

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

The General Manager,  
Corporate Relationship Dept.,  
BSE Limited,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers, Dalal Street, Fort,  
Mumbai-400 001

The Secretary,  
National Stock Exchange of India Ltd.,  
Exchange plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai-400 051

**Sub: Notice of the 50<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the notice of 50<sup>th</sup> Annual General Meeting of the Company to be 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.

Thanking you,

Yours faithfully,  
For Somany Ceramics Limited



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

Encl: As above



## NOTICE OF THE 50<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 50<sup>th</sup> Annual General Meeting of the Members of Somany Ceramics Limited will be held at Sripati Singhanian Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020 on Thursday, the 30<sup>th</sup> August, 2018 at 11-00 A.M. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt: -  
the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> 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 31<sup>st</sup> March, 2018 together with report of Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Smt. Anjana Somany (DIN: 00133542), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.
4. Ratification of appointment of Statutory Auditors of the Company for their remaining term.

**"RESOLVED THAT** pursuant to approval of Members in the Annual General Meeting (AGM) held on 25<sup>th</sup> August, 2017 for appointment of M/s. Singhi & Co., Chartered Accountants (Firms Registration No.: 302049E), as the Statutory Auditors of the Company to hold office for a term of 5 (Five) consecutive years i.e. from conclusion of 49<sup>th</sup> AGM till the conclusion of 54<sup>th</sup> AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the members at every AGM till 54<sup>th</sup> AGM, consent of the Members of the Company be and is hereby accorded to continue the appointment of M/s. Singhi & Co., Chartered Accountants (Firms Registration No.: 302049E), as Statutory Auditors of the Company for the remaining term without any further ratification by the Members at the AGM's of the Company, in terms of amendments under the provisions of the Companies Act, 2013, in this regard vide notification dated 7<sup>th</sup> May 2018, of Ministry of Corporate Affairs on such remuneration as may be determined by the Board of Directors of the Company from time to time."

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:  
**Re-appointment of Smt. Anjana Somany, 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.**

**"RESOLVED THAT** in pursuant to the provisions of Sections 196, 197, 198 & 203 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(s) thereof for the time being in force), consent and/or approval of the Members of the Company be and is hereby accorded for re-appointment of Smt. Anjana Somany ("Smt. Somany") (DIN: 00133542) Director of the Company, as Key Managerial Personnel and designate her as Whole Time Director of the Company, for a further period of 3 (Three) consecutive years commencing from 21<sup>st</sup> May, 2019 till 20<sup>th</sup> May, 2022, 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, on the terms and conditions mentioned in draft agreement and to her receiving remuneration by way of salary, perquisites and/or allowances as the Whole-time Director of the Company as recommended by Nomination and Remuneration Committee in terms of Section 178 of Companies Act, 2013 read with Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015."

**"RESOLVED FURTHER THAT** Smt. Somany, if re-appointed as a director immediately on retirement by rotation, shall continue to hold her office of Whole Time Director and such re-appointment as such director shall not constitute a break in her appointment as Whole Time Director".

**"RESOLVED FURTHER THAT** where in any financial year, during her term of office, the Company makes no profits or its profits are inadequate, the Company may pay Smt. 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 effective capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Smt. Somany, Whole-time 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 all such acts, deeds, matters and things as may be considered necessary, proper and expedient in order to give effect to the above Resolution."

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

#### **Remuneration by way of Commission to Non-Executive Directors:**

**"RESOLVED THAT** pursuant to Section 197, 198, and all other applicable provisions of the Companies Act, 2013, (the Act), provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the payment of commission to its Directors (other than the Managing Director and Whole-time Director of the Company) not exceeding in the aggregate, 1% (one per cent) per annum of the net profit of the Company, calculated in accordance with the provisions of Section 198 of the Act, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine such amounts, proportions, periodicity and the manner of payment of the amount to be payable to said Directors as commission, from time to time, within overall limit of 1% of the net profits of the Company for each financial year commencing from 1<sup>st</sup> April 2018 up to 31<sup>st</sup> March, 2023."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient in order to give effect to the above Resolution."

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**Appointment of Shri Ghanshyambhai Girdharlal Trivedi (DIN: 00021470), as a Director**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Ghanshyambhai Girdharlal Trivedi (DIN: 00021470) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 1<sup>st</sup> September, 2017 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 Ghanshyambhai Girdharlal Trivedi for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

8. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**Appointment of Shri Rameshwar Singh Thakur (DIN: 00020126) as an Independent Director**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other

applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV of the Act, Articles of Associations of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Shri Rameshwar Singh Thakur (DIN: 00020126), who has been appointed as an Additional Director (Category as an Independent) by the Board of Directors of Company with effect from 24<sup>th</sup> May, 2018 and in respect of whom the Company has received a Notice in writing from a Member pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Shri Rameshwar Singh Thakur for the office of Director, be and is hereby appointed as Director of the Company."

**"RESOLVED FURTHER THAT** in compliance of provisions of section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Rameshwar Singh Thakur (DIN: 00020126), who has submitted a declaration that he meets the criteria for independence as per the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, shall be treated as Independent Director of the Company on following terms and conditions:

- Shri Rameshwar Singh Thakur shall hold office as an Independent Director for a term of five consecutive years on the Board of the Company upto 23<sup>rd</sup> May, 2023 commencing from 24<sup>th</sup> May, 2018 and shall be eligible for reappointment subject to provisions of the Act.
- He shall not be liable to retire by rotation."

