

Date: 11th April, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai — 400 001
Scrip Code: 531548

National Stock Exchange of India Ltd. (NSE)
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai — 400 051
Symbol: SOMANYCERA

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Re: Receipt of First Motion Order ("Order") passed by National Company Law Tribunal, Kolkata Bench ("NCLT") regarding Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited ("hereinafter collectively referred to as the "Transferor Companies") with and into Somany Ceramics Limited ("Company"/ "Transferee Company") and their respective shareholders and creditors ("Scheme").

This is with reference to (a) our intimation dated 7th November, 2025, regarding outcome of the meeting of Board of Directors of Somany Ceramics Limited approving the Scheme of Amalgamation of Somany Bathware Limited ("**SBL**" / "**Transferor Company 1**"), Somany Excel Vitrified Private Limited ("**SEVPL**" / "**Transferor Company 2**") and SR Continental Limited ("**SRCL**" / "**Transferor Company 3**") ("hereinafter collectively referred to as the "**Transferor Companies**") with and into Somany Ceramics Limited ("**Transferee Company**") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable rules and/or regulations, subject to receipt of applicable regulatory and other approvals (the "**Scheme**"); (b) our letter dated 20th November, 2025, regarding submission of Scheme of Amalgamation with Stock Exchanges, in this regard, we would like to inform you that the Hon'ble NCLT, Kolkata Bench has pronounced the order in the aforesaid matter on 9th April, 2026. Further, the pronounced order was uploaded on the website of Hon'ble NCLT on 10th April, 2026.

The Hon'ble NCLT has, inter alia, issued directions for convening meetings of equity shareholders and unsecured creditors of the Transferee Company on Saturday, June 13, 2026 through Video Conferencing or other audio-visual mode and other details as mentioned in the order. Further, the meetings of equity shareholders and unsecured creditors of the Transferor companies and secured creditors of both the Transferor companies and the Transferee Company have been dispensed with by the Hon'ble NCLT.

A copy of the aforesaid order as uploaded on the website of the Hon'ble NCLT is enclosed herewith.

The aforesaid information may also be accessed on the website of the Company at www.somanyceramics.com.

This is for your information & records.

Thanking you,
Yours Faithfully,

For Somany Ceramics Limited

Anuj Kalia
Company Secretary & Compliance Officer
Membership No.: A31850

Encl: as above





**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026**

***An Application under Section 230 to 232 of the Companies Act, 2013
read with Companies (Compromises, Arrangements and
Amalgamations) Rules 2016 and other applicable provisions of law;***

IN THE MATTER OF:

A Scheme of Arrangement of (First Motion):

IN THE MATTER OF:

1) SOMANY BATHWARE LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 1 /TRANSFEROR COMPANY NO. 1

AND

2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 2/ TRANSFEROR COMPANY NO. 2

AND

3) SR CONTINENTAL LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 3/ TRANSFEROR COMPANY NO. 3

AND



4) SOMANY CERAMICS LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 4/ TRANSFEREE COMPANY

AND

IN THE MATTER OF:

- 1) SOMANY BATHWARE LIMITED**
- 2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED**
- 3) SR CONTINENTAL LIMITED**
- 4) SOMANY CERAMICS LIMITED**

...Applicant Companies

Date of Pronouncement: 09.04.2026

Coram:

Smt. Bidisha Banerjee : Hon'ble Member (Judicial)
Cmde Siddharth Mishra: Hon'ble Member (Technical)

Appearances (via Hybrid Mode):

1. Ms. Tanvi Luhariwala, Adv
2. Mr. Pradeep Kumar Jewrajka, Adv
3. Ms. Pooja Jewrajka, Adv

ORDER

Per: Cmde Siddharth Mishra, Member (Technical)

1. The Court convened through hybrid mode.
2. The instant application has been filed in the first stage of the proceedings under Section 230 to 232 and other applicable provisions



of the Companies Act, 2013 (“**Act**”) for orders and directions with regard to convening of and/or dispensation of meeting of Equity Shareholders and secured and unsecured creditors of the Applicants, in connection with the Scheme of Arrangement between 1) SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”, 2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”, 3) SR CONTINENTAL LIMITED, being the “Transferor Company No. 3/Applicant no. 3”, and 4) SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4” whereby and whereunder the business undertakings of the all the transferor companies is being proposed to be transferred and amalgamated into the Transferee Company, from the **Appointed date viz 1st April, 2025** in the manner and on the terms and conditions stated in the said Scheme of Arrangement (“**Scheme**”). On such proposed scheme coming into effect, the transferor companies shall stand dissolved without the process of winding up. The copy of the said Scheme is annexed to the Company Application being- **Annexure -A in Volume I at Page No. 41-87.**

