SOMANY

26th September, 2022

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001
Scrip Code: 531548

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051
Symbol: SOMANYCERA

Sub: Consolidated Report of Scrutinizer on the Resolutions passed at the 54th Annual General Meeting of the Company held on 23rdSeptember, 2022

Dear Sir/Ma'am,

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith the Consolidated Report of Scrutinizer submitted by Shri Akshit Kumar Jangid, Partner of M/s Pinchaa & Co., Company Secretaries, Jaipur, (Firm Registration No. P2016RJ051800) on the Resolutions as set out in the Notice dated 10th August, 2022 of the 54th Annual General Meeting of the Company held on 23rd September, 2022 through Video Conferencing or Other Audio Visual Means and passed with requisite majority on same date i.e. 23rd September, 2022.

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

This is for your information and record.

Thanking You,
Yours Faithfully,
For **Somany Ceramics Limited**

Ambrish Julka

Digitally signed by Ambrish Julka
Date: 2022.09.26 19:19:48 +05'30'

Ambrish Julka
GM (Legal) and Company Secretary
M. No.: F4484

Encl: as above

Pinchaa & Co.
Company Secretaries

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

Report of Scrutinizer
on remote e-voting and e-voting during the AGM

[Pursuant to Section 108 and of the Companies Act, 2013 and Rule 20 and of the Companies (Management and Administration) Rules, 2014, amended as on date, and circular issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time]

To,
The Chairman,
SOMANY CERAMICS LTD
2, Red Cross Place, Kolkata (West Bengal)

Dear Sir,

I, Akshit Kumar Jangid, Partner at M/s. Pinchaa & Co., Company Secretaries having office at 108, 1st Floor, Shree Mansion, G-23, Kamla Marg, C-Scheme, Jaipur, Rajasthan-302 001, have been appointed as a Scrutinizer for the purpose of scrutinizing the voting through e-voting process during the 54th Annual General Meeting (AGM) of the Equity Shareholders of **SOMANY CERAMICS LTD.** held on Friday, 23rd September, 2022 through Video Conferencing/ Other Audio Video means facility ("VC/ OAVM") and through remote e-voting during the period from 19th September, 2022 (9:00 a.m. IST) to 22nd September, 2022 (5:00 p.m. IST) in a fair and transparent manner carried out as per the Notice calling 54th Annual General Meeting (AGM) dated 10th August, 2022.

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

- The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") as the Agency for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.

- The remote e-voting facility was made available from **19th September, 2022 (9:00 a.m. IST) to 22nd September, 2022 (5:00 p.m. IST)** for the person(s), whose names were recorded in the Register of Member or in the Register of Beneficial owners maintained by the depositories as on the **cut-off date i.e. 16th September, 2022.**

- The Company had also provided e-voting facility for the members to vote during the AGM who attended the meeting through VC/OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.

- After the conclusion of the e-voting at the 54th AGM, the votes cast by the members present through VC/OAVM at the 54th AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of the CDSL in presence of two witnesses viz. Mr. Lokesh Sharma and Ms. Anushree Khunteta, who are not in the employment of the Company.

- I have scrutinized and reviewed the votes cast by the members through remote e-voting process before the AGM of the company and through e-voting process during the AGM of the Company, based on the data downloaded from the CDSL e-voting system.

PINCHAA & CO. Company Secretaries JAIPUR

SOMANY CERAMICS LIMITED

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The consolidated report on the result of the voting through e-voting system and remote e-voting are as under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt: -

The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of Directors' and Auditors' thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 together with report of Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	32122341	99.9998	76	0.0002	00
E-voting at AGM	00	00	00	00	00
TOTAL	**32122341**	**99.9998**	**76**	**0.0002**	**00**

Resolution No. 2: Ordinary Resolution

To declare a Dividend on Equity Shares for the financial year ended 31st March, 2022.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	32133152	99.9998	76	0.0002	00
E-voting at AGM	00	00	00	00	00
TOTAL	**32133152**	**99.9998**	**76**	**0.0002**	**00**

