



Pinchaa & Co.

Company Secretaries

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

To,
The Board of Directors **Somany Ceramics Limited**
2, Red Cross Place,
Kolkata-700 001, West Bengal

Reg.: Annual Secretarial Compliance Report for the Financial Year 2019-20

Sir/ Madam,

We have been engaged by **Somany Ceramics Limited** (hereinafter referred to as 'the Company') whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisos of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Thane

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

For **Pinchaa & Co.**
Company Secretaries

Pradeep Pincha
Partner

M. No.: FCS 5369

C. P. No.:4426



Dated: 04/06/2020

Place: Jaipur



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Secretarial compliance report of Somany Ceramics Limited for the year ended 31st March, 2020

I, Pradeep Pincha, Partner of M/s. Pinchaa & Co. have examined:

- (a) all the documents and records made available to us and explanation provided by **Somany Ceramics Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(Note: The aforesaid list of SEBI Regulations is only the list of regulations which were applicable to the listed entity for the review period.)

and based on the above examination, I hereby report that, during the Review Period:





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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
-----NIL-----				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**
- (e) Since the auditor has already been appointed, the terms of appointment of the auditor has been suitably modified to give effect to 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.
- (f) Due to prevailing situation of COVID-19, we are unable to verify the partial information physically, therefore we rely on the information as provided by the Company in electronic mode.

For Pinchaa & Co.
Company Secretaries



Pradeep Pincha

Partner

No.: FCS 5369

C. P. No.:4426

Dated: 04/06/2020

Place: Jaipur

UDIN: F005369B000317098