

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

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

**Sub: Disclosure of Voting Results in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Scrutinizer's Reports of Court Convened Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors.**

Dear Sirs,

We hereby inform you that the Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the 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., 1.00 P.M. and 1.30 P.M. respectively.

In this regard, we are sending herewith the following :-

- a) Disclosure of Voting Result of the meeting of the Equity Shareholders in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015 as amended alongwith Consolidated Scrutinizer Report;
- b) Consolidated Scrtunizer's Report on meeting of the Secured Creditors; and
- c) Consolidated Scrtunizer's Report on meeting of the Unsecured Creditors.

This is for your reference and record.

Thanking you,

For Somany Ceramics Limited



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

Encl: a.a



**SOMANY CERAMICS LIMITED**

Details of voting results of E-voting, Postal Ballot and Ballot Paper on Resolution contained in Notice dated 8th April, 2019, of Meeting of Equity Shareholders of the Company, held on Monday, 27th May, 2019 at Somany Conference Hall of Merchants Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, Kolkata - 700 001 at 11.00 A.M., as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the General Meeting (Pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench)	27th May, 2019
Total number of shareholders on record date i.e. 12th April, 2019	12,170
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	5 17
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Not arranged

**Item No. 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.

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	2,18,39,360	2,18,39,360	100.00	2,18,39,360	-	100.00	-
	Ballot Paper		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>2,18,39,360</b>	<b>100.00</b>	<b>2,18,39,360</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-voting	1,15,79,635	1,07,98,988	93.26	1,07,98,988	-	100.00	-
	Ballot Paper		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,07,98,988</b>	<b>93.26</b>	<b>1,07,98,988</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Non Institutions	E-voting	89,60,431	7,83,857	8.75	7,83,857	-	100.00	-
	Ballot Paper		42	0.00	42	-	100.00	-
	Postal Ballot		2,099	0.02	2,098	1	99.95	0.05
	<b>Total</b>		<b>7,85,998</b>	<b>8.77</b>	<b>7,85,997</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>4,23,79,426</b>	<b>3,34,24,346</b>	<b>78.87</b>	<b>3,34,24,345</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

For Somany Ceramics Limited

*Ambrish Julka*  
AMBRISH JULKA  
GM (Legal) and Company Secretary



Vishnu Kumar Tulsyan  
F.C.A., F.C.S., D.E.M.

### SCRUTINIZER REPORT

(Pursuant to Section 108 to 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by the National Company Law Tribunal (NCLT), Kolkata Bench, Kolkata vide order dated 2nd April 2019.

To  
The Chairperson,  
Meeting of the Equity Shareholders of M/s. Somany  
Ceramics Limited (CIN: L40200WB1968PLC224116)  
having its registered office at 2, Red Cross Place,  
Kolkata-700 001 held on Monday, the 27<sup>th</sup> May, 2019 at  
Somany Conference Hall of Merchants' Chamber of  
Commerce & Industry, 15B Hemant Basu Sarani,  
Kolkata - 700001 at 11.00 A.M.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/Postal Ballot and voting  
by means of Ballot Paper of the Equity Shareholders of the Company**

I, Vishnu Kumar Tulsyan, FCA (CP No. - 061953), Kolkata, have been appointed as the Scrutinizer, by the Hon'ble Kolkata Bench of National Company Law Tribunal, vide its order dated 2<sup>nd</sup> April 2019 for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Postal Ballot and Physical Ballot Forms at the Meeting of the Equity Shareholders of the Company held on Monday, the 27<sup>th</sup> May, 2019 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, Kolkata - 700001 at 11.00 A.M seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Bhilwara Holdings Limited (Transferor Company 1), Savottam Vanijya Limited (Transferor Company 2) and Scope Vinimoy Private Limited (Transferor Company 3) with Somany Ceramics Limited (Transferee Company) their respective Shareholders and Creditors, detailed in the notice dated 8<sup>th</sup> April, 2019.

I do hereby report and submit as under:

1. Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench at Kolkata, the Company had provided remote e-voting facility through CDSL and the facility to vote by way of Postal Ballot and by way of Ballot Paper.

