SOMANY

8th April, 2022

The General Manager
Corporate Relationship Department
BSE Limited,
1st Floor, New Trading Ring, Rotunda Building,
P. J. Towers,Dalal Street, Fort,
Mumbai – 400 001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051

Sub: Summary of proceedings of result of Postal Ballot through remote e-voting

Dear Sir/ Madam,

Please find enclosed the certified true copy of the Summary of proceedings of the announcement of result of Postal Ballot through remote e-voting declared on 8thApril, 2022, in respect of Special Resolution, passed by the members of the Company for the following:

1. Approval for adoption of Somany Ceramics Employee Stock Option Plan 2021 and grant of Employee stock options to the Eligible Employees/Directors of the Company thereunder.
2. Approval for adoption of Somany Ceramics Employee Stock Option Plan 2021 and grant of stock options to the Eligible Employees/Directors of group companies including Subsidiary or Associate Companies thereunder.

We request to kindly take the above on record as per the requirement of SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,
For Somany Ceramics Limited

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

Encl: As above

SOMANY

SUMMARY OF PROCEEDINGS OF THE POSTAL BALLOT THROUGH REMOTE E-VOTING IN RESPECT OF SPECIAL RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 10TH DECEMBER, 2021 PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013, OF SOMANY CERAMICS LIMITED, DECLARED ON FRIDAY, THE 8TH DAY OF APRIL, 2022 AT F-36, SECTOR-6, NOIDA- 201301 AND DEEMED TO BE PASSED ON THURSDAY, THE 7TH DAY OF APRIL, 2022, THE LAST DATE OF REMOTE E-VOTING.

Pursuant to Sections 110 and 108 of the Companies Act, 2013, read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Board of Directors of the Company at its meeting held on 10th December, 2021 had accorded its approval to conduct a Postal Ballot through remote e-voting to seek approval of the members of the Company for the Special Resolutions to be passed through Postal Ballot through remote e-voting as specified in the Postal Ballot Notice dated 10th December, 2021.

The Board at its meeting held on 10th December, 2021 appointed Mr. Akshit Kumar Jangid, Partner of M/s. Pinchaa & Co., Company Secretaries, Jaipur, having FCS No. 11285 and CP No. 16300 as the Scrutinizer for scrutinizing the voting process for the Postal Ballot through remote e-voting in a fair and transparent manner. The cut-off date fixed for ascertaining the name of the Shareholders to whom the notice of Postal Ballot would be sent electronically was 4th March, 2022.

The Postal Ballot Notice dated 10th December, 2021, was dispatched electronically to the Members of the Company on 8th March, 2022. Members were requested to cast their votes electronically on or before 5.00 p.m. on Thursday, 7th April, 2022.

In compliance with the requirements of Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015] as amended from time to time, the Company had provided Remote E-Voting facility to vote on the Special Resolutions to be passed by Postal Ballot (through remote e-voting) which commenced on **Wednesday, 9th March, 2022 from 9.00 a.m.** (IST) and ended on Thursday, **7th April, 2022** at **5.00 p.m.**, to the Shareholders of the Company whose names appeared in the Register of Members as on the cut-off date i.e. 4th March, 2022, to vote on the resolutions through a platform provided by Central Depository Services (India) Limited (CDSL). The e-voting module was disabled by CDSL for voting thereafter.

The Company has announced the dispatch of Postal Ballot Notice containing other required information through an advertisement pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended as on date in Financial Express (English Edition) and Ek Din (Bengali Edition) on Wednesday, 9th March, 2022.

The Scrutinizer carried out the scrutiny of the votes polled electronically upto 7th April, 2022 and submitted his report on Friday, 8th April, 2022.

