DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 09831196869; Email: droliapravin@yahoo.co.in

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Amended Rules, 2015]

To,
Chairman of 47th Annual General Meeting
SOMANY CERAMICS LIMITED
82/19, Bhakerwara Road, Mundka,
Delhi-110041

Dear Sir,

SUB: SCRUTINIZER REPORT FOR 47TH AGM OF THE COMPANY

I, Pravin Kumar Drolia, (Membership No. F 2366 & CP 1362) proprietor of Drolia & Company, Company Secretaries, Kolkata, was appointed as Scrutinizer, by the Board of Directors of **Somany Ceramics Limited (CIN: L40200DL1968PLC005169)** ("the Company") at their meeting held on 18th May, 2015 scrutinizer for the purpose of Scrutinizing the remote e-voting process and physical voting to ascertain the results on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, on the Resolutions contained in the notice dated 18th May, 2015 (hereinafter referred to as "the resolutions") of the 47th Annual General Meeting (AGM) of the members of the Company, held on **Friday, the 4th September, 2015 at 10.30 A.M. at Laxmipat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi- 110016.**

1. The notice dated 18th May, 2015 convening the 47th Annual General Meeting (AGM) of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent on 6th August, 2015 to those shareholders whose names appeared in the Register of Members/Beneficial Owners as on 24th July 2015 in respect of the resolutions to be passed at the said AGM of the Company.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and through ballot on the resolutions contained in the Notice of the 47th AGM of the members of the Company. My responsibility as scrutinizer for the remote e-voting process and voting through ballot at the said AGM are restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from the e-voting process system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide remote e-

DROLIA & COMPANY * Company Secretaries * FCS-2366 CP-1362

voting facilities till 5:00 P.M., on 3rd September, 2015 and Ballot papers received on, 4th September, 2015 at the AGM of the Company. There was no demand of poll on any resolution by the Members in the AGM.

3. Further to the above, I submit my report as under:-

   i. The remote e-voting period remained open from 9.00 A.M. (IST) on the 1st September, 2015 to 5.00 P.M. (IST) on the 3rd September, 2015.

   ii. The members who were on record of the Company as well as whose particulars provided by the Depositories on the "cut-off' date i.e., 28th August, 2015, were entitled to remote e-voting on the resolutions set out in the notice of the 47th AGM of the Company.

   iii. The votes cast through remote e-voting were unlocked on 5th September, 2015 in the presence of 2 (two) witnesses, **Ms. Chetana Goel,** resident of 146, Bangur Avenue, Block A, 3rd Floor, Kolkata-700055 and **Mr. Abhishek Kumar Mishra** resident of 13, Rameshwar Malia 1st Bye Lane, Howrah - 711102 who are not in the employment of the Company.

   iv. The physical voting facility through ballot papers was provided at the venue of 47th Annual General Meeting held on Friday, 4th September, 2015 for those members who attended the meeting but not participate in remote e-voting were considered for the purpose of this report accordingly. The Ballot box opened by me in the presence of two witnesses, Mr. Gagan Kumar Kumar residing at H No.-1/6177-A, Street No. 2, East Rohtas Nagar, Shahdara, Delhi-110032 and Mr. Praveen Kumar residing at Gali Daroga Chalu Singh, Pahari Dhiraj, Delhi-110006 , after the voting process was over at the said AGM of the Company.

   v. The details containing inter alia, list of Equity Share Holders, who voted "for" or "against", on each of the resolutions that were put to vote and whose votes became invalid or who abstained from voting, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. https://www.evotingindia.com and is based on such reports generated.

   vi. The combined result of the voting considering remote e-voting and votes casted through Ballot papers is annexed.

Thanking You,
Yours faithfully,

FOR DROLIA & COMPANY
(Company Secretaries)

DROLIA & COMPANY ★ Company Secretaries ★ FCS-2366 CP-1362

(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366,
Certificate of Practice No.1362

Place: Kolkata
Date: 5th September, 2015

Consolidated Report of Voting on resolutions considered at 47th AGM of SOMANY CERAMICS LIMITED held on 4th September, 2015

