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CML 9829610



MINUTES OF THE PROCEEDINGS OF THE FORTY SIXTH (46TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF SOMANY CERAMICS LIMITED HELD ON THURSDAY, THE 4TH SEPTEMBER, 2014 AT 10:30 A.M. 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.

Present:

Shri Shreekant Somany	Chairman, Managing Director and Member
Shri Abhishek Somany	Joint Managing Director and Member
Shri R. K. Daga	Director, Chairman of Audit Committee and Member
Shri G. L. Sultania	Director, Member of Audit Committee and Member
Shri R.K. Lakhotia	Vice President Finance and Representative of Bhilwara Holdings Limited and Latinia Limited

In attendance:

Shri Ambrish Julka	AGM (Legal) and Company Secretary and Representative of Sarvottam Vanijya Limited
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Invitee:

Shri Pravin Kumar Drolia	Practicing Company Secretary, Scrutinizer
Shri N.K. Lodha	Representative of M/s Lodha & Co, Statutory Auditors

Total 54 (Fifty Four) Members were present in person including proxy holder and Corporate Representations as per Attendance Register.

Shri Shreekant Somany, Chairman and Managing Director took the chair in accordance with the Article 67 of the Articles of Association of the Company.

The Chairman declared that the requisite quorum was present. The Chairman thereafter called the meeting to order and commenced the formal proceedings of the meeting.

The Chairman declared that the Company had received 4 (Four) representation under Section 113 of the Companies Act, 2013 representing 23061721 Equity Shares constituting 59.36% of the Paid-up Share Capital of the Company and Proxy(ies) representing 2880580 Equity Shares, constituting 7.42% of the Paid-up Equity Share Capital of the Company, aggregating thereby to 66.78 % of the Paid-up Equity Share Capital of the Company.

The Register of Contracts or Arrangements maintained by the Company pursuant to Section 189 of the Companies Act, 2013, was produced at the commencement of the meeting and was kept open and accessible during the continuance of the meeting for Members inspection.

The Register of Directors and Key Managerial Personnel and their Shareholding maintained by the Company pursuant to the provisions of Section 170 of the Companies Act, 2013, was produced at the commencement of the meeting and was kept open and accessible during the continuance of the meeting for Members inspection.

SOMANY CERAMICS LIMITED

Works : Kassar-124 507, Distt. Jhajjar, Bahadurgarh, Haryana, India. Tel : +91-1276-223300, 241001 to 05. Fax : +91-1276-241006 / 241007

Corporate Office : F-38, Sector-6, Noida - 201 301, Telefax : +91-120-4627900 to 4627999, 4628000 to 4628099.

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With the consent of the Shareholders present, the Notice dated 26th May, 2014, convening 46th Annual General Meeting ("AGM") together with the Statement, prepared in terms of Section 102 of the Companies Act, 2013 attached to the said Notice; the Annual Accounts of the Company for the year ended 31st March, 2014; as well as Directors' Report thereon, already in the hands of the Shareholders, were taken as read.

The Chairman requested the Company Secretary to read the Auditors' Report. The Auditors' Report on the Audited Accounts had been read out by Shri Ambrish Julka, Company Secretary of the Company in compliance with the requirement under the Companies Act, 2013. The Chairman further informed the Members that there were no qualification remarks in the Auditor' Report.

The Chairman briefed on the working of the Company and invited Members present in person to make observations and comments, if any on the Report and Accounts and other Resolutions set out in the Notice of 46th AGM 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. The Chairman thanked the Members for their keen interest in Company's working.

Before moving the Resolutions set out under item nos. 1 to 14 as recommended to the Members, for seeking their approval, as per the Notice of 46th AGM, the Chairman informed the Members, present in the Meeting that the Company provided the e-voting facility to the Members of the Company through the Central Depository Services (India) Limited, as per the requirement of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement notified by SEBI vide its circular dated 17th April, 2014.

The Chairman further apprised the Members that the Company had also provided the facility for Physical Voting to the Members, not having access to e-voting facility, to exercise their vote by way of sending Assent/ Dissent Form attached to the Notice of the 46th AGM of the Company. No poll was demanded by the Members present in the meeting for passing aforesaid resolutions.

The Chairman considered the Scrutinizer's Report dated 1st September, 2014, submitted by Shri Pravin Kumar Drolia, FCS, the Practicing Company Secretary, who was appointed as Scrutinizer by the Company for conducting E-Voting process and Physical Voting through Assent/Dissent Form and thereafter, on the basis of the Scrutinizer's Report announced the E-voting Results of the votes casted on the platform of CDSL during the Voting period, which commenced on 28th August, 2014 at 10-00 a.m. IST and ended on 30th August, 2014 at 6-00 p.m. IST, in respect of resolutions proposed for Shareholders' approval as under:-

