



IS:15622:2006



CML 9829610



8th August, 2017

The General Manager
Corporate Relationship Department
BSE Limited,
1st Floor, New Trading Ring, Rotunda Building,
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051

Sub: Minutes of the announcement of result of Postal Ballot

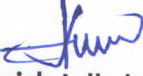
Dear Sir/ Madam,

Please find enclosed the certified true copy of the minutes of the announcement of result of Postal Ballot (including e-voting) declared on 8th August, 2017 in respect of Special Resolution, passed by the members of the Company for approval of Shifting of Registered Office of the Company from National Capital Territory (NCT) of Delhi to the State of West Bengal.

We request to kindly take the above on record as per the requirement of Listing Regulations.

Thanking you,

Yours faithfully,
For Somany Ceramics Limited


(Ambrish Julka)
DGM (Legal) and Company Secretary
M. No. : 4484

Encl: a.a.

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

SOMANY CERAMICS LIMITED

MINUTES OF THE POSTAL BALLOT AND REMOTE E-VOTING IN RESPECT OF SPECIAL RESOLUTION AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 24TH MAY, 2017 PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013, OF SOMANY CERAMICS LIMITED, DECLARED ON TUESDAY, THE 8TH DAY OF AUGUST, 2017 AT 4.00 P.M. AT 2, RED CROSS PLACE, KOLKATA- 700 001 AND DEEMED TO BE PASSED ON MONDAY, THE 7TH DAY OF AUGUST, 2017, THE LAST DATE OF RECEIPT OF POSTAL BALLOT FORMS AND REMOTE E-VOTING.

Pursuant to Sections 110 and 108 of the Companies Act, 2013, read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Board of Directors of the Company at its meeting held on 24th May, 2017 had accorded its approval to conduct a Postal Ballot to seek approval of the members of the Company for the Special Resolution to be passed through Postal Ballot as specified in the Postal Ballot Notice dated 24th May, 2017.

The Board at its meeting held on 24th May, 2017 appointed Mr. Pravin Kumar Drolia, Practicing Company Secretary, (FCS: 2366; CP: 1362) Proprietor of M/s. Drolia & Co., Company Secretaries, Kolkata as the Scrutinizer for scrutinizing the voting process for the Postal Ballot in a fair and transparent manner. The Board fixed 30th June, 2017 as the cut-off date for ascertaining the name of the Shareholders to whom the notice of Postal Ballot would be sent physically through registered post and electronically.

The Postal Ballot Notice dated 24th May, 2017, issued pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended, for passing of a Special Resolution by Postal Ballot, was dispatched with Postal Ballot Forms and the self-addressed postage pre-paid envelopes through Registered Post and electronically to the Members of the Company on 8th July, 2017. Members were requested to return the duly completed Postal Ballot Forms in the attached self-addressed postage pre-paid envelopes, so as to reach the Scrutinizer on or before 5.00 p.m. on Monday, the 7th August, 2017.

In compliance with the requirements of Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided Remote E-Voting facility to vote on the Special Resolution deemed to be passed by Postal Ballot on 7th August, 2017, the last date of receipt of Postal Ballot Forms, in terms Secretarial Standard on General Meetings (SS-2) and remote e-voting which commenced on **Sunday, the 9th July, 2017 from 9.00 a.m. (IST)** and ended on **Monday, the 7th August, 2017 at 5.00 p.m. (IST)** was also provided to the Members of the Company whose names appeared in the Register of Members as on the cut-off date i.e. 30th June, 2017, to vote on the resolutions through a platform provided by Central Depository Services (India) Limited (CDSL).

An advertisement pursuant to Rule 22 of the Companies (Management and Administration) Amendment Rules, 2015, about completion of dispatch of Postal Ballot Notice/Form, last date of receipt of reply of the Members and containing other required information was published in



Financial Express, New Delhi (English Edition) and Janasatta, New Delhi (Hindi Edition) on 10th July, 2017.

On the basis of the Report dated 8th August, 2017, submitted by the Scrutinizer, Mr. G.L. Sultania (DIN: 00060931), Director of the Company and duly authorized by the Chairman, declared the result on Postal Ballot and remote e-voting on Tuesday, the 8th August, 2017 at 4.00 p.m. at 2, Red Cross Place, Kolkata-700 001, brief details of which are provided hereunder:

RESULT OF VOTING

Item No. 1: (As a Special Resolution)

Shifting of Registered Office of the Company from National Capital Territory (NCT) of Delhi to the State of West Bengal

| Category | Mode of Voting | No. of shares held | No of Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|------------------------------|----------------|--------------------|--------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | $(3)=(2)/(1)*100$ | (4) | (5) | $(6)=(4)/(2)*100$ | $(7)=(5)/(2)*100$ |
| Promoters and Promoter Group | E-voting | 21839360 | 21839360 | 100.00 | 21839360 | - | 100.00 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 21839360 | 100.00 | 21839360 | - | 100.00 | - |
| Public-Institutions | E-voting | 10570142 | 9006806 | 85.21 | 8987955 | 18851 | 99.79 | 0.21 |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 9006806 | 85.21 | 8987955 | 18851 | 99.79 | 0.21 |
| Public-Non Institutions | E-voting | 9969924 | 68296 | 0.69 | 68282 | 14 | 99.98 | 0.02 |
| | Postal Ballot | | 963 | 0.01 | 963 | - | 100.00 | - |
| | Total | | 69259 | 0.69 | 69245 | 14 | 99.98 | 0.02 |
| Total | | 42379426 | 30915425 | 72.95 | 30896560 | 18865 | 99.94 | 0.06 |

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 1 of the Notice of the Postal Ballot dated 24th May, 2017, may be considered as passed by the members of the Company with requisite majority which was announced by the Mr. G. L. Sultania, Director of the Company on 8th August, 2017.

Accordingly, the Resolution as reproduced hereunder has been passed as a Special Resolution with requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 12, 13(4) and Section 110 and other applicable provisions of the Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Regional Director / Central Government and such other



approvals, permissions and sanction, as may be necessary, the Registered office of the Company, be shifted from NCT of Delhi to the State of West Bengal.

RESOLVED FURTHER THAT the existing Clause 2 of the Memorandum of Association of the Company be altered, substituted and replaced as follows:

2. The Registered Office of the Company will be situated in the State of West Bengal.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matter connected therewith or incidental thereto, the Board of Directors of the Company (hereinafter referred to as the "Board") or any officer so authorised by the Board, be and is hereby authorised to take all such steps, deeds and things as may be necessary and proper in this matter and also may make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval as may be considered necessary."

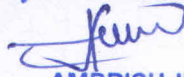
Sd/-
DIRECTOR

Place: Kolkata

Dated: 8th August, 2017

Certified to be true Copy

For Somany Ceramics Limited



AMBRISH JULKA
DGM (Legal) and Company Secretary