



8th February, 2023

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

The Secretary,
National Stock Exchange of India Limited,
Exchange plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051
(Symbol: SOMANYCERA)

Sub: Outcome of the Board Meeting- Investment in the Company in Nepal on joint venture basis for establishing manufacturing presence in Nepal

Ref: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we would like to inform that the Board of Directors of the Company in its Meeting held on February 07, 2023 has considered and in principle approved the investment upto INR 62.5 crores (which would be upto 50% of the project cost of approximately INR 125 crores) in a company based in Nepal, by way of subscription of share capital and/or unsecured loan and/or any suitable instruments, for establishing a manufacturing facility in Nepal on joint venture basis between the Company and Murarka Group, Nepal ("**Proposed Transaction**").

In view of the same, the details required under regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed as **Annexure - A**.

This is for your information and records.

Thanking you,

Yours faithfully,

For Somany Ceramics Limited

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



Annexure-A

Details regarding investments in a company in Nepal on joint venture basis

S NO.	Particulars of information required	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	The Company shall collaborate with Murarka Group, Nepal a diversified conglomerate in Nepal operating in various industries such as clean energy, manufacturing, cement, iron & steel etc., as a joint venture partner in a company based in Nepal (" JVE "). The JVE shall be operated as a joint venture between the Company and Murarka Group and/or its affiliates (" JV Partner ").
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	No
3.	Industry to which the entity being acquired belongs	The JVE shall be engaged in the operating and managing of a tile manufacturing facility with annual capacity of around 3.5 million square meter in Nepal. (" Project ").
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	With a view to grow its presence in Nepal, it is proposed to establish the Company's manufacturing presence in Nepal by way of investing into a company in Nepal which shall be operated on a joint venture basis.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Investment in the JVE and setting up of Project will be subject to applicable laws in India / Nepal.
6.	Indicative time period for completion of the acquisition	The definitive agreement shall be entered within approximately 90 (ninety) days. The date of completion of the acquisition shall be subject to completion of the conditions precedents (including necessary statutory approval) as may be set out in the definitive agreement.



7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration
8.	Cost of acquisition or the price at which the shares are acquired	Cost of the Project shall be upto Rs. 125 crores, of which the contribution of the Company shall be upto Rs. 62.5 Crores.
9.	Percentage of shareholding / control acquired and/or number of shares acquired	The Company and JV Partner will subscribe to the shares in JVE in an agreed proportion. However, the Company's subscription will not exceed 50% in JVE.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years' turnover, country in which the acquired entity has presence and any other significant information (in brief)	The JVE shall be engaged in establishing, operating, and managing wall & floor tiles and allied products in Nepal.