By Order of the Board  
For Somany Ceramics Limited

Place: New Delhi

Dated: 24<sup>th</sup> May, 2018

**Ambrish Julka**

Deputy General Manager (Legal) & Company Secretary

## NOTES:

1. Statement in respect of Special Business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
2. **A Member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a Ballot Paper/poll, if any, instead of himself. A Proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the meeting.**
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
4. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder of the Company.
5. The Company in its 49<sup>th</sup> Annual General Meeting (AGM) held on 25<sup>th</sup> August, 2017 appointed M/s. Singhi & Co., Chartered Accountants (Firms Registration No.: 302049E), as the Statutory Auditors of the Company for a term of 5 (Five) Consecutive years i.e. from the conclusion of 49<sup>th</sup> AGM till the conclusion of 54<sup>th</sup> AGM of the Company, subject to ratification of their appointment by the Members

at every subsequent AGM till the 54<sup>th</sup> Annual General Meeting of the Company.

However, Companies (Amendment) Act, 2017 notified on 7<sup>th</sup> May, 2018 omitted the first proviso to Sub-Section 1 of Section 139 of the Companies Act, 2013 which provided for ratification of appointment of Statutory Auditors of the Company in each subsequent Annual General Meeting. However, the resolution passed on 25<sup>th</sup> August, 2017 contains such requirement, therefore in view of the terms of appointment of the Statutory Auditor of the Company and the subsequent change in the Companies Act, 2013, the Board of Directors of the Company as an abundant caution hereby propose ratification of the appointment of the Statutory Auditor of the Company for their remaining term of 4 consecutive years from the date of this AGM i.e. from the year 2018-19 to 2021-2022 without any further ratification by the Members in terms of the provisions of the Companies Act, 2013.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from 17<sup>th</sup> August, 2018 to 30<sup>th</sup> August, 2018 (both days inclusive).
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at this meeting.
8. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
9. Members/Proxy holders are requested to bring their copies of Annual Report along with them at the meeting.

10. Members are requested to write to the Company, their query(ies), if any, on the Financial Statements and operations of the Company atleast 10 days before the meeting to keep the information ready at the meeting.
11. Members holding shares in physical form are requested to notify changes, if any, in their address and the Bank Account particulars to the Company's Registrar & Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5<sup>th</sup> floor, Kolkata, West Bengal – 700 001. Telephone No. 033-22435809/5029, Fax No. 033-22484787, E-mail: mdpldc@yahoo.com
12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of saving bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends and other entitlements instantly.
13. Members having multiple folios in the same order of name(s) may inform the Company for consolidation into one folio.
14. Furnishing a copy of PAN Card has been made mandatory by SEBI in all the cases of transfer of shares in physical form.
15. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form SH.13 to the Registrar & Transfer Agent of the Company for nomination and Form SH.14 for cancellation/ variation as the case may be. Shareholders holding shares in demat form are also advised to avail nomination facility by submitting the prescribed form to their respective Depository Participants (DPs).
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting of the Company.
17. The Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting of the Company.
18. Dividend on equity shares as recommended by the Board of Directors, if declared at the meeting will be paid within 30 days from the date of declaration, to those Members whose name appears on the Register of Members of the Company as on 17<sup>th</sup> August, 2018 and in respect of shares held in the dematerialized form, to those beneficial owners whose particulars will be furnished by the Depositories for this purpose as on close of business hours of 16<sup>th</sup> August, 2018.
19. (a) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 the unpaid/unclaimed dividends upto the year 2009-2010 has been transferred to Investor Education and Protection Fund ("IEPF") and dividends for the Financial Year ended 31<sup>st</sup> March, 2011 which remain unpaid or unclaimed will also be transferred to the IEPF constituted by the Central Government, on or after 11<sup>th</sup> September, 2018. The Company has also uploaded full details of such shareholders, whose dividend for seven consecutive years remained unclaimed, on its website www.somanyceramics.com. Members, who have not encashed their dividend warrant(s) for the financial year ended 31<sup>st</sup> March, 2011 or any subsequent financial year(s) are urged to claim such amount from the Company immediately. Shareholders whose amount has been transferred to IEPF as above may claim refund from IEPF in accordance with the provisions under the Companies Act, 2013 and rules made thereunder.
- (b) Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed dividend amounts lying with the Company as on 25<sup>th</sup> August, 2017 (the date of last Annual General Meeting) on the website of the Company www.somanyceramics.com
- (c) Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been encashed/claimed by the Shareholders for seven consecutive years, the Company is required to transfer such Equity Shares of the Members to the Demat Account of the IEPF. Accordingly, the Company has transferred 88625 Equity Shares of ₹ 2/- each to IEPF whose dividend has not been encashed for consecutive 7 years from 2008-09 and 17464 Equity Shares of ₹ 2/- each for the year 2009-10, details of which are also available on website of the Company. Similarly, the Company will transfer such shares to the Demat Account of IEPF Authority on which dividend for 2010-11 has not been encashed for consecutive 7 years, as per the guidelines issued by the concerned authority/(ies) from time to time.
20. Brief resume along with other particulars, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors, seeking appointment/re-appointment, are given under the Corporate Governance section of the Annual Report.
21. The Company is providing facility for voting by electronic means (remote e-voting) and the business as set out in the Notice of the 50<sup>th</sup> Annual General Meeting (AGM) of the Company may be transacted through such e-voting. The facility for voting through Ballot Paper will also be made available at the AGM and the Members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot Paper/poll. Members who have cast their votes by remote e-voting prior to the AGM, may also attend the AGM, but shall not be entitled to cast their votes again. The instruction for e-voting are annexed to the Notice of the 50<sup>th</sup> AGM of the Company.
22. The Notice of the 50<sup>th</sup> Annual General Meeting and instruction for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all Members whose email addresses are registered with the Company/ Depository Participant(s) unless a Member has requested for a physical copy of the same. Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent to them by permitted mode.
23. The Financial Statements of the subsidiaries of the Company are not attached to the 50<sup>th</sup> Annual Report of the Company. However, these documents will be made available upon receipt of request from any Member of the Company and shall be available at the Registered Office of the Company as well as its Subsidiary Companies for inspection by the Members in terms of the provisions under the Companies Act, 2013.
24. Route map of the venue of the Annual General Meeting is attached herewith.
25. To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with RTA i.e., M/s. Maheshwari Datamatics Pvt. Ltd., or their respective Depositories, as the case may be.