SL NO	Resolution	Mode	No. of folios/ Ballots Received	Total no.of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions
					No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ no. of Ballots received	Votes	
1	To receive, consider and adopt a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Directors' and Auditors' thereon and b) the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2015. (As an Ordinary Resolution)	Electronic	44	27517804	44	27517804	100.00	0	0	0.00	44	27517804	100.00	0	0	0.00
		Physical	22	642	22	642	100.00	0	0	0.00	22	642	100.00	0	0	0.00
		TOTAL	**66**	**27518446**	**66**	**27518446**	**100.00**	**0**	**0**	**0.00**	**66**	**27518446**	**100.00**	**0**	**0**	**0.00**
2	To declare Dividend on equity shares for the financial year ended 31st March, 2015 (As an Ordinary Resolution)	Electronic	44	27517804	44	27517804	100.00	0	0	0.00	44	27517804	100.00	0	0	0.00
		Physical	22	642	22	642	100.00	0	0	0.00	21	640	99.69	1	2	0.31
		TOTAL	**66**	**27518446**	**66**	**27518446**	**100.00**	**0**	**0**	**0**	**65**	**27518444**	**100.00**	**1**	**2**	**0.00**
3	To appoint a Director in place of Shri Narayan Anand (DIN:02110727), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment (As an Ordinary Resolution)	Electronic	44	27517804	44	27517804	100.00	0	0	0.00	44	27517804	100.00	0	0	0.00
		Physical	22	642	22	642	100.00	0	0	0.00	22	642	100.00	0	0	0.00
		TOTAL	**66**	**27518446**	**66**	**27518446**	**100.00**	**0**	**0**	**0.00**	**66**	**27518446**	**100.00**	**0**	**0**	**0.00**
4	To ratify appointment of Auditor Messers. Lodha & Co., Chartered Accountants, and to fix their remuneration. (As an Ordinary Resolution)	Electronic	44	27517804	44	27517804	100.00	0	0	0.00	44	27517804	100.00	0	0	0.00
		Physical	22	642	22	642	100.00	0	0	0.00	21	640	99.69	1	2	0.31
		TOTAL	**66**	**27518446**	**66**	**27518446**	**100**	**0**	**0**	**0**	**65**	**27518444**	**100.00**	**1**	**2**	**0.00**

DROLIA & COMPANY * FCS-2366 CP-1362 * Company Secretaries

Consolidated Report of Voting on resolutions considered at 47th AGM of SOMANY CERAMICS LIMITED held on 4th September, 2015

SL NO	Resolution	Mode	No. of folios/ Ballots Received	Total no.of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions
					No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ no. of Ballots received	Votes	
5	To appoint Smt. Anjana Somany (DIN: 00133542), as Director of the Company, liable to retire by rotation in terms of Section 152 & 149 of the Companies Act 2013. (As an Ordinary Resolution)	Electronic	44	27517804	44	27517804	100.00	0	0	0.00	44	27517804	100.00	0	0	0.00
		Physical	22	642	22	642	100.00	0	0	0.00	22	642	100.00	0	0	0.00
		TOTAL	**66**	**27518446**	**66**	**27518446**	**100.00**	**0**	**0**	**0.00**	**66**	**27518446**	**100.00**	**0**	**0**	**0.00**
6	Ratification for payment of remuneration to M/s. G.L. Sultania & Co., Proprietor Shri Girdhari Lal Sultania, Non-Executive Non-Independent Director appointed as a consultant of the Company. (As an Ordinary Resolution)	Electronic	44	27517804	44	27517804	100.00	0	0	0.00	44	27517804	100.00	0	0	0.00
		Physical	22	642	22	642	100.00	0	0	0.00	21	640	99.69	1	2	0.31
		TOTAL	**66**	**27518446**	**66**	**27518446**	**100**	**0**	**0**	**0**	**65**	**27518444**	**100.00**	**1**	**2**	**0.00**
7	Adoption of New set of Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company (As a Special Resolution)	Electronic	44	27517804	44	27517804	100.00	0	0	0.00	44	27517804	100.00	0	0	0.00
		Physical	22	642	22	642	100.00	0	0	0.00	22	642	100.00	0	0	0.00
		TOTAL	**66**	**27518446**	**66**	**27518446**	**100.00**	**0**	**0**	**0.00**	**66**	**27518446**	**100.00**	**0**	**0**	**0.00**

We the undersigned witness that the votes were unlocked from the evoting website of CDSL (http//www.evotingindia.com) in our presence at 11:00 A.M. on the 5th September, 2015 in the office of Scrutinizer.

Chetana Goel.

(i) Chetana Goel
146 Bangur Avenue, Block A,
3rd Floor, Kolkata-700055

Abhishek Kumar Mishra

(ii) Abhishek Kumar Mishra
13, Rameshwar Malia 1st Bye Lane,
Howrah-711101

DROLIA & COMPANY * Company Secretaries * FCS-2366 CP-1362