



25th August, 2023

The General Manager,
Corporate Relationship Dept.,
BSE Ltd.
1st Floor, New Trading Ring, Rotunda
Building, P. J. Towers, Dalal Street, Fort,
Mumbai-400 001
Scrip Code: 531548

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
BandraKurla Complex,
Bandra (East), Mumbai 400 051

Symbol: SOMANYCERA

Dear Sir/Ma'am,

Sub: Summary of the Proceedings of 55th Annual General Meeting of the Company held on 25th August, 2023.

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), we hereby enclose summary of the proceedings of 55th Annual General Meeting ("AGM") of the Company held on 25th August, 2023 at 11:30 a.m. through Video Conferencing ("VC") / Other Audio Video Visual Means ("OAVM").

This is for your kind information.

Thanking you,

Yours faithfully,
For Somany Ceramics Limited

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

Encl: as above



SUMMARY OF PROCEEDINGS OF THE 55TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SOMANY CERAMICS LIMITED HELD ON FRIDAY, THE 25TH AUGUST, 2023 THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VIDEO VISUAL MEANS (“OAVM”) AT 11:30 A.M. CONCLUDED AT 12:02 P.M.

Shri Shreekant Somany (DIN: 00021423), Chairman and Managing Director took the Chair in accordance with Article 97 of the Articles of Association of the Company. The Directors present at the meeting introduced themselves. After ascertaining the requisite quorum was present, the Company Secretary with the permission of the Chairman called the meeting in order. He then informed that the meeting is being convened through VC/OAVM.

The Company Secretary informed about the availability of Registers and documents referred in the Notice for Inspection during the meeting through the link appearing on Central Depository Services (India) Limited website. With the permission of the Chairman, Notice of the Annual General Meeting was taken as read. He further informed the Members that there were no qualification remarks reported by the Statutory Auditors and Secretarial Auditors of the Company in their respective Reports. The Company Secretary appraised the members w.r.t. remote e-voting facility and e-voting system during the AGM.

The Chairman addressed the members and briefed on the workings of the Company. On invitation, the Members who were registered as speaker members, sought their clarifications through VC/OAVM. The Managing Director & Chief Executive Officer responded to the queries of the members and provided clarifications to their satisfaction.

Shri Akshit Kumar Jangid (Membership No. FCS 11285, CP No. 16300), Partner at Pinchaa & Co., Company Secretaries, was appointed by the Board as the Scrutinizer for scrutinizing the entire voting process i.e. remote e-voting and e-voting during the AGM in a fair and transparent manner.

The Company Secretary informed that the members who have not cast their vote through remote e-voting on the resolutions as per the Notice of the AGM dated 23rd May, 2023 may cast their vote through e-voting system provided during the AGM.

Following businesses were transacted at the AGM:

Resolution No.	Resolution	Type of Resolution (Ordinary/Special)
Ordinary Business		
1	To receive, consider and adopt: - The Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2023 together with the Reports of Directors’ and Statutory Auditors’ thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2023 together with report of Statutory Auditors thereon.	Ordinary
2	To declare a dividend on equity shares for the financial year ended 31 March, 2023.	Ordinary
3	To appoint a Director in place of Mr. Abhishek Somany (DIN:00021448), who retires by rotation at this Annual General	Ordinary



	Meeting and being eligible, has offered himself for re-appointment.	
Special Business		
4	Re-appointment of Mr. Shreekant Somany (DIN: 00021423) as the Chairman & Managing Director of the Company for a period of 5 (Five) consecutive years, commencing from 1 September, 2023 till 31 August, 2028.	Special
5	Re-appointment of Mr. Vineet Agarwal (DIN: 00380300) as an Independent Director for his second term of five (5) consecutive years.	Special
6	Approval for adoption of Somany Ceramics Employee Stock Option Plan 2023 and grant of employee stock options to the Eligible Employees/Directors of the Company thereunder.	Special
7	Approval for adoption of Somany Ceramics Employee Stock Option Plan 2023 and grant of stock options to the Eligible Employees/ Directors of group companies including Subsidiary or Associate Companies under the Plan.	Special
8	Approval for Material Related Party Transactions with M/s Sudha Somany Ceramics Private Limited (“SSCPL”).	Ordinary
9	Authorize borrowings by way of issuance of Non-Convertible Debentures / Bonds / Other Similar Instruments.	Special

It was informed that results of remote e-voting and e-voting during the Meeting along with consolidated Scrutinizer’s Report shall be informed to the stock exchanges and also be placed on the website of the Company as well as on the website of CDSL.

Thereafter, the Chairman thanked the Members for attending and participating in the AGM and there being no other business, declared the proceedings to be closed after being open for 15 minutes for e-voting to be completed.

This is for your information and record.

For **Somany Ceramics Limited**

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

