

Date: 19th June, 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.: Scrutinizer Report and Voting Result of the National Company Law Tribunal, Kolkata Bench (“NCLT”), convened meeting of the Equity Shareholders of Somany Ceramics Limited (the “Company”) held on Saturday, June 13, 2026.

This is to inform that Meeting of the Equity Shareholders of the Company was held on Saturday, June 13, 2026 at 11:30 A.M. (IST) through Video Conferencing (“VC”), pursuant to the directions of Hon’ble NCLT, Kolkata Bench, vide its Order dated April 09, 2026 and Corrigendum Order dated April 24, 2026 (“Meeting”).

1. Based on the NCLT appointed Scrutinizer Report, this is to inform that the Equity Shareholders of the Company, in their meeting held on Saturday, June 13, 2026, have passed the resolution with requisite majority for approving the Scheme of Amalgamation, as set out in the Notice dated April 23, 2026, pursuant to and in terms of Section 230(6) of the Companies Act, 2013.
2. We hereby submit the following:
 - a. Scrutinizer's Report dated 19th June, 2026 on votes cast by the Equity Shareholders through remote e-voting and e-voting at the Meeting – **Annexure A.**
 - b. Voting results in the prescribed format pursuant to Regulation 44 of the SEBI Listing Regulations – **Annexure B.**

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



SIDDHARTHA MUKHOPADHYAY

M.COM, FCMA

Office: 8/304, Elita Garden Vista, Newtown, AA- III, Kolkata- 700135

E-mail: saptarshi2307@gmail.com/siddhartha9307@gmail.com

Ref.....

Date:.....

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

In the matter of:
The Companies Act, 2013;

AND

In the matter of:
An application under Sections 230 to 232 of the
Companies Act, 2013 read with Companies
(Compromises, Arrangements and
Amalgamations) Rules, 2016 and other applicable
provisions of the Companies Act, 2013;

AND

IN THE MATTER OF SCHEME OF AMALGAMATION
OF:

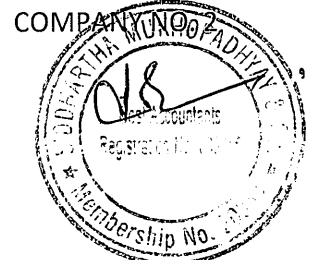
1) SOMANY BATHWARE LIMITED, a Company
within the meaning of Companies Act, 2013 and
having its registered office at 2, Red Cross Place,
Kolkata-700001, West Bengal, within the
aforesaid jurisdiction.

...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



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

SCRUTINIZER'S REPORT

[Pursuant to Sections 230 to 232 read with Section 108 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Rule 20 of the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to an Order dated 9th April, 2026 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench in C.A. (CAA) No. 35/KB/2026 and Corrigendum Order dated 24th April, 2026]

To,

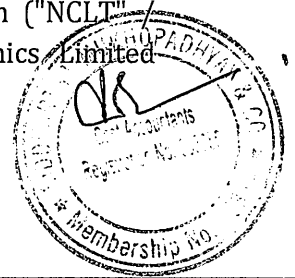
Ms. Namrata Basu, Advocate

Chairperson appointed for the meeting of equity shareholders of Somany Ceramics Limited, 2 Red Cross Place, Kolkata-700001, West Bengal, India

Sub: Scrutinizer's Report on the result of voting through Remote e-Voting and e-Voting at the NCLT convened Meeting of the Equity Shareholders of Somany Ceramics Limited held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Saturday, 13th June, 2026 at 11:30 A.M. (IST), pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 in Company Application C.A. (CAA) No. 35/KB/2026.

Dear Madam,

I, Siddhartha Mukhopadhyay, appointed as Scrutinizer in terms of an Order dated 9th April, 2026 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"/ "Tribunal") for the Meeting of the Equity Shareholders of Somany Ceramics Limited



("Applicant No. 4/Transferee Company"), held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Saturday, 13th June, 2026 at 11:30 A.M. (IST), for the purpose of scrutinizing the votes cast through Remote e-Voting and e-Voting during the Meeting and to report thereon. The Order convening the said Meeting is annexed hereto as "**Annexure - A**".

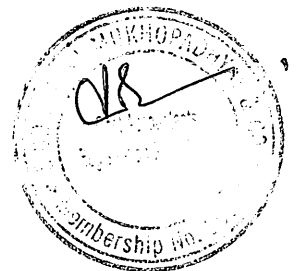
The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, the Rules made thereunder, applicable SEBI Regulations and the directions contained in the aforesaid Order of the Hon'ble Tribunal relating to the conduct of the Meeting and voting through Remote e-Voting and e-Voting during the Meeting of the Equity Shareholders of the Applicant No. 4/Transferee Company.

My responsibility as Scrutinizer for the voting process through Remote e-Voting and e-Voting during the Meeting is restricted to making a Scrutinizer's Report for the votes cast in favour of or against the Resolution for approval of the Scheme of Amalgamation pursuant to the Order dated 9th April, 2026 passed by the Hon'ble Tribunal.

An advertisement was published in "Business Standard" (English Edition) and "Aajkaal" (Bengali Edition) on 12th May, 2026 in accordance with Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the directions contained in the aforesaid Order of the Hon'ble Tribunal. Copies of the same are annexed thereto as "**Annexure -B**".

Further to the above:

1. I have relied upon the Register of Members of the Applicant No. 4/Transferee Company including the Beneficial Position ("BENPOS") received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and other relevant records made available by the Registrar and Share Transfer Agent ("RTA") of the Applicant No. 4/Transferee Company for the purpose of determining the eligibility of the Equity Shareholders entitled to attend and vote at the said Meeting.
2. Voting rights of each Equity Shareholder have been reckoned as on the Cut-off Date, i.e., Saturday, 6th June, 2026, based on the list of shareholders derived from the Register of Members including the BENPOS received from the Depositories and records maintained by the Registrar and Share Transfer Agent of the Applicant no. 4/Transferee Company.
3. In terms of regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and pursuant to Section 108-110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by the Hon'ble NCLT, the Applicant No. 4/Transferee Company had provided remote e-Voting facility through CDSL for the said convened meeting .



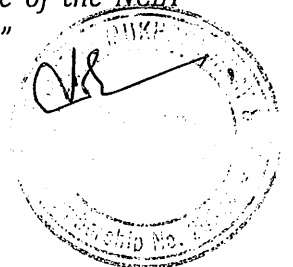
4. Notice of the Meeting of the Equity Shareholders of the Applicant no. 4/Transferee Company, signed and issued by Mr. Anuj Kalia, Company Secretary of Somany Ceramics Limited, as authorised by Ms. Namrata Basu, Advocate, Chairperson appointed by the Hon'ble Tribunal.
5. The Applicant no. 4/Transferee Company had 31,079 (Thirty One Thousand Seventy Nine) Equity Shareholders as on the Cut-off Date, i.e., 6th June, 2026, derived from the Register of Members including the BENPOS received from the Depositories and records maintained by the Registrar and Share Transfer Agent of the Applicant no. 4/Transferee Company, copy of the certificate issued by Maheshwari Datamatics Pvt. Ltd. (RTA) of Applicant no. 4/Transferee Company is annexed herewith as "**Annexure - C**".
6. It is noted that pursuant to the Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, a Meeting of the Equity Shareholders of the Applicant no. 4/Transferee Company was directed to be convened and held through VC/OAVM for considering and, if thought fit, approving the Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited with and into Somany Ceramics Limited and their respective shareholders and creditors.
7. For the purpose of convening the Meeting and determining the eligibility of the Equity Shareholders to whom the notice will be sent, the Applicant no. 4/Transferee Company considered the list of 31,611 Equity Shareholders as on 1st May, 2026, as per the certificate of RTA dated 12th June, 2026, annexed hereto as "**Annexure -D**", and the Notice of the Meeting together with the Scheme of Amalgamation, the Explanatory Statement under Sections 230(3), 232 and 102 of the Companies Act, 2013 and other relevant documents were duly dispatched to all such Equity Shareholders by 11th May, 2026 in compliance with the directions contained in the aforesaid Orders of the Hon'ble Tribunal. A copy of the confirmation issued by Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent of the Applicant no. 4/Transferee Company, evidencing dispatch of the Notice through electronic mail on 11th May, 2026, to 29875 Equity Shareholders is annexed hereto as **Annexure - E**. A copy of the confirmation evidencing dispatch of the Notice through speed post, to those 1736 Equity Shareholders whose e-mail addresses were not registered with the Applicant no. 4/Transferee Company or the Depositories on 8th May, 2026, is annexed hereto as **Annexure - F**.
8. The Remote e-Voting facility remained open from 9:00 A.M. (IST) on Wednesday, 10th June, 2026 till 5:00 P.M. (IST) on Friday, 12th June, 2026.
9. Attendance through authorised representatives in case of Corporate Shareholders by submitting Board Resolutions / Authority Letters under Section 113 of the Companies



Act, 2013 was allowed in accordance with the Order of the Hon'ble Tribunal and the Notice convening the Meeting.

10. At the scheduled time of the Meeting, 53 (Fifty Three) individual Equity Shareholders attended the Meeting through VC/OAVM.
11. In terms of the Order of the Hon'ble Tribunal, the requisite quorum being present in terms of Section 103 of the Companies Act, 2013, the Meeting of the Equity Shareholders of the Applicant no. 4/Transferee Company commenced at 11:30 A.M. (IST).
12. The Notice of the Meeting dated 23rd April, 2026 of the Equity Shareholders was taken as read by the Chairperson with the consent of the Equity Shareholders present.
13. The Equity Shareholders were informed that they could cast their votes through the Remote e-Voting facility provided prior to the Meeting and those who had not exercised their votes through Remote e-Voting could cast their votes through e-Voting during the Meeting and within 15 minutes after closure of the meeting at 11.46 A.M.
14. The Resolution placed before the Meeting of the Equity Shareholders of the Applicant no. 4/Transferee Company was as follows:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the rules, regulations, circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Somany Ceramics Limited, and subject to the approval of the Hon'ble National Company Law Tribunal, Kolkata Bench and such other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Kolkata Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Somany Ceramics Limited (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed amalgamation embodied in the Scheme of Amalgamation of the Transferor Companies with and into the Transferee Company and their respective shareholders and creditors (hereinafter referred to as the “Scheme”) as enclosed with the Notice of the NCLT convened meeting of the equity shareholders, be and is hereby approved.”



"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper, desirable or expedient for giving effect to this resolution and for the purpose of implementing and giving effect to the Scheme and for any matters connected therewith or incidental thereto, including: (i) accepting such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies) and/or by any Regulatory / Governmental Authorities, while sanctioning the Scheme or otherwise; (ii) settling and resolving any questions, difficulties or doubts that may arise in this regard, including passing such accounting entries and making such adjustments in the books of accounts as considered necessary; and (iii) finalizing, signing, executing and filing all necessary applications, petitions, affidavits, documents and writings and doing all acts, deeds and things as may be necessary in connection therewith, without being required to seek any further consent/approval of the Equity shareholders of the Company and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution."

15. After expiry of the additional voting period of 15 minutes from conclusion of the meeting made available to the Equity Shareholders attending the Meeting through VC/OAVM, the votes cast through Remote e-Voting and e-Voting during the Meeting were unblocked from the electronic voting system maintained by Central Depository Services (India) Limited ("CDSL") in the presence of two witnesses who were not in employment of the Applicant No. 4/Transferee Company. The voting data generated from the electronic voting system was diligently scrutinized by me.
16. I now submit my report as under on the result of the voting conducted at the Meeting of the Equity Shareholders of the Applicant No. 4/Transferee Company:

(i) Voted in FAVOUR of the resolution:

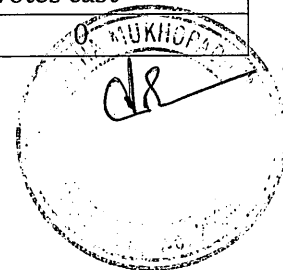
Number of Equity Shareholders who voted	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
145	3,12,04,529	99.99998

(ii) Voted AGAINST the resolution:

Number of Equity Shareholders who voted	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
5	6	0.00002

(iii) INVALID votes:

Number of Equity Shareholders who voted	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
0	0	



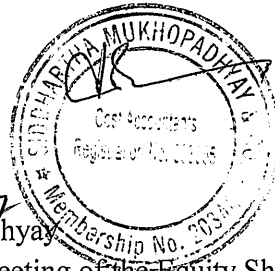
Based on the aforesaid results, the Resolution for approval of the Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited with and into Somany Ceramics Limited and their respective shareholders and creditors, as contained in the Notice dated 23rd April, 2026 of the Meeting of the Equity Shareholders of the Applicant No. 4/Transferee Company, may accordingly be declared as passed with the requisite majority prescribed under Sections 230 to 232 of the Companies Act, 2013.

17. All the relevant records relating to the voting, including electronic voting records, shall be handed over to the Chairperson of the Meeting for safe custody and for filing her report before the Hon'ble National Company Law Tribunal.

This report is issued on the basis of records made available to me and the explanations provided by the Company.

Yours faithfully,

Siddhartha Mukhopadhyay
Siddhartha Mukhopadhyay



(Scrutinizer for the Meeting of the Equity Shareholders of Somany Ceramics Limited held pursuant to the Order dated 9th April, 2026 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench in C.A. (CAA) No. 35/KB/2026)

Place: Kolkata

Date: 19th June 2026



**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)

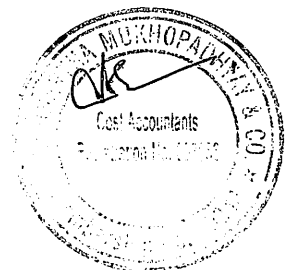
1. The Court convened through hybrid mode.
2. The instant application has been filed in the first stage of the proceedings under Section 230 to 232 and other applicable provisions



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

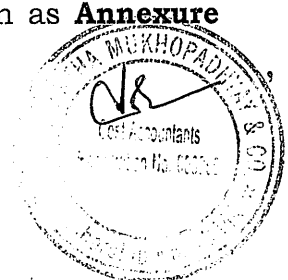


No.	Companies	Shareholders	Creditors	Creditors.
1.	SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	7	NIL	NIL
2.	SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”	7	NIL	8
3.	SR CONTINENTAL LIMITED , being the “Transferor Company No.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



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



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	-





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.





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



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



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)



DIVISION BENCH
COURT - I

M-1

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.A (CAA) NO.35/KB/2026

**CORAM: 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE
2. HON'BLE MEMBER(T), CMDE SIDDHARTH MISHRA**

ORDER SHEET OF THE HEARING ON 24TH APRIL 2026

IN THE MATTER OF	SOMANY BATHWARE LIMITED
UNDER SECTION	SUB-SECTION (L) OF SECTION 230

Appearance (via video conferencing/physically)

CORRIGENDUM ORDER

1. The matter was taken up upon mentioning by Ld. Counsel Mr. Pradeep Kumar Jewrajka appearing on behalf of the Applicant who submits that in the Pronounced Order dated **09.04.2026**, some typographical errors have crept in, and, therefore, the order is corrected as under:
 - a. At page 1 (Cause Title), Page 3 Paragraph 2, Page 3 Paragraph 3 and Page 16 Paragraph 16, "*Scheme of Arrangement*" will be replaced by "**Scheme of Amalgamation.**"
2. Rest of the Pronouncement Order dated 09.04.2026 shall remain unchanged.

**Siddharth Mishra
Member (Technical)**

**Bidisha Banerjee
Member (Judicial)**



আজকাল

কলকাতা মঙ্গলবার ১২ মে ২০২৪

বিজ্ঞপ্তি
আমোদনক্রমে
১. অধ্যক্ষ
২. অধ্যাপক
৩. অধ্যাপিকা
৪. অধ্যাপক (অতিরিক্ত)

বিজ্ঞপ্তি
১. অধ্যক্ষ
২. অধ্যাপক
৩. অধ্যাপিকা
৪. অধ্যাপক (অতিরিক্ত)

পিতা/অভিভাবকের অনুসন্ধানের জন্য বিজ্ঞপ্তি:-



শ্রী চিত্তরত্ন কুমার বিশ্বাসের বা বাহ্যিকভাবে হারিয়ে যাওয়া বা অন্য কারণে অনুসন্ধানের জন্য বিজ্ঞপ্তি।

West Bengal Forest Development Corporation Limited
ALLEGED TENDER NOTICE
১. প্রকল্পের নাম: ...
২. প্রকল্পের বিবরণ: ...

