IS:15622:2006
CM/L 9829610

SOMANY

3rd August, 2017

The General Manager,
Corporate Relationship Dept.,
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 Ltd.,
Exchange plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051

Sub: Notice of the 49th 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 49th Annual General Meeting of the Company to be held on Friday the 25th August, 2017 at Lakshmipat Singhania Auditorium at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 at 10.30 a.m.

Thanking you,

Yours faithfully,
For Somany Ceramics Limited

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

Encl: As above

SOMANY CERAMICS LIMITED
Regd. Office: 82/19, Bhakerwara Road, Mundka, New Delhi – 110 041
CIN: L40200DL1968PLC005169, website: www.somanyceramics.com
Phone: 011-28341085, E-mail: cs@somanytiles.co.in

NOTICE OF THE 49th ANNUAL GENERAL MEETING

Notice is hereby given that the 49th Annual General Meeting of the Members of Somany Ceramics Limited will be held at Lakshmipat Singhania Auditorium at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Friday, the 25th August, 2017 at 10-30 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 31st March, 2017 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, 2017.

2. To declare a dividend on equity shares for the financial year ended 31st March, 2017.

3. To appoint a Director in place of Shri Abhishek Somany (DIN: 00021448), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Singhi & Co., Chartered Accountants (Firms Registration No.: 302049E), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Lodha & Co., Chartered Accountants (Firms Registration no. No. 301051E), the retiring Statutory Auditors, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 54th (fifty fourth) Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the fifty fourth Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS

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

   Re-appointment of Shri Shreekant Somany (DIN: 00021423) as the Chairman & Managing Director of the Company for a further period of 3 (Three) consecutive years, commencing from 1st September, 2017 till 31st August, 2020.

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 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 modification(s) or re-enactment(s) thereof for the time being in force] consent and/or approval of the Company be and is hereby accorded to the re-appointment of Shri Shreekant Somany ("Shri Somany") (DIN: 00021423) as Key Managerial Personnel and designated as the Chairman and Managing Director of the Company, for a further period of 3 (Three) consecutive years commencing from 1st September, 2017 till 31st August, 2020, not liable to retire by rotation and to his receiving remuneration by way of salary, commission, perquisites and/or allowances as the Chairman and Managing Director of the Company as recommended by the Nomination and Remuneration Committee and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company of the ONE PART and Shri Somany of the OTHER PART and also set out in the Statement pursuant to Section 102 of the Companies Act, 2013, attached to the notice convening the 49th Annual General Meeting of the Company (a draft, whereof is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said re-appointment of Shri Somany as the Chairman and Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Shri Somany, provided, however, that the remuneration payable to Shri Somany, shall not exceed the maximum limits for payment of managerial remuneration specified in Schedule V to the said Act or any amendment thereto as may be made from time to time or the laws or guidelines as may for the time being in force."

   "RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay Shri 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 capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Shri Somany, the Chairman and Managing 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 and perform all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

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

   Re-appointment of Shri Abhishek Somany (DIN: 00021448) as the Managing Director of the Company for a further period of 5 (Five) consecutive years, commencing from 1st June, 2018 till 31st May, 2023.

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 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 modification(s) or re-enactment(s) thereof for the time being in force] consent and/or approval of the Company be and is hereby accorded to the re-appointment of Shri Abhishek Somany ("Shri Somany") (DIN: 00021448) as Key Managerial Personnel and designated as Managing Director of the Company for a further period of 5 (Five) consecutive years, commencing from 1st June, 2018 till 31st May, 2023, liable to retire by rotation and to his receiving remuneration by way of salary, commission, perquisites and/or allowances, as Managing Director of the Company as recommended by the Nomination and Remuneration Committee and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company of the ONE PART and Shri Somany of the OTHER PART and also as set out in the Statement pursuant to Section 102 of the Companies Act, 2013, attached to the notice convening the 49th Annual General Meeting of the Company (a draft, whereof is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said re-appointment of Shri Somany as the Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Shri Somany, provided, however, that the remuneration payable to Shri Somany, shall not exceed the maximum limits for payment of managerial remuneration, specified in Schedule V to the said Act, or any amendment thereto as may be made from time to time or the laws or guidelines as may for the time being in force."

"RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay Shri 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 capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Shri Somany, the Managing 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 and perform all such acts, deeds, matters and things, as may be considered necessary desirable or expedient to give effect to this resolution."

By Order of the Board
For Somany Ceramics Limited

Place: New Delhi
Dated: 24th May, 2017

Ambrish Julka
Deputy General Manager (Legal) & Company Secretary

NOTES:

1. A Member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a poll, 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.
2. 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.
3. 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.
4. 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.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 11th August, 2017 to 25th August, 2017 (both days inclusive).
6. 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 the meeting.
7. 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.
8. Members/Proxy holders are requested to bring their copies of Annual Report along with them at the meeting.
9. Members are requested to write to the Company, their query (ies), if any, on the Financial Statements and operations of the Company at least 10 days before the meeting to keep the information ready at the meeting.
10. 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, 5th floor, Kolkata, West Bengal, 700001. Telephone No. 033-22435809/5029, Fax No. 033-22484787, E-mail: mdpldc@yahoo.com
11. 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.
12. Members having multiple folios in the same order of name(s) may inform the Company for consolidation into one folio.
13. Furnishing a copy of PAN Card has been made mandatory by SEBI in all the cases of transfer of shares in physical form.
14. 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).

15. 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.

16. 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.

17. 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 11th August, 2017 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 10th August, 2017.

18. (a) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 the unpaid/unclaimed dividends upto the year 2008-2009 has been transferred to Investor Education and Protection Fund ("IEPF") and dividends for the Financial Year ended 31st March, 2010 and thereafter which remain unpaid or unclaimed for a period of 7 consecutive years will be transferred to the IEPF constituted by the Central Government, on or after 27th August, 2017. 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 31st March, 2010 or any subsequent financial year(s) are urged to claim such amount from the Company. Shareholders whose amount has been transferred to IEPF as above may claim refund from IEPF in accordance with the provisions of 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 amounts lying with the Company as on 2nd September, 2016 (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 paid or 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. The Company has sent a communication to all shareholders concerned and had also published a Notice in the leading Newspapers, both in Financial Express (English Edition) and Jansatta (Hindi Edition) on 6th December, 2016, with respect to the formalities and process of such transfers. The Company will transfer such shares to the Demat Account of IEPF Authority, as per the guidelines issued by the concerned authority/(ies) from time to time.

19. 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.

20. The Company is providing facility for voting by electronic means (remote e-voting) to vote on the Resolutions set out in the Notice of the 49th Annual General Meeting (AGM) of the Company. 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. Members who have cast their votes by remote e-voting prior to the AGM, may 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 49th AGM of the Company.

21. The Notice of the 49th 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.

22. The Financial Statements of the subsidiaries of the Company are not attached to the 49th 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.

23. Route map of the venue of the Annual General Meeting is attached herewith.

24. 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: 24th May, 2017

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 Nos. 5 & 6

The present tenure of Shri Shreekant Somany (Shri Somany) as Chairman and Managing Director of the Company expires by the efflux of time on 31st August, 2017.

Shri Shreekant Somany (Shri Somany), Graduated in Science, aged about 69 years is an Industrialist and currently the Chairman and Managing Director of the Company. He is equipped with over 45 years' experience of business and Ceramic Industry. He is on the Board of Directors of Companies, namely Shree Cement Ltd., Cosmo Ferrites Ltd., J.K. Tyre Industries Ltd. and other group Investment Companies.

Having regard to the long association of Shri Shreekant Somany with the Company and taking into account his wide experience over 45 years and vast knowledge in Ceramic Industry, the Board of Directors at its meeting held on 24th May 2017 has re-appointed Shri Somany, as Chairman and Managing Director of the Company, not liable to retire by rotation, for a further period of 3 (three) consecutive years commencing from 1st September, 2017 to 31st August, 2020 to continue to avail his valuable experience and expertise in the best interest of the Company.