By Order of the Board  
For Somany Ceramics Limited

Place: New Delhi  
Dated: 24<sup>th</sup> May, 2018

**Ambrish Julka**  
Deputy General Manager (Legal) & Company Secretary



# STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

## Item No. 5

The Board of Directors in their meeting held on 24<sup>th</sup> May, 2018 re-appointed Smt. Anjana Somany as a Key Managerial Personnel, designated as a Whole-time Director of the Company, pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013, if any, read with Schedule V to the said Act and upon recommendation of the Nomination and Remuneration Committee of the Company for a further period of three consecutive years commencing from 21<sup>st</sup> May, 2019 to 20<sup>th</sup> May, 2022, liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

A brief profile of Smt. Anjana Somany is given herein for the information of the shareholders.

Smt. Anjana Somany, aged about 65 years is a holder of Bachelor of Arts degree from Calcutta University, and has done her training Diploma in Ceramic Creation and Porcelaine Painting from Switzerland, a year long Diploma in Textile Designing from New Delhi Polytechnic and a full year Diploma in Art History from London University. She brings forth her strengths, learning and commitment through 32 years in the field of building entrepreneurship among various groups of people and has also worked for the empowerment of women in business. She has also been a trainer for Entrepreneurship Development Programs at grass roots levels across India. She has a rich working experience in the field of designing and development in the Ceramic Industry and brings her design experience to the business of the Company.

The Board of Directors has fixed the following remuneration as per recommendation by the Nomination and Remuneration Committee to be paid to Smt. Anjana Somany, as a Key Managerial Personnel, designated as Whole time Director of the Company, during her term with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling laid down in Schedule V to the said Act, or any statutory amendment or relaxation thereof;

1.	Period of Appointment	3 (Three) consecutive years commencing from 21 <sup>st</sup> May, 2019 to 20 <sup>th</sup> May, 2022.
2(a)	Remuneration	₹ 2,40,000/- per month.  The Board may consider and grant an annual increment to Smt. Somany, at its discretion, as may be recommended by the Nomination and Remuneration Committee.
2(b)	Perquisites	Smt. Somany will be entitled to the following perquisites in addition to her salary, subject to overall limit laid down in Schedule V to the Companies Act, 2013.

Unless the context otherwise requires, perquisites are classified into three categories A, B and C as follows:-

### CATEGORY – A

This will comprise of leave travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided for as under:-

#### Medical Reimbursement

All medical expenses incurred for self and her family including hospitalization, nursing home and surgical charges in India and/or abroad or both, subject to the ceiling of her one month's salary in a year or 3 (three) month's salary over a period of 3 years.

#### Leave Travel Concession

Smt. Somany and her family once in a year incurred in accordance with the Rules of the Company.

#### Club Fee

Fees of Clubs subject to a maximum of two clubs for Smt. Somany. This will not include admission and life membership fees.

#### Personal Accident Insurance

For Smt. Somany, of an amount, the premium of which does not exceed ₹ 10,000/- per annum.

#### Explanation:

- For the purpose of CATEGORY 'A', Family means, the spouse and the dependent children of Smt. Somany.
- The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be valued as per the Income Tax Rules, 1962.

### CATEGORY – B

- Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act, 1961.
- Gratuity payable should not exceed half a month's salary for each completed year of service.
- Encashment of Leave at the end of the tenure will be permitted and will not be included in the computation of the ceiling on perquisites.

### CATEGORY – C

Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of Car for private purpose shall be billed by the Company to Smt. Somany. Smt. Somany shall also be provided with a mobile, laptop and internet connection for the purpose of the Company's business, which will also not form part of perquisites.

#### Overall Remuneration

Subject to an overall limit of 5% of the net profit individually and 10% of the net profit collectively payable to the Chairman & Managing Director, Managing Director and Whole-time Director as calculated in accordance with Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may be for the time being in force.

#### Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of office of Smt. Somany, the Company may pay her remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II, of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required.

#### Sitting Fee

Smt. Somany shall not so long she acts as Whole Time Director of the Company be paid any sitting fees for attending any meeting of the Board or Committee thereof.

#### Termination

Notwithstanding anything contained in the Agreement, either party shall be entitled to determine the Agreement by giving three calendar month notice in writing in that behalf to the other party and on the expiry of the period of such notice, the Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to Smt. Somany three months' salary as specified herein above under the head Remuneration, in lieu of three calendar months' notice required to be given under this clause.

#### Service of Notice

Any notice to be given hereunder shall be sufficiently given or served in case of Smt. Somany, being delivered either personally to her or left for her at her address last known to the Company or sent by registered post addressed to her at such address and in the case of the Company by being delivered at or sent by registered post addressed to its Registered Office; any such notice if so posted shall be deemed served on the day following that on which it was posted.

In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members approval by a special resolution for minimum remuneration payable to Smt. Somany in the scale laid down in Section II, of Part II of Schedule V to the Act.

The Board accordingly recommends the Resolution set out in item no. 5 of the accompanying Notice for members' approval by way of Special Resolution.

#### Memorandum of Interest

None of the Directors, relatives or Key Managerial Personnel other than Shri Shreekant Somany, Shri Abhishek Somany and Smt. Anjana Somany who are relatives of each other may be deemed to be interested and/or concerned in the resolution set out under Item No. 5 of the said Notice.

#### Inspection of documents

The draft of the proposed Agreements to be entered into between the Company and Smt. Somany is available for inspection by the Members of the Company at its Registered Office, on any working day prior to the date of the meeting during 3.00 p.m to 5.00 p.m and will also be available at the meeting.

#### Abstract of Terms and Conditions

In terms of the Schedule V to the Companies Act, 2013 the following information is given to the Shareholders of the Company:

##### I. General Information:

1.	Nature of Industry	Manufacturing of Ceramic Tiles and Allied Products			
2.	Date of commencement of Commercial production	1972			
3.	Financial Performance	(₹ in Lakhs)			
	<b>Year ended 31<sup>st</sup> March</b>	<b>Sales</b>	<b>Operating Profit</b>	<b>Profit Before Tax</b>	<b>Profit After Tax</b>
	2014	1,32,275	8,438	4,402	2,803
	2015	1,59,830	10,408	6,551	4,438
	2016	1,79,007	12,778	9,088	6,106
	2017	1,90,980	17,517	13,333	8,609
	2018	1,66,980	14,582	10,112	6,510
4.	Export Performance	FOB Value of Export for the year 2017-18 was at 5209.45 Lakhs.			
5.	Foreign investors or Collaborators	There is no foreign collaboration, however one Overseas Corporate Bodies (Foreign Company) is holding 10,70,108 shares representing 2.53%, Foreign Portfolio Investors holding 17,70,096 shares representing 4.18% and 159 NRI's are holding 1,00,106 shares representing 0.24% in the share capital of the Company as on 31 <sup>st</sup> March, 2018.			

##### II. Information about the appointee:

Background details	Smt. Anjana Somany (DIN: 00133542), aged about 65 years, is a holder of Bachelor of Arts degree and has done Diploma in Ceramic Creation and Porcelain Painting from Switzerland, Diploma in Textile Designing from New Delhi Polytechnic and a full year Diploma in Art History from London University. She has experience of thirty two years in the field of building entrepreneurship among various groups of people and has also worked for the empowerment of women in business. She has also been a trainer for Entrepreneurship Development Programs at grass roots level across India. She has a rich working experience in the field of designing and development in the Ceramic Industry.
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Past Remuneration (including contribution to Provident Fund)	(₹ in Lakhs)	
	2015-16	5.45
	2016-17	23.87
	2017-18	26.99
Recognition and Awards	The appointee takes interest in the social and cultural activities.	
Job profile and her suitability	Smt. Anjana Somany is Whole Time Director of the Company and group member of the Promoters of the Company. She will be taking care of Business Development Activities of the Company.	
Remuneration proposed	Salary ₹ 2,40,000/- per month and other perquisites as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, in the manner laid down in Section 197 of the Companies Act, 2013.	
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration proposed to Smt. Anjana Somany is in consonance with her experience in the Industry.	
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except Salary and Perquisites to be received from the Company by Smt. Somany including her relatives and to receive dividend declared by the Company, if any, including amounts disclosed in the Annual Report under the related party transactions, Smt. Anjana Somany does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel of the Company.	

##### III. Other information;

1.	Reasons of loss or inadequate profits	There is profit, but as an abundant caution and to continue payment of minimum remuneration to the Whole Time Director in case of no profit or inadequate profits in any particular year the information is provided to the Shareholders.
2.	Steps taken or proposed to be taken for improvement	All around reduction in cost and better product mix to achieve higher realizations.
3.	Expected increase in productivity and profits in measurable terms	Initiatives involving product development, introduction of value added products and such other steps are being taken to improve the overall productivity and to achieve profitability of the Company.

##### IV. Disclosure relating to Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings are given under Annexure A of the Notice.

##### Item No. 6

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems, and finance. The Board is of the view that it is necessary that

adequate compensation be given to the Non-Executive Directors and the Independent Directors to compensate them for their time and efforts.

