



Date: 7<sup>th</sup> October, 2024

**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Fort,**  
**Mumbai — 400 001**  
**Scrip Code: 531548**

**National Stock Exchange of India Ltd. (NSE)**  
**Exchange Plaza,**  
**Bandra Kurla Complex, Bandra (E),**  
**Mumbai — 400 051**  
**Symbol: SOMANYCERA**

Dear Sir/Madam,

**Subject: Notice of Postal Ballot**

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed the Notice of Postal Ballot dated 27<sup>th</sup> September 2024 along with the Explanatory Statement for seeking approval from members for the agenda item as mentioned in the notice. The resolution is proposed to be passed by the members through remote e-voting process only.

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice has been sent to the Members of the Company who have their email addresses registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, 27<sup>th</sup> September, 2024 through electronic mode only. Please note that there will be no dispatch of physical copies of Notice or Postal Ballot forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

The remote e-voting period commences on Tuesday, October 08, 2024 from 09:00 A.M. (IST) and ends on Wednesday, November 06, 2024 at 05:00 P.M. (IST). The results of the voting by postal ballot will be announced on or before Friday, November 08, 2024.

The Postal Ballot Notice can also be accessed at [www.somanyceramics.com](http://www.somanyceramics.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and the same will be communicated to the Stock Exchanges.

This is for your information & records.

Thanking you,

Yours Faithfully,  
**For Somany Ceramics Limited**

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

**Encl: As Above**





## SOMANY CERAMICS LIMITED

**Registered Office:** 2, Red Cross Place, Kolkata, West Bengal-700001  
**CIN:** L40200WB1968PLC224116, **website:** www.somanyceramics.com  
**Phone:** 033-22487406/5913, **E-mail:** corporateaffairs@somanyceramics.com;  
sclinvestors@somanyceramics.com

### POSTAL BALLOT NOTICE

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time]

Dear Shareholders,

Notice is hereby given that pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”) read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Circulars issued by Securities and Exchange Board of India - SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (“**SEBI Circulars**”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended time to time), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”) and pursuant to other applicable laws and regulations, Somany Ceramics Limited (“**the Company**”) seeks approval of Members via Postal Ballot through remote E-voting process (Voting through Electronic means) for the following:

**Appointment of Mr. Zubair Ahmed (DIN: 00182990) as Non-Executive Independent Director of the Company for a term of 05 (five) consecutive years.**

Members’ consent is sought for the proposal contained in the resolution given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and Section 110 of the Act pertaining to the said resolution setting out the material facts and related particulars is annexed hereto. Information of Mr. Zubair Ahmed the Director proposed to be appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) and other applicable provisions is provided in Annexure - A to this Notice. The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) for the purpose of providing remote e-voting facility to its Members. The Notice will also be placed on the website of the Company (www.somanyceramics.com) and the website of CDSL (www.evotingindia.com).

In the event the **Special Resolution** as set out in the Notice is assented to by the requisite majority of Members by means of e-Voting, it shall be deemed to have been passed at a General Meeting on the last date of e-voting i.e. Wednesday, November 06, 2024.

In compliance with the aforementioned MCA/SEBI Circulars, the Company is sending the Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or its RTA or depository/depository participants and the communication of assent / dissent of the Members will only take place through the remote e-Voting system. Members are required to communicate their assent or dissent through the remote e-voting system only. The detailed procedure to cast the vote forms part of the 'Notes' to this Notice.

The remote e-voting period commences from Tuesday, October 08, 2024 at 09:00 A.M. (IST) and ends on Wednesday, November 06, 2024 at 05:00 P.M. (IST). The Board of Directors has appointed Mr. Akshit Kumar Jangid, Partner of M/s. Pinchaa & Company, Company Secretaries Jaipur, having Membership No. F11285 and CP No. 16300 as Scrutinizer through circular resolution passed by the Board of Directors of the Company on September 27, 2024 for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and the rules made there under.

