

19<sup>th</sup> August, 2019

**The Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai – 400 001**

**The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza  
Bandra Kurla Complex, Bandra (East)  
Mumbai - 400 051**

Dear Sir/Madam,

**Sub: Proceedings of the 51<sup>st</sup> Annual General Meeting of the Company held on  
19<sup>th</sup> August, 2019.**

Pursuant to Regulation 30 Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (LODR), we are submitting the summary of the proceedings of the 51<sup>st</sup> Annual General Meeting of the Company held on 19<sup>th</sup> August, 2019, at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020 at 11:30 a.m.

This is for your kind information,

Thanking you,

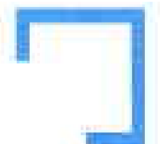
Yours faithfully,  
For Somany Ceramics Limited



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

**SOMANY CERAMICS LIMITED**

Registered Office : 2, Red Cross Place, Kolkata - 700 001 Tel : +91-33-2248 7406 / 5913  
Corporate Office : F-36, Sector-6, Noida - 201301 (U.P.) Tel : +91-120-4627900  
Corporate Identity Number (CIN) : L40200WB1968PLC224116  
Website : [www.somanyceramics.com](http://www.somanyceramics.com), Toll Free No. 1800-103-0004



**SUMMARY OF PROCEEDINGS OF THE 51<sup>st</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SOMANY CERAMICS LIMITED HELD ON MONDAY, THE 19<sup>TH</sup> AUGUST, 2019 AT SRIPATI SINGHANIA HALL, ROTARY SADAN, 94/2, CHOWRINGHEE ROAD, KOLKATA- 700 020 AT 11:30 A.M.**

Shri Shreekant Somany, Chairman and Managing Director took the Chair in accordance with Article 97 of the Articles of Association of the Company. The requisite quorum was present. The Chairman thereafter called the meeting to order. He then informed the Members of the proxies and letters of authority received by the Company and placed the same on table for inspection by Member(s).

With the permission of Members, the Chairman took the Notice as read. He then requested the Company Secretary to read the Auditors' Report. 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 Chairman briefed on the workings of the Company and invited Members present in person to make observations and comments, if any on Performance of the Company. Observations and comments were made by the Members and the queries put forth and clarifications sought for by them were answered by the Chairman, suitably.

The Chairman informed that, the Company had provided remote e-voting facilities, under Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amended Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which commenced on **Friday, the 16<sup>th</sup> August, 2019 from 9:00 a.m. (IST) and ended on Sunday, the 18<sup>th</sup> August, 2019 at 5:00 p.m. (IST)**, to the Members of the Company whose names appeared in the Register of Members/Depositories as on the cut-off date i.e. 12<sup>th</sup> August, 2019, to vote on the resolutions prior to the aforesaid Annual General Meeting (AGM) through a platform provided by Central Depository Services (India) Limited.

The Chairman further informed the Members, who were present at the meeting and who had not casted their votes through remote e-voting, that the facility for voting at the meeting through Physical Ballot Paper has been arranged for. He further informed that Shri Pradeep Pincha, Partner of M/s Pinchaa & Co., Company Secretaries, Jaipur, who was appointed as Scrutinizer for scrutinizing the remote e-voting process by the Board of Directors shall also act as Scrutinizer for voting at the meeting through Physical Ballot Paper.



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Thereafter, the following items of business as per the Notice of the Annual General Meeting dated 21<sup>st</sup> May, 2019, were transacted at the meeting: -

Resolution No.	Resolution	Type of Resolution (Ordinary/Special)
<b>Ordinary Business</b>		
1	To receive, consider and adopt: - The Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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, 2019, together with report of Auditors thereon.	Ordinary
2	To declare a dividend on equity shares for the financial year ended 31 <sup>st</sup> March, 2019.	Ordinary
3	To appoint a Director in place of Shri Abhishek Somany (DIN-00021448), who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary
<b>Special Business</b>		
4	Appointment of Shri Vineet Agarwal (DIN: 00380300) as an Independent Director	Ordinary
5	Appointment of Smt. Rumjhum Chatterjee (DIN: 00283824) as an Independent Director	Ordinary
6	Appointment of Shri Tuljaram Maheshwari (DIN: 00063688) as a Non-Executive Non-Independent Director	Ordinary
7	Re-appointment of Shri Salil Singhal (DIN: 00006629) as an Independent Director for his second term of Five (5) consecutive years	Special
8	Re-appointment of Shri Ravinder Nath (DIN: 00062186) as an Independent Director for his second term of Five (5) consecutive years	Special
9	Re-appointment of Shri Siddharath Bindra (DIN: 01680498) as an Independent Director for his second term of Five (5) consecutive years	Special
10	Alteration of Article 148 of Articles of Association of the Company	Special
11	To approve continuation of payment of	Special



	Remuneration to Shri Shreekant Somany (DIN: 00021423), Chairman and Managing Director, who is promoter, in excess of threshold limits as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.	
12	To approve continuation of payment of Remuneration to Shri Abhishek Somany (DIN: 00021448) Managing Director, who is promoter, in excess of threshold limits as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.	Special
13	To approve continuation of payment of Remuneration to Smt. Anjana Somany (DIN: 00133542), Whole-time Director, who is promoter in excess of threshold limits as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.	Special

The Chairman also informed that the results on the resolutions deemed to be passed on the date of the AGM, i.e. 19<sup>th</sup> August, 2019 shall be declared by Shri Ambrish Julka, GM (Legal) & Company Secretary of the Company at Registered Office of the Company at 2, Red Cross Place, Kolkata – 700 001 within 48 hours, on the basis of the Consolidated Scrutinizer's Report on remote e-voting and voting through Ballot Papers. The voting results in accordance with provisions of the SEBI Regulations on the above resolutions shall be communicated to the Stock Exchanges within the prescribed time limits. In addition to the same, the voting results shall also be placed on the website of the Company as well as on website of CDSL.

The Meeting concluded with a vote of thanks to the Chair.

This is for your information and record.

For Somany Ceramics Limited

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