The shareholders of the Company vide a Special Resolution passed by them at 45<sup>th</sup> Annual General Meeting of the Company held on Monday, the 2<sup>nd</sup> September, 2013, authorised to make payments of Commission to its Directors (other than the Managing and Whole time Directors of the Company) up to ₹ 5,00,000/- (Rupees Five Lack Only) within the overall limit of 1% (One percent) of the net profits of the Company, for each of the Financial Year for a period of Five (5) years commencing from the 1<sup>st</sup> day of April, 2013 and ending on the 31<sup>st</sup> day of March, 2018.

The previous resolution as such stated to have passed hereinabove remained valid upto the end of Company's Financial year ended on 31<sup>st</sup> March, 2018. Accordingly, it is proposed to pass a Special Resolution authorising the Board of Directors for payment of Commission to its Non-Executive Directors (other than the Managing and Whole time Directors) within the overall limit of 1% of the net profit of the Company to be computed in the manner prescribed in section 198 of the Companies Act, 2013 in any financial year in pursuance of Section 197 of the Companies Act, 2013 commencing from 1<sup>st</sup> day of April, 2018 upto 31<sup>st</sup> day of March, 2023. The Resolution set out under item no. 6 of the accompanying Notice is intended for seeking Member's approval.

All the Directors except Shri Shreekant Somany, Smt. Anjana Somany and Shri Abhishek Somany may deem to be interested or concerned in the said Resolution.

The Board recommends the resolution set forth under item no. 6 for the approval of members as Special resolution.

Disclosure relating to Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings: Given under **Annexure A** of the Notice.

### **Item No. 7**

The Board pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, in terms of Section 178 of the Companies Act, 2013, at its meeting held on 17<sup>th</sup> August, 2017, appointed Shri. Ghanshyambhai Girdharlal Trivedi, aged about 72 Years, as Additional Director of the Company with effect from 1<sup>st</sup> September, 2017, to hold office upto the date of the ensuing Annual General Meeting of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, proposing candidature of Shri Ghanshyambhai Girdharlal Trivedi for the office of Non- Executive Non-Independent Director, to be appointed as such under the provisions of Sections 149 and 152 of the Companies Act, 2013. Nomination and Remuneration Committee of the Company at their meeting held on 24<sup>th</sup> May, 2018 recommend the Board for the appointment of Shri Ghanshyambhai Girdharlal Trivedi as a Non-Executive Non-Independent Director of the Company as per the provisions contained under Section 160 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 notified on 9<sup>th</sup> February, 2018.

Shri G. G. Trivedi is associated with the Company since 1987. He has vast experience in the Ceramic, Glass and Sanitaryware industry.

The Company has received from Shri Ghanshyambhai Girdharlal Trivedi (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of the Section 164 of the Companies Act, 2013.

The resolution seeks the approval of Members for the appointment of Shri Ghanshyambhai Girdharlal Trivedi as Non-Executive Non-Independent Director of the Company pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder subject however liable to retire by rotation in terms of the said Act.

In the opinion of the Board of Directors, Shri Ghanshyambhai Girdharlal Trivedi, the Non-Executive Non-Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder.

None of the Directors, except Shri Ghanshyambhai Girdharlal Trivedi, may be deemed to be interested and/or concerned in the resolution.

The Board recommends the resolution set forth under item no. 7 for the approval of the Members as an Ordinary Resolution.

Disclosure relating to Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings are given under **Annexure A** to the Notice.

### **Item No. 8**

Based on the recommendation of Nomination and Remuneration Committee of the Company, Board of Directors, at their meeting held on 24<sup>th</sup> May, 2018, appointed Shri Rameshwar Singh Thakur, aged about 70 years, as an Independent Director of the Company, with effect from 24<sup>th</sup> May, 2018, pursuant to Section 161 of the Companies Act, 2013, read with the Article of Association of the Company.

Pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013, Shri Rameshwar Singh Thakur will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Shri Rameshwar Singh Thakur for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Shri Rameshwar Singh Thakur (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of the Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and the Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time.

The Board of Directors affirmatively determines that an Independent Director with sufficient capabilities and competencies be appointed and Shri Rameshwar Singh Thakur fulfils the conditions of being appointed as Independent Director on the Board of the Company as per the requirement of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, he is independent of the Management also possesses appropriate skills, experience and knowledge, accordingly his appointment as such is duly justified and would be in the best interest of the Company. A copy of the letter for the appointment of Shri Rameshwar Singh Thakur as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days up to the date of the ensuing Annual General Meeting.

The resolution seeks the approval of Members for the appointment of Shri Rameshwar Singh Thakur as an Independent Director of the Company upto the year 2023 pursuant to the provisions of Section 149 & 150 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, not liable to retire by rotation.

None of the Directors, except Shri Rameshwar Singh Thakur, may be deemed to be interested and/or concerned in the resolution.

The Board therefore recommends the resolution set forth under Item no. 8 for the approval of the Members as an Ordinary Resolution.

Disclosure relating to Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings are given under Annexure A to the Notice.

**SOMANY CERAMICS LIMITED**

Regd. Office: 2, Red Cross Place, Kolkata, West Bengal-700001.

