2nd May, 2015

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

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

Dear Sirs,

Sub: Result of the Postal Ballot voting process.

We refer to our letter dated 31st March , 2015, forwarding you the copies of the Postal Ballot Notice dated 24th March, 2015 sent to Shareholders of the Company seeking their approval for passing resolution as stated in the Notice.

The Company had appointed Mr. Pravin Kumar Drolia, Practicing Company Secretary as the Scrutinizer for the Postal Ballot Process. The Scrutinizer has submitted his report to the Company on 1st May, 2015.

On the basis of the report received from the Scrutinizer, Mr. G. L. Sultania, Director of the Company has declared the following results, today i.e. 2nd May, 2015.

1. **Special Resolution:** To consider and approve issue of further securities

S. No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Valid Votes	% of Total votes Cast	% of total No. of shares
1.	Favour	26,471	2,73,94,771	2,74,21,242	100.00	70.59
2.	Against	Nil	Nil	Nil	0.00	0.00
	Total				100.00	70.59

Somany Ceramics Limited New Delhi

SOMANY CERAMICS LIMITED
Works : Kassar-124 507, Distt. Jhajjar, Bahadurgarh, Haryana, India. Tel : +91-1276-223300, 241001 to 05, Fax : +91-1276-241006 / 241011.
Corporate Office : F-36, Sector-6, Noida - 201 301, Telefax. : +91-120-4627900 to 4627999, 4628000 to 4628099.
Registered Office : 82/19, Bhakerwara Road, Mundka, New Delhi-110 041, India. Tel : +91-11-28341085.
Corporate Identity Number (CIN) : L40200DL1968PLC005169

IS:15622:2006
CM/L 9829610

SOMANY

2. Special Resolution: To increase the aggregate limit for investment by the Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in equity share capital of the Company.

S. No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Valid Votes	% of Total votes Cast	% of total No. of shares
1.	Favour	26,406	2,73,94,771	2,74,21,177	100.00	70.59
2.	Against	Nil	Nil	Nil	0.00	0.00
	Total			2,74,21,177	100.00	70.59

Accordingly, the resolution has been declared passed with requisite majority by means of Postal Ballot.

We are enclosing herewith the result declared by Mr. G. L. Sultania, Director of the Company along with report dated 1st May, 2015 of the scrutinizer for your information & record.

The result of the postal ballot will also be published in the newspapers and copy of the same shall be forwarded for your record.

Kindly acknowledge receipt.

Thanking you,

For Somany Ceramics Limited

Ambrish Julka
AGM (Legal) and Company Secretary

Encl: As stated

SOMANY CERAMICS LIMITED
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SOMANY

RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of the Members of the Company was sought by way of Postal Ballot for:

1. **To consider and approve issue of further securities.**

2. **To increase the aggregate limit for investment by the Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in equity share capital of the Company.**

The last date for casting of vote through e-voting and to receive the Postal Ballot Forms, duly completed and signed by the Members was upto 5.00 p.m. (IST) on 30th April, 2015.

Mr. Pravin Kumar Drolia, Practicing Company Secretary, the Scrutinizer has submitted his report dated 1st May, 2015 on the Postal Ballot & E-voting for the resolutions mentioned in the Postal Ballot notice dated 24th March, 2015 and the following results were announced on Saturday, 2nd May, 2015 at 11.30 a.m. at 2, Red Cross Place, Kolkata - 700 001:

1. **Special Resolution:** To consider and approve issue of further securities.

SL. No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Valid Votes	% of Total votes Cast	% of total No. of shares
1.	Favour	26,471	2,73,94,771	2,74,21,242	100.00	70.59
2.	Against	Nil	Nil	Nil	0.00	0.00
	Total			2,74,21,242	100.00	70.59

2. **Special Resolution:** To increase the aggregate limit for investment by the Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in equity share capital of the Company.

SL. No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Valid Votes	% of Total votes Cast	% of total No. of shares
1.	Favour	26,406	2,73,94,771	2,74,21,177	100.00	70.59
2.	Against	Nil	Nil	Nil	0.00	0.00
	Total			2,74,21,177	100.00	70.59

Accordingly, the Special Resolutions as mentioned in the Notice of Postal Ballot dated 24th March, 2015 have been passed by the requisite majority.

As required under Rule 22(13) of the Companies (Management and Administration) Rules, 2014, copy of the Scrutinizer's Report dated 1st May, 2015 is enclosed.

