Proceedings of the Extra Ordinary General Meeting of Somany Ceramics Limited held on Monday, the 10th day of February, 2014 at Lakshmipat Singhania Auditorium at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016, at 10:00 a.m

Present

Shri Shreekant Somany	**Chairman and Managing Director and Shareholder**
Shri Abhishek Somany	**Joint Managing Director and Shareholder**

Total 33 Members in person and 8 proxies were present as per the Attendance Register.

1. Shri Shreekant Somany, Chairman & Managing Director of the Company, took the Chair in accordance with Article 67 of the Articles of Association of the Company.

2. The requisite quorum being present, the Chairman called the meeting to order and declared that the Company received 8 valid proxies representing 3458577 equity shares and 3 (three) representations under Section 113 of the Companies Act, 2013 representing 18713895 equity shares.

3. The Chairman welcomed the Members to Extra Ordinary General Meeting of the Company. With the consent of the Member's present, the Notice dated 13th January, 2014 convening the Extra Ordinary General Meeting, already in the hands of the Members, were taken as read. The Chairman before taking up the resolution for adoption, briefed the shareholders, the purpose for passing the resolution.

   Thereafter, the following resolution was proposed and passed:



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Corporate Office : F-36, Sector-6, Noida - 201 301, Telefax. : +91-120-4627900 to 4627999, 4628000 to 4628099.
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SPECIAL BUSINESS

As a Special Resolution

Issue and Allotment of Equity Shares on Preferential basis

Proposed by : Shri Sajjan Kumar Agarwal
Seconded by: Shri Laxmi Narayan Maheswari

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory amendments thereto or modification or re-enactment thereof for the time being in force), such of the provisions of the Companies Act, 2013, as are in force and as may be applicable for issuance of further shares and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure of Requirements) Regulations, 2009 **("ICDR Regulations"),** the applicable provisions of the Foreign Exchange Management Act, 1999 **("FEMA")** and the rules and regulations framed thereunder, the Foreign Exchange (Transfer of Issue or Issue of Security by a Person Resident Outside India) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, the extant foreign direct investment policy and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India and any other appropriate authorities and the Listing Agreement entered into between the Company and each of the Stock Exchanges viz; the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and subject to the Company obtaining all approvals, consents, permissions and/or sanctions from the appropriate governmental or regulatory authorities and other third party approvals; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval and subject to other customary conditions precedent including the execution of definitive documents (hereinafter referred to as the **"requisite approvals"**), which may be agreed to by the Board of Directors of the Company (herein referred to as the **"Board"**, which term shall



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be deemed to include any Committee of Directors which the Board may have constituted or hereafter may constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot 43,47,826 Equity Shares of Rs.2/- each (hereinafter referred to as the **"Shares"**) of the Company, representing approximately 11.19% of the post-preferential issued and paid up share capital of the Company, at a price of Rs.115/- per share aggregating to Rs.49,99,99,990/- (Rupees Forty-Nine Crore Ninety-Nine Lac Ninety-Nine Thousand Nine-Hundred Ninety only) which price is determined in accordance with Chapter VII of the ICDR Regulations, for cash at par, on a preferential allotment basis to Latinia Limited, an affiliate of Creador II LLC (hereinafter referred to as **"the Investor"**), at such time or times and on such terms and conditions and in such manner as it may be decided by the Board in this connection and as may be deemed expedient."

"RESOLVED FURTHER THAT the issue and allotment of the Shares to the Investor shall be subject to the conditions prescribed in the SEBI ICDR Regulations and shall be on the following terms and conditions:-

(a) The Shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

(b) The price of the Shares has been calculated in accordance with the provisions of Chapter VII of the ICDR Regulations. The "Relevant Date" as per the SEBI ICDR Regulations for determination of minimum applicable price for issue of the aforesaid equity shares is 10th January, 2014 (which is 30 days prior to the date on which meeting of the General Body of shareholders is to be held in terms of Section 81 (1A) of the Companies Act, 1956 to consider the proposed issue of the Equity Shares. Since the relevant date falls on a weekend/holiday, the day preceding the weekend/holiday

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is considered as the relevant date).

(c) The shares so offered, issued and to be allotted to the Investor shall be in dematerialized form.

(d) The Shares allotted to the Investor shall be subject to receipt of necessary approvals and be listed and traded on the National Stock Exchange of India Limited and the BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

(e) The Investor shall be required to bring in 100% of the consideration on the shares to be allotted on or before date of allotment thereof.

(f) The Shares shall remain locked-in for such period as specified under the ICDR Regulations.

"RESOLVED FURTHER THAT the Shares allotted in terms of this resolution shall rank *paripassu* in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient in relation to all matters concerning the proposed issue and allotment of shares, the rights attached thereto, the listing thereof with the Stock Exchange(s) where the Company's shares are continued to be listed, making application to the relevant Depository(ies) for admission of the new equity shares as appropriate and to resolve and settle all question or difficulty(ies) that may arise in regard thereto and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the Shares and the utilization of the issue proceeds without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by

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the above resolutions to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

"RESOLVED FURTHER THAT all actions taken by the Board or Committee thereof duly constituted or persons duly authorized for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

(Carried Unanimously)

There being no other business to transact, the meeting concluded with vote of thanks to the Chair.

Sd/-

Chairman
10.02.2014

Certified to be True copy
For SOMANY CERAMICS LIMITED

AMBRISH JULKA
AGM (Legal) and Company Secretary

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