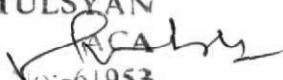
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2. The Compliance with NCLT order dated 2<sup>nd</sup> April 2019 in relation to voting through Remote E-voting/Postal Ballot/ by way of Ballot Paper at the NCLT convened meeting on the proposed resolution is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the processes of voting by way of Remote e-voting, Postal Ballot and by way of Ballot Paper was conducted in a fair and transparent manner and to submit a consolidated *scrutinizer report on the voting* to the Chairman of this meeting on the resolution, based on the report generated from the electronic voting system provided by CDSL and Physical Counting of votes by way of Postal Ballot and Ballot Paper.
3. The company had completed the dispatch of Notice of Meeting of Equity Shareholders dated 8<sup>th</sup> April, 2019 along with attendance slip, proxy form, Postal Ballot Form and self addressed postage pre-paid Business Reply Envelope and a separate letter addressed to Shareholders individually inter-alia containing User ID and password for remote e-voting through permitted mode on 24<sup>th</sup> April, 2019, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 12<sup>th</sup> April, 2019 being the cut-off date fixed for the purpose. As per provisions of the Companies Act, 2013, the number of vote cast in respect of the resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote. There were 12170 members of shareholders on 12<sup>th</sup> April, 2019 i.e. the cutoff date.
4. An Advertisement was published in "**Financial Express, Kolkata**" (English Edition) and "**Aajkal, Kolkata**" (Bengali Edition) on 26<sup>th</sup> April, 2019, pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Members about completion of dispatch of the notice and other documents both by courier to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.
5. The e-voting and Postal Ballot period was commenced on Saturday, the 27<sup>th</sup> April, 2019 from 09:00 A.M. (IST) and concluded on Sunday, the 26<sup>th</sup> May, 2019 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company physically and/or electronically as on the "cut-off" date i.e., 12<sup>th</sup> April, 2019, fixed by the Company, were entitled to vote on the resolutions set out in the notice dated 8<sup>th</sup> April, 2019 of Meeting of equity Shareholders of the Company by either electronically or through Postal Ballot or physical ballot at the meeting.
6. After the closure of the voting through physical ballot at the said Meeting of Equity Shareholders, the votes cast through remote e-voting facility provided by CDSL was duly unblocked by me as a Scrutinizer in presence of 2 (two) witnesses, who were not in the employment of the Company. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the *scrutinizer's login* on the CDSL e-voting website <https://www.evotingindia.com>.

7. On 27<sup>th</sup> May 2019 at the NCLT convened meeting, the Chairman after discussion on the resolution mentioned in the said Notice announced that the Members present at the meeting who have not casted their vote by Remote E-voting and Postal Ballot, can exercise their voting rights by Ballot Paper, which was made available at the Venue of the meeting. 22 (Twenty Two) Equity Shareholders present in person or by proxy at the said Meeting, then casted their vote by way of Ballot Papers.
8. Thereafter, on completion of the voting, the Ballot Box was unlocked in the presence of two witnesses, whose details are given below and who are not in employment of the Company.
9. I have relied on the information provided by M/s. Somany Ceramics Limited and M/s. Maheshwari Datamatics Private Limited, RTA of the Company in relation to the details regarding the number of Shares held by the Shareholders and signatures of the Shareholders.
10. The combined result of voting through electronic means, i.e. remote e-voting, voting through Postal Ballot and physical ballot seeking the approval of the Equity Shareholders of the Company is as per "Annexure - A" attached herewith.
11. I hereby also confirm that I am maintaining the register downloaded from CDSL electronically in respect of vote cast through remote e-voting and register of Postal Ballot and physical ballot received from Members in respect of vote cast through physical ballot at Meeting. The Postal Ballot papers and all other relevant records relating to remote e-voting and voting through ballot paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,  
V. K. TULSYAN  
  
M 061953  
(Vishnu Kumar Tulsyan)  
Pr. Chartered Accountant  
CP: 061953

Place: Kolkata

Date: 27<sup>th</sup> May, 2019

We the undersigned witnesses that the votes were unblocked from the e-voting website of (Central Depository Services (India) Ltd in our presence at 12.20 P.M. on Monday, 27<sup>th</sup> day of May 2019 at the Venue of the Meeting.

Ready

✓ Ravi Kashi  
66/c Nimitala Ghad street  
Kolkata 700006

Bandra.

✓ Brij Mohan Jha.  
65/1, K.P.B. Lane,  
Howrah - 711101.

Consolidated Scrutinizer(s) Report of Voting on the Resolution considered at the Meeting of Equity Shareholders of M/s Somany Ceramics Limited held on Monday, 27th May, 2019 AT 11:00 A.M.