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Resolution Nos. as per Notice dated 26.05.2014 sent to Members	Number of Members voted electronically	No. of Members voted in favour	Valid Number of votes cast in favour of the resolution	No. of Members voted against	Votes cast against	% of total number of valid votes cast	% of votes cast in respect of total Paid-up Capital of the Company
1	28	28	22922878	Nil	Nil	100%	59.01%
2	28	28	22922878	Nil	Nil	100%	59.01%
3	28	28	22922878	Nil	Nil	100%	59.01%
4	28	28	22922878	Nil	Nil	100%	59.01%
5	28	28	22922878	Nil	Nil	100%	59.01%
6	28	28	22922878	Nil	Nil	100%	59.01%
7	28	28	22922878	Nil	Nil	100%	59.01%
8	28	28	22922878	Nil	Nil	100%	59.01%
9	28	28	22922878	Nil	Nil	100%	59.01%
10	28	28	22922878	Nil	Nil	100%	59.01%
11	28	28	22922878	Nil	Nil	100%	59.01%
12	28	28	22922878	Nil	Nil	100%	59.01%
13	28	28	22922878	Nil	Nil	100%	59.01%
14	28	28	22922878	Nil	Nil	100%	59.01%

The Chairman further declared that neither the Company nor the Scrutinizer received any vote cast by the Members of the Company in Physical mode by Assent/Dissent Form, sent to all the Members of the Company along with Annual Report for 2013-2014.

ORDINARY BUSINESS

Item No. 1 (As an Ordinary Resolution)

Adoption of Annual Accounts, Directors' and Auditors' Report

The Chairman informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in "Favour" or "Against" the Resolution No.1 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and 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."

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**Item No. 2 (As an Ordinary Resolution)****Declaration of Dividend**

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in "Favour" or "Against" the Resolution No.2 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, a Dividend of Rs. 1.50 per share (i.e 75% on equity share of Rs. 2/- each) on 38,844,826 equity shares of Rs. 2/- each for the year ended 31st March, 2014 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 Company as on 19th August, 2014 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 19th August, 2014.

Item No. 3 (As an Ordinary Resolution)**Re-appointment of Shri G L Sultania (DIN 00060931) as Director**

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in "Favour" or "Against" the Resolution No.3 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT Shri G L Sultania (DIN 00060931), who retires by rotation, being eligible, offers himself for re-appointment, be and is hereby re-appointed Director of the Company."

Item No. 4 (As an Ordinary Resolution)**Retirement of Shri R L Gaggar (DIN 00322904)**

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary,

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the votes casts in "Favour" or "Against" the Resolution No.4 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT Shri R.L. Gaggar, (DIN:00322904) Independent Director of the Company who retires by rotation at this Annual General Meeting does not seek for re-appointment, is therefore, not appointed as a Director of the Company and the vacancy so caused be not filled up at present."

Item No.5 (As an Ordinary Resolution)

Appointment of Statutory Auditors

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in "Favour" or "Against" the Resolution No.5 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013, and Rules made thereunder M/s. Lodha & Co., Chartered Accountants having Registration No.301051E, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting at a remuneration as may be fixed by the Board of Directors of the Company and the said re-appointment be placed for ratification by members at the 47th and 48th Annual General Meeting of the Company."

SPECIAL BUSINESS:

Item No.6 (As a Special Resolution)

Re-appointment of Shri Shreekant Somany (DIN 00021423) as the Chairman and Managing Director

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in "Favour" or "Against" the Resolution No.6 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-



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Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT in accordance with the provisions of Sections 196, and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any Statutory notification(s) or re-enactment thereof for the time being in force) consent and/or approval of the Company be and is hereby accorded to the re-appointment of Shri Shreekant Somany ("Shri Somany") (DIN: 00021423) as the Chairman and Managing Director of the Company, for a further period of 3 (Three) years commencing from 1st September, 2014 till 31st August, 2017, who shall not be liable to retire by rotation pursuant to the relevant provisions under the said Act read with Articles of Association of the Company, and to his receiving remuneration by way of salary, commission, perquisites and/or allowances as the Chairman and Managing Director of the Company as recommended by the Nomination and Remuneration Committee and Audit Committee at their respective meetings and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company of the ONE PART and Shri Somany of the OTHER PART and also set out in the Statement pursuant to Section 102 of the Companies Act, 2013, attached to the notice convening the 46th Annual General Meeting of the Company (a draft, whereof is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said re-appointment of Shri Somany as the Chairman and Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Shri Somany, provided, however, that the remuneration payable to Shri Somany, shall not exceed the maximum limits for payment of managerial remuneration specified in Schedule V to the said Act or any amendment thereto as may be made from time to time or the laws or guidelines as may for the time being in force."

"RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay Shri Somany minimum remuneration by way of salary, perquisites and/or allowances subject to the maximum ceiling calculated in accordance with the scale laid down in Section II of Part II of Schedule V to the said Act, as applicable to the Company at the relevant time depending upon the capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Shri Somany, the Chairman and Managing Director of the Company subject to necessary approval(s) as may be required."

