



23rd September, 2022

The General Manager,
Corporate Relationship Dept.,
BSE Limited,
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai-400 001
Scrip Code: 531548

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

Dear Sir/Ma'am,

Sub: Summary of the Proceedings of 54th Annual General Meeting of the Company held on 23rd September, 2022.

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), we hereby enclose summary of the proceedings of 54th Annual General Meeting ("AGM") of the Company held on 23rd September, 2022 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Video Visual Means ("OAVM").

This is for your kind information.

Thanking you,
Yours faithfully,
For Somany Ceramics Limited

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

Encl: as above



SUMMARY OF PROCEEDINGS OF THE 54TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SOMANY CERAMICS LIMITED HELD ON FRIDAY, THE 23RD SEPTEMBER, 2022 THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VIDEO VISUAL MEANS (“OAVM”) AT 11:00 A.M.

Shri Shreekant Somany (DIN: 00021423), Chairman and Managing Director took the Chair in accordance with Article 97 of the Articles of Association of the Company. The directors present at the meeting introduced themselves. After ascertaining the requisite quorum was present, the Company Secretary with the permission of the Chairman called the meeting in order. He then informed that the meeting was held through VC/OAVM.

The Company Secretary informed about the availability of Registers and documents referred in the Notice for Inspection during the meeting through the link appearing on Central Depository Services (India) Limited website. With the permission of the Chairman, Notice of the Annual General Meeting was taken as read. He further informed the Members that there were no qualification remarks reported by the Statutory Auditors and Secretarial Auditors of the Company in their respective Reports. The Company Secretary appraised the members’ w.r.t. remote e-voting facility and voting during the AGM.

The Chairman addressed the members and briefed on the workings of the Company. On invitation, the Members who were registered as speaker members, sought clarifications through VC/OAVM on financial statements and business of the Company. The Managing Director & Chief Executive Officer responded to the queries of the members and provided clarifications to their satisfaction.

Shri Akshit Kumar Jangid (Membership No. FCS 11285, CP No. 16300), Partner at Pinchaa & Co., Company Secretaries, was appointed by the Board as the Scrutinizer for scrutinizing the entire voting process i.e. remote e-voting and e-voting during the AGM in a fair and transparent manner.

The Company Secretary informed the members who have not cast their vote through remote e-voting on the resolutions as per the Notice of the AGM dated 10th August, 2022 may cast their vote and the voting will be closed after 15 minutes from the conclusion of this AGM.

Following businesses were transacted at the AGM:

Resolution No.	Resolution	Type of Resolution (Ordinary/Special)
Ordinary Business		
1	To receive, consider and adopt: - the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2022 together with the Reports of Directors’ and Auditors’ thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2022 together with report of Auditors thereon.	Ordinary
2	To declare a dividend on equity shares for the financial year ended 31 st March, 2022.	Ordinary



3	To appoint a Director in place of Mr. Ghanshyam Girdharbhai Trivedi (DIN: 00021470), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.	Ordinary
4	To re-appoint M/s. Singhi & Co., Chartered Accountants (Firms Registration No.: 302049E) as the Statutory Auditors of the Company.	Ordinary
Special Business		
5	To re-appoint Shri Abhishek Somany (DIN: 00021448) as the Managing Director & Chief Executive Officer of the Company for a period of 3 (Three) consecutive years, commencing from 1 st June, 2023 till 31 st May, 2026.	Special
6	Remuneration by way of Commission to Non-Executive Directors.	Special
7	Re-appointment of Shri Rameshwar Singh Thakur (DIN: 00020126) as an Independent Director for his second term of five (5) consecutive years.	Special
8	Re-appointment of Smt. Rumjhum Chatterjee (DIN: 00283824) as an Independent Director for her second term of five (5) consecutive years.	Special
9	Approval for Material Related Party Transactions with M/s Sudha Somany Ceramics Private Limited (“SSCPL”).	Ordinary
10	Authorize borrowings by way of Issuance of Non-Convertible Debentures/ Bonds/ Other Similar Instruments.	Special

It was informed that results of remote e-voting and e-voting during the Meeting along with consolidated Scrutinizer’s Report shall be informed to the stock exchanges and also be placed on the website of the Company as well as on the website of CDSL.

The Meeting concluded at 11:45 A.M. after being open for 15 minutes for e-voting to be completed.

This is for your information and record.

For **Somany Ceramics Limited**

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

