



IS:15622:2006
CML 9829610



SOMANY

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: Submission of Voting Results on the Resolutions as set out in the Postal Ballot Notice dated 24.05.2017 of the Company and passed on 7th August, 2017

Dear Sir/ Madam,

In compliance with requirements under Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the consolidated Voting Results (agenda-wise), in the prescribed format, voting by means of Postal Ballot Paper and remote e-voting on the Resolutions as stated and detailed in Postal Ballot Notice dated 24th May, 2017.

Mr. G.L. Sultania, Director of the Company duly authorized by the Chairman of the Company, declared the result of Postal Ballot today, i.e., Tuesday, the 8th August, 2017 at 4.00 p.m. at 2, Red Cross Place, Kolkata- 700 001 on the basis of the Scrutinizer's Report dated 8th August, 2017 and Members of the Company passed the following Special Resolution with requisite majority on 7th August, 2017 i.e. the last date of receipt of postal ballot forms and e-voting.

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

This is for your information and record.

Thanking you,

Yours faithfully,
For **Somany Ceramics Limited**

(Amrish Julka)
DGM (Legal) and Company Secretary

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

Details of Voting Results, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolutions as set out in the Postal Ballot Notice dated 24th May, 2017 and passed by the Members of the Company by means of Postal Ballot including remote e-voting on 7th August, 2017 duly declared by Mr. G. L. Sultania, Director of the Company duly authorised by the Chairman of the Company on 8th August, 2017 at 4.00 P.M. at 2, Red Cross Place, Kolkata- 700 001.

Date of declaration of Postal Ballot Result by the Chairman	8th August, 2017
Total number of shareholders on record date i.e. 30th June, 2017	8,624
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NOT APPLICABLE

Agenda No. 1

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

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
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	2,18,39,360	2,18,39,360	100.00	2,18,39,360	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		2,18,39,360	100.00	2,18,39,360	-	100.00	-
Public-Institutions	E-voting	1,05,70,142	90,06,806	85.21	89,87,955	18,851	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		90,06,806	85.21	89,87,955	18,851	-	-
Public-Non Institutions	E-voting	99,69,924	68,296	0.69	68,282	14	99.98	0.02
	Postal Ballot		963	0.01	963	-	100.00	-
	Total		69,259	0.69	69,245	14	99.98	0.02
Total		4,23,79,426	3,09,15,425	72.95	3,08,96,560	18,865	99.94	0.06

For Somany Ceramics Limited



AMBRISH JULKA

DGM (Legal) and Company Secretary



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SOMANY

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: Submission of Results along with the Consolidated Scrutinizer's Report on Voting on the Resolution as set out in the Postal Ballot Notice dated 24th May, 2017 of the Company

(COMPANY ISIN: INE 355A01028)

Dear Sirs,

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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations), please find enclosed herewith the Results of voting declared by Mr. G. L. Sultania, Director of the Company duly authorized by the Chairman of the Company along with Scrutinizer's Report of Mr. Pravin Kumar Drolia, Practicing Company Secretary, (FCS: 2366, CP:1362) Proprietor of M/s. Drolia & Company, Kolkata, appointed as the Scrutinizer for scrutinizing the voting process including both Physical Ballot Forms and remote e-voting, in a fair and transparent manner with respect to Resolution as set out in the Postal Ballot Notice of the Company dated 24th May, 2017 and which were passed with requisite majority on 7th August, 2017, in accordance with the terms of Secretarial Standard on General Meetings (SS-2).

This is for your information and record.

Thanking You,

Yours' Faithfully,
For **SOMANY CERAMICS LIMITED**

(Ambrish Julka)
DGM (Legal) & Company Secretary
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



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DECLARATION OF RESULTS OF THE POSTAL BALLOT AND REMOTE E-VOTING IN RESPECT OF SPECIAL RESOLUTION 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, ON TUESDAY, THE 8TH DAY OF AUGUST, 2017 AT 4.00 P.M. AT 2, RED CROSS PLACE, KOLKATA- 700 001.

To,
The Members of the Company,

I, Girdhari Lal Sultania (DIN: 00060931), Director of the Company, duly authorized by the Chairman of the Company, on the basis of the Consolidated Scrutinizer's Report dated 8th August, 2017, duly submitted by the Scrutinizer, Mr. Pravin Kumar Drolia, Practicing Company Secretary, (FCS: 2366, CP: 1362) Proprietor of M/s. Drolia & Company, Kolkata, do hereby announce the Voting Results on the votes casted by the Members of the Company, whose names appeared on the Register of Members/ Record of Depositories as on the **cut-off date i.e. on Friday, 30th June, 2017, both by means of Postal Ballot Forms and remote e-voting**, in respect of the Special Resolution as set out under item no. 1 of the Postal Ballot Notice dated 24th May, 2017 as mentioned below and the details of Resolution passed and voting thereof is provided hereunder:-

Resolution Number	Type of Resolution	Particulars
1.	Special Resolution	Shifting of Registered Office of the Company from National Capital Territory (NCT) of Delhi to the State of West Bengal.

Resolution Nos.	Number of Members valid votes	Number of Valid Votes cast	No. of Members voted in favour	Valid Number of votes cast in favour of the resolution	% in valid votes in favour	No. of Members voted against	Valid Number of Votes cast against	% of valid votes against	% of votes cast in favour in respect of total Paid-up Capital of the Company	Carried/ Carried Unanimously
1	125	30915425	122	30896560	99.94	3	18865	0.06	72.90	Carried

I declare that the Resolution contained in the Postal Ballot Notice of the Company dated 24th May, 2017 is duly passed with requisite majority on 7th August, 2017, in accordance with the terms of Secretarial Standard on General Meetings (SS-2).

Place: Kolkata
Date: 8th August, 2017

For SOMANY CERAMICS LIMITED

(Girdhari Lal Sultania)

Director
DIN: 00060931

SOMANY CERAMICS LIMITED

2, Red Cross Place, Kolkata - 700 001 (India), Tel : +91-33-2248 7406/07, Fax : +91-33-2248 7045
Registered Office : 82/19, Bhakerwara Road, Mundka, New Delhi-110 041 (India) Tel : +91-11-28345049/4282
Corporate Office : F-36, Sector-6, Noida - 201301 (U.P.) Tel : +91-120-4627900-999, 4628000-099
Corporate Identity Number (CIN) : L40200DL1968PLC005169

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 9831196869; Email: droliapravin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Sections 110 & 108 of the Companies Act, 2013 read with Rules 22 & 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
SOMANY CERAMICS LIMITED
CIN: L40200DL1968PLC005169
2 Red Cross Place,
Kolkata-700 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper on the Resolution set out in the Postal Ballot Notice dated 24th May, 2017 of M/s. Somany Ceramics Limited.

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **M/s. Somany Ceramics Limited** ("the Company") in their meeting held on 24th May, 2017, in terms of the provisions of Sections 110 and 108 of the Companies Act, 2013 ("Act") read with Rules 22 and 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Forms in a fair and transparent manner in respect of the following resolutions set out in the Postal Ballot Notice of the Company dated 24th May, 2017.

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and rules relating to the Postal Ballot Process on the resolution set out in Postal Ballot Notice dated 24th May 2017. My responsibility, as a scrutinizer for Postal Ballots and e- voting process is restricted to the extent of ascertaining requisite vote casts i.e "in Favour" or "Against" the resolution mentioned in the Postal Ballot Notice dated 24th May, 2017.

Resolution Number	Type of Resolution	Particulars
1.	Special Resolution	Shifting of Registered Office of the Company from National Capital Territory (NCT) of Delhi to the State of West Bengal.

1. I submit my report as under:

1.1 The Company had completed the dispatch of notice dated 24th May, 2017 along with Postal Ballot Forms and self-addressed pre-paid stamped envelopes through registered post and electronically on 8th July, 2017, to those Members whose names were appeared on the Register of Members/List of beneficiaries on 30th June, 2017 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the numbers



of vote cast in respect of the aforesaid resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.

- 1.2 In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has also provided e-voting facility to all its Members to enable them to cast their votes electronically. Central Depository Services (India) Limited (CDSL) provided the e-voting services. The e-voting period was commenced on Sunday, 9th July, 2017 from 9:00 A.M. (IST) and concluded on Monday, 7th August, 2017 at 5:00 P.M. (IST). The vote cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 1.3 At the meeting of the Board of M/s. Somany Ceramics Limited held on 24th May, 2017, Mr. Ambrish Julka, Company Secretary of the Company, was made responsible for the entire postal ballot process conducted and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process.
- 1.4 An Advertisement was published in "Financial Express, New Delhi" (English Edition) and "Janasatta, New Delhi" (Hindi Edition) on 10th July, 2017, pursuant to Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended, informing the Members about completion of dispatch of Postal Ballot Notice both by registered post and electronically, wherever applicable along with other information as specified in the Rules.
- 1.5 I have received the Postal Ballot Forms from the Members during the period starting from Sunday, 9th July, 2017 till Monday, 7th August, 2017. All the Postal Ballot forms together with all votes cast by e-voting through CDSL received up to 5.00 P.M. Monday, 7th August, 2017, being the last date fixed by the Company for receipt of the ballot forms/e-voting were considered for my scrutiny. Particulars of all the Postal Ballot Forms received from the shareholders and the votes cast by electronically and through Physical Postal Ballot Forms by the Members have been entered in a register separately maintained for the purpose in electronic mode.
- 1.6 The sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company. The Company had not issued any duplicate Postal Ballot Form
- 1.7 No Envelopes containing Postal Ballot Forms received after working hours (17:00 hours) on 7th August, 2017.
- 1.8 Scrutiny of Physical Postal Ballots Forms was commenced at 11.00 A. M. on 8th August, 2017 in presence of my authorized representative and continued till 11.45 A.M. on same day. The details of votes exercised through postal ballots were duly scrutinized and specimen signatures of the Members on these have been verified with the specimen signature records maintained by the RTA M/s. Maheshwari Datamatics Pvt. Ltd.
- 1.9 Envelopes containing Postal Ballot Forms which were returned undelivered were not opened and not considered for scrutiny. I have not found any Defaced/Mutilated Postal Ballot Form.
- 1.10 The e-voting facility provided by CDSL was unblocked at 7.12 P.M. on 7th August, 2017 by me as a scrutinizer in the presence of two witnesses, Mr. Subhajit Dutta, Dhararapara, Chandannagar, Hooghly-712136 and Mrs. Sangita Drolia, Block D, 13, Selimpur Road, Kolkata – 700 031, who were not in the employment of the Company as prescribed in sub rule 4(xii) of rule 20 of the said rules



On scrutiny, I report that out of 8624 shareholders holding 42,379,426 shares as on cut off dated 30th June, 2017, 120 shareholders holding 30,914,462 shares have exercised their vote through e-voting and 6 shareholders holding 1963 shares have exercised their votes through Postal ballot Forms. The details of consolidated Polling results for the items placed for consideration by the members as attached in **Annexure – “A”**

RESULTS :

As the number of votes casted (both electronically and physically) in favour of the Resolution No. 1 as mentioned in notice is 99.94%, Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014, as amended, as set out in the Notice of Postal Ballot dated 24th May, 2017 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the last date of for receipt of duly completed postal ballots forms and e-voting i.e. Monday, the 7th August, 2017

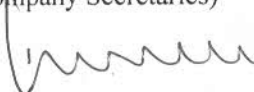
I further report that as per the Postal Ballot Notice dated 24th May, 2017 and the Board Resolution of the same date, the Chairman or any other person as authorized by the Board in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on 8th August, 2017 at 4.00 P.M.

In determining the validity or otherwise of the Postal Ballot forms received, I have adopted the following criteria:

- a) Where the date and place has been left blank, the signed ballot has been treated as valid.
- b) Where the number of shares has been left blank, I have accounted for the total holding for the purpose of either assent or dissent to the relevant resolution as indicate by the member.
- c) In respect of certain ballot forms and e-voting, the members have exercised their voting rights by partially voting for assent/dissent. In such cases the votes have been considered on the basis of votes cast and such ballot papers and e-voting have been included in valid postal ballot form and e-vote with both assent and dissent to the resolution respectively.
- d) Members who have exercised the votes in physical as well as in electronic modes, the vote by electronic only has been considered and voting by postal ballot was treated as in valid.

Thanking You,
Yours faithfully,

FOR DROLIA & COMPANY
(Company Secretaries)


(Pravin Kumar Drolia)
Proprietor

F.C.S No.2366,
Certificate of Practice No.1362



Place: Kolkata
Date: 8th August, 2017

Consolidated Scrutinizer(s) Report of Voting on the Resolution as set out in the Postal Ballot Notice dated 24th May, 2017 of SOMANY CERAMICS LIMITED, deemed to be passed on the last date of receipt of Postal Ballot Forms, i.e., 7th August, 2017

Resolution No. 1 - Special Resolution

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

Total No. of Shareholders	8,624		
Total No. of Shares	42,379,426		
Receipt of Postal Ballot Forms	From 9th July, 2017 to 7th August, 2017		
		Number of Folio	Number of Shares
Total Votes cast through e-Voting	A	120	30914462
Total Votes cast through Postal Ballot Forms Received	B	6	1963
Grand Total of e-voting/Postal Ballot Form (A+B)	C	126	30916425
Less: Invalid e-voting/Postal Ballot Forms	D	1	1000
Net e-voting /Postal Ballot Forms (C-D)	E	125	30915425

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	21,839,360	21,839,360	100.00	21,839,360	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		21,839,360	100.00	21,839,360	-	100.00	-
Public-Institutions	E-voting	10,570,142	9,006,806	85.21	8,987,955	18,851	99.79	0.21
	Postal Ballot		-	-	-	-	-	-
	Total		9,006,806	85.21	8,987,955	18,851	99.79	0.21
Public-Non Institutions	E-voting	9,969,924	68,296	0.69	68,282	14	99.98	0.02
	Postal Ballot		963	0.01	963	-	100.00	-
	Total		69,259	0.69	69,245	14	99.98	0.02
Total		42,379,426	30,915,425	72.95	30,896,560	18,865	99.94	0.06

Note :

- Invalid Postal Ballot was not taken into account for counting of votes.
- Votes cast in favour and against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

We the undersigned witness that the votes were unlocked from the evoting website of CDSL(<http://www.evotingindia.com>) in our presence at 7.12 P.M. on the 7th August, 2017.

Subhajit Dutta
 (i) Mr. Subhajit Dutta
 Dharapara, Chandannagar
 Hooghly - 712 136

Sangita Drolia
 (ii) Mrs. Sangita Drolia
 Block D, 13, Selimpur Road
 Kolkata - 700031

FOR DROLIA & COMPANY
 (Company Secretaries)

Pravin Kumar Drolia
 (Pravin Kumar Drolia)
 Proprietor

F.C.S No.2366, Certificate of Practice No.1362



Place: Kolkata
 Date: 8th August, 2017

Pravin Kumar Drolia