Officer


Abhishek Somany
Managing Director
DIN: 00021448


Ambrish Julka
GM - Legal and Company
Secretary



Schablona India Limited
Provisional Balance sheet as at 30 September, 2020

(Rs. in Lakhs)

Particulars	Notes	As at	
		30 September, 2020	31 March, 2020
Assets			
Non-Current Assets			
Property, Plant and Equipments	3	211.39	225.98
Other Non-Current Assets	4	11.62	10.86
Total Non-Current Assets		223.01	236.84
Current Assets			
Inventories	5	120.20	124.74
Financial Assets			
(I) Trade Receivables	6	139.61	142.07
(II) Cash and Cash Equivalents	7	4.82	17.17
(III) Bank balances other than (II) above	8	20.90	18.55
Current Tax Assets	9	4.34	2.57
Other Current Assets	10	26.40	27.66
Total Current Assets		316.27	332.76
Total Assets		539.28	569.60
Equity and Liabilities			
Equity			
Equity Share Capital	11	126.37	126.37
Other Equity	12	(2,234.52)	(2,198.73)
		(2,108.15)	(2,072.36)
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(I) Borrowings	13	-	1.21
(II) Other Financial Liabilities	14	154.82	155.22
Provisions	15	13.10	12.01
Total Non Current Liabilities		167.92	168.44
Current Liabilities			
Financial Liabilities			
(I) Borrowings	16	1,110.00	1,110.00
(II) Trade Payables	17		
Outstanding dues to Micro and Small Enterprises		-	-
Outstanding dues other than Micro and Small Enterprises		1,115.42	1,117.03
(III) Other Financial Liabilities	18	181.91	177.63
Other Current Liabilities	19	71.95	68.49
Provisions	20	0.23	0.37
Total Current Liabilities		2,479.51	2,473.52
Total Equity and Liabilities		539.28	569.60

For and on behalf of the Board of Directors

Sd/-

Satish C Vishwakarma
Executive Director & CFO
DIN: 06891937

Sd/-

Niranjan Kumar Goenka
Chairman
DIN: 00060864

Sd/-

Ritika Mansata
Company Secretary
ACS-34156

Place: Noida
Date: 6 November, 2020

Schablona India Limited

Provisional Statement of Profit and Loss for the period ended 30 September, 2020

(Rs. in Lakhs)

Particulars	Notes	For the period ended 30 September, 2020	For the Year ended 31 March, 2020
Revenue from Operations	21		
a) Gross Sales		6.23	139.28
b) Other operating Income		0.01	0.49
Other Income	22	16.34	19.83
Total Revenue		22.58	159.60
Expenses			
Cost of Materials Consumed	23	1.19	5.88
Purchase of Stock-in-Trade		-	74.32
Changes in Inventories of Finished Goods, Work-in-progress and Stock-In-Trade	24	4.19	52.05
Employee Benefits Expense	25	19.22	51.54
Finance Costs	26	1.69	68.48
Depreciation and Amortization Expense	3	14.59	38.06
Other Expenses	27	17.49	51.01
Total Expenses		58.37	341.34
Profit Before Exceptional and Extraordinary Items and Tax		(35.79)	(181.74)
Exceptional Items (Net)		-	-
Profit/(Loss) Before Tax		(35.79)	(181.74)
Tax Expense:			
(1) Current Tax		-	-
(2) For earlier years		-	0.40
(3) Deferred Tax		-	-
Profit/ (Loss) for the year		(35.79)	(182.14)
Other Comprehensive Income			
(1) Items that will not be reclassified to Profit & Loss		-	(0.21)
(2) Items that will be reclassified to Profit & Loss		-	-
Total Comprehensive Income for the Period		(35.79)	(182.35)
Earnings Per Equity Share (Per Share Value Rs. 4 each)			
Basic (in Rs)	28	(1.13)	(5.77)
Diluted (in Rs)		(1.13)	(5.77)
For and on behalf of the Board of Directors			
Sd/-			
Satish C Vishwakarma			
Executive Director & CFO			
DIN: 06891937			
Sd/-			
Niranjan Kumar Goenka			
Chairman			
DIN: 00060864			
Sd/-			
Ritika Mansata			
Company Secretary			
ACS-34156			
Place: Noida			
Date: 6 November, 2020			

Schablona India Limited
Cash Flow Statement for the period ended 30 September, 2020

(Rs. In Lakhs)

S. No Particulars	For the period ended 30 September, 2020	For the Year ended 31 March, 2020
(I) Cash Flows From Operating Activities		
Net Profit before Tax as per Statement of Profit and Loss	(35.79)	(181.95)
Adjustments For :		
Finance Costs	1.69	68.48
Interest Income	(0.39)	(1.90)
Loss/Gain on Disposal of Property, Plant & Equipment	-	(2.64)
Sundry Balances written off and Liabilities no longer required written bac	(0.19)	(0.70)
Provision for Doubtful Debts	-	(0.60)
Depreciation and Amortization Expenses	14.59	38.06
Total	15.70	100.70
Operating profit/(Loss) before working capital changes	(20.09)	(81.25)
Adjustments For :		
Trade and other receivables	(1.47)	145.68
Inventories	4.54	55.22
Trade and Other Payables	5.93	(121.08)
Cash Generated from Operations	(11.09)	(1.43)
Income Taxes paid	(1.77)	1.60
Net Cash Flow from Operating Activities	(12.86)	0.17
(II) Cash Flows from Investing Activities		
Interest Received	2.36	3.32
Sale of Property, Plant and Equipments	-	8.87
Net Cash inflow from Investing Activities	2.36	12.19
(III) Cash Flows from Financing Activities		
Repayment	(1.66)	(9.03)
Current Borrowing	-	25.00
Interest Paid	(0.19)	(25.18)
Net Cash outflow from Financing Activities	(1.85)	(9.21)
Net Increase/(decrease) In Cash and Cash Equivalents :	(12.35)	3.15
Cash and Cash Equivalents at the beginning of the year	17.17	14.02
Cash and Cash Equivalents at the end of the year	4.82	17.17
For and on behalf of the Board of Directors		
Sd/-		
Satish C Vishwakarma Executive Director & CFO DIN: 06891937		
Sd/-		
Niranjan Kumar Goenka Chairman DIN: 00060864		
Sd/-		
Ritika Mansata Company Secretary ACS-34156		
Place: Noida		
Date: 6 November, 2020		

Schablona India Limited

Statement of Changes in Equity for the period ended 30 September, 2020

(Rs. In Lakhs)

Particulars	As at 30 September 2020		As at 31 March, 2020		Total
	No. of Shares	Amount	No. of Shares	Amount	
(a) Equity share capital & Reconciliation of number of shares outstanding at the beginning and end of the year					
Balance at the beginning of the year	3,159,215	126.37	3,159,215	126.37	
Changes in equity share capital during the year	-	-	-	-	
Balance at the end of the reporting period	3,159,215	126.37	3,159,215	126.37	
(b) Other equity					
	Reserve and Surplus			other Comprehensive Income	
	Capital Reserve	General Reserve	Retained earnings	Remeasurement of defined benefit plans	
Restated balance at the beginning of the reporting period as at 1st April ,2019	0.63	75.00	(2,076.68)	(15.33)	(2,016.38)
Profit / (Loss) for the year	-	-	(182.14)	-	(182.14)
Other comprehensive income for the year	-	-	-	(0.21)	(0.21)
Balance at 31 March, 2020	0.63	75.00	(2,258.82)	(15.54)	(2,198.73)
Profit / (Loss) for the year	-	-	(35.79)	-	(35.79)
Other comprehensive income for the year	-	-	-	-	-
Balance at 30 September, 2020	0.63	75.00	(2,294.61)	(15.54)	(2,234.52)
For and on behalf of the Board of Directors					
Sd/- Satish C Vishwakarma Executive Director & CFO DIN: 06891937					
Sd/- Niranjan Kumar Goenka Chairman DIN: 00060864					
Sd/- Ritika Mansata Company Secretary ACS-34156					
Place: Noida					
Date: 6 November, 2020					