3. The Board of Directors of the Applicant Companies at their Board Meetings, held on 7th November, 2025 respectively, approved and resolved to carry out the said Scheme of Arrangement. The copies of the resolution passed by the applicant companies are annexed with the Company Application being **Annexure- ‘E’ in Volume II at Page No. 166-168; Annexure- ‘M’ in Volume II at Page No. 253-255; Annexure- ‘U’ in Volume III at Page No. 422-424; Annexure- ‘BB’ in Volume IV at Page No. 590-593.**

4. The Applicants have the following classes of shareholders and creditors:

Sl.	Name of the Applicant	Equity	Secured	Unsecured

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No.	Companies	Shareholders	Creditors	Creditors.
1.	SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	7	NIL	NIL
2.	SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”	7	NIL	8
3.	SR CONTINENTAL LIMITED , being the “Transferor Company No. 3/Applicant no. 3”	7	NIL	NIL
4.	SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4	31494	4	1167



5. Ld. Counsel appearing for the Applicants submit that the Applicant nos. 1, 2 and 3 are wholly owned subsidiaries of the Applicant no. 4.
6. Ld. Counsel appearing for the Applicants submit that shares of the Applicant no. 4 are listed on the National Stock Exchange of India Limited and BSE Limited. It is submitted that the Applicant nos. 1, 2 and 3 are wholly owned subsidiaries of the Applicant no. 4 company and hence the Applicant no. 4 is not required to obtain No-objection Certificate from the stock exchange in terms of Regulation 37 (6) of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Ld. Counsel appearing for the Applicants submit that the shares of the Applicant nos. 1, 2 and 3 companies are not listed in any stock exchange.
8. It is submitted by Ld. Counsel appearing for the Applicants(s) that none of the Companies involved in the Scheme are Non-Banking Finance Company.
9. Ld. Counsel appearing for the Applicants submit that the Valuation Report is not required in connection with the scheme as there are no issuance of shares/securities and the entire share capital of the Transferor Companies are held by the Transferee Company which shall stand cancelled pursuant to the Scheme.
10. It is submitted by the Ld. Counsel appearing on behalf of the Applicants that the Statutory Auditor of the respective Applicant Companies have by their certificates confirmed that the accounting treatment proposed in the scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act 2013, copies whereof are annexed to the company application as **Annexure**



GG, volume V at Page No. 641-645; Annexure HH, volume V at Page No. 646-650; Annexure II, volume V at Page No. 651-654; Annexure JJ, volume V at Page No. 655-658.

11. Ld. counsel appearing for the Applicants submits that following are the particulars with respect to the Auditors Certificate, Affidavit of Consents (in case of dispensation) and meeting to be convened of all the Applicant Companies:-

EQUITY SHAREHOLDERS			
<u>Company</u>	<u>Equity Shareholders as on 31st December, 2025</u>	<u>Auditors Certificate</u>	<u>Consent from Shareholders</u>
SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	7	Annexure- ‘F’ in Volume II at Page No. 169-171	Annexure- ‘G’ in Volume II at Page No. 172-190
SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”	7	Annexure- ‘N’ in Volume II at Page No. 256-258	Annexure- ‘N’ in Volume II at Page No. 259-277
SR CONTINENTAL LIMITED, being	7	Annexure- ‘V’ in	Annexure- ‘V’ in Volume III

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the “Transferor Company No. 3/Applicant no. 3”		Volume III at Page No. 425-427	at Page No. 428-446
SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4	31494	Annexure- ‘CC’ in Volume IV at Page No. 594-595A	Meeting to be convened

SECURED CREDITORS			
<u>Company</u>	<u>Secured Creditors as on 31st December, 2025</u>	<u>Auditors Certificate</u>	<u>Consent from Secured Creditors</u>
SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	NIL	Annexure- ‘H’ in Volume II at Page No. 191-193	-
SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No.	NIL	Annexure- ‘O’ in Volume II at Page No. 278-280	-

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2/Applicant no. 2”			
SR CONTINENTAL LIMITED, being the “Transferor Company No. 3/Applicant no. 3”	NIL	Annexure- ‘W’ in Volume III at Page No. 447-449	-
SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4	4	Annexure- ‘DD’ in Volume IV at Page No. 596-598	Annexure- ‘EE’ in Volume IV at Page No. 599-637

UNSECURED CREDITORS			
<u>Company</u>	<u>Unsecured Creditors as on _____ 31st December, 2025</u>	<u>Auditors Certificate</u>	<u>Consent from Unsecured Creditors</u>
SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	NIL	Annexure- ‘I’ in Volume II at Page No. 194-196	-
SOMANY EXCEL VITRIFIED	8	Annexure- ‘P’ in	Annexure- ‘Q’ in Volume II at



PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”		Volume II at Page No. 281-283	Page No. 284-318
SR CONTINENTAL LIMITED, being the “Transferor Company No. 3/Applicant no. 3”	NIL	Annexure- ‘X’ in Volume III at Page No. 450-452	-
SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4	1167	Annexure- ‘FF’ in Volume IV at Page No. 638-640	Meeting to be convened

- 12.** The Ld. Counsel for the Applicants further submits that the present Scheme is an arrangement between the Applicant Companies and none of the members, shareholders, and creditors will be adversely affected by the Scheme.
- 13.** Ld. Counsel appearing for the Applicants submits that the Scheme is not within the purview of the Competition Act, 2002.
- 14.** Directions are sought accordingly for,
- a. Dispensation of the meeting of the equity shareholders of the Applicant no. 1/Transferor Company no. 1;



- b. Dispensation of the meeting of the equity shareholders of the Applicant no. 2/Transferor Company no. 2;
- c. Dispensation of the meeting of the equity shareholders of the Applicant no. 3/Transferor Company No. 3;
- d. Convening of the meeting of the equity shareholders of the Applicant no. 4/Transferee Company;
- e. Dispensation of the meeting of the secured creditors of the Applicant no. 1/Transferor Company no. 1 having NIL Creditors.
- f. Dispensation of the meeting of the secured creditors of the Applicant no. 2/Transferor Company no. 2 having NIL Creditors.
- g. Dispensation of the meeting of the secured creditors of the Applicant no. 3/Transferor Company no. 3 having NIL Creditors.
- h. Dispensation of the meeting of the secured creditors of the Applicant no. 4/Transferee Company.
- i. Dispensation of the meeting of the unsecured creditors of the Applicant no. 1/Transferor Company no. 1 having NIL Creditors.
- j. Dispensation of the meeting of the unsecured creditors of the Applicant no. 2/Transferor Company no. 2.
- k. Dispensation of the meeting of the unsecured creditors of the Applicant no. 3/Transferor Company no. 3 having NIL Creditors.
- l. Convening of the meeting of the unsecured creditors of Applicant no. 4/Transferee Company.

15. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicants, we allow the instant application and make the following orders:



A. Meetings Dispensed:

1. Meetings of the equity shareholders of the applicant companies no. 1, 2 and 3 dispensed with under Section 230(1) read with Section 232(1) of the Companies Act, 2013.
2. Meetings of the Secured Creditors of all the Applicant companies dispensed with under Section 230(1) read with Section 232(1) of the Companies Act, 2013.
3. Meetings of the Unsecured Creditors of the Applicant Companies no. 1, 2 and 3 dispensed with under Section 230(1) read with Section 232(1) of the Companies Act, 2013.

B. Meetings to be Held:

1. Meeting of Equity Shareholders of the Applicant no. 4 Company/Transferee Company;
2. Meeting of Unsecured Creditors of the Applicant no. 4 Company/Transferee Company;

C. Meeting Date and Time

MEETING	DAY	DATE	TIME
Meeting of Equity Shareholders of the Applicant no. 4 Company/Transferee Company	Saturday	13 th June, 2026	11:30 AM
Meeting of Unsecured Creditors of the Applicant no. 4 Company/Transferee Company;	Saturday	13 th June, 2026	12:30 PM



D. Mode of Meetings:

The meetings shall be convened and held through Video Conferencing or other audio-visual mode.

E. Notice for the meetings:

- i. **Advertisement:** As per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, at least 30 (thirty) clear days before the meeting to be held, as aforesaid, an advertisement of the notice of meetings be published once each in the “Business Standard” in English and “Aajkal” in Bengali, both circulated in West Bengal. The notice of the meeting shall also be placed on the website of the Applicant Companies.

- ii. **Individual Notices:** At least 30 (thirty) clear days before the date of the meeting(s) to be held, as aforesaid, notices convening the said meeting(s), along with all documents required to be sent with the same, including a copy of the said Scheme, statement prescribed under the provisions of the Act disclosing necessary details and the prescribed form of proxy, shall be sent to each of the equity shareholders and Unsecured Creditors of the Applicant Company no. 4, as the case may be, as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, by Courier / Registered Post / Speed Post / Hand delivery or through email addressed to each of the equity shareholders and Unsecured Creditors of the Applicant Company no. 4, as the case may be at their last known address or email addresses as per the records of the Applicant Companies as applicable. The said notices along with accompanying documents shall also be posted on the website of the Applicant(s) if any.



F. Chairperson:

Adv. Namrata Basu, (having **Mobile no.: 9674752129**) shall be appointed as the Chairperson for the meetings to be held as aforesaid. The chairperson shall be paid a consolidated sum of **Rs 1,00,000/- (Rs One Lakh Only)** for conducting the aforesaid meetings as Chairperson.

G. Scrutinizer:

Siddhartha Mukhopadhyay, (having **Mobile No. 9131945851**) is appointed as the Scrutinizer of the meeting(s) to be held, as aforesaid. The Scrutinizer shall be paid a consolidated sum of **Rs 80,000/- (Rs Eighty Thousand Only)** for acting as Scrutinizer.

H. Quorum and Attendance:

The quorum of the meeting of the shareholders of the applicant no. 4 shall be as prescribed under Section 103 of the Companies Act, 2013. The quorum of the meeting of the unsecured creditors of Applicant no. 4, be respectively fixed at 2(two) unsecured creditors present in person or by proxy in virtual mode. In case the required quorum as stated above is not present at the commencement of the meeting(s), the meeting(s) shall be adjourned by 30 (thirty) minutes and thereafter the persons/shareholders present shall be deemed to constitute the quorum.

I. Mode of Voting:

Voting shall be conducted through e-voting facility in accordance with the Companies (Management & Administration) Rules, 2014.

J. Cut-off date:

The cut-off date for determining the eligibility to vote and value of votes of the Equity Shareholders of Applicant No. 4 shall be 6th June,



2026 and that of Unsecured Creditors of Applicant No. 4 shall be 31st December, 2025. Notices will be sent to all those who are Equity Shareholders and Unsecured Creditors of Applicant No 4.

K. Proxies:

A member/creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member/creditor of the Applicant Companies. Voting in case of body corporate, and voting by authorised representatives shall be permitted, provided the prescribed form/authorization is filed with the respective Applicant Companies, no later than 48 hours before the commencement of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

L. The Chairperson appointed for the aforesaid meetings of the Applicant Companies, or any other person authorized by the Chairperson shall issue notices of the aforesaid meetings.

M. The votes cast shall be scrutinized by the Scrutinizer. The Scrutinizer shall prepare and submit the reports on the meeting along with all papers relating to the voting to the Chairperson of the meetings within 7 days of the conclusion of the meetings. The Chairperson shall declare the results of the meetings after submission of the reports of the Scrutinizer.

N. The value of each Equity Shareholder or Unsecured Creditor of the Applicant Companies shall be in accordance with the books and records of the respective company as applicable, where entries in the books are disputed, the chairperson shall determine the value for purposes of the said meeting(s).



- O.** The resolution for approval of the Scheme put to a meeting shall, if passed by a majority in number representing three-fourths in value of the Equity Shareholder/ Unsecured Creditor of the Applicant Company no. 4, casting their votes, as aforesaid, shall be deemed to have been duly passed on the date of such meeting(s) under Section 230(1) read with Section 232(1) of the Companies Act, 2013.
- P.** The Chairperson to report to the Tribunal the results of the said meeting(s) within four weeks from the date of the conclusion of the said meeting(s). Such report shall be in Form No. CAA4 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, verified by affidavit.
- 16.** Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the following:
- I. Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata;
 - II. Registrar of Companies West Bengal,
 - III. Income Tax Department and Goods and Service Tax Authorities having jurisdiction over the Applicants clearly indicating the PAN/ GST registration number of the company concerned and
 - IV. Official Liquidator, High Court of Calcutta
 - V. Other Sectoral authorities that are likely to be affected by the scheme.

by sending the same by hand delivery through special messenger or by speed post; or by email within two weeks from the date of receiving this order. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of



the notice with a copy of such representation being simultaneously sent to the Advocates / Authorized Representative of the said Applicant. If no such representation is received by the Tribunal within such period, it shall be presumed that such authorities have no representation to make on the said Scheme of Arrangement. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA3 of the said Rules with necessary variations, incorporating the directions herein.

17. The Applicant(s) to file an affidavit proving service of notices to all statutory/sectoral authorities and compliance of all directions contained herein within two weeks after such services.
18. The application being Company Application (CAA) No. 35/KB/2026 is disposed of accordingly.
19. Urgent certified copy of this order, if applied for, be issued upon compliance with all requisite formalities.

Siddharth Mishra
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Signed On 09.04.2026

NKS(LRA)