

1<sup>st</sup> April, 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: Summary of Proceedings of a meeting of the Equity Shareholders of the Company held on 31<sup>st</sup> March, 2021, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)]**

Pursuant to Regulation 30(6) of the SEBI (LODR) read with Para A of Part A of Schedule III to the said SEBI (LODR), we are submitting herewith a summary of proceedings of the Meeting of the Equity Shareholders of the Company, marked as 'Annexure A', duly convened pursuant to Order dated 2<sup>nd</sup> February, 2021 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. CA (CAA)-731/KB of 2020 held on Wednesday, the 31<sup>st</sup> March, 2021 at 02:30 P.M. through Video Conferencing.

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: Annexure A**



**Annexure A**

**Summary of Proceedings of a Meeting of the Equity Shareholders of Somany Ceramics Limited, the Transferee Company, convened under the supervision of the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata ("NCLT"), pursuant to Order dated 2<sup>nd</sup> February, 2021 of NCLT in Company Application No. CA(CAA).731/KB of 2020, held on Wednesday, the 31<sup>st</sup> March, 2021 at 02.30 P.M. through Video Conferencing**

---

Mr. Rajeev Goel, Advocate, the Legal Counsel of Applicant Company, Somany Ceramics Limited, informed to the Members that this meeting has been convened under the supervision of the Hon'ble National Company Law Tribunal, Kolkata Bench, Kolkata ("NCLT") in terms of the Order dated 2<sup>nd</sup> February, 2021. He further stated that NCLT has appointed Mr. Rohit Kumar Keshri, ACS, as Chairperson and Ms. Mallika Tayal, ACS (Membership No. A42859, CP: 23020) was appointed as the Scrutinizer for the meeting.

Accordingly, Mr. Rohit Kumar Keshri, ACS, took the Chair. Requisite quorum i.e 25% of the total value of the paid up equity capital of the Company, as per Order of NCLT was present.

The Chairman stated the members present through video conferencing that in terms of an order dated 2<sup>nd</sup> February, 2021 of NCLT, a Notice dated 8<sup>th</sup> February, 2021 was sent to the members along with the Scheme of Amalgamation of Schablona India Limited (Transferor Company) with Somany Ceramics Limited (Transferee Company) and read out the resolution therein before the meeting.

Thereafter, Members present in person through Video Conferencing were invited to make observations and comments, if any, on the proposed Scheme of Amalgamation. There was no observations and/or comments made by the Members on the proposed scheme of amalgamation.

Thereafter, Members were explained the procedure of voting on the resolutions as mentioned in the Notice dated 8<sup>th</sup> February, 2021. They were informed that the remote e-voting facilities had been arranged by the Company through a platform provided by Central Depository Services (India) Limited (CDSL), which commenced from **Friday, the 26<sup>th</sup> March, 2020** from **9.00 a.m.** (IST) and ended on **Tuesday, the 30<sup>th</sup> March, 2021** at **5.00 p.m.** (IST). It was further informed to the members that who have joined the meeting and have not cast their vote through remote e-voting on the resolution as per the Notice of the Meeting dated 8<sup>th</sup> February, 2021 may cast their vote.



Thereafter, the following item of business as per the Notice of the Meeting dated 8<sup>th</sup> February, 2021, was transacted at the meeting:

1. Approval for the proposed scheme of amalgamation of Schablona India Limited (the **Transferor Company**) with Somany Ceramics Limited (the **Transferee Company**) and their respective shareholders and creditors under Sections 230 and 232 of the Companies Act, 2013 and other matters incidental thereto.

The Members were also informed that the results on the resolutions deemed to be passed on the date of the Meeting, shall be declared by Mr. Rohit Kumar Keshri, ACS, Chairperson upon receipt of the Scrutinizer's Report from the Scrutinizer and the same along with the Scrutinizer' Report shall be placed on the website of the Company and CDSL and will be displayed on the Notice Board at Registered Office of the Company and shall also simultaneously be forwarded to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are presently listed.

The Meeting concluded with a vote of thanks to the Chair at 3.08 P.M. after remained open till 4.00 pm for venue e-voting.

This is for your information and record.

For Somany Ceramics Limited

  
**Abhishek Somany**  
**Managing Director**  
**DIN: 00021448**