Schablona India Limited
Notes to the Financial Statements for the period ended 30 September, 2020

3. Property, Plant and Equipment

Particulars	Gross Block				Accumulated Depreciation				Net Block		
	As at 1st April, 2020	Additions	Disposal/ Adjustment	As at 30 September, 2020	As at 1st April, 2020	For the year	Disposal/ Adjustment	As at 30 September, 2020	As at 30 September, 2020	As at 31 March, 2020	
Tangible Assets											
Freehold land	9.53	-	-	9.53	-	-	-	-	9.53	9.53	
Building	126.49	-	-	126.49	28.23	3.53	-	31.76	94.73	98.26	
Leasehold Building	29.08	-	-	29.08	5.00	0.62	-	5.62	23.46	24.08	
Plant and equipment	167.95	-	-	167.95	89.21	7.66	-	96.87	71.08	78.74	
Furniture and fixtures	3.46	-	-	3.46	2.38	0.06	-	2.44	1.02	1.08	
Computer	12.07	-	-	12.07	6.66	0.76	-	7.42	4.65	5.41	
Office equipments	2.33	-	-	2.33	1.02	0.09	-	1.11	1.22	1.31	
Vehicles*	20.73	-	-	20.73	13.16	1.87	-	15.03	5.70	7.57	
Total	371.64	-	-	371.64	145.66	14.59	-	160.25	211.39	225.98	

3. Property, Plant and Equipment (2019-20)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1st April, 2019	Additions	Disposal/ Adjustment	As at 31 March, 2020	As at 1st April, 2019	For the year	Disposal/ Adjustment	As at 31 March, 2020	As at 31 March, 2020	As at 31 March, 2019
Tangible Assets										
Freehold land	9.53	-	-	9.53	-	-	-	-	9.53	9.53
Building	126.49	-	-	126.49	21.18	7.05	-	28.23	98.26	105.31
Leasehold Building	29.08	-	-	29.08	3.75	1.25	-	5.00	24.08	25.33
Plant and equipment	167.99	-	0.04	167.95	67.31	21.92	0.02	89.21	78.74	100.68
Furniture and fixtures	3.46	-	-	3.46	2.14	0.24	-	2.38	1.08	1.32
Computer	12.07	-	-	12.07	4.53	2.13	-	6.66	5.41	7.54
Office equipments	2.33	-	-	2.33	0.76	0.26	-	1.02	1.31	1.57
Vehicles*	37.76	-	17.03	20.73	18.77	5.21	10.82	13.16	7.57	18.99
Total	388.71	-	17.07	371.64	118.44	38.06	10.84	145.66	225.98	270.27

* Refer Note No 13 for Assets pledged/hypothecated"

Schablona India Limited

Notes to the Financial Statements for the period ended 30 September, 2020

(Rs. in Lakhs)

Particulars	As at 30 September, 2020	As at 31 March, 2020
4 Other Non-Current Assets		
Deposit with Govt Department	9.56	9.56
Deposit with others	0.25	0.25
Prepaid Expenses	1.81	1.05
	11.62	10.86
5 Inventories		
(Valued at lower of cost & new realisable value)		
Raw Material	20.05	20.32
Work-in-Progress	0.27	0.51
Finished Goods	75.70	78.10
Stock-in-Trade	15.26	16.81
Stores & Spares	8.92	9.00
	120.20	124.74
6 Trade Receivables		
Unsecured		
Considered Good	79.73	82.09
Have Significant increase in Credit Risk	79.87	79.97
Considered Doubtful - Credit Impaired	41.95	41.95
Total	201.55	204.01
Less: Allowances for credit losses	61.94	61.94
	139.61	142.07
7 Cash & Cash Equivalents		
Balance with Banks		
Current Accounts	4.68	17.12
Cash in hand	0.14	0.05
	4.82	17.17
8 Other Bank Balances		
Fixed Deposit held as margin money	20.90	18.55
	20.90	18.55
9 Current Tax Assets		
Advance Tax	4.34	2.57
	4.34	2.57
10 Other Current Assets		
Balances with Government Authorities	17.22	16.71
Deposit with others	8.84	8.86
Interest Receivable	0.12	2.09
Advance to Suppliers	0.22	-
	26.40	27.66

Particulars	As at 30 September, 2020	As at 31 March, 2020
11 Share Capital		
Authorised : 50,00,000 (Previous year 50,00,000) equity shares of Rs. 10/- each		
Share Capital	500.00	500.00
Issued, Subscribed & Paid Up : 31,59,215 (Previous Year 31,59,215) Equity Shares of Rs. 4/- each fully paid up (paid up value of the equity shares were reduced from Rs. 10/- each to Rs. 4/- each in terms of order passed by Hon'ble Calcutta High Court)	126.37	126.37
	126.37	126.37
Note :		
(a) Reconciliation of Equity Share Capital	Number of share	Number of shares
Outstanding as on 1 April, 2020	3,159,215	3,159,215
Equity Shares issued/bought back during the year	-	-
Outstanding at the 30 September, 2020	3,159,215	3,159,215
(b) Equity Shares:		
The Company has only one class of Equity Shares having paid-up value of Rs. 4/- each and each shareholder is entitled to one vote per share. Each shareholder have the right in profit/surplus in proportion to amount paid up with respect to share holder. In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid up equity capital of the Company.		
(c) List of shareholders holding more than 5% of the Equity Share Capital of the Company :		
Name of the Shareholders	No. of Shares	No. of Shares
Shreekant Somany	651,271	651,271
Abhishek Somany	651,270	651,270
Shrivatsa Somany	651,270	651,270
	1,953,811	1,953,811
12 Other Equity		
Capital Reserve		
Balance at the beginning of the year	0.63	0.63
Add: Transfer during the year	-	-
Closing Balance	0.63	0.63
General Reserve		
Balance at the beginning of the year	75.00	75.00
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing Balance	75.00	75.00
Retained Earning		
Balance at the beginning of the year	(2,258.82)	(2,076.68)
Net Profit/(Loss) for the current year	(35.79)	(182.14)
Amount available for appropriation	(2,294.61)	(2,258.82)
Less: Appropriation	-	-
Closing Balance	(2,294.61)	(2,258.82)
Other Comprehensive Income		
Balance at the beginning of the year	(15.54)	(15.33)
Net Profit/(Loss) for the current year	-	(0.21)
Closing Balance	(15.54)	(15.54)
Total Other Equity	(2,234.52)	(2,198.73)