Please note that there will be no dispatch of physical copies of the Postal Ballot Notice or Postal Ballot forms to the Members of the Company and no physical ballot forms will be accepted by the Company. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than Wednesday, November 06, 2024 till 05:00 P.M. (IST). Remote e-Voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or to any other Director or to the Company Secretary of the Company as authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or any other Director or the Company Secretary of the Company as authorised by him within 2 (two) working days from the conclusion of Remote E-voting Process. The same will be displayed on the website of the Company: [www.somanyceramics.com](http://www.somanyceramics.com), the website of CDSL: [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

## **SPECIAL BUSINESS**

### **RESOLUTION NUMBER 1:**

#### **APPOINTMENT OF MR. ZUBAIR AHMED (DIN: 00182990) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 05 (FIVE) CONSECUTIVE YEARS**

To consider and if thought fit to pass, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Zubair Ahmed (DIN: 00182990), who was appointed by the Board of Directors as an Additional Director (Category: Non-Executive Independent Director) of the Company with effect from 1<sup>st</sup> October, 2024 and who has submitted a declaration that he meets the criteria of independence as under Section 149(6) of the Companies Act, 2013, read with the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of 05 (five) consecutive years, with effect from 1<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2029.”

**“RESOLVED FURTHER THAT** pursuant to Regulation 17 (1A) of the Listing Regulations, approval of the Members be and is hereby accorded for continuation of Mr. Zubair Ahmed (DIN: 00182990) as an Independent Director of the Company after he attains the age of 75 years during his tenure.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient in order to give effect to the above Resolution.”

By Order of the Board of Directors of  
For **Somany Ceramics Limited**

Sd/-

(Ambrish Julka)

**Sr. General Manager (Legal)**

**& Company Secretary**

**M. No.: F4484**

Place: Noida

Date: September 27, 2024

**Notes:-**

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 setting out the material facts concerning the Special Business as set out in the Notice and the reasons thereof is annexed hereto. Information of the Director proposed to be appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) and other applicable provisions is provided in Annexure - A to this Notice.
2. Pursuant to the provisions of MCA Circulars and SEBI Circulars, the postal ballot Notice is being sent to all the Members, through e-mail, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 27<sup>th</sup> September, 2024 (the cut-off date) and who have registered their e-mail address with the Company/Depository Participant (DP)/RTA.
3. The Postal Ballot Notice is uploaded on the website of the Company i.e. [www.somanyceramics.com](http://www.somanyceramics.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com).
4. Members who have not registered their e-mail address may download the said Notice from the Company's website: [www.somanyceramics.com](http://www.somanyceramics.com) or website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) or may send request to the RTA of the Company at email id: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
5. Voting rights shall be reckoned in the proportion to their shares in the paid-up equity share capital registered in the names of the Members as on Friday, 27<sup>th</sup> September, 2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or appears in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a member as on the cut-off date, should accordingly treat this notice for information purposes only.
6. The remote e-voting period commences on Tuesday, October 08, 2024 at 09:00 A.M. (IST) and ends on Wednesday, November 06, 2024 at 05:00 P.M. (IST).
7. In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circular(s), the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL.

Members exercising e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes.

8. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
9. In terms of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only and the manner of voting on the proposed resolution is provided by remote e-voting facility only, therefore, physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent (FOR) or dissent (AGAINST) of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email address registered by following the procedure given below:
  - (i) In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered by contacting or writing a mail to Company's Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited, at the email id- mdpldc@yahoo.com or to the Company Secretary at the email id- corporateaffairs@somanyceramics.com. Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder(s) may write to the RTA at mdpldc@yahoo.com
  - (ii) It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited by following due procedure.
  - (iii) Those shareholders who have already registered their email address are requested to keep their email address validated with their Depository participants/the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited to enable servicing of notices/ documents/ Annual Reports electronically to their email address.
10. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Wednesday, November 06, 2024 ("Meeting Date") in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India upon the declaration of Result within 2 (two) working days from the end of Remote E-Voting Process.
11. The Scrutinizer shall after the conclusion of voting, unblock the votes cast through remote e-voting and submit a Scrutinizer's Report of the total votes cast in favour or against, if any, within 2 (two) working days from the conclusion of Remote E-Voting, to the Chairman of the Company or to any other Director or to the Company Secretary of the Company as authorized by the Chairman, who shall countersign the same. The result of the Postal Ballot will be announced by the Chairman of the Company or any other Director or the Company Secretary of the Company as authorized by the Chairman within 2 (two) working days from the conclusion of Remote E-Voting and shall also be displayed on the Notice Board of the Company's Registered Office. The result declared along with the Scrutinizer's Report shall also be uploaded on the Company's website i.e. www.somanyceramics.com and on the website of CDSL i.e. www.cdslindia.com and shall simultaneously be Communicated to the Stock Exchange(s) within the stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.
12. Shareholders must be aware that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz.,

issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Therefore, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website [www.somanyceramics.com](http://www.somanyceramics.com) and also from the website of the RTA at [www.mdpl.in](http://www.mdpl.in).

13. The formats for updation of KYC and nomination details in accordance with the SEBI Circular are available on the Company's website at [www.somanyceramics.com](http://www.somanyceramics.com) and also from the website of the RTA at [www.mdpl.in](http://www.mdpl.in).
14. Resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
15. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper and one Regional (Vernacular) daily newspaper.
16. All documents referred to in this Postal Ballot Notice will be open/available for inspection at the registered office of the Company by the Members of the Company during working hours on all working days except Saturdays, Sundays and public holidays between 11:00 A.M. to 01:00 P.M. upto and including the last day for remote e-voting i.e., Wednesday, November 06, 2024. Any member seeking to inspect can send an e-mail to the Company at [corporateaffairs@somanyceramics.com](mailto:corporateaffairs@somanyceramics.com) with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect.

**17. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Tuesday, October 08, 2024 at 9:00 A.M. and ends on Wednesday, November 06, 2024 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of Friday, September 27, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single

login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022-4886 7000 and 022-2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and other than individual shareholders holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.



- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on 241003002 (EVSN) of Somany Ceramics Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.

- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer and to the Company at the email address viz; [ppincha@gmail.com](mailto:ppincha@gmail.com) and [corporateaffairs@somanyceramics.com](mailto:corporateaffairs@somanyceramics.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [corporateaffairs@somanyceramics.com](mailto:corporateaffairs@somanyceramics.com) or by visiting the following link: <https://www.mdpl.in>.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND APPLICABLE SECRETARIAL STANDARD, SETTING OUT ALL MATERIAL FACTS**

**Item No. 1: Appointment of Mr. Zubair Ahmed (DIN: 00182990) as Non-Executive Independent Director of the Company for a term of 05 (five) consecutive years:**

The Appointment of Mr. Zubair Ahmed (DIN: 00182990) as an Additional Director (Category: Non-Executive Independent Director) of the Company has been approved by the Board of Directors by passing resolution by circulation on 27<sup>th</sup> September, 2024 and on the recommendation of Nomination and Remuneration Committee as approved through resolution by circulation on 24<sup>th</sup> September, 2024, for a term of 05 (five) consecutive years w.e.f. 1<sup>st</sup> October, 2024.

In terms of provisions of Section 149 and rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), appointment of Independent Director requires approval of Members by way of a Special Resolution.

The Company has received consent in writing from Mr. Zubair Ahmed (DIN: 00182990) to act as an Additional Director (Category- Non – Executive Independent Director) in Form DIR-2 pursuant to section 152(5) read with Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received a notice in writing under Section 160 of the Act from a Member of the Company proposing the candidature of Mr. Zubair Ahmed, for the office of a Director.

