

30th August, 2018

Asst. Vice President,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051

The Secretary,
BSE Limited
25th Floor, P J Towers
Dalal Street,
Mumbai- 400 001

Sub: Submission of Scrutinizer's Report on the Resolutions passed at the 50th Annual General Meeting of the Company held on 30th August, 2018.

Dear Sirs,

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, please find enclosed herewith the Scrutinizer's Report submitted by Shri Pradeep Pincha, Partner of M/s Pinchaa & Company, Company Secretaries, Jaipur, (Firm Registration No. P2016RJ051800) on the Resolutions as set out in the Notice dated 24th May, 2018 of the 50th Annual General Meeting of the Company held on 30th August, 2018 and passed with requisite majority on same date i.e. 30th August, 2018.

The results declared along with the Consolidated Scrutinizers Report is being uploaded on the website of the Company, i.e. www.somanyceramics.com and on the website of CDSL, i.e. <https://www.evotingindia.com>.

This is for your information and record.

Thanking You,
Yours Faithfully,
For Somany Ceramics Limited


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



Encl: as above

SOMANY CERAMICS LIMITED

Registered Office : 2, Red Cross Place, Kolkata - 700 001 (India), Tel : +91-33-2248 7406/5913

Corporate Office : F-36, Sector-6, Noida - 201301 (U.P.) Tel : +91-120-4627900-999, 4628000-099

Corporate Identity Number (CIN) : L40200WB1968PLC224116



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

Scrutinizer's Report

Consolidated Report on remote e-Voting and voting through Ballot Papers

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014, amended as on date]

To,
The Chairman,
Somany Ceramics Limited
2, Red Cross Place, Kolkata,
West Bengal-700 001

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting through Ballot Papers at the 50th Annual General Meeting (AGM) of Somany Ceramics Limited held on Thursday, the 30th day of August, 2018 at 11:00 A.M. conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended as on date.

Dear Sir,

I, Pradeep Pincha, Partner of M/s. Pinchaa & Co., Company Secretaries, Jaipur, Rajasthan was appointed as the Scrutinizer by the Board of Directors of Somany Ceramics Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended as on date, to scrutinize the remote e-voting process and voting through Ballot Papers in respect of Ordinary and Special Business proposed at 50th Annual General Meeting (AGM) of the Company held on Thursday, the 30th day of August, 2018 at 11:00 A.M. at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020.

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

- The Company appointed Central Depository Services Limited (herein after referred to as "CDSL") as the agency to provide the remote e-Voting facility to the Members of the Company in connection with the 50th AGM of the Company.
- The Company completed the dispatch of Notice of AGM together with the Annual Report either by e-mails at their registered email address or physical copies at the registered address through permitted mode to the Members of the Company on 6th day of August, 2018.





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- The remote e-Voting facility was made available from Monday, the 27th day of August, 2018 from 9:00 a.m. (IST) and ends on Wednesday, the 29th day of August, 2018 at 5:00 p.m. (IST) for the person(s), whose name is recorded in the Register of Member or in the Register of Beneficial owners maintained by the depositories as on the **cut-off date i.e. 23rd day of August, 2018.**
- At the 50th AGM of the Company held on 30th August, 2018, the Chairman of the Meeting informed the members present at the Meeting to record their votes through ballot papers circulated to them, who could not participate through remote e-voting.
- After the conclusion of 50th AGM of the Company a final electronic report of remote e-Voting was generated by unblocking the votes cast through remote e-Voting facility in presence of two witnesses viz. Mr. Akshit Kr. Jangid and Mr. Ravi Kedia who are not in the employment of the Company.
- Thereafter, the voting done through remote e-Voting and Ballot Papers, were reconciled with the records maintained by the RTA of the Company i.e. Maheshwari Datamatics Private Limited and the authorizations/proxies lodged with the Company and result of the scrutiny of the above consolidated voting process in respect of the resolutions as set-out in the Notice of 50th AGM of the Company dated 24th May, 2018 are reproduced herein under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt:

The Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors' and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with report of Auditors thereon.

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	32440253	100.00	0	0.00	0
Ballot Papers at AGM	12	0.00	0	0.00	0
TOTAL	32440265	100.00	0	0.00	0





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Resolution No. 2: Ordinary Resolution

To declare a dividend on equity shares for the financial year ended 31st March, 2018.

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	33441899	100.00	0	0.00	0
Ballot Papers at AGM	12	0.00	0	0.00	0
TOTAL	33441911	100.00	0	0.00	0

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Smt. Anjana Somany (DIN: 00133542), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	33120225	99.04	321674	0.96	0
Ballot Papers at AGM	12	0.00	0	0.00	0
TOTAL	33120237	99.04	321674	0.96	0





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Resolution No. 4: Ordinary Resolution

Ratification of appointment of Statutory Auditors of the Company for their remaining term.

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	30554914	95.42	1467795	4.58	0
Ballot Papers at AGM	12	0.00	0	0.00	0
TOTAL	30554926	95.42	1467795	4.58	0

Resolution No. 5: Special Resolution

Re-appointment of Smt. Anjana Somany, as Key Managerial Personnel, designated as Whole-time Director for a further period of 3 years, with effect from 21st May, 2019.

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	31701035	99.00	321674	1.00	0
Ballot Papers at AGM	12	0.00	0	0.00	0
TOTAL	31701047	99.00	321674	1.00	0





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Resolution No. 6: Special Resolution

Remuneration by way of Commission to Non-Executive Directors.

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	32022709	100.00	0	0.00	0
Ballot Papers at AGM	12	0.00	0	0.00	0
TOTAL	32022721	100.00	0	0.00	0

Resolution No. 7: Ordinary Resolution

Appointment of Shri Ghanshyambhai Girdharlal Trivedi (DIN: 00021470), as a Director.

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	32015739	99.98	6970	0.02	0
Ballot Papers at AGM	12	0.00	0	0.00	0
TOTAL	32015751	99.98	6970	0.02	0





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Resolution No. 8: Ordinary Resolution

Appointment of Shri Rameshwar Singh Thakur (DIN: 00020126) as an Independent Director.

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	32022709	100.00	0	0.00	0
Ballot Papers at AGM	12	0.00	0	0.00	0
TOTAL	32022721	100.00	0	0.00	0

All the Resolutions mentioned in the Notice of 50th AGM as per the details above stand passed under remote e-voting and voting through Ballot Papers at the AGM with the requisite majority.

All relevant records of remote e-voting and physical mode (voting through Ballot Papers) shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 50th Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the company for safe keeping.

Thanking you,
Yours faithfully,

For Pinchaa & Co.

Company Secretaries

Firm's Unique Code No. P2016RJ051800



Pradeep Pincha

Partner

M. No. FCS 5369

C. P. No.:4426



Dated: 30/08/2018

Place: Kolkata



Pinchaa & Co.

Company Secretaries

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Witness:

Akshit

Mr. Akshit Kr. Jangid
Add.: 108, Shree Mension, Kamla Marg,
C-Scheme, Jaipur- 302 001 (Rajasthan)
Camp: 2, Red Cross Place,
Kolkata-700 006 (West Bengal)

Ravi

Mr. Ravi Kedia
Add.: 66/C, Nimtolla Ghat Street,
Kolkata-700 006 (West Bengal)

Countersigned by:

Amit

Amitish Tulka
DCM (Legal) and Company Secretary

