



26th August, 2023

The General Manager,
Corporate Relationship Dept., BSE Ltd.
1st Floor, New Trading Ring, Rotunda
Building,
P. J. Towers, Dalal Street, Fort,
Mumbai-400 001
Scrip Code: 531548

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
Symbol: SOMANYCERA

Sub: Consolidated Report of Scrutinizer on the Resolutions passed at the 55th Annual General Meeting of the Company held on 25th August, 2023

Dear Sir/Ma'am,

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith the Consolidated Report of Scrutinizer submitted by Shri Akshit Kumar Jangid, Partner of M/s Pinchaa & Co., Company Secretaries, Jaipur (Firm U.C.N. P2016RJ051800) on the Resolutions as set out in the Notice dated 23rd May, 2023 of the 55th Annual General Meeting of the Company held on 25th August, 2023 through Video Conferencing or Other Audio Visual Means and passed with requisite majority on same date i.e. 25th August, 2023.

The result declared along with the Consolidated Scrutinizers Report is being uploaded on the website of the Company, i.e. www.somanyceramics.com and on the website of CDSL, i.e. <https://www.evotingindia.com>.

This is for your kind information and record please.

Thanking You,
Yours Faithfully,
For Somany Ceramics Limited

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

Encl: as above





**Report of Scrutinizer
on remote e-voting and e-voting during the AGM**

[Pursuant to Section 108 and of the Companies Act, 2013 and Rule 20 and of the Companies (Management and Administration) Rules, 2014, amended as on date, and circular issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time]

To,
The Chairman,
SOMANY CERAMICS LTD
2, Red Cross Place
Kolkata (West Bengal)

Dear Sir,

I, Akshit Kumar Jangid, Partner of M/s. Pinchaa & Co., Company Secretaries having office at 108, 1st Floor, Shree Mansion, G-23, Kamla Marg, C-Scheme, Jaipur, Rajasthan-302 001, have been appointed as a Scrutinizer for the purpose of scrutinizing the voting through e-voting process during the 55th Annual General Meeting (AGM) of the Equity Shareholders of **SOMANY CERAMICS LIMITED** held on Friday, 25th August, 2023 through Video Conferencing/ Other Audio Video means facility ("VC/OAVM") and through remote e-voting during the period from 21st August, 2023 (9:00 a.m. IST) to 24th August, 2023 (5:00 p.m. IST) in a fair and transparent manner carried out as per the Notice calling 55th Annual General Meeting (AGM) dated 23rd May, 2023.

In connection to above, I submit my report as under:

- The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") as the Agency for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.
- The remote e-voting facility was made available from **21st August, 2023 (9:00 a.m. IST) to 24th August, 2023 (5:00 p.m. IST)** for the person(s), whose names were recorded in the Register of Member or in the Register of Beneficial owners maintained by the RTA/depositories as on the **cut-off date i.e. 18th August, 2023.**
- The Company had also provided e-voting facility for the members to vote during the AGM who attended the meeting through VC/OAVM and had not cast their vote through remote e-voting. The Members who had already cast their vote through remote e-voting were entitled to attend the AGM but not to cast their vote again at the AGM.
- After the conclusion of the e-voting at the 55th AGM, the votes cast by the members present through VC/OAVM at the 55th AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of the CDSL in presence of two witnesses viz. Mr. Lokesh Sharma and Ms. Deepika Sharma, who are not in the employment of the Company.





- Thereafter, the voting done through e-voting (including the remote e-voting), were reconciled with the records maintained by the RTA/Depositories/Company, as the case may be and the authorizations lodged with the Company. The result of the scrutiny of the above voting process (remote e-Voting and e-voting during AGM) in respect of the resolutions as set-out in the Notice calling 55th AGM are as under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt: -

The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of Directors' and Statutory Auditors' thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with report of Statutory Auditors thereon

Manner of Voting	of	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid (No. of shares)
		No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote voting	e-	33131902	99.9995	82	0.0002	-
E-voting at AGM	at	100	0.0003	0	0.0000	-
TOTAL		33132002	99.9998	82	0.0002	-

Resolution No. 2: Ordinary Resolution

To declare a dividend on Equity Shares for the financial year ended 31st March, 2023.

Manner of Voting	of	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid (No. of shares)
		No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote voting	e-	33133340	99.9995	79	0.0002	-
E-voting at AGM	at	100	0.0003	0	0.0000	-
TOTAL		33133440	99.9998	79	0.0002	-

Resolution No.3: Ordinary Resolution

To appoint a Director in place of Mr. Abhishek Somany (DIN:00021448), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.





Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote voting e-	30957795	93.4335	2175624	6.5662	-
E-voting at AGM	100	0.0003	0	0.0000	-
TOTAL	30957895	93.4338	2175624	6.5662	-

Resolution No.4: Special Resolution

Re-appointment of Mr. Shreekant Somany (DIN: 00021423) as the Chairman & Managing Director of the Company for a period of 5 (Five) consecutive years, commencing from 1st September, 2023 till 31st August, 2028.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote voting e-	29360589	88.6130	3772830	11.3867	-
E-voting at AGM	100	0.0003	0	0.00000	-
TOTAL	29360689	88.6133	3772830	11.3867	-

Resolution No.5: Special Resolution

Re-appointment of Mr. Vineet Agarwal (DIN: 00380300) as an Independent Director for his second term of five (5) consecutive years.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote voting e-	26435179	79.7839	6698216	20.2158	-
E-voting at AGM	100	0.0003	0	0.00000	-
TOTAL	26435279	79.7842	6698216	20.2158	-





Resolution No.6: Special Resolution

Approval for adoption of Somany Ceramics Employee Stock Option Plan 2023 and grant of employee stock options to the Eligible Employees/Directors of the Company thereunder.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	27472586	82.9148	5660833	17.08491	-
E-voting at AGM	100	0.0003	0	0.00000	-
TOTAL	27472686	82.9151	5660833	17.0849	-

Resolution No.7: Special Resolution

Approval for adoption of Somany Ceramics Employee Stock Option Plan 2023 and grant of stock options to the Eligible Employees/ Directors of group companies including Subsidiary or Associate Companies under the Plan.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	27472586	82.9148	5660833	17.08491	-
E-voting at AGM	100	0.0003	0	0.00000	-
TOTAL	27472686	82.9151	5660833	17.0849	-

Resolution No.8: Ordinary Resolution

Approval for Material Related Party Transactions with M/s Sudha Somany Ceramics Private Limited ("SSCPL").

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	7668517	77.7635	2192712	22.2355	2701
E-voting at AGM	100	0.0010	0	0.00000	-
TOTAL	7668617	77.7645	2192712	22.2355	2701





Resolution No.9: Special Resolution

Authorize borrowings by way of issuance of Non-Convertible Debentures/Bonds/Other Similar Instruments.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	33132975	99.9984	444	0.0013	-
E-voting at AGM	100	0.0003	0	0.0000	-
TOTAL	33133075	99.9987	444	0.0013	-

I have handed over the related papers/ registers/ records of this process including voting through electronic means for safe custody to the Company Secretary. You may declare the result of the voting accordingly.

Thanking you,
Yours faithfully,

For **Pinchaa & Co.**

Company Secretaries

Firm's U.C.N. P2016RJ051800

Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid

Partner

M. No. FCS 11285

C. P. No.:16300

UDIN: F011285E000867030

Date: 25.08.2023

Place: Noida

Witness:



1. **Lokesh Sharma**

Address: 108, 1st Floor, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur -302 001 (Rajasthan)

2. **Deepika Sharma**

Address: 108, 1st Floor, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur -302 001 (Rajasthan)

Countersigned by:

