SOMANY CERAMICS LIMITED

Regd. Office: 82/19, Bhakerwara Road, Mundka, New Delhi – 110 041
CIN: L40200DL1968PLC005169
Phone: 011-2834 1085, E-mail: sclinvestors@somanytiles.co.in

NOTICE

OF THE 46th ANNUAL GENERAL MEETING

Notice is hereby given that the 46th Annual General Meeting of the Members of Somany Ceramics Limited will be held at Lakshmipat Singhania Auditorium at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Thursday, the 4th September, 2014 at 10:30 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.

2. To declare a dividend on equity shares for the year ended 31st March, 2014.

3. To appoint a Director in place of Shri G. L. Sultania (DIN: 00060931), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

   "RESOLVED THAT Shri R. L. Gaggar, (DIN:00322904) Independent Director of the Company who retires by rotation at this Annual General Meeting does not seek for re-appointment, is therefore, not appointed as a Director of the Company and the vacancy so caused be not filled up at present."

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

   "RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013, and Rules made thereunder M/s. Lodha & Co., Chartered Accountants having Registration No.301051E, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting at a remuneration as may be fixed by the Board of Directors of the Company and the said re-appointment be placed for ratification by members at the 47th and 48th Annual General Meeting of the Company."

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

6. **Re-appointment of Shri Shreekant Somany (DIN: 00021423) as the Chairman & Managing Director.**

   "RESOLVED THAT in accordance with the provisions of Sections 196, and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any Statutory notification(s) or re-enactment thereof for the time being in force) consent and/or approval of the Company be and is hereby accorded to the re-appointment of Shri Shreekant Somany ("Shri Somany") (DIN: 00021423) as the Chairman and Managing Director of the Company, for a further period of 3 (Three) years commencing from 1st September, 2014 till 31st August, 2017, who shall not be liable to retire by rotation pursuant to the relevant provisions under the said Act read with Articles of Association of the Company, and to his receiving remuneration by way of salary, commission, perquisites and/or

allowances as the Chairman and Managing Director of the Company as recommended by the Nomination and Remuneration Committee and Audit Committee at their respective meetings and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company of the ONE PART and Shri Somany of the OTHER PART and also set out in the Statement pursuant to Section 102 of the Companies Act, 2013, attached to the notice convening the 46th Annual General Meeting of the Company (a draft, whereof is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said re-appointment of Shri Somany as the Chairman and Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Shri Somany, provided, however, that the remuneration payable to Shri Somany, shall not exceed the maximum limits for payment of managerial remuneration specified in Schedule V to the said Act or any amendment thereto as may be made from time to time or the laws or guidelines as may for the time being in force."

"RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay Shri Somany minimum remuneration by way of salary, perquisites and/or allowances subject to the maximum ceiling calculated in accordance with the scale laid down in Section II of Part II of Schedule V to the said Act, as applicable to the Company at the relevant time depending upon the capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Shri Somany, the Chairman and Managing Director of the Company subject to necessary approval(s) as may be required."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

7. Re-appointment of Shri Abhishek Somany (DIN: 00021448) re-designated as the Managing Director

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any Statutory notification(s) or re-enactment thereof for the time being in force) consent and/or approval of the Company be and is hereby accorded to the re-appointment of Shri Abhishek Somany ("Shri Somany") (DIN: 00021448) for a further period of 3 (Three) years, commencing from 1st June, 2015 till 31st May, 2018, and to re-designated him as the Managing Director of the Company, who shall be liable to retire by rotation pursuant to the relevant provisions under the said Act, read with Articles of Association of the Company, and to his receiving remuneration by way of salary, commission, perquisites and/or allowances, as Managing Director of the Company as recommended by the Nomination and Remuneration Committee and Audit Committee at their respective meetings and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company of the ONE PART and Shri Somany of the OTHER PART and also as set out in the Statement pursuant to Section 102 of the Companies Act, 2013, attached to the notice convening the 46th Annual General Meeting of the Company (a draft, whereof is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said re-appointment of Shri Somany as the Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Shri Somany, provided, however, that the remuneration payable to Shri Somany, shall not exceed the maximum limits for payment of managerial remuneration, specified in Schedule V to the said Act, or any amendment thereto as may be made from time to time or the laws or guidelines as may for the time being in force."

"RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay Shri Somany minimum remuneration by way of salary, perquisites and/or allowances subject to the maximum ceiling calculated in accordance with the scale laid down in Section II, of Part II of Schedule V to the said Act, as applicable to the Company at the relevant time depending upon the capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Shri Somany, the Managing Director of the Company subject to necessary approval(s) as may be required."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary desirable or expedient to give effect to this resolution."

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

8. Appointment of Shri Siddharath Bindra (DIN: 01680498), as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Shri Siddharath Bindra (DIN: 01680498), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th May, 2014 and who holds office until the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Siddharath Bindra as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company upto 25th May, 2019, not liable to retire by rotation."

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

9. Appointment of Shri Narayan Anand (DIN: 02110727), as a Director

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of Companies Act, 2013 and the Rules made thereunder, Shri Narayan Anand (DIN: 02110727), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19th February, 2014 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 signifying his intention to propose Shri Narayan Anand as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

10. To re-appoint Shri R. K. Daga (DIN: 00227746), as an Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri R. K. Daga (DIN: 00227746), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director."