G L Sultania
(Director)
Somany Ceramics Limited
DIN No. 00060931

SOMANY CERAMICS LIMITED
2, Red Cross Place, Kolkata - 700 001 (India), Tel : +91-33-2248 7406/07, Fax : +91-33-2248 7045
Registered Office : 82/19, Bhakerwara Road, Mundka, New Delhi-110 041 (India) Tel : +91-11-28345049/4282
Corporate Office : F-36, Sector-6, Noida - 201301 (U.P.)Tel : +91-120-4627900-999, 4628000-099
Corporate Identity Number (CIN) : L40200DL1968PLC005169

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata – 700 069
Mobile: 9831196869; Email: droliapravin@yahoo.co.in

Scrutinizers' Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Director
Somany Ceramics Limited
89/12, Bhakerwara Road, Mundka,
New Delhi – 110 041

SUB: REPORT ON RESULT OF POSTAL BALLOT

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of Companies (Management and Administration Rules), 2014 and Clause 35B of the Listing Agreement, the Board of Directors of Somany Ceramics Limited at its meeting held on 24th March, 2015 had appointed me as the Scrutinizer for conducting the Postal Ballot voting process physically & by e-voting in a fair and transparent manner, in respect of the following resolutions:

Resolution Number	Type of Resolution	Resolution For
1.	Special Resolution	To consider and approve issue of further securities
2.	Special Resolution	To increase the aggregate limit for investment by the Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in equity share capital of the Company

1. I submit my report as under:

1.1. The Company had completed on 31st March, 2015, the dispatch of Notice dated 24th March, 2015 along with Postal Ballot Forms and self-addressed stamped envelopes through Registered Post/electronically, to those Members whose names were appeared on the Register of Members/list of beneficiaries as on 27th March, 2015, being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the number of votes cast in respect of such resolution will be counted according to the number of shares held by the concerned Shareholders. One share held will be equal to one vote.

1.2. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration Rules), 2014 read with Clause 35B of the Listing Agreement, the Company has provided e-voting facility to all its Members to enable them to cast their votes electronically. The e-voting services were provided by the Central Depository Services (India) Limited (CDSL). The e-voting period commenced on 1st April, 2015 from 9:00 AM (IST) and concluded on 30th April, 2015 at 5:00 PM (IST).

DROLIA & COMPANY
FCS-2366
CP-1362
Company Secretaries

1.3. Particulars of all the Postal Ballot Forms received from the shareholders and the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.

1.4. The sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company.

1.5. All the Postal Ballot Forms, received up to the close of working hours (1700 hours) on 30th April, 2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

1.6. Envelopes containing Postal Ballot Forms received after working hours (1700 hours) on 30th April, 2015 were not considered for my scrutiny. These envelopes were not opened.

1.7. The Postal Ballot envelopes were opened from time to time and the last lot was opened on 30th April, 2015 after 1700 hours in the presence of my Authorized Representatives.

1.8. Particulars of all the Postal Ballot Forms received from the shareholders have been entered in the Electronic Register separately maintained for this purpose.

1.9. Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.

1.10. I have not found any Defaced/Mutilated Postal Ballot Form.

1.11. I downloaded the complete record of votes cast by electronic mode from Central Depository Services (India) Limited (CDSL) portal, the agency for providing and supervising electronic platform on 30th April, 2015 around 6.00 P.M. , which was closed by CDSL on 30th April, 2015 at 5.00 P.M.

2. In accordance with the Basis of Acceptance (as per **Annexure**-I) and Basis of Rejection (as per **Annexure-II)**, and on proper scrutiny of all the Ballot papers, I report the result of the Postal Ballot as under :

2.1. Summary of the Postal Ballot votes casted through Physical Mode is as follows:-

1.	**Total No. of Postal Ballot Forms Received**	**21**	
2.	**Less: Total No. of invalid Postal Ballot Forms (As per details attached in Annexure –III)**	**1**	
3.	**Total No. of Valid Postal Ballot Forms**	**20**	
		Resolution No. 1	**Resolution No. 2**
4.	**Total No. of Valid Postal Ballot Forms in favour of the Resolution**	**19**	**19**
5.	**Total No. of Valid Postal Ballot Forms against the Resolution**	**0**	**0**
6.	**Total No. of Valid Postal Ballot Forms absent from Resolution**	**1**	**1**
7.	**Total No. of Votes casted**	**26,471**	**26,406**
8.	**Total No. of Votes in favour of the Resolution**	**26,471**	**26,406**
9.	**Total No. of Votes against the Resolution**	**0**	**0**