Schablona India Limited

Notes to the Financial Statements for the period ended 30 September, 2020

Particulars	As at 30, September, 2020	As at 31 March, 2020
13 Borrowings		
Secured :		
Car Loans		
From Banks	2.96	4.62
	2.96	4.62
Less: Current Maturities		
Car Loans		
From Banks	2.96	3.41
	2.96	3.41
Total	-	1.21
Note : Car loan is secured against hypothecation of vehicles purchase thereunder and repayable in monthly installments as per stipulation in the loan agreement.		
14 Other Financial Liabilities		
Security Deposit	154.82	155.22
	154.82	155.22
15 Provisions		
Employees Benefits	13.32	12.38
less:-current Maturities	0.22	0.37
Employees Benefits	13.10	12.01
16 Borrowings		
Unsecured Loans		
From Body Corporate	1,110.00	1,110.00
	1,110.00	1,110.00
17 Trade Payables		
Outstanding dues to Micro and Small Enterprises#		
Outstanding dues other than Micro and Small Enterprises	1,115.42	1,117.03
	1,115.42	1,117.03
# The Company has not received any intimation from its suppliers being resgistered under Micro, Small and Medium Enterprises Development Act, 2006 (MSME). Hence the necessary disclosure required under MSME can not be made.		
18 Other financial Liabilities		
Current Maturity of Non Current Borrowings	2.96	3.41
Other Liabilities	44.00	40.77
Interest Accured	134.95	133.45
	181.91	177.63
19 Other Current Liabilities		
Statutory Dues	3.38	8.35
Advance From Customers	68.57	60.14
	71.95	68.49
20 Provisions		
Employees Benefits	0.23	0.37
	0.23	0.37

Particulars		For the period	For the Year
		ended	ended
		30, September, 2020	31 March, 2020
21	Revenue from Operations		
	Sale of Manufactured Goods	5.25	36.20
	Sale of Traded Goods	0.98	103.08
	a) Sale of Goods	6.23	139.28
	b) Other operating Income	0.01	0.49
		6.24	139.77
22	Other Income		
	Liabilities no longer required written back	0.30	10.01
	Rent Received	15.50	4.67
	Recovery for doubtful debts	-	0.60
	Profit on sale of assets	-	2.65
	Misc.Income	0.15	-
	Interest received	0.39	1.90
		16.34	19.83
23	Cost of Materials Consumed		
	Raw Material Consumed	1.12	5.55
	Packing Material Consumed	0.07	0.33
		1.19	5.88
24	Change in Inventories		
	Closing Stock		
	Finished goods	75.70	78.10
	Work-in-progress	0.27	0.51
	Stock-in-trade	15.26	16.81
		91.23	95.42
	Opening Stock		
	Finished goods	78.10	109.54
	Work-in-progress	0.51	0.38
	Stock-in-trade	16.81	37.55
		95.42	147.47
	Increase/(Decrease) in Stock	(4.19)	(52.05)
25	Employees Benefit Expenses		
	Salary, Wages and Bonus	17.89	48.22
	Contribution to Provident Fund and Other Funds	0.96	2.23
	Workmen & Staff Welfare	0.37	1.09
		19.22	51.54
26	Finance Costs		
	Interest on Borrowings	1.69	68.48
		1.69	68.48

Schablona India Limited

Notes to the Financial Statements for the year ended 30 September, 2020

Particulars	For the period	For the Year
	ended	ended
	30,September,	31 March,
	2020	2020
27 Other Expenses		
Power & Fuel	0.18	2.48
Stores & Spares	0.09	0.58
Travelling Expenses	0.45	3.23
Bank Charges	0.00	0.04
Repairs and Maintenance		
Plant & Machinery	-	0.04
Others	0.11	0.46
Freight Outward and Handling Charges	0.01	0.34
Insurance Expense	0.31	0.50
Legal & Professional Charges	2.29	6.55
Postage, Telegram & Telephone	0.30	1.29
Rates & Taxes	11.58	7.39
Rent	0.41	0.78
Payment to Auditors		
Audit Fees	0.75	1.50
Out of pocket expenses	0.15	0.20
Certification Fees	0.35	0.18
Sundry Balance Written Off	0.11	9.31
Loss on Sale of Assets	-	0.01
Interest on others	0.00	14.08
Miscellaneous expenses	0.40	2.05
	17.49	51.01
28 Earning per Share		
Profit/(Loss) for the year	(35.79)	(182.35)
weighted average number of equity share of Rs.4/- each	3,159,215	3,159,215
EPS - Basic and Diluted (per Share in Rs.)	(1.13)	(5.77)

Somany Ceramics Limited
Provisional Standalone Balance Sheet as at September 30, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	<u>Note No.</u>	As at September 30, 2020	As at March 31, 2020
Assets			
Non-current Assets			
Property, Plant and Equipment	3 (i)	39,218.58	39,997.55
Capital work-in-progress		585.39	472.26
Right of use Assets	3 (ii)	3,781.27	3,252.30
Other Intangible Assets	3 (iii)	319.15	415.11
Financial Assets			
(i) Investments	4	6,468.01	6,468.01
(ii) Loans	5	4,299.60	4,479.60
(iii) Other Financial Assets	6	952.49	961.59
Other Non-Current Assets	7	53.24	15.81
		55,677.73	56,062.23
Current Assets			
Inventories	8	12,719.15	19,195.34
Financial Assets			
(i) Investments	9	8,326.74	3,322.03
(ii) Trade Receivables	10	22,182.30	27,301.09
(iii) Cash and Cash Equivalents	11	3,342.63	794.83
(iv) Bank Balances other than (iii) above	12	52.81	48.49
(v) Loans	13	2,315.00	3,030.00
(vi) Other Financial Assets	14	678.22	1,267.54
Current Tax Assets (net)	15	1,027.77	1,031.22
Other Current Assets	16	1,873.24	3,205.05
		52,517.86	59,195.59
Total Assets		108,195.59	115,257.82
Equity and Liabilities			
Equity			
Equity Share Capital	17	847.59	847.59
Other Equity	18	57,878.95	57,527.17
		58,726.54	58,374.76
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	19	4,842.25	6,613.42
(ii) Lease Liability		3,156.18	2,461.55
(iii) Others Financial Liabilities	20	2,467.11	2,343.40
Provisions	21	682.40	605.91
Deferred Income	22	351.88	386.68
Deferred Tax Liabilities (Net)	23	2,794.36	2,878.99
Other Non-Current Liabilities	24	309.02	282.01
		14,603.20	15,571.96
Current Liabilities			
Financial Liabilities			
(i) Borrowings	25	10,715.09	18,416.67
(ii) Lease Liability		590.59	626.29
(iii) Trade Payables	26		
Outstanding dues of Micro Enterprises & Small Enterprises		801.04	553.66
Outstanding dues other than Micro Enterprises & Small Enterprises		14,980.38	12,954.47
(iv) Other Financial Liabilities	27	2,117.63	3,553.57
Other Current Liabilities	28	5,467.83	4,972.33
Provisions	29	193.29	234.11
		34,865.85	41,311.10
Total Equity and liabilities		108,195.59	115,257.82

