

Proceedings of the Extra Ordinary General Meeting of Somany Ceramics Limited held on Saturday, the 30th day of October, 2010 at H.L.Somany Hall, ASSOCHAM, 47, Prithvi Raj Road, Opposite Safdarjung Tomb, New Delhi 110 011 at 11:00 a.m

Present

Shri Shreekant Somany Chairman and Managing Director and Shareholder

Total 44 members in person and 7 proxies were present as per the Attendance Register.

1. Shri Shreekant Somany, Chairman & Managing Director of the Company, took the Chair in accordance with Article 67 of the Articles of Association of the Company.
2. The requisite quorum being present, the Chairman called the meeting to order and declared that the Company received 7 valid proxies representing 213381 equity shares and 3 representations under Section 187 of the Companies Act, 1956 representing 3737079 equity shares.
3. The Chairman thanked the shareholders for their keen interest in the Company's working.
4. The Company Secretary read the Notice of the Extra Ordinary General Meeting.

Thereafter, the following resolutions were proposed and passed:

SPECIAL BUSINESS

Item No. 1 (As an Ordinary Resolution)

Sub-Division/Split In Face Value Of Equity Shares

Proposed by : Shri Maneesh Kapur

Seconded by : Shri Rajan Verma

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, read with the provisions of Article 54 of the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, under any law, Regulations or Guidelines for the time being in force and including any statutory modifications or re-enactment thereof, the consent of the

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For Somany Ceramics Limited

Somany Ceramics Limited

Works : Kassar-124 507, Dist. Jhajjar, Haryana (India), Tel. : +91-1276-241001 to 05, Fax : +91-1276-241006/011

Corporate Office : Bird House, Ground Floor, Connaught Place, New Delhi-110 001, Tel. : +91-11-23417222/3/4/6
Registered Office : 82/19, Bhakerwara Road, Mundka, New Delhi-110 041, Tel. : +91-11-28345049/4282

Website : www.somanytiles.com

Company be and is hereby accorded for sub-division of every equity share of the Company having a nominal face value of Rs. 10/- (Rupees Ten) each, into 5 equity shares having a nominal face value of Rs. 2/- (Rupees Two) each and accordingly the relevant capital clause 5 in the Memorandum of Association of the Company be altered/amended suitably."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things relating to aforesaid sub-division/split of equity shares including issue of fresh share certificates and to execute all such documents, instruments and writings as may be deemed proper and fit and considered necessary in connection hereof and to delegate all or any of the powers herein vested in them, to any Committee of Directors or any Director(s) for giving effect to the aforesaid resolution."

(Carried Unanimously)

Item No. 2 (As an Ordinary Resolution)

Amendments In The Capital Clause In Memorandum Of Association

Proposed by : Kusum Pathak
Seconded by : Permanand

"RESOLVED THAT on the resolution for sub-division/split of the nominal face value of every equity share from Rs. 10/- into 5 equity shares having nominal face value of Rs. 2/- each being duly passed and becoming effective in the manner and to the extent as stated in the resolution hereinabove and pursuant to the provisions of Section 16 read with the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby altered from the existing Capital of Rs. 25,00,00,000/- (Rupees Twenty five Crore only) comprising of 1,50,00,000 (One Crore Fifty Lac) Equity Shares of Rs. 10/- (Rupees Ten) each and 10,00,000 (Ten Lac) Preference Shares of Rs. 100/- (Rupees One hundred) each, to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 12,50,00,000 (Twelve Crore Fifty Lac) Equity shares of Rs. 2/- (Rupees Two) each by sub-division of 1,50,00,000 existing equity shares of Rs. 10/- each into 7,50,00,000 equity shares of Rs. 2/- each and by reclassifying unissued 10,00,000 Preference Shares of Rs. 100/- each by cancelling the same and simultaneously creating in lieu thereof 5,00,00,000 equity shares of Rs. 2/- each and consequently the respective Clause 5 of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in place

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and stand thereof the following as the new Clause 5 :-

5. "The Authorised Share Capital of the Company is Rs. 250,000,000 (Rupees twenty five crore) divided into 125,000,000 (Twelve crore fifty lacs) Equity Shares of Rs. 2/- each, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in these presents and with power to the Company to increase or reduce the capital and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company."

(Carried Unanimously)

There being no other business to transact, the meeting concluded with vote of thanks to the Chair.

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For Somany Ceramics Limited


Company Secretary

Sd/-

Chairman
30.10.2010

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