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"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

Item No.7 (As a Special Resolution)

Re-appointment of Shri Abhishek Somany (DIN 00021448) and re-designated as the Managing Director

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in "Favour" or "Against" the Resolution No.7 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any Statutory notification(s) or re-enactment thereof for the time being in force) consent and/or approval of the Company be and is hereby accorded to the re-appointment of Shri Abhishek Somany ("Shri Somany") (DIN: 00021448) for a further period of 3 (Three) years, commencing from 1st June, 2015 till 31st May, 2018, and to re-designated him as the Managing Director of the Company, who shall be liable to retire by rotation pursuant to the relevant provisions under the said Act, read with Articles of Association of the Company, and to his receiving remuneration by way of salary, commission, perquisites and/or allowances, as Managing Director of the Company as recommended by the Nomination and Remuneration Committee and Audit Committee at their respective meetings and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company of the ONE PART and Shri Somany of the OTHER PART and also as set out in the Statement pursuant to Section 102 of the Companies Act, 2013, attached to the notice convening the 46th Annual General Meeting of the Company (a draft, whereof is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said re-appointment of Shri Somany as the Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Shri Somany, provided, however, that the remuneration payable to Shri Somany, shall not exceed the maximum limits for payment of managerial remuneration, specified in Schedule V to the said Act, or any amendment thereto as may be made from time to time or the laws or guidelines as may for the time being in force."

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"RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay Shri Somany minimum remuneration by way of salary, perquisites and/or allowances subject to the maximum ceiling calculated in accordance with the scale laid down in Section II, of Part II of Schedule V to the said Act, as applicable to the Company at the relevant time depending upon the capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Shri Somany, the Managing Director of the Company subject to necessary approval(s) as may be required."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary desirable or expedient to give effect to this resolution."

Item No.8 (As an Ordinary Resolution)

Appointment of Shri Siddharath Bindra (DIN 01680498) as an Independent Director

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes cast in "Favour" or "Against" the Resolution No.8 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Shri Siddharath Bindra (DIN: 01680498), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th May, 2014 and who holds office until the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Siddharath Bindra as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company upto 25th May, 2019, not liable to retire by rotation."

Item No.9 (As an Ordinary Resolution)

Appointment of Shri Narayan Anand (DIN 02110727) as Director

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes cast in "Favour" or "Against" the Resolution No.9 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-



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Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of Companies Act, 2013 and the Rules made thereunder, Shri Narayan Anand (DIN: 02110727), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19th February, 2014 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 signifying his intention to propose Shri Narayan Anand as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No.10 (As an Ordinary Resolution)

Appointment of Shri R. K. Daga (DIN 00227746) as an Independent Director

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in "Favour" or "Against" the Resolution No.10 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri R. K. Daga (DIN: 00227746), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director."



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**Item No.11 (As an Ordinary Resolution)****Appointment of Shri Salil Singhal (DIN 00006629) as an Independent Director**

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in "Favour" or "Against" the Resolution No.11 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Salil Singhal (DIN: 00006629), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director."

Item No.12 (As an Ordinary Resolution)**Appointment of Dr. Y K Alagh (DIN 00244686) as an Independent Director**

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in "Favour" or "Against" the Resolution No.12 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	2,29,22,878	100%
Votes cast 'against'	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Y K Alagh (DIN 00244686), who was appointed as a Director liable to

SOMANY CERAMICS LIMITED

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 Corporate Office : F-36, Sector-6, Noida - 201 301, Telefax : +91-120-4827900 to 4827999, 4828000 to 4828099.
 Registered Office : 82/19, Bhakerwara Road, Mundka, New Delhi-110 041, India. Tel : +91-11-28341085.
 Corporate Identity Number (CIN) : L40200DL1968PLC005169





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KUCH NAHIN BIGDEGA

retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director.”

Item No.13 (As an Ordinary Resolution)

Appointment of Shri Ravinder Nath (DIN 00062186) as an Independent Director

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in “Favour” or “Against” the Resolution No.13 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in ‘favour’	2,29,22,878	100%
Votes cast ‘against’	NIL	-
Total votes cast	2,29,22,878	100%

The Chairman thereafter declared the following Resolution as carried unanimously.

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Ravinder Nath (DIN 00062186), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director.”

Item No.14 (As an Ordinary Resolution)

Appointment of Cost Auditors

The Chairman further informed the Members present that as per Report dated 1st September, 2014 of the Scrutinizer, Shri Pravin Kumar Drolia, Practicing Company Secretary, the votes casts in “Favour” or “Against” the Resolution No.14 of the Notice dated 26th May, 2014 of the 46th AGM of the Company, is as summarized below:-

Particulars	No. of valid votes cast	% of valid votes cast
Votes cast in ‘favour’	2,29,22,878	100%
Votes cast ‘against’	NIL	-
Total votes cast	2,29,22,878	100%

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The Chairman thereafter declared the following Resolution as carried unanimously.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any, and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s N. D. Birla & Co., the Cost Auditor (Regn No: 000028), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2015, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any officer(s) authorized by it, be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

For Somany Ceramics Limited


Shree Kant Somany
Chairman / Managing Director

Dated :4th September, 2014

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