SOMANY

28th May, 2019

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
1st Floor, New Trading Ring
Rotunda, Dalal Street,
Mumbai – 400 001
Stock Code – 531548

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. C/1, Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051
Stock Code – SOMANYCERA

Dear Sirs,

Sub: Proceedings of a meeting of the Unsecured Creditors of the Company held on 27th day of May, 2019, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]

Pursuant to Regulation 30(6) of the Listing Regulations read with Para A of Part A of Schedule III to the said Listing Regulations, we are submitting herewith proceedings of the Unsecured Creditors of the Company, marked as **'Annexure A'**, duly convened pursuant to Order dated 2nd April, 2019 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 1154/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700001, on Monday, the 27th day of May, 2019 at 1.30 P.M.

Please take the above on your record.

Kindly acknowledge receipt.

For **Somany Ceramics Limited**

(Ambrish Julka)
General Manager (Legal) and Company Secretary
Membership No. F4484

Encl: a.a

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Annexure A

Proceedings of a Meeting of the Unsecured Creditors of Somany Ceramics Limited, the Transferee Company, convened pursuant to Order dated 2nd April, 2019 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 1154/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700001, on Monday, the 27th day of May, 2019 at 1.30 P.M.

Mr. Siddhartha Murarka, took the Chair, as appointed by the Hon'ble Kolkata Bench of the National Company Law Tribunal and the requisite quorum being present, the meeting was called to order. Order of the Hon'ble Kolkata Bench of the National Company Law Tribunal and other related documents were placed before the meeting and made accessible to the Unsecured Creditors present at the meeting.

With the permission of the Unsecured Creditors present at the meeting, the Chairman had taken the Notice dated 8th April, 2019 as read alongwith the Scheme of Amalgamation of Bhilwara Holdings Limited (Transferor Company 1), Sarvottam Vanijya Limited (Transferor Company 2) and Scope Vinimoy Private Limited (Transferor Company 3) with Somany Ceramics Limited (Transferee Company) and their respective Shareholders and Creditors.

Thereafter, Unsecured Creditors present in person were invited to make observations and comments, if any on the proposed Scheme of Amalgamation. Observations and comments made by the Unsecured Creditors and the queries put forth and clarifications sought for by them were answered by Mr. Saikat Mukhopadhyay, Chief Financial Officer of the Company suitably.

Thereafter, Unsecured Creditors were explained the procedure of voting on the resolutions as mentioned in the Notice dated 8th April, 2019. They were informed that the voting through Postal Ballot arranged pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which commenced from **Saturday, the 27th April, 2019** from **9.00 a.m.** (IST) and ended on **Sunday, the 26th May, 2019** at **5.00 p.m.** (IST). He further informed the Unsecured Creditors present, that the facility to vote by means of Physical Ballot Papers at the Meeting of the Company was also made available for those Unsecured Creditors who had not casted their vote by means of Postal Ballot made available for them.

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It was also informed to the Unsecured Creditors that Mr. V. K Tulsyan, (CP: 061593) was appointed as the Scrutinizer by Hon'ble Kolkata Bench of the National Company Law Tribunal for scrutinizing the voting made by Unsecured Creditors through Postal Ballot and Physical Ballot at the meeting in a fair and transparent manner.

Thereafter, the following item of business as per the Notice of the Meeting dated 8th April, 2019, was transacted at the meeting:

1. Approval for the proposed Scheme of Amalgamation of Bhilwara Holdings Limited (Transferor Company 1), Sarvottam Vanijya Limited (Transferor Company 2) and Scope Vinimoy Private Limited (Transferor Company 3) with Somany Ceramics Limited (Transferee Company) and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.

The Unsecured Creditors were also informed that the results on the resolutions deemed to be passed on the date of the Meeting, shall be declared by Mr. Siddhartha Murarka, after receipt of the Scrutinizer's Report from the Scrutinizer and the same along with the Scrutinizer' Report shall be placed on the website of the Company and will be displayed on the Notice Boards at Registered Office of the Company and shall also simultaneously be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE), where the shares of the Company are presently listed.

The Meeting concluded with a vote of thanks to the Chair at 1.50 P.M.

SOMANY CERAMICS LIMITED