

Shreekant Somany

Date: January 17, 2020

To,

BSE Limited
(ScripCode:531548)
Phoiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001

Email:
corp.relations@bseindia.com

National Stock Exchange of India Limited
(Symbol: **SOMANYCERA**)
Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex,
Mumbai - 400 051

Email: takeover@nse.co.in

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

Email:
ambrish.julka@somanyceramics.com

Sub: Prior Intimation under regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for proposed acquisition of shares by way of gift

Dear Sir/ Ma'am,

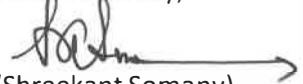
As due compliance of Regulation 10(5) of the SEBI (SAST) Regulations, 2011, the undersigned being part of the Promoter and Promoter Group of the Company, hereby furnish the PRIOR INTIMATION in the specified format under regulation 10(5) in respect of proposed *inter-se* acquisition of **1,06,47,501 (25.12%)** shares of **Somany Ceramics Limited** being the Target Company ("TC") in the following manner:

- i. *Inter-se* Transfer (by way of Gift) of **9,05,249 (2.14%)** shares from Smt. Anjana Somany to Shri Shreekant Somany, being promoters of the TC;
- ii. *Inter-se* Transfer (by way of Gift) of **31,46,158 (7.42 %)** shares from Shri Abhishek Somany to Shri Shreekant Somany, being promoters of the TC;
- iii. *Inter-se* Transfer (by way of Gift) of **58,44,438 (13.79 %)** shares from Shri Shrivatsa Somany to Shri Shreekant Somany, being promoters of the TC; and
- iv. *Inter-se* Transfer (by way of Gift) of **7,51,656 (1.77 %)** shares from Smt. Minal Somany to Shri Shreekant Somany, being promoters of the TC.

The shares are proposed to be acquired by way of "**Gift**" amongst the Promoter and Promoter Group pursuant to exemption provided in Regulation 10(1)(a)(ii) (qualifying person being persons named as promoters in the shareholding pattern filed by the target company for not less than three years prior to the proposed acquisition) and there will be no change in the Total Shareholding of the Promoters Group after such *inter-se* transfer of shares of TC.

Thanking You.

Yours Faithfully,


(Shreekant Somany)
Promoter of Somany Ceramics Limited (Acquirer)

Encl: As Above

Residence: 32, Friends Colony (East), New Delhi –110 065 •Tel.: 2632 7623-5 •Fax 2692 6258

•E-mail: sk@somanyceramics.com

Office: Somany Ceramics Limited, Kassar – 124507, Haryana •Tel.: 01276-223300 •Fax: 01276-241006, 241011

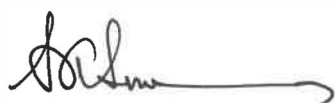
Disclosures under Regulation 10(5) – Intimation to Stock

Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Somany Ceramics Limited
2.	Name of the acquirer(s)	The disclosure is pursuant to <i>Inter-se</i> transfer of Shares (by way of Gift) amongst Promoter and Promoter Group. The Transferee/ Acquirer is Shri Shreekant Somany.
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes. The disclosure pertains to <i>inter-se</i> transfer (by way of Gift) of shares between promoter and promoter group.
4.	Details of the proposed acquisition	
a.	Name of the person(s) from whom shares are to be acquired	The Transferor(s) are: 1. Smt. Anjana Somany 2. Shri Abhishek Somany 3. Shri Shrivatsa Somany 4. Smt. Minal Somany
b.	Proposed date of acquisition	On or after January 24, 2020
c.	Number of shares to be acquired from each person mentioned in 4(a) above	1,06,47,501 shares to be acquired by Shri Shreekant Somany from the following members: i. Smt. Anjana Somany: 9,05,249 ii. Shri Abhishek Somany: 31,46,158 iii. Shri Shrivatsa Somany: 58,44,438 iv. Smt. Minal Somany: 7,51,656
d.	Total shares to be acquired as % of share capital of TC	Shri Shreekant Somany will acquire 25.12% of the shares pursuant to gift from: i. Smt. Anjana Somany: 2.14 % ii. Shri Abhishek Somany: 7.42 % iii. Shri Shrivatsa Somany: 13.79 % iv. Smt. Minal Somany: 1.77 %
e.	Price at which shares are proposed to be acquired	NIL. Shares are proposed to be transferred by way of Gift. Therefore, no consideration involved.
f.	Rationale, if any, for the proposed transfer	The proposed acquisition is only a private family arrangement, for smooth succession planning of the family and to streamline the Family's assets and businesses. Further, after this settlement of gift, acquirer will settle all the shares in a private family trusts as per the SEBI Order in the matter of "SOMANY CERAMICS LIMITED" dated December 10, 2019 bearing reference number WTM/GM/CFD/53/2019-20.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted	Sub clause (ii): persons named as promoters in the shareholding pattern filed by the target



	from making open offer	company in terms of the listing regulations or as the case may be, the listing agreement or these regulations for not less than three years prior to the proposed acquisition.			
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not Applicable, since the Shares are proposed to be transferred by way of Gift. Therefore, no consideration involved.			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8	Not Applicable, since the Shares are proposed to be transferred by way of Gift. Therefore, no consideration involved.			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable	Not Applicable, since the Shares are proposed to be transferred by way of Gift. Therefore, no consideration involved.			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Enclosed as "Annexure A"			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Enclosed as "Annexure A"			
11.	Shareholding Details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting Rights	% w.r.t total share capital of TC	No. of shares /voting Rights	% w.r.t total share capital of TC
a.	Acquirer(s) and PACs (other than sellers)(*)				
	i. Shri Shreekant Somany	3770426	8.90%	14417927	34.02%
	TOTAL: Acquirer(s) and PACs (other than sellers)	3770426	8.90%	14417927	34.02
b.	Seller (s)				
	i. Smt. Anjana Somany	6327589	14.93%	5422340	12.79%
	ii. Shri Abhishek Somany	3146158	7.42%	-	-
	iii. Shri Shrivatsa Somany	5844438	13.79%	-	-
	iv. Smt. Minal Somany	751656	1.77%	-	-
	TOTAL: Seller (s)	16069841	37.91%	5422340	12.79%



Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.



(Shreekant Somany)

**Promoter of Somany Ceramics
Limited (Acquirer)**

Date: January 17, 2020

Place: New Delhi

DECLARATION BY ACQUIRER

This is with respect to the following proposed acquisition of shares by way of "Gift," *inter-se*, within the Promoters and Promoter Group of the Company viz. Somany Ceramics Limited (a company incorporated under the Companies Act, 1956, having its registered office at 2, Red Cross Place, Kolkata, West Bengal 700001 India):

- i. *Inter-se* Transfer (by way of Gift) of **9,05,249 (2.14%)** shares from Smt. Anjana Somany to Shri Shreekant Somany, being promoters of the TC;
- ii. *Inter-se* Transfer (by way of Gift) of **31,46,158 (7.42%)** shares from Shri Abhishek Somany to Shri Shreekant Somany, being promoters of the TC;
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- iv. *Inter-se* Transfer (by way of Gift) of **7,51,656 (1.77%)** shares from Smt. Minal Somany to Shri Shreekant Somany, being promoters of the TC.

In this regard, the undersigned being the proposed acquirer to the proposed "Gift", hereby declare that:

- a. *the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)*
- b. *all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.*



(Shreekant Somany)

**Promoter of Somany Ceramics
Limited (Acquirer)**

Date: January 17, 2020

Place: New Delhi