SL No.	Resolutions	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	Approval for the proposed Scheme of Amalgamation of Bhillwara 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.	Electronic	79	33422205	79	33422205	100.00	0	0	0.00	79	33422205	100.00	0	0	0.00	0	0
		Ballot Paper	5	42	5	42	100.00	0	0	0.00	5	42	100.00	0	0	0.00	0	0
		Postal Ballot	10	2099	10	2099	100.00	0	0	0.00	9	2098	99.95	1	1	0.00	0	0
		<b>TOTAL</b>	<b>94</b>	<b>33424346</b>	<b>94</b>	<b>33424346</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>93</b>	<b>33424345</b>	<b>100.00</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	<b>0</b>	<b>0</b>



(Vishnu Kumar Tulsyan)  
Practicing Chartered Accountant  
C P. 061953  
Place: Kolkata  
Date: 27th May, 2019



Vishnu Kumar Tulsyan  
F.C.A., F.C.S., D.E.M.

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 to 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by the National Company Law Tribunal (NCLT), Kolkata Bench, Kolkata vide order dated 2nd April, 2019]

To

The Chairperson,

Meeting of the Secured Creditors of M/S Somany Ceramics Limited (CIN: L40200WB1968PLC224116) having its Registered Office at 2, Red Cross Place, Kolkata - 700 001 held on Monday, the 27<sup>th</sup> May, 2019 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B Hemant Basu Sarani, Kolkata - 700001 at 1.00 P.M.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Postal Ballot and voting by means of Ballot Paper on the Resolutions set out in the Notice dated 8<sup>th</sup> April, 2019 to secured creditors of the Company**

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I, Vishnu Kumar Tulsyan, FCA (CP No. 061953), Kolkata, was appointed as the Scrutinizer, by the Hon'ble Kolkata Bench of National Company Law Tribunal, vide its order dated 2<sup>nd</sup> April 2019 for the purpose of Scrutinizing and ascertaining the results of voting through Postal Ballot and Physical Ballot Forms at the Meeting of the Secured Creditors of the Company held on Monday, the 27<sup>th</sup> May, 2019 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, Kolkata - 700001 at 1.00 P.M. seeking approval of the Secured Creditors to the Scheme of Amalgamation of Bhilwara Holdings Limited (Transferor Company 1), Savottam Vanijya Limited (Transferor Company 2) and Scope Vinimoy Private Limited (Transferor Company 3) with Somany Ceramics Limited (Transferee Company) their respective Shareholders and Creditors, detailed in the notice dated 8<sup>th</sup> April, 2019.

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I do hereby report and submit as under:

1. The Company had completed the dispatch of Notice of Meeting of Secured Creditors dated 8<sup>th</sup> April, 2019 along with attendance slip, proxy form, Postal Ballot Form and self addressed postage pre-paid Business Reply Envelope through permitted mode on 24<sup>th</sup> April, 2019, to Secured Creditors of the Company as on 30<sup>th</sup> September, 2018 as per Certificate dated 1<sup>st</sup> December, 2018 of M/s Singhi & Co., Chartered Accountants, the Statutory Auditors of the Company. As per provisions of Section 230(6) of the Companies Act, 2013, majority of persons representing three fourth in value of such Secured Creditors be agreed to the said Scheme of Amalgamation.
2. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Aajkal, Kolkata" (Bengali Edition) on 26<sup>th</sup> April, 2019, pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Equity Shareholders, Secured and Unsecured Creditors about completion of dispatch of the notice and other documents by e-mail and courier to their registered address along with other information as specified in the Rules.
3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules made there under relating to Postal Ballot and voting through physical ballot at the Meeting of the Secured Creditors of the Company on the resolutions contained in the notice of the said Meeting. My responsibility as a Scrutinizer for Postal Ballot and voting through physical ballot at the said Meeting of Secured Creditors is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast " in favour " and "against" the resolutions after taking the effect of "invalid" and "abstained" votes polled by the Secured Creditors in respect of the said resolutions set forth in the notice of the said Meeting of Secured Creditors of the Company.
4. The Postal Ballot was commenced on Saturday, 27<sup>th</sup> April, 2019 from 09:00 A.M. (IST) and concluded on Sunday, 26<sup>th</sup> May, 2019 at 5:00 P.M. (IST). The Secured Creditors of the Company as on 30<sup>th</sup> September, 2018, were entitled to vote on the resolutions set out in the notice dated 8<sup>th</sup> April, 2019 of Meeting of Secured Creditors of the Company through Postal Ballot or through physical ballot.
5. After the voting at the Meeting was concluded, the locked Ballot Box was subsequently opened in presence of two persons as witnesses who were not in the employment of the Company and Ballot Papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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6. The report inter alia containing details such as list of Secured Creditors, who voted "for" and "against", on the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice dated 8<sup>th</sup> April, 2019 of the said Meeting of the Secured Creditors.
7. The combined result of voting through Postal Ballot and physical ballot at the said Meeting of the Secured Creditors of the Company is as per "Annexure - A" attached herewith.