His appointment and remuneration fixed by the Board have been recommended by the Nomination and Remuneration Committee and are in accordance with Schedule V to the Companies Act, 2013 ("the Act").

Similarly, the present term of Shri Abhishek Somany as Managing Director of the Company expires by efflux of time on 31st May, 2018.

Shri Abhishek Somany, aged about 45 years is a Bachelor of Business Administration from Richmond University, U.K. with specialization in Finance & Marketing and at present is the Managing Director of the Company.

Keeping in view his business acumen and varied experience he acquired during his association with the Company, the Board of Directors considered his appointment useful and recommended re-appointment of Shri Abhishek Somany as Managing Director of the Company, at its meeting held on 24th May, 2017, liable to retire by rotation, for a further period of 5 (five) consecutive years commencing from 1st June, 2018 to 31st May, 2023. His re-appointment and remuneration fixed by the Board has been recommended by the Nomination and Remuneration Committee and is in accordance with Schedule V to the Companies Act, 2013 ("the Act").

The Board of Directors have fixed the following remuneration as per the recommendations of the Nomination and Remuneration Committee to be paid to Shri Shreekant Somany, as Chairman and Managing Director and Shri Abhishek Somany, as Managing Director of the Company during their respective periods of re-appointment with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling laid down under Schedule V to the said Act, or any statutory amendment or relaxation thereof;

Sr. No.	Particulars	Shri Shreekant Somany, Chairman and Managing Director (DIN: 00021423)	Shri Abhishek Somany, Managing Director (DIN: 00021448)
1	Period of Re-appointment	3 (Three) consecutive years commencing from 1st September, 2017 to 31st August, 2020	5 (five) consecutive years commencing from 1st June, 2018 to 31st May, 2023
2	Remuneration	Shri Shreekant Somany and Shri Abhishek Somany (hereinafter referred to as "the appointees") shall, in consideration of their services, be entitled to the following remuneration by way of:	
A.	Salary	19,50,000/- Per month	24,00,000/- Per month
B.	House Rent Allowance	2,00,000/- per month	2,00,000/- Per month
		The Board may consider and grant an annual increment to the appointees, at its discretion, as may be recommended by the Nomination and Remuneration Committee.	
C.	Commission	At the rate of 3% (Three Percent) of net profits of the Company for each financial year computed in the manner laid down in Section 197 of the Companies Act, 2013.	
D.	Perquisites	The appointees will be entitled to the following perquisites in addition to their salary, house rent allowance and commission, 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 his family including Hospitalisation, Nursing Home and Surgical charges in India and/or Abroad or both subject to a ceiling of their one month's salary in a year or 3 (Three) months' salary over a period of 3 years or 5 (Five) months' salary over a period of 5 years, as the case may be.

Leave Travel Concession

To the appointees and their family once in a year, subject to the ceiling of their respective one month's salary.

Club Fee

Fees of club's subject to a maximum of two clubs for the appointees. This will not include admission and life membership fees.

Personal Accident Insurance

For Chairman and Managing Director and Managing Director, of an amount, the premium of which, does not exceed ₹10,000/- per annum.

Explanation:

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

CATEGORY –B

i) 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.

ii) Gratuity payable should not exceed half a month's salary for each completed years of service.

iii) 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 the appointees. The appointees shall also be provided with a mobile, laptop and internet connection for the purpose 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 of the Company, as calculated in accordance with Section 197 and other applicable provisions 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 the appointees, the Company may pay them 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.

The perquisites specified in Section II of Part II of Schedule V to the Act, however shall not be included in the computation of the ceiling on remuneration specified under Section II of Part II of Schedule V to the Act.

The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable otherwise at actuals.

Sitting Fee

The appointees shall not so long as they act as Chairman & Managing Director and Managing Director of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.