For and on behalf of Board of Directors

Sd/-
Shreekant Somany
 Chairman & Managing Director
 DIN: 00021423

Sd/-
Abhishek Somany
 Managing Director
 DIN: 00021448

Sd/-
Saikat Mukhopadhyay
 Chief Financial Officer

Sd/-
Ambrish Julka
 GM - Legal and Company Secretary

Somany Ceramics Limited			
Provisional Standalone Statement of Profit and Loss for the Period Ended September 30, 2020			
(All amounts are in rupees lakhs, unless otherwise stated)			
Particulars	Note No.	For the Period ended September 30, 2020	For the year ended March 31, 2020
I. Income			
Revenue from Operations	30	58,955.97	159,525.06
Other Income	31	685.89	1,709.93
Total Revenue (I)		59,641.86	161,234.99
II. Expenses			
Cost of Materials Consumed	32	4,988.31	19,203.73
Purchases of Stock-in-Trade		28,976.19	83,876.18
Change in Inventories of Finished Goods , Work-in-progress and Stock-in-Trade	33	6,562.20	(2,726.61)
Employee Benefits Expense	34	6,520.67	17,317.51
Finance Costs	35	897.03	2,180.88
Depreciation and Amortization Expense	3	2,099.75	4,243.97
Other Expenses	36	9,187.83	34,404.05
Total Expenses (II)		59,231.98	158,499.71
III. Profit Before Exceptional Items and Tax (I-II)		409.88	2,735.28
IV. Exceptional Items (Net)	46	-	2,618.26
V. Profit before tax (III-IV)		409.88	117.02
VI. Tax Expense:			
(1) Current Tax	23		
- Current year		208.55	455.52
- For earlier years		-	122.21
(2) Deferred Tax Charge/(Credit)	23	(101.19)	(1,786.93)
VII. Profit for the year (V-VI)		302.52	1,326.22
VIII. Other Comprehensive Income (OCI)			
(1) Items that will not be reclassified to profit & loss		65.82	(149.23)
Income Tax relating to above	23	(16.56)	32.60
(2) Items that will be reclassified to profit & loss		-	-
IX. Total Comprehensive Income for the year (VII-VIII)		351.78	1,209.59
Earnings Per Equity Share (Per Share Value of Rs. 2 each)	37		
Basic (in Rs.)		0.71	3.13
Diluted (in Rs.)		0.71	3.13
For and on behalf of Board of Directors			
	Sd/- Shreekant Somany Chairman & Managing Director DIN: 00021423	Sd/- Abhishek Somany Managing Director DIN: 00021448	
	Sd/- Saikat Mukhopadhyay Chief Financial Officer	Sd/- Amrish Julka GM - Legal and Company Secretary	
Place: Noida			
Date: November 5, 2020			

Somyani Ceramics Limited
Standalone Statement of Change in Equity for the Period Ended September 30, 2020

Particulars	As at September 30, 2020		As at March 31, 2020	
	No. of Shares	Amount	No. of Shares	Amount
(a) Equity Share Capital & Reconciliation of number of shares outstanding at the beginning and end of the year :				
Balance at the beginning of the year	80,553,826	847.59	42,379,426	847.59
Less: Share cancelled pursuant to Scheme of Amalgamation	-	-	19,087,200	381.74
Add: Share allotted pursuant to Scheme of Amalgamation	-	-	19,087,200	381.74
Balance at the end of the reporting period	80,553,826	847.59	80,553,826	847.59

Particulars	Reserves and Surplus						Total	
	Special Reserve	Capital Reserve	Capital Redemption Reserve	Security Premium	General Reserve	Total Retained earnings		
						Retained earnings		Remeasurement of defined benefit plans
Balance at March 31, 2019	-	(4,502.42)	78.43	16,991.77	6,036.96	39,789.42	58,361.21	
Profit for the year	-	-	-	-	-	1,326.22	1,326.22	
Other Comprehensive Income for the year	-	-	-	-	-	-	(116.63)	
Total comprehensive Income for the year	-	-	-	-	-	-	(116.63)	
Dividend Paid	-	-	-	-	-	1,326.22	1,209.5900	
Dividend Distribution Tax	-	-	-	-	-	1,695.18	1,695.18	
Balance at March 31, 2020	-	(4,502.42)	78.43	16,991.77	6,036.96	39,072.01	57,527.17	
Profit for the year	-	-	-	-	-	302.52	302.52	
Other Comprehensive Income for the year	-	-	-	-	-	-	49.26	
Total comprehensive Income for the year	-	-	-	-	-	302.52	49.26	
Dividend Paid	-	-	-	-	-	-	-	
Dividend Distribution Tax	-	-	-	-	-	-	-	
Balance at September 30, 2020	-	(4,502.42)	78.43	16,991.77	6,036.96	39,374.53	57,878.95	

Special Reserve was created out of retained earnings of Amalgamating Companies as per norms of RBI for NBFC companies. After giving effect to the scheme of amalgamation, the Company is not required to carry Special Reserve as per norms of RBI hence transferred to General Reserve.

Capital Redemption Reserve: It represents transfer from Retained Earnings on redemption of Preference Shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Securities Premium: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

General reserve: It represents appropriation of profits by the board of directors. The said reserve is available for payment of dividend to shareholders as per the provisions of the Companies Act, 2013.

Retained Earnings: Retained earnings are profits earned by the Company after transfer to general reserve and payment of dividend to shareholders.

Capital Reserve : It includes a.) difference between consideration and value of net assets, pursuant to the scheme of amalgamation of Rs. 4716.59 lakhs. and can be utilized in accordance with the provisions of Companies Act, 2013., b.) Amalgamation Reserve of Rs. 191.27 lakhs., c.) Reserve against maturity of special bearer bonds of RBI and Bonus Shares received by amalgamating Companies.