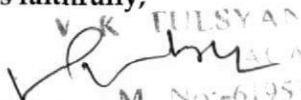
**RESULTS:**

There are 11(Eleven) numbers of eligible Secured Creditors aggregating to Rs. 2,898,259,377/-, who are entitled to vote physically as on cut-off date i.e. 30<sup>th</sup> September, 2018. Resolutions mentioned in the notice of Meeting of Secured Creditors dated 8<sup>th</sup> April, 2019 as per details given above stand passed under Postal Ballot and voting conducted at Meeting by way of physical ballot with requisite majority and hence to be passed as on the date of Meeting of Secured Creditors. Chairman of the Meeting is to declare and confirm the above results of voting (voting by means of Postal Ballot and physical ballot) in respect of the resolutions referred herein.

I hereby also confirm that I am maintaining the register of Postal Ballot and physical ballot received from Secured Creditors in respect of vote cast through physical ballot at Meeting. The Postal Ballot papers and voting through ballot papers are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,

  
V.K. TULSYAN  
M No-61953

(Vishnu Kumar Tulsyan)

Pr. Chartered Accountant

CP : 061953

Place: Kolkata

Date: 27<sup>th</sup> May, 2019

SL No.	Resolutions	Mode	No. of Ballots Received	Value of Ballot Received (Rs.)	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of Ballots received	Value (Rs.)		No. of Ballots received	Value (Rs.)		No. of Ballots	Value (Rs.)		No. of Ballots	Value (Rs.)		No. of Ballots	Value (Rs.)
1	Approval for the proposed Scheme of Amalgamation of Bhihiwara 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.	Ballot Paper Postal Ballot	1 3	32,88,38,650 1,32,68,50,361	1 3	32,88,38,650 1,32,68,50,361	0.00 100.00	0 0	0 0	0.00 0.00	1 3	32,88,38,650 1,32,68,50,361	100.00 100.00	0 0	0 0	0.00 0.00	0 0	0 0
	<b>TOTAL</b>		<b>4</b>	<b>1,65,56,89,011</b>	<b>4</b>	<b>1,65,56,89,011</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>4</b>	<b>1,65,56,89,011</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

V. K. TULSYAN  
M No: 6195

(Vishnu Kumar Tulsyan)  
Practicing Chartered Accountant  
C P: 061593  
Place: Kolkata  
Date: 27th May, 2019



Vishnu Kumar Tulsyan  
F.C.A., F.C.S., D.E.M.

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 to 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by the National Company Law Tribunal (NCLT), Kolkata Bench, Kolkata vide order dated 2nd April, 2019]

To

The Chairperson,  
Meeting of the Unsecured Creditors of M/S Somany Ceramics Limited (CIN: L40200WB1968PLC224116) having its Registered Office at 2, Red Cross Place, Kolkata - 700 001 held on Monday, the 27<sup>th</sup> May, 2019 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B Hemant Basu Sarani, Kolkata - 700001 at 1.30 P.M.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Postal Ballot and voting by means of Ballot Paper on the Resolutions set out in the Notice dated 8<sup>th</sup> April, 2019 to unsecured creditors of the Company**

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I, Vishnu Kumar Tulsyan, FCA (CP No. 061953), Kolkata, was appointed as the Scrutinizer, by the Hon'ble Kolkata Bench of National Company Law Tribunal, vide its order dated 2<sup>nd</sup> April 2019 for the purpose of Scrutinizing and ascertaining the results of voting through Postal Ballot and Physical Ballot Forms at the Meeting of the Unsecured Creditors of the Company held on **Monday, the 27<sup>th</sup> May, 2019 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, Kolkata - 700001 at 1.30 P.M.** seeking approval of the Unsecured Creditors to the Scheme of Amalgamation of Bhilwara Holdings Limited (Transferor Company 1), Savottam Vanijya Limited (Transferor Company 2) and Scope Vinimoy Private Limited (Transferor Company 3) with Somany Ceramics Limited (Transferee Company) their respective Shareholders and Creditors, detailed in the notice dated 8<sup>th</sup> April, 2019.

I do hereby report and submit as under:

1. The Company had completed the dispatch of Notice of Meeting of Unsecured Creditors dated 8<sup>th</sup> April, 2019 along with attendance slip, proxy form, Postal Ballot Form and self addressed postage pre-paid Business Reply Envelope through permitted mode on 24<sup>th</sup> April, 2019, to Unsecured Creditors of the Company as on 30<sup>th</sup> September, 2018 as per Certificate dated 1<sup>st</sup> December, 2018 of M/s Singhi & Co., Chartered Accountants, the Statutory Auditors of the Company. As per provisions of Section 230(6) of the Companies Act, 2013, majority of persons representing three fourth in value of such Unsecured Creditors be agreed to the said Scheme of Amalgamation.

