IS:15622:2006
CM/L 9829610

SOMANY

26th August, 2017

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400 001

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

Sir,

Sub: Proceedings of the 49th Annual General Meeting of the Company held on 25th August, 2017

Pursuant to Regulation 30, Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (LODR), we are submitting the summary of the proceedings of the 49th Annual General Meeting of the Company held on 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-110 016 at 10.30 a.m.

Please take the above on your record.

Thanking you,

Yours faithfully,
For Somany Ceramics Limited

Somany Ceramics Limited ★ New Delhi ★

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

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SUMMARY OF PROCEEDINGS OF THE FORTY NINTH (49TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF SOMANY CERAMICS LIMITED HELD ON 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-110 016

Shri Shreekant Somany, Chairman and Managing Director took the Chair in accordance with Article 97 of the Articles of Association of the Company. The requisite quorum was present. The Chairman thereafter called the meeting to order. He then informed the Members of the proxies and letters of authority received by the Company and placed the same on table for inspection by any Member.

With the permission of Members, the Chairman took the Notice as read. He then requested the Company Secretary to read the Auditors' Report. He further informed the Members that there were no qualification remarks reported by the Statutory Auditors and Secretarial Auditors of the Company in their respective Reports.

The Chairman briefed on the workings of the Company and invited Members present in person to make observations and comments, if any on Performance of the Company. Observations and comments were made by the Members and the queries put forth and clarifications sought for by them were answered by the Chairman, suitably.

The Chairman informed that, the Company had provided remote e-voting facilities, under Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amended Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which commenced on **Tuesday, the 22nd August, 2017** from **9:00 a.m.** (IST) and ended on **Thursday, the 24th August, 2017** at **5:00 p.m.** (IST), to the Members of the Company whose names appeared in the Register of Members/Depositories as on the cut-off date i.e. 18th August, 2017, to vote on the resolutions prior to the aforesaid AGM through a platform provided by Central Depository Services (India) Limited.

The Chairman further informed the Members, who were present at the meeting and who had not casted their votes through remote e-voting, that the facility for voting at the meeting through Physical Ballot Paper has been arranged for. He further informed that Shri Pradeep Pincha, Partner of M/s Pinchaa & Company, Company Secretaries, Jaipur, who was appointed as Scrutinizer for scrutinizing the remote e-voting process by the Board of Directors and shall also act as Scrutinizer for Poll Process.

Somany Ceramics Limited New Delhi

SOMANY CERAMICS LIMITED
Works : Kassar-124 507, Distt. Jhajjar, Bahadurgarh, Haryana, India. Tel : +91-1276-223300, 241001 to 05, Fax : +91-1276-241006 / 241011.
Corporate Office : F-36, Sector-6, Noida - 201 301, Telefax. : +91-120-4627900 to 4627999, 4628000 to 4628099.
Registered Office : 82/19, Bhakerwara Road, Mundka, New Delhi-110 041, India. Tel : +91-11-28341085.
Corporate Identity Number (CIN) : L40200DL1968PLC005169

Thereafter, the following items of business as per the Notice of the Annual General Meeting dated 24th May, 2017, were transacted at the meeting: -

Resolution No.	Resolution	Type of Resolution (Ordinary/Special)
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.	Ordinary
2	To declare a dividend on equity shares for the financial year ended 31st March, 2017.	Ordinary
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.	Ordinary
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.	Ordinary
Special Business		
5	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.	Special
6	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.	Special

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The Members were also informed that the results on the resolutions deemed to be passed on the date of the AGM, i.e. 25th August, 2017 and shall be declared by Shri Ambrish Julka, DGM (Legal) & Company Secretary of the Company on the basis of the Consolidated Scrutinizer's Report on remote e-voting and voting through poll. The voting results in accordance with provisions of the SEBI Regulations on the above resolutions shall be communicated to the Stock Exchanges within the prescribed time limits. In addition to the same, the voting results shall also be placed on the website of the Company as well as on website of CDSL.

The Meeting concluded with a vote of thanks to the Chair.

This is for your information and record.

For Somany Ceramics Limited

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

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