IS:15622:2006

CM/L 9829610

SOMANY

26th August, 2017

Asst. Vice President,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051

The Secretary,
BSE Limited
25th Floor, P J Towers
Dalal Street,
Mumbai- 400 001

Sub: Submission of Voting Results declared by the Company along with Scrutinizer's Report on the Resolutions passed at the 49th Annual General Meeting of the Company held on 25.08.2017

Dear Sirs,

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, please find enclosed herewith the Results of voting declared by the Company Secretary of the Company duly authorized by the Chairman of the Company for declaration of results along with Scrutinizer's Report submitted by Shri Pradeep Pincha, Partner of M/s Pinchaa & Company, Company Secretaries, Jaipur, (Firm Registration No. P2016RJ051800) on the Resolutions as set out in the Notice dated 24th May, 2017 of the 49th Annual General Meeting of the Company held on 25th August, 2017 and passed with requisite majority on same date i.e. 25th August, 2017.

The results declared along with the Consolidated Scrutinizers Report is being uploaded on the website of the Company, i.e. *www.somanyceramics.com* and on the website of CDSL, i.e. *https://www.evotingindia.com*.

This is for your information and record.

Thanking You,
Yours Faithfully,
For Somany Ceramics Limited

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

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SOMANY

DECLARATION OF VOTING RESULTS ON RESOLUTIONS CONTAINED IN NOTICE DATED 24TH MAY, 2017 OF THE 49TH ANNUAL GENERAL MEETING(AGM) OF SOMANY CERAMICS LIMITED (THE COMPANY) HELD ON FRIDAY, THE 25TH AUGUST, 2017 AT LAXMIPAT SINGHANIA AUDITORIUM, PHD CHAMBER OF COMMERCE AND INDUSTRY, PHD HOUSE, 4/2 SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI- 110016 AT 10.30 A.M.

To,
The Members of the Company,

I, Ambrish Julka, Company Secretary of the Company, on the basis of the Scrutinizer's Report dated 25th August, 2017, submitted by the Scrutinizer, M/s Pinchaa & Company, Company Secretaries, Jaipur, (Firm Registration No. P2016RJ051800) appointed by the Company, do hereby announce the voting results cast by the Members of the Company through remote e-voting on the platform of CDSL prior to the AGM and physical voting by Ballot Paper at the AGM, in respect of Resolutions set out under item nos. 1 to 6 contained in the AGM Notice dated 24th May, 2017 and the details of Resolutions passed and voting thereof in the manner as given below:-

Resolution Nos. as per Notice dated 24.05.17 sent to Members	Number of Members valid votes	Number of Valid Votes cast	No. of Members voted in favour	Valid Number of votes cast in favour of the resolution	% in valid votes in favour	No. of Members voted against	Valid Number of Votes cast against	% of valid votes against	% of votes cast in favour in respect of total Paid-up Capital of the Company	Carried/ Carried Unanimously
1	132	31113294	132	31113294	100.00	0	0	0	73.42	Carried Unanimously
2	135	31224868	135	31224868	100.00	0	0	0	73.68	Carried Unanimously
3	135	31224868	135	31224868	100.00	0	0	0	73.68	Carried Unanimously
4	135	31224868	133	31223914	100.00	2	954	0.00	73.68	Carried
5	134	31174868	133	31169934	99.98	1	4934	0.02	73.55	Carried
6	134	31174868	134	31174868	100.00	0	0	0.00	73.56	Carried Unanimously

I declare that the Resolutions contained in the Notice dated 24th May, 2017 convening the 49th AGM of the Company are passed with requisite majority on 25th August, 2017.

By Order of the Board
For **SOMANY CERAMICS LIMITED**

(Ambrish Julka)
DGM (Legal & Company Secretary

Place: New Delhi
Date: 26th August, 2017

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

Pinchaa & Co.
Company Secretaries
108, 1st Floor, Shree Mansion, G-23, Kamla Marg, Behind Rajdhani Hospital, C-Scheme, Jaipur 302001, Rajasthan
Tel.: 91-0141 4106355 | Email: ppincha@pinchaa.com | akshit@pinchaa.com |www.pinchaa.com

Scrutinizer`s Report
Consolidated Report on remote e-Voting and Poll
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, amended as on date]

To,
The Chairman,
Somany Ceramics Limited
CIN:L40200DL1968PLC005169
82/19, Bhakerwara Road,
Mundka, New Delhi – 110 041

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting through Poll at the 49th Annual General Meeting of Somany Ceramics Limited held on Friday, 25th August, 2017 at 10.30 A.M. conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, amended as on date.

Dear Sir,

I, Pradeep Pincha, Partner of M/s. Pinchaa & Co. (Company Secretaries) of Jaipur had been appointed as the Scrutinizer by the Board of Directors of Somany Ceramics Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting process in respect of below mentioned resolutions proposed at 49th Annual General Meeting (AGM) of the Company held on Friday, 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. Further, I was also appointed as Scrutinizer to scrutinize the poll process at the said AGM.

