



Date: 13th August, 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: Voting Results of the 56th Annual General Meeting (“AGM”) of the Company.

This is in continuation to our earlier communication vide letter dated 20th July, 2024, regarding submission of Notice of 56th AGM and Annual Report for Financial Year 2023-24 of the Company seeking approval of the Members in respect of agenda items as set out in Notice of the 56th Annual General Meeting (“AGM”) of the Company, held on 12th August, 2024 through Video Conferencing or Other Audio Visual Means, we hereby submit the below mentioned documents:

1. Consolidated Report of Scrutinizer on e-voting dated 12th August, 2024 submitted by Mr. Akshit Kumar Jangid, Partner of M/s Pinchaa & Co., Company Secretaries, Jaipur (Firm U.C.N. P2016RJ051800) on the Resolutions as set out in the Notice of 56th AGM
2. Voting Results in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the Report, we confirm that the resolutions as contained in the Notice of 56th Annual General Meeting were passed by the Members with requisite majority.

Further, the Voting Results and the Scrutinizer's Report are being uploaded on the Company's website www.somanyceramics.com and website of CDSL at www.evotingindia.com.

Further, voting results will also be submitted in XBRL mode as required.

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

Details of Voting results of Remote E-Voting and E-Voting on Resolutions contained in Notice dated 29th May 2024 of 56th Annual General Meeting of the Company held on Monday, 12th August, 2024 at 11:30 A.M. through Video Conferencing or Other Audio Visual Means as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM/EGM	12 th August, 2024
Total number of shareholders on record date (i.e. 05.08.2024 - Cut-off date for voting purpose)	28,653
No. of shareholders present in the meeting either in person or through Proxy:	NOT APPLICABLE
Promoters and Promoters Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoters Group:	12
Public:	55



Agenda No. 1:

To receive, consider and adopt:-

- a) The Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2024 together with the Reports of Directors' and Statutory Auditors' thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2024 together with the report of Statutory Auditors' thereon.

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	$(3)=(2)/(1)*10$ 0	(4)	(5)	$(6)=(4)/(2)*10$ 0	$(7)=(5)/(2)*10$ 0
Promoters and Promoter Group	E-voting	2,25,58,791	2,25,58,791	100.0000	2,25,58,791	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		2,25,58,791	100.0000	2,25,58,791	-	100.0000	0.0000
Public-Institutions	E-voting	1,03,06,162	97,69,002	94.7880	97,69,002	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		97,69,002	94.7880	97,69,002	-	100.0000	0.0000
Public-Non Institutions	E-voting	81,38,667	1,10,526	1.3580	1,10,511	15	99.9864	0.0136
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,10,526	1.3580	1,10,511	15	99.9864	0.0136
Total		4,10,03,620	3,24,38,319	79.1109	3,24,38,304	15	100.0000	0.0000



Agenda No. 2:

To declare a final dividend of Rs. 3 per equity share of the face value of Rs. 2/- each (@150%) for the financial year ended 31 March, 2024.

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*10 0	(4)	(5)	(6)=(4)/(2)*10 0	(7)=(5)/(2)*10 0
Promoters and Promoter Group	E-voting	2,25,58,791	2,25,58,791	100.0000	2,25,58,791	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		2,25,58,791	100.0000	2,25,58,791	-	100.0000	0.0000
Public-Institutions	E-voting	1,03,06,162	97,70,437	94.8019	97,70,437	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		97,70,437	94.8019	97,70,437	-	100.0000	0.0000
Public-Non Institutions	E-voting	81,38,667	1,10,526	1.3580	1,10,511	15	99.9864	0.0136
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,10,526	1.3580	1,10,511	15	99.9864	0.0136
Total		4,10,03,620	3,24,39,754	79.1144	3,24,39,739	15	100.0000	0.0000



Agenda No. 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, offers himself for re-appointment.

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	E-voting	2,25,58,791	2,25,58,791	100.0000	2,25,58,791	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		2,25,58,791	100.0000	2,25,58,791	-	100.0000	0.0000
Public-Institutions	E-voting	1,03,06,162	97,70,437	94.8019	97,30,036	40,401	99.5865	0.4135
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		97,70,437	94.8019	97,30,036	40,401	99.5865	0.4135
Public-Non Institutions	E-voting	81,38,667	1,10,526	1.3580	1,10,504	22	99.9801	0.0199
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,10,526	1.3580	1,10,504	22	99.9801	0.0199
Total		4,10,03,620	3,24,39,754	79.1144	3,23,99,331	40,423	99.8754	0.1246



Agenda No. 4:
Appointment of Mr. Manit Rastogi (DIN: 00370998) as a Non-Executive Independent Director of the Company for a term of five (05) consecutive years.