Termination

Notwithstanding anything contained in this Agreement, either party shall be entitled to determine this Agreement by giving three calendar months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointees three months' salary as specified hereinabove 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 the appointees by being delivered either personally to them or left for them at their addresses last known to the Company or sent by registered post addressed to them 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 the respective appointees in the scale laid down in Section II of Part II of Schedule V to the Act. In the event of loss or inadequate profits, the Company will obtain approval of Central Government for continuing the payment of Remuneration to the aforesaid appointees.

The Board accordingly recommends the Resolutions set out in item Nos. 5 & 6 of the accompanying Notice for members' approval by way of Special Resolutions.

Memorandum of Interest

None of the Directors other than Shri Shreekant Somany, Shri Abhishek Somany and Smt. Anjana Somany may be deemed to be interested and/or concerned in the aforesaid resolutions.

Inspection of documents

The draft of the proposed Agreements to be entered into between the Company and the appointees are 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

This should be treated as an abstract of the terms of appointment and memorandum of interest of the respective appointees as required under Section 190 of the Act.

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

I. General Information:

1. **Nature of Industry:** Manufacturing and trading of Ceramic Tiles and Allied Products
2. **Date of commencement of Commercial production:** 1972
3. **Financial Performance:** *(₹ in Lakhs)*

Year ending 31st March	Sales	Operating Profit	Profit Before Tax	Profit After Tax
2013	1,10,851	8,705	4,667	3,159
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

4. **Export Performance:** FOB Value of Export for the year 2016-17 was ₹ 7,411 Lakhs
5. **Foreign investors or Collaborators:** Two Overseas Corporate Bodies are holding 5,532,499 shares representing 13.05 % and 120 NRI's are holding 84890 shares representing 0.20% in the share capital of the Company as on 31st March, 2017

II. Information about the appointees

<table>
<tr><th></th><th>Shri Shreekant Somany</th><th>Shri Abhishek Somany</th></tr>
<tr><td>Background details</td><td>He is an Industrialist and currently the Chairman and Managing Director of the Company. He is a graduate and holds B.Sc. degree and has over 45 years of experience in business of Ceramic Tiles, Sanitary ware & Glassware.</td><td>He is Bachelor of Business Administration from Richmond University, U.K. with specialization in Finance & Marketing. He received specialized intensive training of manufacturing Ceramic Tiles in Pilkington's Tiles, U.K. at their Manchester and Brighton Plants. He has also attended Advanced Management Course at Sunridge Park, U.K.</td></tr>
<tr><td>Past Remuneration (including contribution to Provident Fund)</td><td>(₹ in Lakhs)
2012-13: 263.12
2013-14: 256.29
2014-15: 313.18
2015-16: 409.07
2016-17: 648.87</td><td>(₹ in Lakhs)
2012-13: 276.34
2013-14: 256.29
2014-15: 313.18
2015-16: 409.07
2016-17: 630.68</td></tr>
<tr><td></td><td colspan="2">The Remuneration received includes commission also.</td></tr>
<tr><td>Recognition and Awards</td><td colspan="2">The appointees take interest in the social and cultural activities</td></tr>
<tr><td>Job profile and his suitability</td><td>Shri Shreekant Somany is Chairman and Managing Director of the Company. Devotes his whole time and attention to the business and management of affairs of the Company and carries out such duties as entrusted to him by the Board and exercises such powers as assigned to him from time to time by the Board subject to superintendence control and direction of the Board in connection with and in the best interest of the Company including the business of its associates and/or its subsidiaries. He is one of the Promoters of the Company. His job profile centers around to provide vision, guidance and direction for long term growth of the Company.</td><td>Shri Abhishek Somany, Managing Director, is overall incharge of the operations of the Company and looks after day to day management and administration of the Company, subject to superintendence, control & direction of the Board. His job profile mainly includes implementation of investment plans and strategic planning for consistence improved operations and performance for long term growth of the Company. Under his stewardship the Company has significantly grown and has emerged as one of the major player of the Indian Ceramic Tile Industry.</td></tr>
<tr><td>Remuneration proposed</td><td>Salary ₹19,50,000 /- and HRA ₹2,00,000/- per month respectively and other perquisites, Commission at the rate of 3% of net profits of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.</td><td>Salary ₹24,00,000/- and HRA ₹2,00,000/- per month respectively and other perquisites, Commission at the rate of 3% of net profits of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.</td></tr>
<tr><td>Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and the person</td><td colspan="2">The remuneration proposed to Shri Shreekant Somany and Shri Abhishek Somany is in consonance with their respective similar position in the industry.</td></tr>
<tr><td>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any</td><td colspan="2">Except salary and perquisites to be received from the Company by the appointees including their relatives and to receive dividend declared by the Company, if any, including amounts disclosed in the Annual Report under the related party transactions, Shri Shreekant Somany and Shri Abhishek Somany do not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel of the Company.</td></tr>
</table>

