

Date: 26th October, 2023

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: Outcome of the Board Meeting - Proposal for Buyback of equity shares of the Company.

In furtherance of our intimation letter dated October 20, 2023 and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) read with the SEBI circular bearing reference number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the board of directors of Somany Ceramics Limited (the “**Company**”) at its meeting held today, i.e., October 26, 2023 has considered and approved the proposal for buyback of fully paid up equity shares of the Company having a face value of INR 2/- (Indian Rupee Two Only) (“**Equity Shares**” and together with the foregoing, the “**Buyback**”) from all shareholders / beneficial owners of the Equity Shares of the Company, as on record date, which will be decided subsequently, on a proportionate basis, through the “tender offer” route, using mechanism for acquisition of shares through stock exchange as prescribed under Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “**Buyback Regulations**”) and such other circulars or notifications issued by the Securities and Exchange Board of India and the Companies Act, 2013 and rules made thereunder, as amended from time to time, at a price of **INR 850/- (Indian Rupees Eight Hundred and Fifty only)** per Equity Share (“**Buyback Price**”), payable in cash, for an aggregate amount not exceeding **INR 125 Crore (Indian Rupees One Hundred and Twenty Five Crores only)**, excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on buyback, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees to SEBI and any other Appropriate Authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges, (such maximum amount hereinafter referred to as the “**Buyback Size**”). The resultant Equity Shares to be bought back at the Buyback Offer Price shall not exceed 14,70,588 Equity Shares, representing 3.46 % of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2023.

The Buyback Offer Size represents 15.18 % and 15.17 % of the aggregate of the Company’s fully paid-up equity capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company respectively, for the year ended March 31, 2023. The Buyback Offer Size is within the aggregate limit of the total paid-up capital and free reserves of the Company in accordance with Regulation 4(i) of the SEBI Buyback Regulations.

The Buyback Offer Price represents premium of 23.68 % and 23.32 % over the closing price of the Equity Shares on NSE and BSE, respectively, on October 19, 2023 being the day preceding the date when intimation for considering and approving the proposed Buyback offer at the Board Meeting was sent to the Stock Exchanges.



The Board has constituted a committee called 'Buyback Committee' and delegated its powers to do such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in relation to the proposed Buyback. The Board has appointed Mr. Ambrish Julka, Company Secretary as the compliance officer for the purposes of the proposed Buyback as per Buyback Regulations.

The details of the pre- Buyback shareholding pattern of the Company is enclosed as **Annexure I**. Further, the details of the actual number of equity shares bought back (including as a percentage of the existing paid-up capital) and the post Buyback shareholding pattern is currently unavailable and will be provided on completion of the Buyback.

The Buyback offer is subject to the approval of the shareholders by way of a special resolution through postal ballot by remote electronic voting only and all other applicable statutory approvals.

The above information is also available on the website of the Company at www.somanyceramics.com.

The meeting of the Board of Directors commenced at 11:30 A.M. and concluded at 12:50 P.M.

We request you to take the above information on record.

Thanking you,

Yours Faithfully,
For Somany Ceramics Limited

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



Annexure I

Pre-Buyback Shareholding Pattern of the Company as on October 20, 2023:

| Category of Shareholder | Pre-Buyback | | |
|---|------------------------|-------------------------|--|
| | Number of Shareholders | Number of Equity Shares | % to the existing equity share capital |
| Promoters & Promoter Group along with persons acting in concert, (collectively “the Promoters”) | 12 | 2,32,69,489 | 54.78 |
| Foreign Investors (including Non Resident Indians, FIIs and Foreign Mutual Funds) | 625 | 8,05,265 | 1.90 |
| Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions | 17 | 1,00,70,729 | 23.71 |
| Others (Public, Public Bodies Corporate etc.) | 24,485 | 83,28,725 | 19.61 |
| Total | 25,139 | 4,24,74,208 | 100.00 |

Note: the shareholding is considered as per the last weekly beneficiary position data furnished by the RTA/depositories as on October 20, 2023.

