

19th August, 2019

Asst. Vice President,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051

The Secretary,
BSE Limited
25th Floor, P J Towers
Dalal Street,
Mumbai- 400 001

Sub: Submission of Scrutinizer's Report on the Resolutions passed at the 51st Annual General Meeting of the Company held on 19th August, 2019


Dear Sirs,

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, please find enclosed herewith the Scrutinizer's Report submitted by Shri Pradeep Pincha, Partner of M/s Pinchaa & Co., Company Secretaries, Jaipur, (Firm Registration No. P2016RJ051800) on the Resolutions as set out in the Notice dated 21st May, 2019 of the 51st Annual General Meeting of the Company held on 19th August, 2019 and passed with requisite majority on same date i.e. 19th August, 2019.

The results 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 information and record.

Thanking You,
Yours Faithfully,
For Somany Ceramics Limited


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



Encl: as above

SOMANY CERAMICS LIMITED

Registered Office : 2, Red Cross Place, Kolkata - 700 001 Tel : +91-33-2248 7406 / 5913

Corporate Office : F-36, Sector-6, Noida - 201301 (U.P.) Tel : +91-120-4627900

Corporate Identity Number (CIN) : L40200WB1968PLC224116

Website : www.somanyceramics.com, Toll Free No. 1800-103-0004





Scrutinizer's Report
Consolidated Report on remote e-Voting and voting through Ballot Papers
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014, amended as on date]

To,
The Chairman
Somany Ceramics Limited
2, Red Cross Place, Kolkata,
West Bengal-700 001

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting through Ballot Papers at the 51st Annual General Meeting (AGM) of Somany Ceramics Limited held on Monday, the 19th day of August, 2019 at 11:30 A.M. conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended as on date.

Dear Sir,

I, Pradeep Pincha, Partner of M/s. Pinchaa & Co., Company Secretaries, Jaipur, Rajasthan had been appointed as the Scrutinizer by the Board of Directors of Somany Ceramics Limited (the Company) at their meeting held on 21st May, 2019, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended as on date, to scrutinize the remote e-voting process and voting through Ballot Papers in respect of Ordinary and Special Business proposed at 51st Annual General Meeting (AGM) of the Company held on Monday, the 19th day of August, 2019 at 11:30 A.M. at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020.

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

- The Company had appointed Central Depository Services (India) Limited (herein after referred to as "CDSL") as the agency to provide the remote e-Voting facility to the Members of the Company in connection with the 51st AGM of the Company.
- The Company completed the dispatch of Notice of AGM together with the Annual Report either by e-mails at their registered email address or physical copies at the registered address through permitted mode to the Members of the Company on the 26th day of July, 2019.





Pinchaa & Co.

Company Secretaries

108, 1st Floor, Shree Mansion, G-23, Kamla Marg, Behind Rajdhani Hospital, C-Scheme, Jaipur 302001, Rajasthan
Tel: 91-0141 4106355 | Email: ppincha@pinchaa.com | akshit@pinchaa.com | www.pinchaa.com

- The remote e-Voting facility was made available from Friday, the 16th day of August, 2019 from 9:00 a.m. (IST) and ends on Sunday, the 18th day of August, 2019 at 5:00 p.m. (IST) for the person(s), whose name is recorded in the Register of Member or in the Register of Beneficial owners maintained by the depositories as on the cut-off date i.e. 12th day of August, 2019.
- At the 51st AGM of the Company held on 19th August, 2019, the Chairman of the Meeting informed the members present at the Meeting to record their votes through ballot papers circulated to them, who could not participate through remote e-voting.
- After the conclusion of 51st AGM of the Company, a final electronic report of remote e-Voting was generated by unblocking the votes cast through remote e-Voting facility in presence of two witnesses viz. Mr. Akshit Kr. Jangid and Mr. Abhishek Mishra who are not in the employment of the Company.
- Thereafter, the voting done through remote e-Voting and Ballot, were reconciled with the records maintained by the RTA of the Company i.e. M/s. Maheshwari Datamatics Private Limited and the authorizations/proxies lodged with the Company and result of the scrutiny of the above consolidated voting process in respect of the resolutions as set-out in the Notice of 51st AGM of the Company dated 21st May, 2019 are reproduced herein under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt:

The Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of Directors' and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with Report of Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	31253735	99.99	0	0.00	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	31257871	100.00	0	0.00	0





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Resolution No. 2: Ordinary Resolution

To declare a dividend on equity shares for the financial year ended 31st March, 2019.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote voting E-	32212395	99.99	0	0.00	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	32216531	100.00	0	0.00	0

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Shri 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 votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote voting E-	32134790	99.99	0	0.00	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	32138926	100.00	0	0.00	0





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Resolution No. 4: Ordinary Resolution

Appointment of Shri Vineet Agarwal (DIN: 00380300) as an Independent Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	32134790	99.99	0	0.00	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	32138926	100.00	0	0.00	0

Resolution No. 5: Ordinary Resolution

Appointment of Smt. Rumjhum Chatterjee (DIN: 00283824) as an Independent Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	32134787	99.99	3	0.00	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	32138923	100.00	3	0.00	0





Resolution No. 6: Ordinary Resolution

Appointment of Shri Tuljaram Maheshwari (DIN: 00063688) as a Non-Executive Non-Independent Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote voting	32134790	99.99	0	0.00	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	32138926	100.00	0	0.00	0

Resolution No. 7: Special Resolution

Re-appointment of Shri Salil Singhal (DIN: 00006629) 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 votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote voting	27769664	86.41	4365126	13.58	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	27773800	86.42	4365126	13.58	0





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Resolution No. 8: Special Resolution

Re-appointment of Shri Ravinder Nath (DIN: 00062186) 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 votes No. of shares
	No. of shares	Percentage	No. of shares	Percentage	
Remote voting	27769664	86.41	4365126	13.58	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	27773800	86.42	4365126	13.58	0

Resolution No. 9: Special Resolution

Re-appointment of Shri Siddharath Bindra (DIN: 01680498) 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 votes No. of shares
	No. of shares	Percentage	No. of shares	Percentage	
Remote voting	27769664	86.41	4365126	13.58	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	27773800	86.42	4365126	13.58	0





Resolution No. 10: Special Resolution

Alteration in Article 148 of Articles of Associations of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote voting	32212395	99.99	0	0.00	0
Ballot Papers at AGM	4136	0.01	0	0.00	0
TOTAL	32216531	100.00	0	0.00	0

Resolution No. 11: Special Resolution

To approve continuation of payment of Remuneration to Shri Shreekant Somany (DIN: 00021423), Chairman and Managing Director, who is promoter, in excess of threshold limits as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote voting	31612912	98.36	521878	1.62	0
Ballot Papers at AGM	4136	0.02	0	0.00	0
TOTAL	31617048	98.38	521878	1.62	0





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Resolution No. 12: Special Resolution

To approve continuation of payment of Remuneration to Shri Abhishek Somany (DIN: 00021448), Managing Director, who is promoter, in excess of threshold limits as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote voting	31612912	98.36	521878	1.62	0
Ballot Papers at AGM	4136	0.02	0	0.00	0
TOTAL	31617048	98.38	521878	1.62	0

Resolution No. 13: Special Resolution

To approve continuation of payment of Remuneration to Smt. Anjana Somany (DIN: 00133542) Wholetime Director, who is promoter, in excess of threshold limits as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote voting	30654252	98.31	521878	1.67	0
Ballot Papers at AGM	4136	0.02	0	0.00	0
TOTAL	30658388	98.33	521878	1.67	0





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All the Resolutions mentioned in the Notice of 51st AGM as per the details above stand passed under remote e-voting and voting through Ballot Papers at the AGM with the requisite majority.


All relevant records of remote e-voting and physical mode (voting through Ballot Papers) shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 51st Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the company for safe keeping.

Thanking you,
Yours faithfully,

For Pinchaa & Co.

Company Secretaries

Firm's Unique Code No. P2016RJ051800


Predeep Pincha
Partner

M. No. FCS 5369

C. P. No.:4426



Dated: 19/08/2019

Place: Kolkata

Witness:


Akshit Kr. Jangid

Camp: 2, Red Cross Place,
Kolkata-700 001 (West Bengal)


Abhishek Mishra

Address: 2, Red Cross Place,
Kolkata-700 001 (West Bengal)

Countersigned by:



