

30<sup>th</sup> August, 2018

**The Corporate Relationship Department  
BSE Limited  
PhirozeJeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai – 400 001**

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

Dear Sir/Madam,

**Sub: Proceedings of the 50<sup>th</sup> Annual General Meeting of the Company held on  
30<sup>th</sup> August, 2018.**

Pursuant to Regulation 30 Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (LODR), we are submitting the summary of the proceedings of the 50<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> August, 2018, at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020 at 11:00 a.m.

This is for your kind information.

Thanking you,

Yours faithfully,  
For Somany Ceramics Limited



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



## SOMANY CERAMICS LIMITED

Registered Office : 2, Red Cross Place, Kolkata - 700 001 (India), Tel : +91-33-2248 7406/5913  
Corporate Office : F-36, Sector-6, Noida - 201301 (U.P.) Tel : +91-120-4627900-999, 4628000-099  
Corporate Identity Number (CIN) : L40200WB1968PLC224116

**SUMMARY OF PROCEEDINGS OF THE FIFTIETH (50<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF SOMANY CERAMICS LIMITED HELD ON THURSDAY, THE 30<sup>TH</sup> AUGUST, 2018 AT SRIPATI SINGHANIA HALL, ROTARY SADAN, 94/2, CHOWRINGHEE ROAD, KOLKATA- 700 020 AT 11:00 A.M.**

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 Members of the proxies and letters of authority received by the Company and placed the same on table for inspection by Member(s).

With the permission of Members, 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, the Company had provided 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, which commenced on **Monday, the 27<sup>nd</sup> August, 2018** from **9:00 a.m. (IST)** and ended on **Wednesday, the 29<sup>th</sup> August, 2018** 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. 23<sup>rd</sup> August, 2018, 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 Members, 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 Pradeep Pincha, Partner of M/s Pinchaa & Company, Company Secretaries, Jaipur, who was appointed as Scrutinizer for scrutinizing the remote e-voting process by the Board of Directors shall also act as Scrutinizer for voting at the meeting through Physical Ballot Paper.



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Thereafter, the following items of business as per the Notice of the Annual General Meeting dated 24<sup>th</sup> May, 2018, were transacted at the meeting: -

Resolution No.	Resolution	Type of Resolution (Ordinary/Special)
<b>Ordinary Business</b>		
1	To receive, consider and adopt: - The Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors' and Auditors' thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, together with report of Auditors thereon.	Ordinary
2	To declare a dividend on equity shares for the financial year ended 31 <sup>st</sup> March, 2018.	Ordinary
3	To appoint a Director in place of Smt. Anjana Somany (DIN-00133542), who retires by rotation and being eligible, has offered herself for re-appointment.	Ordinary
4	Ratification of appointment of M/s Singhi & Co., Chartered Accountants, Statutory Auditors of the Company for their remaining term.	Ordinary
<b>Special Business</b>		
5	Re-appointment of Smt. Anjana Somany (DIN: 00133542) as Key Managerial Personnel, designated as Whole-time Director for a further period of 3 years, with effect from 21 <sup>st</sup> May, 2019.	Special
6	Remuneration by way of Commission to Non-Executive Directors.	Special
7	Appointment of Shri Ghanshyambhai Girdharlal Trivedi (DIN: 00021470), as a Director.	Ordinary
8	Appointment of Shri Rameshwar Singh Thakur (DIN: 00020126), as an Independent Director.	Ordinary

The Members were also informed that the results on the resolutions deemed to be passed on the date of the AGM, i.e. 30<sup>th</sup> August, 2018 and shall be declared by Shri Ambrish Julka, DGM (Legal) & Company Secretary of the Company on same day i.e., Thursday, the 30<sup>th</sup> August, 2018 at Registered Office of the Company at 2, Red Cross Place, Kolkata – 700 001 at 4-00 P.M., on the basis of the Consolidated Scrutinizer's Report on remote e-voting and voting through Ballot Papers. The voting results in accordance with provisions of the SEBI Regulations on the above resolutions shall be

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communicated to the Stock Exchanges within the prescribed time limits. 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 with a vote of thanks to the Chair.

This is for your information and record.

For Somany Ceramics Limited



(Ambrish Julka)  
DGM (Legal) & Company Secretary  
M. No. : F4484

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