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2. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Aajkal, Kolkata" (Bengali Edition) on 26<sup>th</sup> April, 2019, pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Equity Shareholders, Secured and Unsecured Creditors about completion of dispatch of the notice and other documents by e-mail and courier to their registered address along with other information as specified in the Rules.
3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to Postal Ballot and voting through physical ballot at the Meeting of the Unsecured Creditors of the Company on the resolutions contained in the notice of the said Meeting. My responsibility as a Scrutinizer for Postal Ballot and voting through physical ballot at the said Meeting of Unsecured Creditors is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" and "against" the resolutions after taking the effect of "invalid" and "abstained" votes polled by the Unsecured Creditors in respect of the said resolutions set forth in the notice of the said Meeting of Unsecured Creditors of the Company.
4. The Postal Ballot was commenced on Saturday, 27<sup>th</sup> April, 2019 from 09:00 A.M. (IST) and concluded on Sunday, 26<sup>th</sup> May, 2019 at 5:00 P.M. (IST). The Unsecured Creditors of the Company as on 30<sup>th</sup> September, 2018, were entitled to vote on the resolutions set out in the notice dated 8<sup>th</sup> April, 2019 of Meeting of Unsecured Creditors of the Company through Postal Ballot or through physical ballot.
5. After the voting at the Meeting was concluded, the locked Ballot Box was subsequently opened in presence of two persons as witnesses who were not in the employment of the Company and Ballot Papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The report inter alia containing details such as list of Unsecured Creditors, who voted "for" and "against", on the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice dated 8<sup>th</sup> April, 2019 of the said Meeting of the Unsecured Creditors.
7. The combined result of voting through Postal Ballot and physical ballot at the said Meeting of the Unsecured Creditors of the Company is as per "Annexure - A" attached herewith.

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**RESULTS:**

There are 867 numbers of eligible Unsecured Creditors aggregating to Rs. 2,044,670,804/-, who are entitled to vote physically as on cut-off date i.e. 30<sup>th</sup> September, 2018. Resolutions mentioned in the notice of Meeting of Unsecured Creditors dated 8<sup>th</sup> April, 2019 as per details given above stand passed under Postal Ballot and voting conducted at Meeting by way of physical ballot with requisite majority and hence to be passed as on the date of Meeting of Unsecured Creditors. Chairman of the Meeting is to declare and confirm the above results of voting (voting by means of Postal Ballot and physical ballot) in respect of the resolutions referred herein.

I hereby also confirm that I am maintaining the register of Postal Ballot and physical ballot received from Unsecured Creditors in respect of vote cast through physical ballot at Meeting. The Postal Ballot papers and voting through ballot papers are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,

V. K. TULSYAN  


(Vishnu Kumar Tulsyan)  
Practicing Chartered Accountant  
CP : 061953

Place: Kolkata

Date: 27<sup>th</sup> May, 2019

Annexure-A

Consolidated Scrutinizer(s) Report of Voting on the Resolution considered at the Meeting of Unsecured Creditors of M/s Somany Ceramics Limited held on Monday, 27th May, 2019 AT 1:30 P.M.

SL No.	Resolutions	Mode	No. of Ballots Received	Value of Ballot Received (Rs.)	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of Ballots received	Value (Rs.)		No. of Ballots received	Value (Rs.)		No. of Ballots	Value (Rs.)		No. of Ballots	Value (Rs.)		No. of Ballots	Value (Rs.)
1	Approval for the proposed Scheme of Amalgamation of Bhiwara Holdings Limited (Transferor Company 1), Sarvottam Vanija 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.	Ballot paper Postal Ballot	4 177	187663111 1591861282	4 74	187663111 349122589	100.00 21.93	0 103	0 1242738693	0.00 78.07	4 74	187663111 349122589	100.0000 100.0000	0 0	0 0	0.0000 0.0000	0 0	0 0
	<b>TOTAL</b>		<b>181</b>	<b>1779524393</b>	<b>78</b>	<b>536785700</b>	<b>30.16</b>	<b>103</b>	<b>1242738693</b>	<b>69.84</b>	<b>78</b>	<b>536785700</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>



(Vishnu Kumar Tulsyan)  
Practicing Chartered Accountant  
C.P: 061953  
Place: Kolkata  
Date: 27th May, 2019