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
				0			0	0
Promoters and Promoter Group	E-voting	2,25,58,791	2,25,58,791	100.0000	2,25,58,791	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		2,25,58,791	100.0000	2,25,58,791	-	100.0000	0.0000
Public-Institutions	E-voting	1,03,06,162	97,70,437	94.8019	97,70,437	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		97,70,437	94.8019	97,70,437	-	100.0000	0.0000
Public-Non Institutions	E-voting	81,38,667	1,10,526	1.3580	1,10,505	21	99.9810	0.0190
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,10,526	1.3580	1,10,505	21	99.9810	0.0190
Total		4,10,03,620	3,24,39,754	79.1144	3,24,39,733	21	99.9999	0.0001



Agenda No. 5:

Approval for Material Related Party Transactions with M/s Sudha Somany Ceramics Private Limited (“SSCPL”).

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*10 0	(4)	(5)	(6)=(4)/(2)*10 0	(7)=(5)/(2)*10 0
Promoters and Promoter Group	E-voting	2,25,58,791	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	-	-	0.0000	0.0000
Public-Institutions	E-voting	1,03,06,162	97,70,437	94.8019	94,31,402	3,39,035	96.5300	3.4700
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		97,70,437	94.8019	94,31,402	3,39,035	96.5300	3.4700
Public-Non Institutions	E-voting	81,38,667	1,08,526	1.3335	1,08,385	141	99.8701	0.1299
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,08,526	1.3335	1,08,385	141	99.8701	0.1299
Total		4,10,03,620	98,78,963	24.0929	95,39,787	3,39,176	96.5667	3.4333



Agenda No. 6:
Approval for payment of Remuneration to Mr. Shrivatsa Somany, holding office or place of profit in the Company.

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*10 0	(4)	(5)	(6)=(4)/(2)*10 0	(7)=(5)/(2)*10 0
Promoters and Promoter Group	E-voting	2,25,58,791	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	-	-	0.0000	0.0000
Public-Institutions	E-voting	1,03,06,162	97,70,437	94.8019	94,01,757	3,68,680	96.2266	3.7734
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		97,70,437	94.8019	94,01,757	3,68,680	96.2266	3.7734
Public-Non Institutions	E-voting	81,38,667	1,10,526	1.3580	1,10,484	42	99.9620	0.0380
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,10,526	1.3580	1,10,484	42	99.9620	0.0380
Total		4,10,03,620	98,80,963	24.0978	95,12,241	3,68,722	96.2684	3.7316



Agenda No. 7:**Approval for payment of Remuneration to Mrs. Minal Somany, holding office or place of profit in the Company.**

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	$(3)=(2)/(1)*10$ 0	(4)	(5)	$(6)=(4)/(2)*10$ 0	$(7)=(5)/(2)*10$ 0
Promoters and Promoter Group	E-voting	2,25,58,791	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	-	-	0.0000	0.0000
Public-Institutions	E-voting	1,03,06,162	97,70,437	94.8019	94,01,757	3,68,680	96.2266	3.7734
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		97,70,437	94.8019	94,01,757	3,68,680	96.2266	3.7734
Public-Non Institutions	E-voting	81,38,667	1,10,526	1.3580	1,10,384	142	99.8715	0.1285
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,10,526	1.3580	1,10,384	142	99.8715	0.1285
Total		4,10,03,620	98,80,963	24.0978	95,12,141	3,68,822	96.2673	3.7327





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

Pinchaa & Co.

Company Secretaries

Report of Scrutinizer

Through remote e-voting and e-voting during the AGM

[Pursuant to Section 108 and of the Companies Act, 2013 and Rule 20 and of the Companies (Management and Administration) Rules, 2014, amended as on date, and circular issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time]

To,
The Chairman,
SOMANY CERAMICS LTD
2, Red Cross Place
Kolkata (West Bengal)

Dear Sir,

I, Akshit Kumar Jangid, Partner of M/s. Pinchaa & Co., Company Secretaries having office at 108, 1st Floor, Shree Mansion, G-23, Kamla Marg, C-Scheme, Jaipur, Rajasthan-302 001, have been appointed as a Scrutinizer for the purpose of scrutinizing the voting through e-voting process during the 56th Annual General Meeting (AGM) of the Equity Shareholders of **SOMANY CERAMICS LTD** held on Monday, 12th August, 2024 through Video Conferencing/ Other Audio Video means facility ("VC/OAVM") and through remote e-voting during the period from 8th August, 2024 (9:00 a.m. IST) to 11th August, 2024 (5:00 p.m. IST) in a fair and transparent manner carried out as per the Notice calling 56th Annual General Meeting (AGM) dated 29th May, 2024.