For and on behalf of Board of Directors

Sd/-
Shreekant Somany
 Chairman & Managing Director
 DIN: 00021423

Sd/-
Abhishek Somany
 Managing Director
 DIN: 00021448

Sd/-
Saikat Mukhopadhyay
 Chief Financial Officer

Sd/-
Ambrish Julka
 GM - Legal and Company Secretary

Place: Noida
 Date: November 5, 2020

Particulars	For the period ended September 30, 2020	For the year ended March 31, 2020
A. Cash Flow From Operating Activities		
Net Profit before Tax as per Statement of Profit & Loss	409.92	117.02
I. Adjusted For :		
Depreciation and Amortisation Expense	2,099.75	4,243.97
Finance Costs	897.02	2,180.89
Interest Income	(575.54)	(1,423.25)
Profit on Divestment in Subsidiary (Investments) (Net)	-	-
(Profit)/Loss on Sales of Investments (Net)	-	(28.39)
Unrealized Foreign Exchange (Gain)/Loss (Net)	21.73	(12.22)
Net Movement on Fair Value of Current Investments	(4.70)	8.45
Provision for Credit Losses	149.30	804.20
Bad Debts	1.09	19.82
Exceptional Item	-	107.38
Sundry Balances Written Off	1.97	(533.38)
Sundry Balance Written Back	(1.85)	128.96
(Profit)/Loss on sale of Property Plant and Equipment (Net)	(30.88)	2,618.26
Property, Plant and Equipments Discarded /Written off	10.75	112.85
Operating Profit Before Working Capital Changes	2,978.56	8,344.56
II. Adjusted For :		
Trade and Other Receivables	6,311.83	13,264.41
Inventories	6,476.19	(2,989.72)
Trade and Other Payables	2,969.00	(13,892.81)
Cash Generated from Operation	18,735.58	4,726.44
Income Taxes Refund /(Paid)	(205.10)	(1,344.47)
Net Cash Flow from Operating Activities (A)	18,530.48	3,381.97
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Intangible Assets	(1,160.33)	(5,439.28)
Sale of Property, Plant and Equipment	101.77	325.94
Investments in Subsidiaries	-	(100.00)
Purchase of Current Investments	(5,000.00)	(3,086.05)
Sale of Current Investments	-	4,845.26
Redemption of Preference Sahres	-	117.81
Interest Received	1,163.00	1,114.74
Inter-Corporate Deposit Given	-	(960.81)
Inter-Corporate Deposit Received Back	895.00	3,370.00
Dividend Income	-	-
Net Cash Outflow in Investing Activities (B)	(4,000.56)	187.61
C. Cash Flow from Financing Activities		
Proceeds from Non Current Borrowings	169.93	187.87
Repayment of Non Current Borrowings	(3,362.26)	(3,322.99)
Current Borrowings (net)	(4,001.59)	3,870.12
Proceeds from Short Term Loans	6,000.00	28,172.26
Repayment of Short Term Loans	(9,700.00)	(29,272.26)
Payment of Lease Liability	(225.77)	(877.52)
Interest Paid	(862.43)	(1,889.12)
Dividend Paid (including dividend distribution tax)	-	(2,043.63)
Net Cash Inflow from Financing Activities (C)	(11,982.12)	(5,175.27)
Net Increase/(Decrease) in Cash And Cash Equivalents (A+B+C)	2,547.80	(1,605.69)
Add: Opening Cash And Cash Equivalents	794.83	2,400.52
Add: Opening Cash And Cash Equivalents pursuant to Scheme of amalgamation	-	-
	794.83	2,400.52
Closing		
Closing Cash and Cash Equivalents	3,342.63	794.83
Other Bank Balances	-	-
	3,342.63	794.83

Notes :

- a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS – 7 "Statement of Cash Flows"
- b) Cash & Cash Equivalents represents cash and bank balances (Note No.11).
- c) Figures for the previous year have been regrouped/rearranged wherever considered necessary.

Sd/-
Shreekant Somany
 Chairman & Managing Director
 DIN: 00021423

Sd/-
Abhishek Somany
 Managing Director
 DIN: 00021448

Sd/-
Saikat Mukhopadhyay
 Chief Financial Officer

Sd/-
Ambrish Julka
 GM - Legal and Company
 Secretary

3. (i) Property, plant and equipment

Particulars	Gross Block			Depreciation			Net Block	
	March 31, 2020	Transfer to Right of Use Assets	Additions	Deletions/Adjustment	September 30, 2020	March 31, 2020	Transfer to Right of Use Assets	September 30, 2020
Tangible Assets								
Freehold land	581.39	-	-	-	581.39	-	-	581.39
Buildings	9,753.27	-	377.23	-	10,130.50	205.90	-	8,381.49
Plant and equipments	31,258.62	-	333.29	12.59	31,579.32	762.23	1.85	26,181.07
Office Equipments	1,497.36	-	39.67	5.60	1,531.43	146.16	4.54	679.28
Furniture and fixtures	4,269.03	-	11.32	1.79	4,278.56	354.44	0.26	2,283.72
Vehicles	2,018.21	-	187.86	172.78	2,033.29	177.98	104.47	1,106.28
Assets under Finance Lease								
Leasehold lands	-	-	-	-	-	-	-	-
Total	49,377.88	-	949.37	192.76	50,134.49	1,646.71	111.12	39,957.55

3. (ii) Right of Use Assets

Particulars	Gross Block			Amortization			Net Block	
	March 31, 2020	Transfer From PPE as per IndAS 116	Additions	Deletions/Adjustment	September 30, 2020	March 31, 2020	Deletions/Adjustment	September 30, 2020
Right of use Assets								
Leasehold lands	343.97	-	-	-	343.97	2.05	-	333.80
Buildings	3,693.87	-	884.69	-	4,578.56	777.42	1,131.09	2,916.45
Total	4,037.84	-	884.69	-	4,922.53	785.54	-	3,252.30

3. (iii) Other Intangible Assets

Particulars	Gross Block			Amortization			Net Block	
	March 31, 2020	Additions	Deletions/Adjustment	September 30, 2020	March 31, 2020	Deletions/Adjustment	September 30, 2020	
Intangible Assets								
Computer Softwares	1,076.41	1.36	-	1,077.76	661.30	97.32	-	319.15
Total	1,076.41	1.36	-	1,077.76	661.30	97.32	-	415.11

3. (i) Property, plant and equipment (2019-20)

Particulars	Gross Block			Depreciation			Net Block	
	March 31, 2019	Transfer to Right of Use Assets	Additions	Deletions/Adjustment	March 31, 2020	March 31, 2019	Transfer to Right of Use Assets	March 31, 2020
Tangible Assets								
Freehold land	581.39	-	-	-	581.39	-	-	581.39
Buildings	7,524.63	-	2,233.61	4.97	9,753.27	372.67	1.24	6,524.28
Plant and equipments	26,332.72	-	3,308.65	382.75	31,258.62	1,474.68	93.70	25,075.82
Office Equipments	1,280.22	-	232.75	15.61	1,497.36	290.38	10.51	742.01
Furniture and fixtures	3,972.77	-	328.37	32.11	4,269.03	736.86	18.60	3,050.37
Vehicles	2,237.67	-	268.03	487.49	2,018.21	389.53	231.14	1,484.13
Assets under Finance Lease								
Leasehold land	343.97	(343.97)	-	-	-	-	(4.03)	339.94
Total	44,273.37	(343.97)	6,371.41	922.93	49,377.88	3,264.12	355.19	37,797.94

3. (ii) Right of Use Assets (2019-20)

Particulars	Gross Block			Amortization			Net Block	
	March 31, 2019	Transfer From PPE as per IndAS 116	Additions	Deletions/Adjustment	March 31, 2020	March 31, 2019	Deletions/Adjustment	March 31, 2020
Right of use Assets								
Leasehold lands	343.97	-	-	-	343.97	4.03	-	335.85
Buildings	-	-	3,693.87	-	3,693.87	777.42	-	2,916.45
Total	-	343.97	3,693.87	-	4,037.84	781.51	-	3,252.30

3. (ii) Other Intangible Assets (2019-20)

Particulars	Gross Block			Amortization			Net Block	
	March 31, 2019	Additions	Deletions/Adjustment	March 31, 2020	March 31, 2019	Deletions/Adjustment	March 31, 2020	
Intangible Assets								
Computer Softwares	1,032.19	44.22	-	1,076.41	462.96	198.34	-	569.23
Total	1,032.19	44.22	-	1,076.41	462.96	198.34	-	569.23

Somany Ceramics Limited
Notes to Standalone Financial Statements for the period ended September 30, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

	As At September 30, 2020	As At March 31, 2020
4 Non-current Investments		
Investment in Equity Instruments (Unquoted, fully paid up)		
Subsidiary Companies (measured at cost)		
a) 1,85,000 Equity Shares (Previous Year - 1,85,000) of Rs.10/- each of SR Continental Limited*	18.50	18.50
b) 5,00,000 Equity Shares (Previous Year - 5,00,000) of Rs.10/- each of Somany Bathware Limited (Formerly known as Somany Global Ltd.)*	50.00	50.00
c) 53,04,000 Equity Shares (Previous year - 53,04,000) of Rs.10/- each of Amora Tiles Pvt. Ltd.	530.40	530.40
d) 76,50,000 Equity Shares (Previous year - 76,50,000) of Rs.10/- each of Somany Fine Vitrified Pvt. Ltd.	765.00	765.00
e) 35,10,000 Equity Shares (Previous year - 25,10,000) of Rs.10/- each of Somany Excel Vitrified Pvt. Ltd.*	351.00	351.00
f) 50,49,000 Equity Shares (Previous year - 50,49,000) of Rs.10/- each of Somany Sanitaryware Pvt. Ltd.	550.01	550.01
g) 45,00,000 Equity Shares (Previous year - 45,00,000) of Rs.10/- each of Vintage Tiles Pvt. Ltd. \$	1,399.50	1,399.50
h) 25,35,000 Equity Shares (Previous year - 25,35,000) of Rs.10/- each of Vicon Ceramics Pvt. Ltd. \$	253.50	253.50
i) 90,00,000 Equity Shares (Previous year - 90,00,000) of Rs. 10/- each of Sudha Somany Ceramics Pvt. Ltd. (Formerly Sudha Ceramics Pvt. Ltd.)	900.00	900.00
j) 14,60,000 Equity Shares (Previous year - 14,60,000) of Rs.10/- each of Acer Granito Pvt. Ltd. \$	511.00	511.00
k) 45,90,000 Equity Shares (Previous year - 45,90,000) of Rs.10/- each of Amora Ceramics Pvt. Ltd.	459.00	459.00
l) 9,48,141 Equity Share (Previous Year - 9,48,141) of Rs. 10/- each of Somany Bath Fittings Pvt. Ltd. (Formerly known as Karanjot Enterprises Pvt. Ltd.) (Subsidiary w.e.f. May 1, 2018)	680.10	680.10
	6,468.01	6,468.01
	6,468.01	6,468.01
* including share held by the nominee share holders. \$ Considered as subsidiary under Ind-AS.		
a. Aggregate amount of investments are given below:		
Aggregate cost of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate cost of unquoted investments	6,468.01	6,468.01
Aggregated amount of impairment in value of investment	-	-
b. None of the above investments are listed on any stock exchange in India or outside India.		

Somany Ceramics Limited
Notes to Standalone Financial Statements for the period ended September 30, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

	As At September 30, 2020	As At March 31, 2020
5 Loans		
(Unsecured, Considered Good Unless Stated Otherwise)		
Inter Corporate Deposits		
- With Related Parties	4,049.60	4,229.60
- With Others	250.00	250.00
	4,299.60	4,479.60
6 Other Financial Assets		
(Unsecured, Considered Good Unless Stated Otherwise)		
Bank Deposit (Pledged with Government Departments)	99.28	99.28
Bank Deposit held as Margin Money	151.76	151.76
Security Deposits		
- With Related Parties	105.00	105.00
- With Others	596.45	605.55
	952.49	961.59
7 Other Non-Current Assets		
Capital Advance	47.59	2.61
Prepaid Expenses	5.65	13.20
	53.24	15.81
8 Inventories		
(Valued at Lower of Cost and Net Realisable Value)		
(As taken, Valued and Certified by the Management)		
Raw Materials and Packing Materials	2,208.04	2,127.74
Work -in-Progress	472.15	729.87
Finished Goods	4,989.18	10,231.56
Stock in Trade	3,116.34	4,178.44
Stores and Spares	1,933.44	1,927.73
	12,719.15	19,195.34
a. Inventories are hypothecated to secure borrowings. Refer to Note No. 19 & 25.		
9 Current Investments		
A) Investments in Bonds and Non Convertible Debentures (Unquoted)		
(valued at fair value through profit & loss)		
a) 400 Units (Previous Year - 400 Units) 9.70% U P Power Corporation Ltd 04.07.2031 Bonds (NCD)	420.08	420.08
b) 83 Units (Previous Year - 83 Units) 9.00% SREI Infrastructure Finance Ltd. (NCD) 2027	814.51	812.54
c) 103 Units (Previous Year - 103 Units) 9.00 % Shriram Transport Finance Co. Ltd. 28.03.2028 (NCD)	1,020.33	1,023.16
d) 105,500 Units (Previous Year - 105,500 Units) 9.60% SREI Infrastructure Finance Ltd 25.05.2028 (NCD)	1,066.84	1,066.07
B) Investments in Mutual Fund (Quoted) (valued at fair value through profit & loss)		
a) 88939.235 Units (Previous Year - Nil) Axis Liquid Fund - Direct Growth	2,000.26	-
b) 21427040.968 Units (Previous Year - Nil) HDFC Ultra Short Term Fund-Dir Gr.	2,503.99	-
c) 16612.895 Units (Previous Year - Nil) HDFC Overnight Fund-DP-Gro	500.57	-
C) Investments in Equity Instruments (Quoted) valued at fair value through Profit & Loss (fully Paid)		
550 Equity Shares (Previous Year - 550 Equity Shares) of Rs. 2/- each of Punjab National Bank Ltd.	0.16	0.18
	8,326.74	3,322.03
Aggregate Book Value of Quoted Investment	5,004.98	0.18
Aggregate Market Value of Quoted Investment	5,004.98	0.18
Aggregate Book Value of Un-Quoted Investment	3,321.76	3,321.85
Aggregate amount of impairment in value of investments	-	-
10 Trade Receivables		
Unsecured		
Considered Good	20,659.38	25,628.87
Have Significant increase in Credit Risk	2,673.89	2,673.89
Considered Doubtful - Credit Impaired	346.33	346.33
	23,679.60	28,649.09
Less: Allowances for credit losses	1,497.30	1,348.00
	22,182.30	27,301.09
b. Trade Receivables are hypothecated to secure borrowings. Refer to Note 19 & 25.		

Somany Ceramics Limited
Notes to Standalone Financial Statements for the period ended September 30, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

	As At September 30, 2020	As At March 31, 2020
11 Cash and Cash Equivalents		
Balance with Banks		
- Current Accounts	438.98	784.30
Cash on Hand	3.65	10.53
Bank Deposit with maturity of 3 months or less	2,900.00	-
	3,342.63	794.83
12 Other Bank Balances		
<u>Farmarked Balances with Banks</u>		
Bank Deposits (Pledged with Government Departments)	107.05	100.07
Less:- Shown Under "Other Financial Assets"(More than 12 months)	99.28	7.77
	-	99.28
Bank Deposits held as Margin Money	151.76	151.76
Less:- Shown Under "Other Financial Assets"(More than 12 months)	151.76	-
Unclaimed Dividend Accounts	45.04	47.70
	52.81	48.49
13 Loans		
(Unsecured, Considered Good Unless Stated Otherwise)		
Inter Corporate Deposits		
- To Others	2,315.00	3,030.00
	2,315.00	3,030.00
14 Other Financial Assets		
Accrued Interest	579.63	1,167.10
Deposit with others	60.12	33.21
Others	38.47	67.23
	678.22	1,267.54
15 Current Tax Assets (net)		
Advance Income Tax / Tax Deducted at Source	1,027.77	1,031.22
	1,027.77	1,031.22
16 Other Current Assets		
Prepaid Expenses	321.47	244.59
Export Incentive Receivable	192.60	236.66
Other Advances#	753.98	1,922.76
Indirect Tax Recoverable/adjustable	636.82	832.67
	1,904.87	3,236.68
Less: Allowances for credit losses	31.63	31.63
	1,873.24	3,205.05