Resolution No.3: Ordinary Resolution

To appoint a Director in place of Mr. Ghanshyam Girdharbhai Trivedi (DIN:00021470), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	29791093	92.7112	2342140	7.2888	00
E-voting at AGM	00	00	00	00	00
TOTAL	**29791093**	**92.7112**	**2342140**	**7.2888**	**00**

SOMANY CERAMICS LIMITED

PINCHAA & CO. JAIPUR Company Secretaries

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Resolution No.4: Ordinary Resolution

To re-appoint M/s. Singhi & Co., Chartered Accountants (Firms Registration No.: 302049E) as the Statutory Auditors of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	27653009	86.0571	4480324	13.9429	00
E-voting at AGM	00	00	00	00	00
TOTAL	**27653009**	**86.0571**	**4480324**	**13.9429**	**00**

Resolution No.5: Special Resolution

To re-appoint Mr. Abhishek Somany (DIN: 00021448) as the Managing Director & Chief Executive Officer of the Company for a period of 3 (Three) consecutive years, commencing from 1st June 2023 till 31st May, 2026.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	31219404	97.1558	913929	2.8442	00
E-voting at AGM	00	00	00	00	00
TOTAL	**31219404**	**97.1558**	**913929**	**2.8442**	**00**

Resolution No.6: Special Resolution

Remuneration by way of Commission to Non-Executive Directors.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	32043042	99.7180	90619	0.2820	00
E-voting at AGM	00	00	00	00	00
TOTAL	**32043042**	**99.7180**	**90619**	**0.2820**	**00**

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Resolution No.7: Special Resolution

Re-appointment of Mr. Rameshwar Singh Thakur (DIN: 00020126) as an Independent Director for his second term of five (5) consecutive years.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	32040466	99.7113	92767	0.2887	00
E-voting at AGM	00	00	00	00	00
TOTAL	**32040466**	**99.7113**	**92767**	**0.2887**	**00**

Resolution No.8: Special Resolution

Re-appointment of Mrs. Rumjhum Chatterjee (DIN: 00283824) as an Independent Director for her second term of five (5) consecutive years.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	32133126	99.9997	107	0.0003	00
E-voting at AGM	00	00	00	00	00
TOTAL	**32133126**	**99.9997**	**107**	**0.0003**	**00**

Resolution No.9: Ordinary Resolution

Approval for Material Related Party Transactions with M/s Sudha Somany Ceramics Private Limited ("SSCPL").

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	8198364	92.5214	662679	7.4786	2701
E-voting at AGM	00	00	00	00	00
TOTAL	**8198364**	**92.5214**	**662679**	**7.4786**	**2701**

PINCHAA & CO. JAIPUR Company Secretaries

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Resolution No.10: Special Resolution

Authorize borrowings by way of issuance of Non-Convertible Debentures/Bonds/Other Similar Instruments.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid (No. of shares)
	No. of shares	Percentage of valid votes cast	No. of shares	Percentage of valid votes cast	
Remote e-voting	32133190	99.9996	143	0.0004	00
E-voting at AGM	00	00	00	00	00
TOTAL	**32133190**	**99.9996**	**143**	**0.0004**	**00**

I have handed over the related papers/ registers/ records of this process including voting through electronic means for safe custody to the Company Secretary. You may declare the result of the voting accordingly.

Thanking you,
Yours faithfully,
For **Pinchaa & Co.**
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

PINCHAA & CO. CS JAIPUR Company Secretaries

Akshit Kr. Jangid
Partner
M. No. FCS 11285
C. P. No.:16300
UDIN: F011285D001032954

Date: 23.09.2022
Place: Jaipur

SOMANY CERAMICS LIMITED

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Witness:

1. Lokesh Sharma
Address: 108, 1st Floor, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur -302 001 (Rajasthan)

2. Anushree Khunteta
Address: 108, 1st Floor, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur -302 001 (Rajasthan)

Countersigned by:

For Somany Ceramics Limited

Shreekant Somany
Chairman & Managing Director