স্বাস্থ্য ডিপার্টমেন্টের অধীনে প্রাথমিক এবং

স্বাস্থ্য ডিপার্টমেন্টের অধীনে প্রাথমিক এবং স্বাস্থ্য ডিপার্টমেন্টের অধীনে প্রাথমিক এবং স্বাস্থ্য ডিপার্টমেন্টের অধীনে প্রাথমিক এবং

Identified by me

Arin Chowdhury, Kandil Chhill & Criminal Court, Murshidabad

আমোদনক্রমে

আমোদনক্রমে
১. অধ্যক্ষ
২. অধ্যাপক
৩. অধ্যাপিকা
৪. অধ্যাপক (অতিরিক্ত)

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

আজকাল

কমখালি/ব্যবসা/বাণিজ্য/হারানো/প্রাপ্তি
ইভাধি বিধান
২২টি শব্দ ২৫০ টাকা, অতিরিক্ত শব্দ ১৮ টাকা

নাম পরিবর্তন

নাম পরিবর্তন
১. অমি. DULALI GHOSI, পিতা- ABUJUL MONDAL, পিতা- ABUJUL MONDAL, পিতা- ABUJUL MONDAL.

DOB BANK

DOB BANK
১. প্রকল্পের নাম: ...
২. প্রকল্পের বিবরণ: ...

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

DEBISH SINHA ADVOCATE

DEBISH SINHA ADVOCATE
HOOHARI JUDGES' COURT, HOOHARI 11.05.2022

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

PUBLIC NOTICE
১. প্রকল্পের নাম: ...
২. প্রকল্পের বিবরণ: ...

Change of Name
১. প্রকল্পের নাম: ...
২. প্রকল্পের বিবরণ: ...

Change of Name
১. প্রকল্পের নাম: ...
২. প্রকল্পের বিবরণ: ...

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

বেঙ্গল অ্যান্ড অসম কোম্পানি লিমিটেড

বেঙ্গল অ্যান্ড অসম কোম্পানি লিমিটেড
১. প্রকল্পের নাম: ...
২. প্রকল্পের বিবরণ: ...

SOMANY সোমনি সেরামিকস লিমিটেড

SOMANY সোমনি সেরামিকস লিমিটেড
১. প্রকল্পের নাম: ...
২. প্রকল্পের বিবরণ: ...

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.

নাম পরিবর্তন

নাম পরিবর্তন
১. I. CHAMPA DUTTA
২. W/O. Biswanath Datta, D/O. Rasamanj Biswas, residing at Village-Dogpara, Ambikanagar, Paschimpara, P.O. - Debalava, P.S. Deganga, District-North 24 Parganas, Pin Code- 743424.



ANNEXURE- 'C'

MAHESHWARI DATAMATICS PVT. LTD.

Regd. Off. : 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001, Phone : 2248-2248, 2243-5029, 2231-6839
E.mail : contact@mdplcorporate.com, Website : www.mdpl.in, CIN : U20221WB1982PTC034886

TO WHOM IT MAY CONCERN

We do hereby certify that as on 6th June, 2026 being the Cut-off Date for remote e-voting, there were 31079 (Thirty One Thousand Seventy Nine) Equity Shareholders of Somany Ceramics Limited

For Maheshwari Datamatics Pvt.Ltd


Registrars
Date: 12.06.2026






MAHESHWARI DATAMATICS PVT. LTD.

Regd. Off. : 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001, Phone : 2248-2248, 2243-5029, 2231-6839
E.mail : contact@mdplicorporate.com, Website : www.mdpl.in, CIN : U20221WB1982PTC034886

TO WHOM IT MAY CONCERN

We hereby certify that as of May 1, 2026, the cut-off date for determining eligible shareholders for the purpose of sending notices, there were 31,611 (Thirty-One Thousand Six Hundred Eleven) equity shareholders of Somany Ceramics Limited.

For Maheshwari Datamatics Pvt.Ltd


Registrar
Date: 12.06.2026





MAHESHWARI DATAMATICS PVT. LTD.

Regd Office : 23, R N Mukherjee Road, 5th Floor, Kolkata – 700001, Phone : 2248-2248, 2243-5029, 2231-6839
Fax : (033) 2248-4787, E-mail : mdpldc@yahoo.com, Website : www.mdpl.in
CIN : U20221WB1982PTC034886

TO WHOMSOEVER IT MAY CONCERN

Ref: Somany Ceramics Limited – Despatch of Notice of NCLT Convened Meeting of Equity Shareholders scheduled on Saturday, 13th June, 2026 through VC/OAVM

We hereby confirm that we have despatched Notice of NCLT Convened Meeting of Equity Shareholders scheduled on Saturday, 13th June, 2026 through VC/OAVM to 29875 shareholders on 11.05.2026 through email, having email ID registered with the Company/Registrar/Depositories.

