



Date: 27th July, 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 Order dated 21st July, 2026 ("Order") passed by National Company Law Tribunal, Kolkata Bench ("NCLT") in the Second Motion Petition relating to 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").

We would like to inform you that the Hon'ble NCLT, Kolkata Bench vide its Order dated 21st July, 2026, has admitted the Second Motion Petition in connection with 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 and fixed the next date of hearing as 28th August, 2026. The Company has received the Order on 27th July, 2026.

A copy of the aforesaid order, as uploaded on the website of the Hon'ble NCLT, Kolkata, 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



DIVISION BENCH
COURT - I

S-11

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/61(KB)2026
IN
C.A.(CAA)/35(KB)2026

**CORAM: 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE
2. HON'BLE MEMBER(T), MS. REKHA KANTILAL SHAH**

ORDER SHEET OF THE HEARING ON 21TH JULY 2026

IN THE MATTER OF	SOMANY BATHWARE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearance (via video conferencing/physically)

Ms. Tanvi Luhariwala, Adv.] For Petitioner
Mr. Pradeep Jamaika, Adv.
Ms. Pooja Jamaika, Adv.

ORDER

1. The Court convened through hybrid mode.
2. The instant application has been filed in the second stage of the proceedings under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Act**”) for sanction of the Scheme of Amalgamation between 1) SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Petitioner no. 1”, 2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No. 2/Petitioner no. 2”, 3) SR CONTINENTAL LIMITED, being the “Transferor Company No. 3/Petitioner no. 3”, and 4) SOMANY CERAMICS LIMITED being the “Transferee Company /Petitioner 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 Amalgamation (“**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. 27-73.**



3. By an Order dated April 09, 2026 read with corrigendum order dated April 24, 2026 passed in Company Application (CAA) No. 35/KB/2026 (**Annexure-R at pgs. 472-488, Vol III**), this Tribunal made the following directions with regard to meetings of shareholders and creditors of the petitioner companies:

“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;”

4. It is submitted by the Learned Counsel appearing for the petitioners that, the meeting of the equity shareholders of the Transferee Company as directed by this Bench by its order passed in CA (CAA) No. 35 of 2026 was duly convened and held on June 13, 2026 under the supervision of the Chairperson and Scrutinizer appointed by this Tribunal.

It is submitted by the Learned Counsel appearing for the petitioners that, the meeting of the unsecured creditors of the Transferee Company as directed by this Bench by its order passed in CA (CAA) No. 35 of 2026 was duly convened and held on June 13, 2026 under the supervision of the Chairperson and Scrutinizer appointed by this Tribunal.

5. It is submitted by Learned Counsel appearing for the Petitioner(s) that the chairperson has filed its separate reports, wherein it has been respectively mentioned that the equity shareholders of the Transferee Company and unsecured creditors of the Transferee Company have passed the resolution thereby approving the Scheme of Amalgamation with requisite majority. The Chairperson’s Report including the Scrutinizer’s Report of



the NCLT convened meetings of the equity shareholders of the Transferee Company and unsecured creditors of the Transferee Company are annexed to the Petition being- **Annexure-T at Page Nos. 555-659, Volume IV.**

Learned Advocate appearing for the Petitioners now seeks admission of the instant petition presented for sanction of the Scheme.

6. Learned Advocate appearing for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated April 09, 2026 read with corrigendum order dated April 24, 2026 passed in Company Application (CAA) No. 35/KB/2026, notice along with all accompanying documents has already been served on the Statutory Authorities, as directed by the said order, including upon the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies, West Bengal; Income Tax Department and Goods and Service Tax Authorities having jurisdiction over the Petitioner clearly indicating the PAN/ GST registration number of the company concerned; and Official Liquidator, High Court of Calcutta. An affidavit proving service, as aforesaid, has been filed by the Petitioners, and the same forms part of the instant petition at **Annexure S at Page Nos. 489-554, Volume IV.** Details of the notices served upon the statutory authorities are as follows:-

Sl. No.	Name of the Statutory Authorities	Date of Service by hand delivery or by speed post
1.	The Regional Director, Eastern Region, Ministry of Corporate Affairs	April 24, 2026
2.	The Registrar of Companies, West Bengal	April 24, 2026
3.	Income Tax authorities having jurisdiction over petitioner companies	April 24, 2026
4.	Goods and Service Tax authorities having jurisdiction over petitioner companies	April 24, 2026
5.	The Official Liquidator, High Court, Calcutta	April 24, 2026



7. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Petitioners, we admit the instant petition and fix the next hearing on **28th August, 2026.**
8. At least 10 (ten) clear days before the said date fixed for hearing, the Petitioners shall cause notice of hearing to be advertised in the “**Business Standard**” in English and “**Aajkal**” in Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 (“CAA Rules”).
9. Another notice pursuant to Section 230(5) of the Companies Act, 2013 along with accompanying documents, including the copies of the aforesaid Scheme, as sent earlier shall be served again on the aforesaid Statutory Authorities by sending the same through hand delivery or by post and by email within two weeks from the date of receiving this order. The notice shall specify the next date of hearing of the petition, as aforesaid, and state that representation(s), if any, and if not already filed, should be filed before this Tribunal no later than 7 (seven) days before the next date of hearing of the petition and a copy of such representation(s) should be simultaneously sent to the Learned Advocate of the Petitioners. If no such representation(s) is received by the Tribunal within such period, it shall be presumed that such Authorities have no representation(s) to make on the said Scheme. Such notice shall be sent in Form No. CAA 3 of the CAA Rules with necessary variations, incorporating the directions herein.
10. The Petitioners are further directed to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, at least 3 (three) days before the next date of hearing.
11. The Petitioners may also file their rejoinder affidavits dealing with the objections/observations, if any, of the Authorities, at least 2 (two) days before the next date of hearing.

Rekha Kantilal Shah
Member (Technical)

Bidisha Banerjee
Member (Judicial)