



IS:15622:2006



CML/9829610



SOMANY

3rd September, 2016

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

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

Sir,

Sub: Proceedings of the 48th Annual General Meeting of the Company held on 2nd September, 2016


Pursuant to Regulation 30, Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (LODR), we are submitting the summary of the proceedings of the 48th Annual General Meeting of the Company held on 2nd September, 2016.

Please take the above on your record.

Kindly acknowledge receipt.

Thanking you

Yours faithfully
For Somany Ceramics Limited


(Amrish Julka)
DGM(Legal) and Company Secretary

SOMANY CERAMICS LIMITED

Works : Kassar-124 507, Distt. Jhajjar, Bahadurgarh, Haryana, India. Tel : +91-1276-223300, 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 : +91-11-28341085.

Corporate Identity Number (CIN) : L40200DL1968PLC005169



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SUMMARY OF PROCEEDINGS OF THE FORTY EIGHTH (48TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF SOMANY CERAMICS LIMITED HELD ON FRIDAY, THE 2ND SEPTEMBER, 2016 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

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 shareholders of the proxies and letters of authority received by the Company and placed the same on table for inspection by any shareholder.

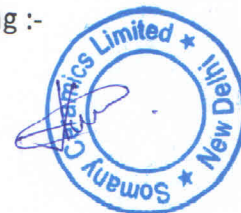
With the permission of Shareholders, the Chairman took the Notice as read. He then requested the Company Secretary to read the Auditors' Report. He further informed the Members that there were no qualification remarks reported by the Statutory Auditors and Secretarial Auditors of the Company in their 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 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, the Company had provided Remote E-Voting facility which commenced on **Tuesday, the 30th August, 2016 from 9.00 a.m. (IST)** and ended on **Thursday, the 1st September, 2016 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. 26th August, 2016, to vote on the resolutions prior to the aforesaid AGM through a platform provided by Central Depository Services (India) Limited.

The Chairman further informed the shareholders 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 Pravin Kumar Drolia, Practicing Company Secretary was appointed as Scrutinizer for scrutinizing the remote e-voting process and physical ballot process at the meeting.

Thereafter, the following items of business as per the Notice of the Annual General Meeting dated 21st May, 2016, were transacted at the meeting :-



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Resolution No.	Resolution	Type of Resolution (Ordinary/Special)
Ordinary Business		
1	To receive, consider and adopt :- a) The Audited Financial Statements of the Company for the financial year ended 31 st March, 2016 together with the Reports of Directors' and Auditors' thereon; b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2016.	Ordinary
2	To declare a dividend on equity shares for the financial year ended 31 st March, 2016	Ordinary
3	To appoint a Director in place of Shri G L Sultania (DIN: 00060931), who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary
4	Ratification of appointment of M/s Lodha & Co. as the Statutory Auditors of the Company and fixing their remuneration for the financial year ended 31 st March, 2017.	Ordinary
Special Business		
5	Appointment of Smt. Anjana Somany (DIN: 00133542), Director of the Company as a Key Managerial Personnel, designated as a Whole-time Director of the Company.	Special
6	Approval for Related Party transactions.	Ordinary

The voting results in accordance with provisions of the SEBI Regulations on the above resolutions shall be communicated to the Stock Exchanges upon receipt of voting results from Scrutinizer within 48 hours from the conclusion of Annual General Meeting. 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 at 11.40 A.M. with a vote of thanks to the Chair.

For Somany Ceramics Limited


(Ambrish Julka)

DGM (Legal) & Company Secretary



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