

28<sup>th</sup> May, 2019

The Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda, Dalal Street,  
Mumbai – 400 001  
(Stock Code – 531548)

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, Bandra Kurla Complex, Bandra (East)  
Mumbai - 400 051  
(Stock Code – SOMANYCERA)

Dear Sirs,


**Sub: Proceedings of a meeting of the Equity Shareholders of the Company held on 27<sup>th</sup> day of May, 2019, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]**

Pursuant to Regulation 30(6) of the Listing Regulations read with Para A of Part A of Schedule III to the said Listing Regulations, we are submitting herewith proceedings of the Equity Shareholders of the Company, marked as '**Annexure A**', duly convened pursuant to Order dated April 2, 2019 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 1154/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2<sup>nd</sup> Floor, Kolkata – 700001, on Monday, the 27<sup>th</sup> day of May, 2019 at 11.00 A.M.

Please take the above on your record.

Kindly acknowledge receipt.

For Somany Ceramics Limited

  
(Amrish Julka)  
General Manager (Legal) and Company Secretary  
Membership No. F4484

Encl: a.a



**Proceedings of a Meeting of the Equity Shareholders of Somany Ceramics Limited, the Transferee Company, convened pursuant to Order dated 2<sup>nd</sup> April, 2019 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 1154/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2<sup>nd</sup> Floor, Kolkata – 700001, on Monday, the 27<sup>th</sup> day of May, 2019 at 11.00 A.M.**

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Mr. Siddhartha Murarka, took the Chair, as appointed by the Hon'ble Kolkata Bench of the National Company Law Tribunal and the requisite quorum being present, the meeting was called to order. Order of the Hon'ble Kolkata Bench of the National Company Law Tribunal and other related documents were placed before the meeting and made accessible to the Members present at the meeting.

With the permission of the Shareholders present at the meeting, the Chairman had taken the Notice dated 8<sup>th</sup> April, 2019 as read alongwith the Scheme of Amalgamation of Bhilwara Holdings Limited (Transferor Company 1), Sarvottam Vanijya Limited (Transferor Company 2) and Scope Vinimoy Private Limited (Transferor Company 3) with Somany Ceramics Limited (Transferee Company) and their respective Shareholders and Creditors.

Thereafter, Members present in person were invited to make observations and comments, if any on the proposed Scheme of Amalgamation. Observations and comments made by the Members and the queries put forth and clarifications sought for by them were answered by Mr. Abhishek Somany, Managing Director of the Company suitably.

Thereafter, Members were explained the procedure of voting on the resolutions as mentioned in the Notice dated 8<sup>th</sup> April, 2019. They were informed that the remote e-voting facilities had been arranged by the Company through a platform provided by Central Depository Services (India) Limited (CDSL), and voting through Postal Ballot pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which commenced from **Saturday, the 27<sup>th</sup> April, 2019** from **9.00 a.m. (IST)** and ended on **Sunday, the 26<sup>th</sup> May, 2019** at **5.00 p.m. (IST)**. He further informed the Members present, that the facility to vote by means of Physical Ballot Papers at the Meeting of the Company was also made available for those members who had not casted their vote by means of remote e-voting facility / Postal Ballot made available for them.





It was also informed to the Members that Mr. V. K. Tulsyan, FCA (CP: 061593) was appointed as the Scrutinizer by Hon'ble Kolkata Bench of the National Company Law Tribunal for scrutinizing the voting made by Members through remote e-voting, Postal Ballot and Physical Ballot at the meeting in a fair and transparent manner.

Thereafter, the following item of business as per the Notice of the Meeting dated 8<sup>th</sup> April, 2019, was transacted at the meeting:

1. Approval for the proposed Scheme of Amalgamation of Bhilwara Holdings Limited (Transferor Company 1), Sarvottam Vanijya Limited (Transferor Company 2) and Scope Vinimoy Private Limited (Transferor Company 3) with Somany Ceramics Limited (Transferee Company) and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.

The Members were also informed that the results on the resolutions deemed to be passed on the date of the Meeting, shall be declared by Mr. Siddhartha Murarka, after receipt of the Scrutinizer's Report from the Scrutinizer and the same along with the Scrutinizer's Report shall be placed on the website of the Company and CDSL and will be displayed on the Notice Boards at Registered Office of the Company and shall also simultaneously be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE), where the shares of the Company are presently listed.

The Meeting concluded with a vote of thanks to the Chair at 12.05 P.M.

