

18th October, 2019

BSE Limited
(Scrip Code- 531548)
P. J. Towers, Dalal Street
Fort, Mumbai - 400 001
Email:corp.relations@bseindia.com

National Stock Exchange of India Limited
(Symbol: SOMANYCERA)
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
Email: takeover@nse.co.in

Somany Ceramics Limited
2, Red Cross Place,
Kolkata- 700001

Sub.: Disclosure under Regulation 10 (6), 29 (1), 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Sub.: Disclosure under Regulation 7 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/Ma'am,

This is to inform you that pursuant to the Scheme of Amalgamation of Bhilwara Holdings Limited ("BHL/Transferor Company 1"), Sarvottam Vanijya Limited ("SVL/Transferor Company 2") and Scope Vinimoy Private Limited ("SVPL/Transferor Company 3") (collectively referred as "Transferor Companies") with Somany Ceramics Limited ("SCL/Transferee Company") and their respective shareholders ("Scheme") as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25th September, 2019), I, the undersigned, have been issued 38,04,323 equity shares of Rs. 2/- each by SCL pursuant to said Scheme.


Please find attached herewith, disclosure in terms of Regulation 10(6), 29(1) & 29(2) of SEBI (SAST) Regulations, 2011, in the prescribed format.

Also find attached herewith, disclosure, in terms of Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 in the prescribed format.

You are requested to take the same on your record and oblige.

Thanking you,

Yours faithfully,


Shrivatsa Somany
(Promoter)
Add.: 2, Red Cross Place, Kolkata - 700001
PAN: BMRPS6154D

Encl.: as above



Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011


Name of the Target Company (TC)	Somany Ceramics Limited ("SCL")		
Name(s) of the Acquirer and Persons Acting in Concert (PAC) with the acquirer	Shrivatsa Somany		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited, and 2. BSE Limited		
Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	13,21,370	3.12%	3.12%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	N.A	N.A	N.A
c) Voting rights (VR) otherwise than by shares	N.A	N.A	N.A
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A	N.A	N.A
e) Total (a+b+c+d)	13,21,370	3.12%	3.12%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	38,04,323	8.97%	8.97%
b) VRs acquired/sold otherwise than by shares	N.A	N.A	N.A
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	N.A	N.A	N.A
d) Shares encumbered/ invoked/released by the acquirer	N.A	N.A	N.A
e) Total (a+b+c+/-d)	38,04,323	8.97%	8.97%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	51,25,693	12.09%	12.09%
b) Shares encumbered with the acquirer	N.A	N.A	N.A
f) VRs otherwise than by shares	N.A	N.A	N.A
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	N.A	N.A	N.A
d) Total (a+b+c+d)	51,25,693	12.09%	12.09%
Mode of acquisition /sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Issue of shares pursuant to the Scheme of Amalgamation of Bhilwara Holdings Limited ("BHL/Transferor Company 1"), Sarvottam Vanijya Limited ("SVL/Transferor Company 2") and Scope Vinimoy Private Limited ("SVPL/Transferor Company 3") (collectively referred as "Transferor Companies") with Somany Ceramics Limited ("SCL/Transferee Company")		

Shrivatsa Somany

	("Scheme") as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25 th September, 2019)
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	October 17, 2019
Equity share capital / total voting capital of the TC before the said acquisition /sale	Rs. 8,47,58,852/- (4,23,79,426 Equity Shares of Rs. 2/- each)
Equity share capital/ total voting capital of the TC after the said acquisition /sale	Rs. 8,47,58,852/- (4,23,79,426 Equity Shares of Rs. 2/- each)
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 8,47,58,852/- (4,23,79,426 Equity Shares of Rs. 2/- each)

Note: Pursuant to the Scheme as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25th September, 2019), 1,90,87,200 fully paid up equity shares of Rs. 2/- each of SCL has been allotted to the eligible shareholders of BHL, SVL and SVPL as on the Record date i.e. Tuesday, 15th October, 2019, in proportion of their respective shareholding in BHL, SVL and SVPL i.e. 1 (One) fully paid up equity share of Rs. 2/- each of the SCL for every 1 (one) fully paid up equity share of Rs. 2/- each held by BHL, SVL and SVPL in the SCL.

Note: Pursuant to the Scheme as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25th September, 2019), 1,90,87,200 fully paid up equity shares of Rs. 2/- each held by BHL, SVL and SVPL in SCL stands cancelled.


 Shrivatsa Somany
 (Promoter)

Date: 18th October, 2019
Place: New Delhi

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition:


Name of the Target Company (TC)	Somany Ceramics Limited ("SCL")		
Name(s) of the Acquirer and Persons Acting in Concert (PAC) with the acquirer	Shrivatsa Somany		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited, and 2. BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	13,21,370	3.12%	3.12%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	N.A	N.A	N.A
c) Voting rights (VR) otherwise than by equity shares	N.A	N.A	N.A
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A	N.A	N.A
e) Total (a+b+c+d)	13,21,370	3.12%	3.12%
Details of acquisition			
a) Shares carrying voting rights acquired	38,04,323	8.97%	8.97%
b) VRs acquired otherwise than by equity shares	N.A	N.A	N.A
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	N.A	N.A	N.A
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	N.A	N.A	N.A
e) Total (a+b+c+d)	38,04,323	8.97%	8.97%
After the acquisition, holding of the acquirer along with PACs of:			
a) Shares carrying voting rights	51,25,693	12.09%	12.09%
b) VRs otherwise than by equity shares	N.A	N.A	N.A
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	N.A	N.A	N.A
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	N.A	N.A	N.A
e) Total (a+b+c+d)	51,25,693	12.09%	12.09%

Shrivatsa Somany

Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc.)	Issue of shares pursuant to the Scheme of Amalgamation of Bhilwara Holdings Limited ("BHL/Transferor Company 1"), Sarvottam Vanijya Limited ("SVL/Transferor Company 2") and Scope Vinimoy Private Limited ("SVPL/Transferor Company 3") (collectively referred as "Transferor Companies") with Somany Ceramics Limited ("SCL/Transferee Company") ("Scheme") as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25 th September, 2019)
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	October 17, 2019
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 8,47,58,852/- (4,23,79,426 Equity Shares of Rs. 2/- each)
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 8,47,58,852/- (4,23,79,426 Equity Shares of Rs. 2/- each)
Total diluted share/voting capital of the TC after the said acquisition	Rs. 8,47,58,852/- (4,23,79,426 Equity Shares of Rs. 2/- each)

Note: Pursuant to the Scheme as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25th September, 2019), 1,90,87,200 fully paid up equity shares of Rs. 2/- each of SCL has been allotted to the eligible shareholders of BHL, SVL and SVPL as on the Record date i.e. Tuesday, 15th October, 2019, in proportion of their respective shareholding in BHL, SVL and SVPL i.e. 1 (One) fully paid up equity share of Rs. 2/- each of the SCL for every 1 (one) fully paid up equity share of Rs. 2/- each held by BHL, SVL and SVPL in the SCL.

Note: Pursuant to the Scheme as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25th September, 2019), 1,90,87,200 fully paid up equity shares of Rs. 2/- each held by BHL, SVL and SVPL in SCL stands cancelled.


 Shrivatsa Somany
 (Promoter)

Date: 18th October, 2019

Place: New Delhi