III. Other information;

1.	Reasons of loss or inadequate profits	There is profit, but as an abundant caution for payment of minimum remuneration to the Chairman and Managing Director and Managing Director of the Company, 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

By Order of the Board
For Somany Ceramics Limited

Place: New Delhi
Dated: 24th May, 2017

Ambrish Julka
Deputy General Manager (Legal) & Company Secretary

SOMANY CERAMICS LIMITED

Regd. Office: 82/19, Bhakerwara Road, Mundka, New Delhi – 110 041
CIN: L40200DL1968PLC005169, website: www.somanyceramics.com
Phone: 011-28341085, 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 Forty-Ninth Annual General Meeting of the Company being held on Friday the 25th August, 2017, at Lakshmipat Singhania Auditorium at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 at 10:30 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	

as my/ our proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company, to be held on the Friday, the 25th August, 2017 at 10:30 a.m. at Lakshmipat Singhania Auditorium at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 3)		
		For	Against	Abstain
Ordinary Business				
1	To receive, consider and adopt :-			
	The Audited Financial Statements of the Company for the financial year ended 31st March, 2017 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, 2017.			
2	To declare a dividend on equity shares for the financial year ended 31st March, 2017			
3	To appoint a Director in place of Shri Abhishek Somany (DIN-00021448), who retires by rotation and being eligible, has offered himself for re-appointment.			
4	Appointment of M/s Singhi & Co., Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years i.e. from 1st April, 2017 to 31st March, 2022 and fixing their remuneration for the year ended 31st March, 2018, subject to ratification of their re-appointment at every Annual General Meeting till their term of appointment.			
Special Business				
5	As a Special Resolution: Re-appointment of Shri Shreekant Somany (DIN: 00021423) as the Chairman & Managing Director of the Company for a further period of 3 (Three) consecutive years, commencing from 1st September, 2017 till 31st August, 2020.			
6	As a Special Resolution: Re-appointment of Shri Abhishek Somany (DIN: 00021448) as the Managing Director of the Company for a further period of 5 (Five) consecutive years, commencing from 1st June, 2018 till 31st May, 2023.			

Signed this..... day of 2017

Affix Revenue Stamp of Re. 1/-

Signature of Shareholder

Signature of Proxy Holder(s)

NOTES:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and 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 '√' 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 49th Annual General Meeting of the Company.
7. Please complete all details of Member(s) in above box, before submission.

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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 Tuesday, 22nd August, 2017 from 9:00 a.m. (IST) and ends on Thursday, 24th August, 2017 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. 18th August, 2017, 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
(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 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) • 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. • 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.
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. • 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.

(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
- 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 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 under help section or write an e-mail to 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, 18th August, 2017.

(u) Any person who becomes a Member of the Company after dispatch of the Notice of the 49th AGM and holding shares as on the cut-off date i.e. 18th August, 2017, 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 24th May, 2017, 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 three days 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 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 49th AGM of the Company, shall deemed to be passed on the date of the AGM i.e. 25th August, 2017.

Route Map to the AGM VENUE

Venue: PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016