On the basis of the Report dated 8th April, 2022, submitted by the Scrutinizer, Mr. Ambrish Julka, GM (Legal) & Company Secretary of the Company duly authorized by the Chairman, declared the result of Postal Ballot through remote e-voting on Friday, the 8th April, 2022 at deemed venue at F-36, Sector-6, Noida- 201301, brief details of which are provided hereunder:

RESULT OF VOTING

Item No. 1: (As a Special Resolution)

Approval for adoption of Somany Ceramics Employee Stock Option Plan 2021 and grant of Employee stock options to the Eligible Employees/Directors of the Company thereunder.

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	Remote e-voting	23,269,489	23,269,489	100.00	23,269,489	-	100.00	-
	Poll/Postal Ballot Forms		-	-	-	-	-	-
	Total		**23,269,489**	**100.00**	**23,269,489**	**-**	**100.00**	**-**
Public-Institutions	Remote e-voting	9,556,078	8,661,749	90.64	5,854,412	2,807,337	67.59	32.41
	Poll/Postal Ballot Forms		-	-	-	-	-	-
	Total		**8,661,749**	**90.64**	**5,854,412**	**2,807,337**	**67.59**	**32.41**
Public-Non Institutions	Remote e-voting	9,648,641	199,327	2.07	198,546	781	99.61	0.39
	Poll/Postal Ballot Forms			-	-	-	-	-
	Total		**199,327**	**2.07**	**198,546**	**781**	**99.61**	**0.39**
Total		**42,474,208**	**32,130,565**	**75.65**	**29,322,447**	**2,808,118**	**91.2603**	**8.7397**

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 1 of the Notice of the Postal Ballot through remote e-voting dated 10th December, 2021, may be considered as passed by the members of the Company with requisite majority which was announced by Mr. Ambrish Julka, GM (Legal) & Company Secretary of the Company on Friday, 8th April, 2022.

Accordingly, the Resolution as reproduced hereunder has been passed as a Special Resolution with requisite majority:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI (SBEB) Regulations"), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s), the approval of the Shareholders of the Company be and is hereby accorded to Board of Directors of the Company [hereinafter referred to as the "Board", which term shall include the Nomination & Remuneration Committee ("Nomination & Remuneration Committee" which the Board has constituted to exercise its powers, including the powers, conferred by this resolution)], to adopt the **Somany Ceramics Employee Stock Option Plan 2021 ("the Plan")** and to create, offer, and grant from time to time such number of Employee Stock Options ("Options") to eligible employee as designated by the Company, who is whether working in India or outside India and to Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time, as may be decided by the Nomination & Remuneration Committee under the Plan, exercisable into not more than 4,23,794 (Four lacs twenty three thousand seven hundred ninety four only) Options (i.e. 1% of the current fully paid up equity shares of the Company), each Option giving the right but not the obligation to the holder to subscribe to one fully paid-up Equity Share in the Company, of face value of Rs. 2/- each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board/ Nomination &Remuneration Committee in accordance with the provisions of the Somany Ceramics Employee Stock Option Plan 2021 and in due compliance with the applicable laws and regulations in force."

"**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division, sub-division and/or consolidation of shares, or such other event, the Board/ the Nomination & Remuneration Committee be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure the

implementation of the **Somany Ceramics Employee Stock Option Plan 2021("the Plan")** and ensure fair and equitable benefits under the Plan are passed on to the eligible employee(s) and that the Nomination and Remuneration Committee will also act as the Compensation Committee for effective administration and implementation of the Plan."

"**RESOLVED FURTHER THAT** the Board/Nomination & Remuneration Committee be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Plan and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company."

"**RESOLVED FURTHER THAT** the Board/Nomination & Remuneration Committee be and is hereby authorized to make from time to time such modification, variations, alterations or revisions in the said Plan as it may deem fit in conformity with the provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint merchant banker, solicitors, professional firms and legal consultants or such other persons, as may be required, for implementation of the Plan, and to obtain in-principle approval, listing & trading approvals from Stock Exchanges and to settle all questions arising out of or incidental thereto."