For Maheshwari Datamatics Private Limited

Registrar
Date: 11.05.2026





DEPARTMENT OF POSTS, INDIA
O/o SENIOR POST MASTER, BARABAZAR H.P.O.
KOLKATA-700007

TO WHOM IT MAY CONCERN

This is to Certify that a Total Number of 1732 Pcs Speed Post Articles & 4 Pcs Speed Post Foreign Articles (Merger Notice) were received From Maheswari Datamatics Pvt. Ltd. 23, R.N.Mukherjee Road, Kolkata-700001 Unit: Somany Ceramics Ltd.. for booking & dispatch.

All the aforesaid items were duly sent to their destination directly through this office on 08.05.2026.

Dy,Manager
Barabazar, H.P.O
Kolkata-700007

Dy. Manager
Business Office
Barabazar Head Post Office
Kolkata-700007





Department Of Posts

Multiple Article Receipt

Office Name : Barabazar H O User ID : 10098115

Date & Time : 08/05/2026, 17:30:29

Mode of Payment :Cash

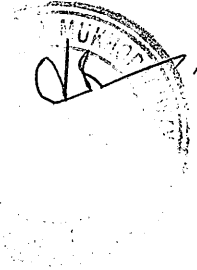
Booking Ref. ID : 3336001108052633540

Sl. No.	Article Number	Product Type	Weight (In gms)	Sender Name	Receiver Name	Base Tariff (Incl. VAS)	Remarks	Created By	Created On	Bulk Reference
1	EW441138971IN	FGN_SP_DOCUMENT	515	MAHESHWARI DATAMATICS PVT LTD	AVINASH KUMAR, 42 WARMBRUN CRESCENT,	1585		10098115	08-05-2026 11:49:26	Counter
2	EW441138968IN	FGN_SP_DOCUMENT	515	MAHESHWARI DATAMATICS PVT LTD	PRAVEEN CHERUKANA THUNDIYIL, HAMAD HEART CENTRE DOHA,	1540		10098115	08-05-2026 11:52:32	Counter
3	EW441139053IN	FGN_SP_DOCUMENT	515	MAHESHWARI DATAMATICS PVT LTD	SUNIL BHICKHAPD CALE, FRIEDENSTR 27 A BICKENBACH,	2020		10098115	08-05-2026 11:55:54	Counter
4	EW441139067IN	FGN_SP_DOCUMENT	515	MAHESHWARI DATAMATICS PVT LTD	PRINCE BAISIL, 207 140B BEST ROAD-SEVEN HILLS NSW	1585		10098115	08-05-2026 11:57:56	Counter

Sl.No.	Charge Details	Items Count	Amount
1	Base Tariff(incl. VAS)	4	6730.00
2	CGST	4	606.00
3	SGST	4	606.00
4	Total Tariff	4	7942.00
5	Net Amount	4	7942.00


08/05/2026
Signature of the Official

08/05/2026



SOMANY CERAMICS LIMITED

Details of Voting results of Remote E-Voting and E-Voting on Resolution contained in Notice dated 23rd April 2026 of National Company Law Tribunal, Kolkata Bench (“NCLT”) convened meeting of the Equity Shareholders of the Company held on Saturday, 13th June, 2026 at 11:30 A.M. through Video Conferencing or Other Audio Visual Means as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM/EGM/ NCLT Convened Meeting	13th June, 2026
Total number of shareholders on record date (i.e. 06.06.2026 - Cut-off date for voting purpose)	31,079
No. of shareholders present in the meeting either in person or through Proxy:	NOT APPLICABLE
Promoters and Promoters Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoters Group:	3
Public:	50

Approval of the Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited with and into the Somany Ceramics Limited and their respective shareholders and creditors

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	2,26,37,804	2,26,37,804	100.0000	2,26,37,804	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		2,26,37,804	100.0000	2,26,37,804	-	100.0000	0.0000
Public-Institutions	E-voting	89,33,597	84,65,718	94.7627	84,65,718	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		84,65,718	94.7627	84,65,718	-	100.0000	0.0000
Public-Non Institutions	E-voting	94,41,405	1,01,013	1.0699	1,01,007	6	99.99998	0.00002
	Poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if Applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,01,013	1.0699	1,01,007	6	99.99998	0.00002
Total		4,10,12,806	3,12,04,535	76.0849	3,12,04,529	6	100.0000	0.0000