2.2. Summary of the Postal Ballot votes casted through Electronic Voting System is as follows:

SL. No.	Particulars	Resolution no. 1		Resolution no. 2	
		No. of Folio	No. of Votes	No. of Folio	No. of Votes
1.	Total No. of Votes casted through e-voting system	39	2,73,94,771	39	2,73,94,771
2.	Total No. of Votes casted in favour of the Resolution	39	2,73,94,771	39	2,73,94,771
3.	Total No. of Votes casted against the Resolution	0	0	0	0

2.3. Total summary of the votes casted (aggregate of Physical and Electronic Voting System) is as follows:-

Resolution No.1

To consider and approve issue of further securities

SL No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Valid Votes	% of Total votes Cast
1.	Favour	26,471	2,73,94,771	2,74,21,242	100.00
2.	Against	0	0	0	0.00
	Total			2,74,21,242	100.00

Resolution No.2

To increase the aggregate limit for investment by the Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in equity share capital of the Company

SL No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Valid Votes	% of Total votes Cast
1.	Favour	26,406	2,73,94,771	2,74,21,177	100.00
2.	Against	0	0	0	0.00
	Total			2,74,21,177	100.00

3. The Resolution accordingly stand passed with requisite majority.

4. You may accordingly declare the result of the voting by Postal Ballot.

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 : 1st May, 2015

"Annexure -I"

BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM:

1. A Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form downloaded from the website of CDSL (http://www.evotingindia.co.in) as specified in the Postal Ballot Notice.

2. The assent or dissent has been given by any other mark, the Postal Ballot Form has been considered.

3. Joint shareholder(s) has /have signed the Postal Ballot Form Instead of first name shareholder, the vote cast by the joint named shareholders has/ have been considered.

4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.

5. Shareholder has voted for less number of shares than his actual shareholding, the number of shares (votes) indicated /cast has been considered.

6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.

7. Shareholder has voted for only one resolution.

B. VOTING THROUGH ELECTRONIC MODE:

7. Shareholder has voted only through E-Voting i.e. electronic mode.

For DROLIA & COMPANY
(Company Secretaries)



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

Place: Kolkata
Date : 1st May, 2015

"Annexure-II"

BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Shareholder has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the shareholder with the registrar and share transfer agent differs materially with that of the signature in the Postal Ballot Forms.
4. The specimen signature of the shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry (www.evotingindia.co.in) of the registrar and share transfer agent i.e. Central Depository Services (India) Limited and consequently there is no way to verify the signature.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. Shareholder has sent a photocopy of the Postal Ballot Form.
7. In case where a Postal Ballot Form has been signed by Authorized Signatory / Power of Attorney Holder and certified true copy of board resolution /Power of Attorney /Letter of Authority together with attested specimen signatures of the duly authorized signatory not attached with the Postal Ballot Form.
8. Shareholder has signed the Postal Ballot Form in Pencil.
9. Shareholder has signed in the both Column for the purpose of Assent/Dissent.
10. Shareholder has sent Scan Copy of Postal Ballot Form via E-mail.
11. Shareholder has sent Original as well as Duplicate Postal Ballot Form, and then Original Postal Ballot Form has / have been considered.
12. The Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes.

B. VOTING THROUGH ELECTRONIC MODE

13. Shareholder has voted by Physical Ballot Form and e-Voting both, then voting done through Valid Physical Postal Ballot has been considered and e-voting has been treated as 'Invalid'.

For DROLIA & COMPANY
(Company Secretaries)

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

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

Place: Kolkata
Date : 1st May, 2015

"Annexure-III"

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONICS VOTES

SL. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (equity share of Rs. 2/- each)
	A. PHYSICAL BALLOT FORM:		
1.	No votes polled	Nil	Nil
2.	Not signed	Nil	Nil
3.	Blank Form i.e. no signature & no votes polled	Nil	Nil
4.	Not properly filled up	Nil	Nil
5.	Authority Letter /Board Resolution not attached	1	1000
6.	Power of Attorney not enclosed	Nil	Nil
7.	Signature not available	Nil	Nil
8.	Signature not tallied	Nil	Nil
9.	Votes Polled for both Against and for	Nil	Nil
10.	Photocopy of Postal Ballot Form sent	Nil	Nil
11.	Form found in Mutilated form	Nil	Nil
	B. VOTING THROUGH ELECTRONIC MODE		
12.	Voted through e-voting and Physical both	NIL	NIL
	TOTAL	**1**	**1000**

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 : 1st May, 2015