Item No. 2: (As a Special Resolution)

Approval for adoption of Somany Ceramics Employee Stock Option Plan 2021 and grant of stock options to the Eligible Employees/Directors of group companies including Subsidiary or Associate Companies thereunder.

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	Remote e-voting	23,269,489	23,269,489	100.00	23,269,489	-	100.00	-
	Poll/Postal Ballot Forms		-	-	-	-	-	-
	Total		**23,269,489**	**100.00**	**23,269,489**	**-**	**100.00**	**-**
Public-Institutions	Remote e-voting	9,556,078	8,661,749	90.64	5,854,412	2,807,337	67.59	32.41
	Poll/Postal Ballot Forms		-	-	-	-	-	-
	Total		**8,661,749**	**90.64**	**5,854,412**	**2,807,337**	**67.59**	**32.41**
Public-Non Institutions	Remote e-voting	9,648,641	199,327	2.07	198,081	1,246	99.37	0.63
	Poll/Postal Ballot Forms			-	-	-	-	-
	Total		**199,327**	**2.07**	**198,081**	**1,246**	**99.37**	**0.63**
Total		**42,474,208**	**32,130,565**	**75.65**	**29,321,982**	**2,808,583**	**91.2588**	**8.7412**

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 2 of the Notice of the Postal Ballot through remote e-voting dated 10th December, 2021, may be considered as passed by the members of the Company with requisite majority which was announced by Mr. Ambrish Julka, GM (Legal) & Company Secretary of the Company on Friday, 8th April, 2022.

Accordingly, the Resolution as reproduced hereunder has been passed as a Special Resolution with requisite majority:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021,as amended from time to time (hereinafter referred to as "SEBI (SBEB) Regulations"), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s), the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall include the Nomination & Remuneration Committee ("Nomination & Remuneration Committee" which the Board has constituted to exercise its powers, including the powers, conferred by this resolution)] to adopt the **Somany Ceramics Employee Stock Option Plan 2021 ("the Plan")** and to create, offer, and grant from time to time such number of Employee Stock Options ("Options") within the limits prescribed under the Plan, to eligible employees working exclusively for the Group Companies including subsidiary(ies) or associate(s) whether working in India or out of India and to Directors of Group Companies including subsidiary(ies) or associate(s) (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time, as may be decided by the Nomination & Remuneration Committee under the Plan, exercisable into such options as prescribed within the overall ceiling of not more than 4,23,794 (Four lacs twenty three thousand seven hundred ninety four only) Options (i.e. 1% of the current fully paid up equity shares of the Company) as per the plan above, each Option giving the right but not the obligation to the holder to subscribe to one fully paid-up Equity Share in the Company, of face value of Rs. 2/- each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board / Nomination & Remuneration Committee in accordance with

the provisions of the Somany Ceramics Employee Stock Option Plan 2021 and in due compliance with the applicable laws and regulations in force."

"**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division, sub-division and/or consolidation of shares, or such other events, the Board/the Nomination & Remuneration Committee be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure the implementation of the **Somany Ceramics Employee Stock Option Plan 2021 ("the Plan")** and ensure fair and equitable benefits under the Plan are passed on to the eligible employee(s) and that the Nomination and Remuneration Committee will also act as the Compensation Committee for effective administration and implementation of the Plan."

"**RESOLVED FURTHER THAT** the Board/Nomination & Remuneration Committee be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Plan and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company."

"**RESOLVED FURTHER THAT** the Board / Nomination & Remuneration Committee be and is hereby authorized to make from time to time such modification, variations, alterations or revisions in the said Plan as it may deem fit in conformity with the provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint merchant banker, solicitors, professional firms and legal consultants or such other persons, as may be required, for implementation of the Plan and to obtain in-principle approval, listing & trading approvals from Stock Exchanges and to settle all questions arising out of or incidental thereto."

For Somany Ceramics Limited

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

Date:8th April, 2022
Place: Noida