The brief profile of Mr. Zubair Ahmed is given below:

Mr. Zubair Ahmed is a senior business leader with outstanding credentials of over 40 years in managing businesses across Asia, Middle East and Africa. He started his career with Unilever International in their Middle East Operations. After 15 years with Unilever across countries he joined as Managing Director of Gillette India Ltd and then moved to GSK Consumer Healthcare India Ltd as Managing Director. Thereafter, moved on to Singapore in 2015 as Head of GSK Consumer Health Care businesses across countries of Asia, Middle East and Africa and then subsequently was appointed Chairman of GSK Consumer Health Care India. Post retirement in 2018, he has worked as advisors to some of the leading private equity and consumer companies in India. His key strength lies in putting together strategic high growth plans to unlock the true value of companies and their brands through successful execution based on a clear understanding of the category, competition, organizational structure, culture and competencies required for success. Apart from being an active consultant to companies on marketing / sales strategy he is also an independent director on the Board of Shree Cement Limited.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Zubair Ahmed has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act read with rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation(s) 16(1)(b) & 25 of the Listing Regulations and that his name is included in the databank maintained by the Indian Institute of Corporate Affairs as required under rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

He is also not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

In the opinion of the Board, Mr. Zubair Ahmed is independent of the Management and fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director. The Nomination and Remuneration Committee and the Board are of the opinion that Mr. Zubair Ahmed holds requisite skills, experience and knowledge that would be in the interest of the Company to appoint Mr. Zubair Ahmed as an Independent Director of the Company.

As per Regulation 17(1A) of the Listing Regulations with effect from 1<sup>st</sup> April, 2019, no Listed Company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification as above for appointment is indicated in this statement to the Notice for such appointment. Since, Mr. Zubair Ahmed (DIN: 00182990) would be attaining his age of 75 years during his tenure in the year 2028, if appointed and considering his experience as explained herein above, the Special Resolution is proposed to be passed under Item No. 1 of this Notice of the Postal Ballot of the Company.

The additional detailed information/disclosure as required pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is attached as **Annexure-A**.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members upon request. The Company has disclosed all the related information and to the best of understanding of the Board of Directors.

Mr. Zubair Ahmed is interested and concerned in the Resolution mentioned at Item No. 1 of the Notice. Except Mr. Zubair Ahmed, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

Accordingly, the Board hereby recommends the enabling resolution set out under item no. 1 for approval of the members as a Special Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

By Order of the Board of Directors of  
For **Somany Ceramics Limited**

Sd/-

(**Ambrish Julka**)

**Sr. General Manager (Legal) & Company Secretary**

**M. No.: F4484**

Place: Noida

Date: September 27, 2024

**Annexure-A**

**Disclosure pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings**

Name of the Director	Mr. Zubair Ahmed DIN: 00182990
Age	71 Years
Qualification	Bachelor of Arts – History with Political Science and Economics as subsidiaries, Master of Arts – History
Experience	Having over 40 years of experience in developing and executing sales and marketing strategies of leading multinational companies along with experience in advisory roles and board members of listed companies in India.
Terms and Conditions	As per explanatory statement
Remuneration sought to be paid	Commission & Sitting Fee as approved by the Board of Directors and the Shareholders
Remuneration last drawn for the 2023-24 (Rs. in Lakhs)	Not Applicable
Date of first appointment on the Board	With effect from 1 <sup>st</sup> October, 2024
Shareholding in the Company	-
Relationship with other Director, Manager and other KMP	No Relationship
Number of Board Meetings attended during the Year	Not Applicable
Other Directorship Details	Shree Cement Limited
Membership/ Chairmanship of Committees of other Boards	<u>Shree Cement Limited</u> <ul style="list-style-type: none"><li>• Audit Committee – Member</li><li>• Nomination and Remuneration Committee – Chairperson</li></ul>
Listed Entities from which the Director has resigned in the past three years	Nil

**Note:** Other details such as brief resume/profile, nature of expertise, skill & capabilities of proposed appointee Director are provided in the Explanatory Statement to this Notice.