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

- The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") as the Agency for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.
- The remote e-voting facility was made available from **8th August, 2024 (9:00 A.M. IST) to 11th August, 2024 (5:00 P.M. IST)** for the person(s), whose names were recorded in the Register of Member or in the Register of Beneficial owners maintained by the RTA/depositories as on the **cut-off date i.e. 5th August, 2024.**
- The Company had also provided e-voting facility for the members to vote during the AGM who attended the meeting through VC/OAVM and had not cast their vote through remote e-voting. The Members who had already cast their vote through remote e-voting were entitled to attend the AGM but not to cast their vote again at the AGM.





- After the conclusion of the e-voting at the 56th AGM, the votes cast by the members present through VC/OAVM at the 56th AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of the CDSL in presence of two witnesses viz. Mr. Lokesh Sharma and Ms. Deepika Sharma, who are not in the employment of the Company.
- Thereafter, the voting done through e-voting (including the remote e-voting), were reconciled with the records maintained by the RTA/Depositories/Company, as the case may be and the authorizations lodged with the Company. The result of the scrutiny of the above voting process (remote e-Voting and e-voting during AGM) in respect of the resolutions as set-out in the Notice calling 56th AGM are as under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt: -

- a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of Directors' and Statutory Auditors' thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with report of Statutory Auditors thereon

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	31983368	98.59749	15	0.0000	-
E-voting at AGM	454936	1.40246	0	0.0000	-
TOTAL	32438304	100.0000	15	0.0000	-

Resolution No. 2: Ordinary Resolution

To declare a final dividend of Rs. 3 per equity share of the face value of Rs. 2/- each (@150%) for the financial year ended 31 March, 2024





Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	31984803	98.59755	15	0.0000	-
E-voting at AGM	454936	1.40240	0	0.0000	-
TOTAL	32439739	100.0000	15	0.0000	-

Resolution No.3: Ordinary Resolution

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, offers himself for re-appointment

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	31944395	98.47299	40423	0.1246	-
E-voting at AGM	454936	1.40240	0	0.0000	-
TOTAL	32399331	99.8754	40423	0.1246	-

Resolution No.4: Special Resolution

Appointment of Mr. Manit Rastogi (DIN: 00370998) as a Non-Executive Independent Director of the Company for a term of five (05) consecutive years.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	31984797	98.59753	21	0.0001	-
E-voting at AGM	454936	1.40240	0	0.0000	-
TOTAL	32439733	99.9999	21	0.0001	-





Resolution No.5: Ordinary Resolution

Approval for Material Related Party Transactions with M/s Sudha Somany Ceramics Private Limited ("SSCPL").

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	9084851	91.96159	339176	3.4333	22560791
E-voting at AGM	454936	4.60510	0	0.0000	-
TOTAL	9539787	96.5667	339176	3.4333	22560791

Resolution No.6: Ordinary Resolution

Approval for payment of Remuneration to Mr. Shrivatsa Somany, holding office or place of profit in the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	9057305	91.66419	368722	3.7314	-
E-voting at AGM	454936	4.60417	0	0.0000	-
TOTAL	9512241	96.2684	368722	3.7314	-

Resolution No.7: Ordinary Resolution

Approval for payment of Remuneration to Mrs. Minal Somany, holding office or place of profit in the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	9057205	91.66318	368822	3.7327	-
E-voting at AGM	454936	4.60417	0	0.0000	-
TOTAL	9512141	96.2673	368822	3.7327	-





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@gmail.com | akshit@pinchaa.com | www.pinchaa.com

I have handed over the related papers/ registers/ records of this process including voting through electronic means for safe custody to the Company Secretary. You may declare the result of the voting accordingly.

Thanking you,
Yours faithfully,
For **Pinchaa & Co.**

Company Secretaries

Firm's U.C.N. P2016RJ051800

Firm's PR Certificate No. 832/2020



Akshit Kr. Jangid

Partner

M. No. FCS 11285

C. P. No.:16300

UDIN:F011285F000958374

Date: 12th August, 2024

Place: Noida

Witness:

1. **Mr. Lokesh Sharma**

Address: 108, 1st Floor, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur -302 001 (Rajasthan)

2. **Ms. Deepika Sharma**

Address: 108, 1st Floor, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur -302 001 (Rajasthan)

Countersigned by:

