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CML 9829610

SOMANY
KUCH NAHIN BIGDEGA

Proceedings of the 45th Annual General Meeting of Somany Ceramics Limited held on Monday, the 2nd day of September, 2013 at LakshmiPat Singhania Auditorium at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110 016 at 10.30 a.m.

Present:


- 1. Shri Shreekant Somany, Chairman and Managing Director and Shareholder**
- 2. Shri Abhishek Somany, Joint Managing Director**
- 3. Shri R. K. Daga, Director, Chairman Audit Committee and Shareholder**

Total 59 members in person and 11 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 11 valid proxies representing 3459627 equity shares and 3(three) representations under section 187 of the Companies Act, 1956 representing 18713895 equity shares.
3. The Register maintained pursuant to the provisions of Section 307 of the companies Act, 1956 for Directors' shareholdings was placed before the meeting and was made available for inspection of the members.
4. With the consent of the members present, the Notice dated 21st May 2013 convening the 45th Annual General Meeting together with the Accounts of the Company for the year ended 31st March, 2013, and the Directors' Report thereon, already in the hands of the shareholders, were taken as read.

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For Somany Ceramics Limited


Company Secretary

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SOMANY CERAMICS LIMITED

Works : Kassar-124 507, Distt. Jhajjar, Bahadurgarh, Haryana, India. Tel : +91-1276-241001 to 05, Fax : +91-1276-241006 / 241011.

Corporate Office : F-36, Sector-6, Noida - 201 301, Telefax. : +91-120-4627900 to 4627999, 4628000 to 4628099.

Registered Office : 82/19, Bhakerwara Road, Mundka, New Delhi-110 041, India. Tel : +91-11-28345049/4282.



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5. The Auditors' Report on the Accounts was read by Shri R. K. Daga.
6. After a brief discussion on the working of the Company, the Chairman thereafter proposed a resolution for adoption of the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account as on that date. The audited accounts were considered by the members present and the queries put forth and clarifications sought for by them were replied suitably. The Chairman thanked the shareholders for their keen interest in the Company's working.

Thereafter, the following resolutions were proposed and passed:

ORDINARY BUSINESS

Item No. 1 (As an Ordinary Resolution)

Adoption of Annual Accounts, Directors' and Auditors' Report

Proposed by: Shri S.K. Aggarwal
Seconded by: Shri Permanand

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors' and Auditors' thereon be and are hereby approved and adopted."

(Carried Unanimously)

Item No. 2 (As an Ordinary Resolution)

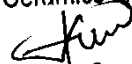
Declaration of Dividend

Proposed by: Shri Surjit Singh Alagh
Seconded by: Shri Vijay Kakkar

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, a Dividend of Rs. 1.20 per share (i.e 60% on equity share of Rs. 2/- each) on 34,497,000 equity shares of Rs. 2/- each for the year ended 31st March, 2013 be and is hereby declared and the same is made payable to those registered shareholders whose names appear in the Register of Members of the

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For Somany Ceramics Limited 2


Company Secretary

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Company as on 16th August, 2013 or their mandates and in respect of shares held in dematerialized form, the dividend shall be paid to those beneficial owners whose particulars will be provided by the Depositories on 16th August, 2013.

(Carried Unanimously)

Item No.. 3 (As an Ordinary Resolution)
Re-appointment of Shri Salil Singhal as Director

Proposed by: Shri Ajay Khurana
Seconded by: Shri A.K. Beejawat

"RESOLVED THAT Shri Salil Singhal, who retires by rotation, being eligible offers himself for re-appointment, be and is hereby re-appointed Director of the Company."

(Carried Unanimously)

Item No. 4 (As an Ordinary Resolution)
Re-appointment of Dr. Y. K. Alagh as Director

Proposed by: Shri Vijay Kakkar
Seconded by: Ms. Neha Arora

"RESOLVED THAT Dr. Y. K. Alagh, who retires by rotation, being eligible offers himself for re-appointment, be and is hereby re-appointed Director of the Company."

(Carried Unanimously)

Item No.5 (As an Ordinary Resolution)
Appointment of Statutory Auditors

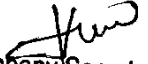
Proposed by: Shri Subhash Chand Gupta
Seconded by: Shri Amar Chand Jain

"RESOLVED THAT M/s. Lodha & Company, Chartered Accountants be and are hereby appointed Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors' of the Company upon recommendation of the Audit Committee ."

(Carried Unanimously)

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For Somany Ceramics Limited


Company Secretary

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SPECIAL BUSINESS

Item No. 6 (As a Special Resolution) **Remuneration by way of Commission to Non-Executive Directors**

Proposed by: Shri S.K. Agarwal
Seconded by: Shri Vinod Kumar Sharma

"RESOLVED that in accordance with and subject to the provisions of Section 309(4) of the Companies Act, 1956, the Company do hereby authorize the payment to the Directors of the Company (other than Managing and Whole Time Directors, if any) of a commission (to be divided amongst them, in such amounts or in proportion and in such manner as may be determined by the Board of Directors of the Company, from time to time and in default of such determination, equally) of 1% (one percent) of the net profits of the Company, to be computed in the manner prescribed in Sub-Section (1) of Section 198 of the Companies Act, 1956, referred to in Sub section (5) of Section 309 of the Companies Act, 1956 in any financial year of the Company subject to a maximum of Rs. 5,00,000/- to each Non-Executive Director in any financial year in proportion to their tenure of directorship and subject however, further to such limit as may be decided by the Board in this behalf for a further period of five years, commencing from 1st April, 2013 and upto 31st March, 2018."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient in order to give effect to the above Resolution."

(Carried Unanimously)

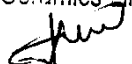
Shri Shreekant Somany informed the members about completion of Agenda of the meeting.

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

Chairman

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For Somany Ceramics Limited


Company Secretary

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