CIN: L40200WB1968PLC224116, website: www.somanyceramics.com

Phone: 033-22487406/5913, E-mail: cs@somanytiles.co.in

**ATTENDANCE SLIP**

The Folio No. and Name (s) of the Member(s) are to be furnished below in Block Letters

Folio No.		No. of Shares held	
Client ID		DP ID	

Full Name(s) of the Member/ Joint Members

1		2	
3		4	

Full Name of the Proxy if attending the meeting

.....

I hereby record my presence at the Fiftieth Annual General Meeting of the Company being 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., and at any adjournment thereof.

Signature of the Member / Joint Members / Proxy attending the meeting .....

Please complete this attendance slip and hand it over at the entrance of the meeting hall.





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## PROXY FORM MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

1.	Name of the member(s):														
	Registered address:														
	E-mail Id:														
	Folio No/Client Id:														
	DP Id:														

I/We, being the member(s) of ... Shares of the Somany Ceramics Limited, hereby appoint

1.	Name:														
	Address:														
	E-mail Id:										Signature				
	or failing him/her:														
2.	Name:														
	Address:														
	E-mail Id:										Signature				
	or failing him/her:														
3.	Name:														
	Address:														
	E-mail Id:										Signature				
	or failing him/her:														

as my/ our proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the 50<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 30<sup>th</sup> August, 2018 at 11.00 a.m. at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020 and any adjournment thereof in respect of such resolutions as are indicated below:



Resolution number	Resolution	Vote (Optional see Note 3)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	To receive, consider and adopt :- The Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> 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 31 <sup>st</sup> March, 2018, together with report of Auditors thereon.			
2	To declare a dividend on equity shares for the financial year ended 31 <sup>st</sup> March, 2018			
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.			
4	Ratification of appointment of M/s Singhi & Co., Chartered Accountants, Statutory Auditors of the Company for their remaining term.			
<b>Special Business</b>				
5	As a Special Resolution: 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.			
6	As a Special Resolution: Remuneration by way of Commission to Non-Executive Directors			
7	As an Ordinary Resolution: Appointment of Shri Ghanshyambhai Girdharlal Trivedi (DIN: 00021470), as a Director			
8	As an Ordinary Resolution: Appointment of Shri Rameshwar Singh Thakur (DIN: 00020126), as an Independent Director			

Signed this..... day of .....2018

.....  
Signature of Proxy Holder(s)

Affix Revenue Stamp of Re. 1/-
---

.....  
Signature of Shareholder

## NOTES:

1. This form of proxy, in order to be effective, should be duly stamped, completed, and signed be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting of the Company.
2. A proxy need not be a member of the Company.
3. It is optional to put a 'V' in the appropriate column against the Resolutions indicated in the box. If you leave the For or Against or Abstain column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder of the Company.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. For the Resolutions, Statements and Notes, please refer Notice of the 50th Annual General Meeting of the Company.
7. Please complete all details of Member(s) in above box, before submission.

### SOMANY CERAMICS LIMITED

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The instructions for Shareholders voting electronically are as under

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members, facility to exercise their votes electronically through remote e-voting facility provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility, and a Member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

Procedure/ Instructions for remote e-voting are as under:

The remote e-voting period begins on Monday, the 27<sup>th</sup> August, 2018 from 9:00 a.m. (IST) and ends on Wednesday, the 29<sup>th</sup> August, 2018 at 5:00 p.m. (IST). During this period Shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> August, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (a) Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (b) Click on "Shareholders" tab.
- (c) Now, select the "Somany Ceramics Limited" from the drop down menu and click on "SUBMIT".
- (d) Now Enter your User ID.
  - (i) For CDSL: 16 digits beneficiary ID,
  - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (iii) For shares held in Physical Form: Members should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (g) If you are a first time user follow the steps given below:

#### For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. The sequence number is printed on a separate letter addressed to the Shareholder individually containing particulars of e-voting sent with the Annual Report.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.</li></ul>

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the relevant "Somany Ceramics Limited" on which you choose to vote.
- (l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) Note for Non-individual and Custodian Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (t) The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, 23<sup>rd</sup> August, 2018.
- (u) Any person who becomes a Member of the Company after dispatch of the Notice of the 50<sup>th</sup> AGM and holding shares as on the cut-off date i.e. 23<sup>rd</sup> August, 2018, may contact RTA to obtain the User ID and password to vote on the Resolutions set out in the said Notice through remote e-voting procedure.