In connection to above, I submit my report as under:

- The Company had appointed Central Depository Services Limited (herein after referred to as "CDSL") as the agency to provide the remote e-Voting facility to the Members of the Company in connection with the 49th AGM of the Company.

- The Company completed the dispatch of Notice of AGM together with the Annual Report 2016-17 of the Company either by e-mails at registered email address or physical copies at the registered address through permitted mode to the Members of the Company wthin the prescribed time.

PINCHAA & CO. JAIPUR Company Secretaries

Pinchaa & Co.
Company Secretaries
108, Ist Floor, Shree Mansion, G-23, Kamla Marg, Behind Rajdhani Hospital, C-Scheme, Jaipur 302001, Rajasthan
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- The remote e-Voting facility was made available from **Tuesday, 22nd August, 2017 at 9.00 A.M. (IST) to Thursday, 24th August, 2017 till 5.00 P.M. (IST)** for the person(s), whose name were recorded in the Register of Member or in the Register of Beneficial owners maintained by the depositories as on the **cut-off date i.e. Friday, 18th August, 2017.**

- As prescribed under Rule 20(4) (xiii) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, CDSL provided the details of the Members who have casted their votes through remote e-voting i.e. names, DP ID / folio numbers and shareholding of the Members to ensure that the members who have casted their votes through remote e-voting do not vote again at the AGM.

- At the 49th AGM of the Company held on 25th August, 2017, the Chairman of the Meeting called for a poll to facilitate the members present at the Meeting to record their votes through the poll process who could not participate through remote e-voting.

- After the conclusion of 49th AGM of the Company on Friday, 25th August, 2017 a final electronic report of remote e-Voting was generated by unblocking the votes cast through remote e-Voting facility in presence of two witnesses viz. ACS Akshit Kr. Jangid and ACS Rohit Jain who are not in the employment of the Company.

- Thereafter, the voting done through remote e-Voting and Polling, were reconciled with the records maintained by the RTA of the Company i.e. Maheshwari Datamatics Private Limited and the authorizations/proxies lodged with the Company and result of the scrutiny of the above voting process (remote e-Voting and Poll) in respect of the resolutions as set-out in the Notice of 49th AGM of the Company dated 24th May, 2017 are reproduced herein under:

Resolution No. 1: Ordinary Resolution
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.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	31110189	99.99	0	0.00	0
Polling at AGM	3105	0.01	0	0.00	32
TOTAL	31113294	100.00	0	0.00	32

PINCHAA & CO. JAIPUR Company Secretaries

Resolution No. 2: Ordinary Resolution

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	31221763	99.99	0	0.00	0
Polling at AGM	3105	0.01	0	0.00	32
TOTAL	31224868	100.00	0	0.00	32

Resolution No. 3: Ordinary Resolution

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.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	31221763	99.99	0	0.00	0
Polling at AGM	3105	0.01	0	0.00	31
TOTAL	31224868	100.00	0	0.00	31

Resolution No. 4: Ordinary Resolution

To appoint M/s. Singhi & Co., Chartered Accountants (Firms Registration No.: 302049E), 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, for a term of five consecutive years, subject to ratification of their appointment by the Members at every Annual General Meeting till the fifty fourth Annual General Meeting.



Pinchaa & Co.
Company Secretaries
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Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	31220809	99.99	954	0.00	0
Polling at AGM	3105	0.01	0	0.00	31
TOTAL	31223914	100.00	954	0.00	31

Resolution No. 5: 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.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	31166829	99.97	4934	0.02	0
Polling at AGM	3105	0.01	0	0.00	31
TOTAL	31169934	99.98	4934	0.02	31

Resolution No. 6: 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.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	31171763	99.99	0	0.00	0
Polling at AGM	3105	0.01	0	0.00	31
TOTAL	31174868	100.00	0	0.00	31

PINCHAA & CO. JAIPUR Company Secretaries

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Shareholders who have split their votes into 'Assent' as well as 'Dissent', while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head 'Assent'.

All the Resolutions mentioned in the Notice of 49th AGM as per the details above stand passed under remote e-voting and poll conducted at the AGM with the requisite majority.

All relevant records of electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 49th Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the company for safe keeping.

Thanking you,
Yours faithfully,

For Pinchaa & Co.
Company Secretaries
Firm's Unique Code No. P2016RJ051800

Pradeep Pincha
Partner
M. No. FCS 5369
C. P. No.:4426

PINCHAA & CO. Company Secretaries JAIPUR

Dated: 25/8/17
Place: New Delhi

Witness:

ACS Akshit Kr. Jangid
Address: 108, 1st Floor, Shree Mension,
G-23, Kamla Marg, C-Scheme,
Jaipur- 302 001 (Rajasthan)

ACS Rohit Jain
Address: 108, 1st Floor, Shree Mension,
G-23, Kamla Marg, C-Scheme,
Jaipur- 302 001 (Rajasthan)

Countersigned by:

For Somany Ceramics Limited
Shreekant Somany
Chairman & Managing Director