Somany Ceramics Limited
Notes to Standalone Financial Statements for the period ended September 30, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

	As At September 30, 2020	As At March 31, 2020
17 Equity Share Capital		
<u>Authorised</u>		
Equity Shares 13,65,00,000 (Previous Year - 13,65,00,000) of Rs. 2/- each	2,730.00	2,500.00
<u>Issued, Subscribed and Paid up</u>		
Equity Shares 4,23,79,426 (Previous Year - 4,23,79,426) of Rs 2/- each fully paid up	847.59	847.59
	847.59	847.59
a. Terms and rights attached to equity shares		
The Company has only one class of Equity Shares having face value of Rs. 2/- each and each shareholder is entitled to one vote per share. Each shareholder have the right in profit / surplus in proportion to amount paid up with respect to share holder. In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets if any, in proportionate to their individual shareholding in the paid up equity capital of the the company.		
b. Reconciliation of number of shares outstanding at the beginning and end of the year :		
	Number of Shares	Amount
Outstanding as on April 1, 2019	4,23,79,426	847.59
Less:- Share cancelled pursuant to Scheme of Amalgamation	19,087,200	381.74
Add:- Share allotted pursuant to Scheme of Amalgamation	19,087,200	381.74
Outstanding at the March 31, 2020	4,23,79,426	847.59
Equity Shares issued/bought back during the year	-	-
Outstanding at the September 30, 2020	42,379,426	847.59
c. List of shareholders holding more than 5% of the Equity Share Capital of the Company (In numbers)		
i) Abhishek Somany - in capacity of Trustee Of Shakthi Family Trust	10,080,055	10,080,055
ii) Shrivatsa Somany - in capacity of Trustee Of Sanrakshith Family Trust	4,337,872	4,337,872
iii) Shreekant Somany - in capacity of Trustee Of Srijan Family Trust	4,337,872	4,337,872
iv) Franklin Build India Fund	3,750,000	3,750,000
v) L And T Mutual Fund Trustee Limited	2,203,404	2,525,577
	24,709,203	25,165,790
18 Other Equity		
Capital Reserve		
Balance at the beginning of the year	(4,502.42)	(4,502.42)
Addition/ (Transfer) during the year	-	-
Closing balance	(4,502.42)	(4,502.42)
Capital Redemption Reserve		
Balance at the beginning of the year	78.43	78.43
Addition/ (Transfer) during the year	-	-
Closing balance	78.43	78.43
Security Premium		
Balance at the beginning of the year	16,991.77	16,991.77
Addition/ (Transfer) during the year	-	-
Closing balance	16,991.77	16,991.77
General Reserve		
Balance at the beginning of the year	6,036.96	6,036.96
Addition/ (Transfer) during the year	-	-
Closing balance	6,036.96	6,036.96
Retained earnings		
Balance at the beginning of the year	39,072.01	39,789.42
Profit for the year	302.52	1,326.22
Amount available for appropriation	39,374.53	41,115.64
Less : Appropriation:		
Dividend Distributed	-	1,695.18
Dividend Distribution Tax	-	348.45
Closing Balance	39,374.53	39,072.01
Remeasurement of defined benefit plans		
Balance at the beginning of the year	(149.58)	(32.95)
Other Comprehensive Income for the year	49.26	(116.63)
Closing Balance	(100.32)	(149.58)
Total Retained Earnings	39,274.21	38,922.43
Total Other Equity	57,878.95	57,527.17

Somany Ceramics Limited
Notes to Standalone Financial Statements for the period ended September 30, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

	As At September 30, 2020	As At March 31, 2020
19 Borrowings		
Secured		
Term Loans		
- from Banks	5,726.42	8,827.86
Car Loans		
- From Banks	752.63	807.10
	6,479.05	9,634.96
Less: Current Maturities of Non Current Borrowings		
Term loans		
- from Banks	1,369.36	2,738.62
Car Loans		
- from Banks	267.44	282.92
	1,636.80	3,021.54
	4,842.25	6,613.42
Notes		
a Rupee loan of Rs. 5,726.42 lakhs (Previous Year Rs. 6224.37 lakhs) from a Bank is secured by first pari passu charge by way of hypothecation of all movable fixed assets, both present and future, of the Company at Kassar & Kadi excluding assets those exclusively charged to other Banks. Repayment of aforesaid loan is Rs. 622.44 lakhs, Rs. 1891.80 lakhs, Rs. 2091.80 lakhs and Rs. 1120.38 lakhs in FY21, FY22, FY23 and FY24 respectively.		
b Car loan from Banks and others are secured by hypothecation of cars purchased there under and are repayable in monthly installments over the period of loan.		
c Rate of interest applicable to all term loans is linked with MCLR.		
20 Other Financial Liabilities		
Trade Deposits	2,467.11	2,343.40
	2,467.11	2,343.40
21 Provisions (Non Current)		
Employees Benefits	682.40	605.91
	682.40	605.91
22 Deferred Income		
Grants related to Property, Plant and Equipment	351.88	386.68
	351.88	386.68
Grants relating to property, plant and equipment relate to duty saved on import of capital goods and spares under the EPCG scheme. Under the scheme, the Company is committed to export prescribed times of the duty saved on import of capital goods over a specified period of time. In case such commitments are not met, the Company would be required to pay the duty saved along with interest to the regulatory authorities. Such grants recognised are released to the statement of profit and loss based on fulfilment of related export obligations.		

Somy Ceramics Limited
Notes to Standalone Financial Statements for the period ended September 30, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

23 Deferred tax liabilities (net)
A. Movement in deferred tax balances

Particulars	As at March 31, 2020	Recognized in P&L		Recognized in OCI	As at September 30, 2020
		Reversal due to change in Tax rate	At current tax rate		
Deferred Tax Assets					
Accrued expenses	735.68	-	146.22	-	881.90
Others	43.13	-	32.19	-	75.32
Sub- Total (a)	778.81	-	178.41	-	957.22
Deferred Tax Liabilities					
Property, plant and equipments & Intangible assets	3,639.97	-	93.78	-	3,733.75
Others	17.83	-	-	-	17.83
Sub- Total (b)	3,657.80	-	93.78	-	3,751.58
Net Deferred Tax Liability (b)-(a)	2,878.99	-	(84.63)	-	2,794.36

Particulars	As at April 1, 2019	Recognized in P&L		Recognized in OCI	As at March 31, 2020
		Reversal due to change in Tax rate	At current tax rate		
Deferred Tax Assets					
Accrued expenses	455.93	(117.61)	364.75	32.60	735.67
Others	-	-	43.13	-	43.13
Sub- Total (a)	455.93	(117.61)	407.88	32.60	778.80
Deferred Tax Liabilities					
Property, plant and equipments & Intangible assets	5,136.62	(1,437.03)	(59.62)	-	3,639.97
Others	17.83	-	-	-	17.83
Sub- Total (b)	5,154.45	(1,437.03)	(59.62)	-	3,657.80
Net Deferred Tax Liability (b)-(a)	4,698.52	(1,319.42)	(467.50)	(32.60)	2,879.00

B. Amounts recognised in statement of profit & loss

Particulars	For the year ended September 30,	For the year ended March 31, 2020
	Current tax expense	
Current year	208.55	455.52
Income tax for earlier year	-	122.21
	208.55	577.74
Deferred tax expense		
Origination and reversal of temporary differences	(101.19)	(1,786.93)
	(101.19)	(1,786.93)
Total Tax Expense	107.36	(1,209.20)