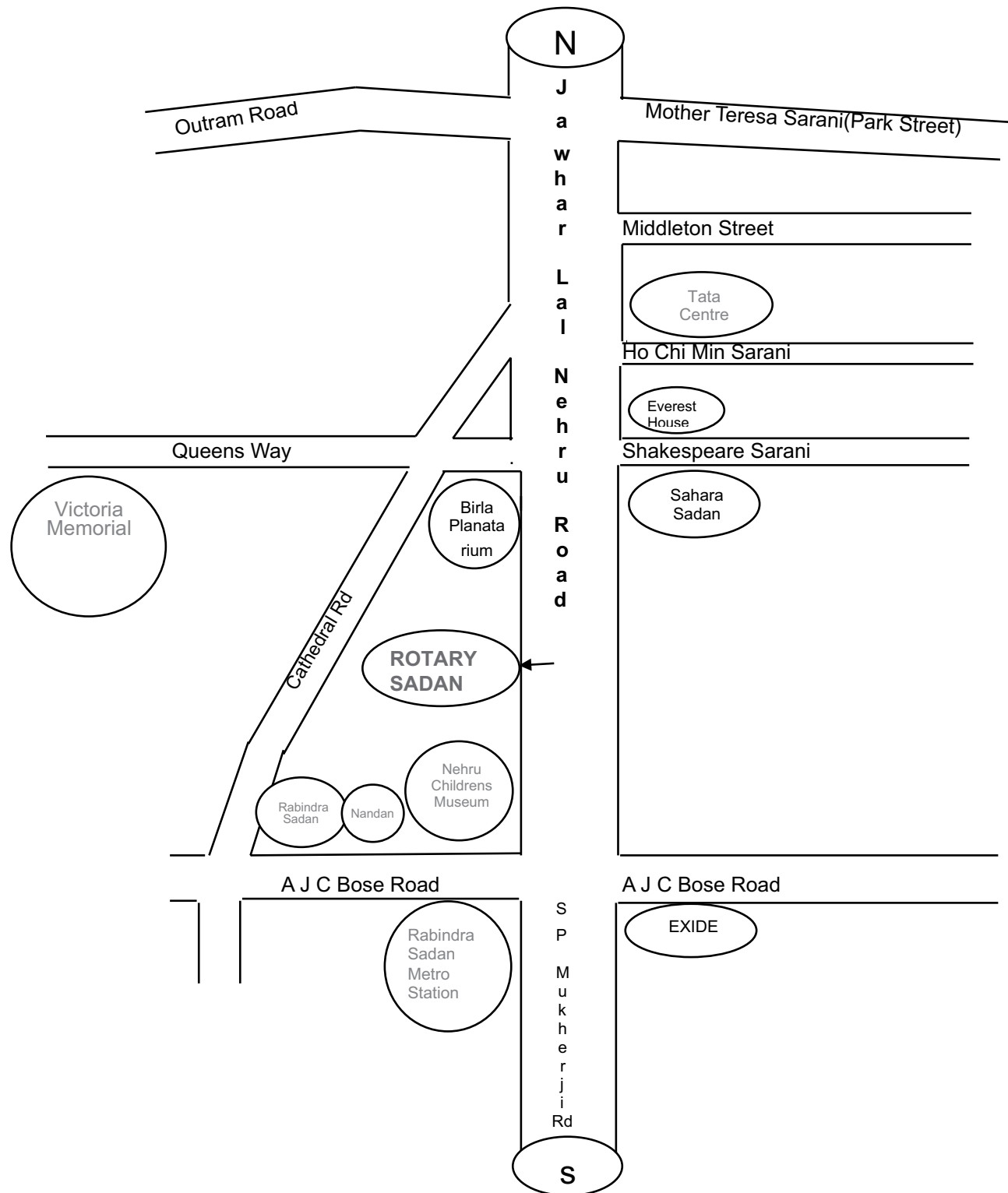
#### General:

- (a) In case, Members cast their vote exercising both the options i.e. voting through electronic means (remote e-voting) and by means of Ballot Paper at the AGM, then votes casted through remote e-voting shall only be taken into consideration and treated valid whereas votes casted by means of Ballot Paper at the Meeting, shall be treated as invalid.
- (b) In case of joint shareholders attending the AGM, only such joint holder who is higher in the order of the names will be entitled to vote.
- (c) The Board of Directors of the Company at their meeting held on 24<sup>th</sup> May, 2018, had appointed Mr. Pradeep Pincha, Partner of M/s Pinchaa & Company, Company Secretaries, Jaipur, having Membership No. 5369 and Certificate of Practice No.4426, as the Scrutinizer to scrutinize the remote e-voting process and voting through ballot papers at the AGM in a fair and transparent manner.
- (d) The Scrutinizer, after conclusion of the voting at the AGM through Ballot Papers, first count the votes cast at the AGM and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall not later than forty eight hours of the conclusion of the AGM, make a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any and submit the same to the Chairman of the Company or a person so authorised by him in writing, who shall countersign the same and declare the results of voting forthwith.
- (e) The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company i.e. [www.somanyceramics.com](http://www.somanyceramics.com) and on the website of CDSL i.e. <https://www.evotingindia.com>. The results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- (f) Subject to the receipt of requisite number of votes, the Resolutions set out in the Notice of the 50<sup>th</sup> AGM of the Company, shall deemed to be passed on the date of the AGM i.e. 30<sup>th</sup> August, 2018.
- (g) A person who is not a Member as on the cut off date should treat this Notice for information purposes only.