C. Amounts recognised in Other Comprehensive Income

Particulars	For the year ended September 30,	For the year ended March 31, 2020
	Deferred Tax Charge/(Credit)	
Remeasurements of defined benefit obligation	(16.56)	32.60

Somany Ceramics Limited
Notes to Standalone Financial Statements for the period ended September 30, 2020

(All amounts are in rupees lakhs, unless otherwise stated)

	As At September 30, 2020	As At March 31, 2020
24 Other Non-Current Liabilities		
Security Deposits	404.99	401.18
Less: Current Maturities	95.97	119.17
	309.02	282.01
25 Borrowings		
Secured Loans:		
Working Capital Facilities from Banks*		
-Working Capital Demand Loan	1,500.39	1,692.62
- Cash Credit	253.67	3,022.99
Unsecured Loans:		
- From a Banks (Repayable on demand)	-	3,700.00
- Discounting of Bills Payable	8,961.03	10,001.06
	10,715.09	18,416.67
*Working Capital Facilities from Banks are secured by:		
a First charge by way of hypothecation of current assets including stocks of raw materials, finished goods and stock in progress, stores & spares and book debts and ranking pari-passu; and		
b Second and subservient charge by way of hypothecation of all movable fixed assets & ranking pari-passu, excluding assets exclusively charged.		
26 Trade Payables		
Outstanding dues of Micro Enterprises and Small Enterprises	801.04	553.66
Outstanding dues other than Micro Enterprises and Small Enterprises	14,980.38	12,954.46
	15,781.42	13,508.12
27 Other Financial Liabilities		
Current Maturities of Non Current Borrowings	1,636.80	3,021.54
Interest Accrued	-	1.84
Capital Creditors	317.33	368.80
Unclaimed Dividends	45.04	47.70
Others	118.46	113.69
	2,117.63	3,553.57
28 Other Current Liabilities		
Statutory Dues	1,073.51	375.41
Security Deposits - Current maturities of Other Non Current Liabilities	95.97	119.17
Advance from Customers	725.22	745.23
Sales Incentive	1,560.07	1,861.59
Others	2,013.06	1,870.93
	5,467.83	4,972.33
29 Provisions (Current)		
Employees Benefits	193.29	234.11
	193.29	234.11

Notes to the Standalone Statement of Profit and Loss		
(All amounts are in rupees lakhs, unless otherwise stated)		
	For the period ended September 30, 2020	For the year ended March 31, 2020
30 Revenue from Operations		
Sales of Goods	58,741.70	158,270.24
Less: Capitalized/ Transferred to CWIP	-	25.31
	<u>58,741.70</u>	<u>158,244.93</u>
Other operating revenue		
Scrap Sales	68.68	214.06
Sundry Balance Written Back	1.85	533.38
Insurance Claim Received	83.74	172.69
Income From Services	60.00	360.00
	<u>214.27</u>	<u>1,280.13</u>
	<u>58,955.97</u>	<u>159,525.06</u>
31 Other Income		
Interest Income	575.54	1,423.25
Profit on Sale of Property, Plant and Equipments	30.88	-
Profit on Sale of Current Investments	-	28.39
Net Gain on Fair Value of Current Investments	4.70	-
Net Gain on Foreign Currency Translations and Transactions	8.34	101.99
Miscellaneous Income	66.43	156.30
	<u>685.89</u>	<u>1,709.93</u>
32 Cost of Materials Consumed		
Raw Material Consumed	4,118.12	15,910.50
Packing Material Consumed	870.19	3,417.82
	<u>4,988.31</u>	<u>19,345.02</u>
Less: Capitalized/ Transferred to CWIP	-	141.29
	<u>4,988.31</u>	<u>19,203.73</u>
33 Change in Inventories of Finished Goods Work-in-progress and Stock-in-Trade		
Closing Stock		
Finished Goods	4,989.18	10,231.56
Stock-in-Trade	3,116.34	4,178.44
Total Finished Goods	<u>8,105.52</u>	<u>14,410.00</u>
Work-in-Progress	<u>472.15</u>	<u>729.87</u>
	<u>8,577.67</u>	<u>15,139.87</u>
Less: Opening Stock		
Finished Goods*	10,231.56	8,119.00
Stock-in-Trade	4,178.44	3,668.35
Total Finished Goods	<u>14,410.00</u>	<u>11,787.35</u>
Work-in-Progress	<u>729.87</u>	<u>625.91</u>
	<u>15,139.87</u>	<u>12,413.26</u>
(Increase)/ Decrease in Stock	<u>6,562.20</u>	<u>(2,726.61)</u>
	<u>6,562.20</u>	<u>(2,726.61)</u>
* Previous year figures includes Rs 263.78 lakhs transfer on commissioning of New product line on January 8, 2020.		
34 Employee Benefit Expense		
Salary, Wages, Bonus etc.	5,942.03	16,014.58
Contribution towards Provident Fund and Gratuity Fund	340.25	743.87
Workmen & Staff Welfare	238.39	583.16
	<u>6,520.67</u>	<u>17,341.61</u>
Less: Capitalized/ Transferred to CWIP	-	24.10
	<u>6,520.67</u>	<u>17,317.51</u>

Notes to the Standalone Statement of Profit and Loss		
(All amounts are in rupees lakhs, unless otherwise stated)		
	For the period ended September 30, 2020	For the year ended March 31, 2020
35 Finance Costs		
Interest	735.09	1,938.24
Interest expense on lease liabilities	127.69	271.49
Other Borrowing Costs	34.25	76.92
	<u>897.03</u>	<u>2,286.65</u>
Less: Capitalized/ Transferred to CWIP	-	105.77
	<u>897.03</u>	<u>2,180.88</u>
36 Other Expenses		
Stores and Spare Parts Consumed	780.64	2,265.18
Power & Fuel	3,737.87	16,286.54
Repairs and Maintenance:		
Buildings	32.72	102.37
Plant & Machinery	93.36	339.86
Others	47.99	143.17
Rent	35.71	155.99
Rates & Taxes	5.89	228.29
Insurance	296.32	495.08
Travelling and Conveyance	392.43	1,911.07
Freight Outward and Handling Charges	1,045.07	3,122.50
Advertisement and Sales Promotion	1,370.26	5,163.85
Commission to Agents	110.32	297.06
CSR Expenses (Refer Note no. 55)	58.61	201.16
Provision for Credit Losses	149.30	804.20
Bad Debts	1.09	29.94
Less: Provision for Credit Loss Reversed	-	10.13
Sundry Balances Written Off	1.97	107.38
Loss on Sale of Property, Plant and Equipments (net)	-	128.96
Property, Plant and Equipments Discarded /Written off	10.75	112.85
Net Loss on Fair Value of Current Investments	-	8.45
Other Expenses	1,017.53	2,662.04
	<u>9,187.83</u>	<u>34,555.79</u>
Less: Capitalized/ Transferred to CWIP	-	151.74
	<u>9,187.83</u>	<u>34,404.05</u>
37 Earning per share		
Profit for the year	302.51	1,326.22
Weighted average number of equity shares of Rs. 2/- each	42,379,426	42,379,426
EPS - Basic and Diluted (Per share in Rs.)	0.71	3.13