# Route Map to the AGM VENUE

Venue: Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020



## Annexure-A

### Disclosure relating to Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings;

Name of the Director	Smt. Anjana Somany	Sh. Salil Singhal	Sh. Ghanshyambhai Girdharlal Trivedi	Sh. Ravinder Nath
Age	65 years	72 years	72 years	74 years
Qualification	B.A., History & Political Science, PG Diploma in textile designing	B.A.	ICMA, M.Sc., L.LB	B.Com (Hons.), L.LB, Int & Comp. Laws Certificate at Kings College, London, PIL (Harvard)
Experience	About 32 years	About 50 years	About 46 years	About 43 years
Terms and Conditions	As per statement annexed to the notice of 50 <sup>th</sup> AGM			
Remuneration sought to be paid	2.40 Lakh P.M	*1% of the net profit of the Company		
Remuneration last drawn	2.20 Lakh P.M	Commission ₹ 5.00 Lakh for the year 2016-17	Commission ₹ 5.00 Lakh for the year 2016-17	Commission ₹ 5.00 Lakh for the year 2016-17
Date of first appointment on the Board	24/03/2015	27/07/2002	01/09/2017	26/09/2003
Shareholding in the Company	94,150 Shares	-	2,000 Shares	-
Relationship with other Director, Manager and other KMP	Spouse of Sh. Shreekant Somany and Mother of Sh. Abhishek Somany	-	-	-
Number of Board Meeting Attended during the year	4	4	3	3
Other Directorship Details	<ul style="list-style-type: none"> <li>• Bhilwara Holdings Limited</li> <li>• Sarvottam Vanijya Limited</li> <li>• Mango Tree Tours &amp; Exhibitions Private Limited</li> <li>• H. L. Somany Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• Secure Meters Limited</li> <li>• Wolkem India Limited</li> <li>• PILL Finance &amp; Investments Limited</li> <li>• Usha Martin Limited</li> <li>• Mahindra World City (Jaipur) Limited</li> <li>• The Lake Palace Hotels &amp; Motels Private Limited</li> <li>• Historic Resort Hotels Private Limited</li> </ul>	-	<ul style="list-style-type: none"> <li>• Voith Paper Fabrics India Limited</li> <li>• Kanoria Chemicals &amp; Industries Limited</li> <li>• Hero MotoCorp Limited</li> <li>• Kadimi Construction Private Limited</li> <li>• Agora Developers Private Limited</li> <li>• Citron Holdings Private Limited</li> <li>• Knowcross Solutions Private Limited</li> <li>• Geeztek Solutions Private Limited</li> <li>• LEGO India Private Limited</li> <li>• Jay Dee Ess Leasing Company Private Limited</li> </ul>
Membership/ Chairmanship of Committees of other Boards	-	<b>Usha Martin Ltd. –</b> Audit Committee – Member	-	<b>Voith Paper Fabrics India Limited –</b> Stakeholders Relationship Committee – Chairman Audit Committee – Member <b>Kanoria Chemicals &amp; Industries Limited –</b> Nomination and Remuneration Committee – Member <b>Hero MotoCorp Limited -</b> Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Member Risk Management Committee – Member

Name of the Director	Sh. Ratna Kumar Daga	Sh. Yoginder Kumar Alagh	Sh. Siddharath Bindra	Sh. Rameshwar Singh Thakur **
Age	79 years	79 years	44 years	70 years
Qualification	B. Com., Diploma from BIM	Doctorate in Philosophy(Economics)	M.Com	BE (Mechanical Engineering), MBA from XLRI and also Graduate Chartered Institute of Management Accountants (London)
Experience	About 53 years	About 50 years	About 17 years	About 46 years
Terms and Conditions	As per statement annexed to the notice of 50 <sup>th</sup> AGM			
Remuneration sought to be paid	*1% of the net profit of the Company			
Remuneration last drawn	Commission ₹ 5.00 Lakh for the year 2016-17	Commission ₹ 5.00 Lakh for the year 2016-17	Commission ₹ 5.00 Lakh for the year 2016-17	-
Date of first appointment on the Board	10/09/1988	30/10/2009	26/05/2014	24/05/2018
Shareholding in the Company	5,000 Shares	-	2,000 Shares	-
Relationship with other Director, Manager and other KMP	-	-	-	-
Number of Board Meeting Attended during the year	5	1	4	Not Applicable
Other Directorship Details	<ul style="list-style-type: none"> <li>• SR Continental Limited</li> <li>• Hindusthan National Glass &amp; Industries Limited</li> <li>• TruTOOLS (India) Private Limited</li> <li>• LSI Financial Services Private Limited</li> <li>• Shankar Estates Private Limited</li> <li>• Goenka Leasing &amp; Finance Private Limited</li> <li>• Onkar Plaza Private Limited</li> <li>• Indo Financiers Private Limited</li> <li>• N T Estates and Investments Private Limited</li> <li>• Innovative Impex Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Shree Cement Limited</li> <li>• ADJB Production Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• BIBA Apparels Private Limited</li> <li>• Meena Agritech Private Limited</li> <li>• Dhanvan Impex Private Limited</li> <li>• Kaveri Tradex Private Limited</li> <li>• Khattar Estates Private Limited</li> <li>• Mizizi Agri Ventures Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• TAL Manufacturing Solutions Limited</li> <li>• Drive India Enterprise Solutions Limited</li> </ul>
Membership/ Chairmanship of Committees of other Boards	<b>Hindusthan National Glass &amp; Industries Limited –</b> Audit Committee – Chairman Nomination and Remuneration Committee – Member Stakeholder Relationship Committee – Member	<b>Shree Cement Limited –</b> Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholder Relationship Committee – Member	-	-

\* Aggregating 1% of the net profit of the Company for all the non-executive directors.

\*\* Sh. Rameshwar Singh Thakur has been appointed as an Additional Director w.e.f 24<sup>th</sup> May, 2018.