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

11. To re-appoint Shri Salil Singhal (DIN: 00006629), as an Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Salil Singhal (DIN: 00006629), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director."

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

12. To re-appoint Dr. Y. K. Alagh (DIN: 00244686), as an Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Y. K. Alagh (DIN: 00244686), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director."

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

13. To re-appoint Shri Ravinder Nath (DIN: 00062186), as an Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Ravinder Nath (DIN: 00062186), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company in the calendar year 2019 and shall not be liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director."

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

14. **To approve Remuneration of Cost Auditor for the financial year ending 31st March, 2015.**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any, and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s N. D. Birla & Co., the Cost Auditor (Regn No: 000028), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2015, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any officer(s) authorized by it, be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For Somany Ceramics Limited

Place: New Delhi
Dated: 26th May, 2014

(Ambrish Julka)
AGM (Legal) and Company Secretary

NOTES:

1. A Member entitled to attend and vote at this meeting is entitled to participate in the voting process through e-voting, as per the Section 108 of the Companies Act, 2013.

2. Statement in respect of Special Business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of this Notice.

3. **A Member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself. A Proxy need not be a member of the Company. Proxies, in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.**

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

6. The Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

8. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th August, 2014 to 4th September, 2014 (both days inclusive).

9. Dividend on equity shares as recommended by the Board of Directors, if declared at the meeting will be paid within 30 days from the date of declaration, to those Members whose name appears on the Register of Members of the Company as on 19th August, 2014 and in respect of shares held in the dematerialized form, to those beneficial owners whose particulars will be furnished by the Depositories on the said date.

10. Members/Proxy holders are requested to bring their copies of Annual Report along with them at the meeting.

11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company's Share Department at 2, Red Cross Place, Kolkata - 700001. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.

12. Members are requested to write to the Company, their query(ies), if any, on the Accounts and operations of the Company at least 10 days before the meeting to keep the information ready at the meeting.

13. Members holding shares in physical form are requested to notify changes, if any, in their address and the Bank Account particulars to the Company's Registrar & Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata 700 001. Telephone No. 2248 2248, Fax No. 2248 4787.

14. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.

15. Members having multiple folios in the same order of name(s) may inform the Company for consolidation into one folio.

16. Brief resume along with other particulars, pursuant to Clause 49 of the Listing Agreement in respect of Non-Executive Directors, offered themselves for re-appointment, are given under the Corporate Governance section of the Annual Report.

17. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of saving bank account details to their respective Depository Participant(s),

Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

18. Furnishing a copy of PAN Card has been made mandatory by SEBI in all the cases of transfer of shares in physical form.

19. All the documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of Annual General Meeting.

20. The Notice of the 46th Annual General Meeting and instruction for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode.

21. A general exemption was granted under Section 212(8) of the Companies Act, 1956 by the Ministry of Corporate Affairs (MCA), Government of India vide Circular No. 2/2011/51/12/2007-CL-III dated 8th February, 2011, from attaching the copy of Balance Sheet, Statement of Profit and Loss, reports of the Board of Directors and Auditors thereon of the subsidiaries of the Company with the Balance Sheet of the Company. However, these documents will be made available upon receipt of request from a Member of the Company and shall be available at the Registered Office of the Company as well as its subsidiary Companies for inspection by the Members.

22. Important Communication to Members

As you all may be aware, the Section 101 of Companies Act, 2013 is now applicable from 1st April, 2014 and the Ministry of Corporate Affairs (MCA), Government of India, vide Notification dated 21st April, 2011, had taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies stating that the service of documents like Annual General Meeting Notice, Annual Report and other correspondence by a Company can be made available to the Members through electronic mode. Accordingly the Company had sent the Annual Reports for years ended 31st March, 2012 and 31st March, 2013 in electronic form to the e-mail IDs of the Members made available to the Company by the Depository and/or Members of the Company holding shares in physical form. Such Annual Reports are also available on the Company's Website www.somanyceramics.com In order to enable the Company to continue to send the documents in the electronic form, the Members are requested to register their e-mail ID with us and those holding shares in electronic mode are requested to register/update their e-mail ID with their Depository Participant (DP), with whom they are maintaining their demat account.

By Order of the Board

For Somany Ceramics Limited

Place: New Delhi

Dated: 26th May, 2014

(Ambrish Julka)

AGM (Legal) and Company Secretary

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NOs. 6 & 7

The present tenure of Shri Shreekant Somany (Shri Somany) as Chairman and Managing Director of the Company expires by the efflux of time on 31st August, 2014.

Shri Shreekant Somany (Shri Somany), Graduated in Science, aged about 66 years is an Industrialist and currently the Chairman and Managing Director of the Company. He is equipped with over 42 years' experience of business and Ceramic Industry. He is on the Board of Directors of Companies, namely Shree Cement Ltd., Cosmo Ferrites Ltd. and other group Investment Companies.

Having regard to the long association of Shri Shreekant Somany with the Company and taking into account his wide experience over 42 years and vast knowledge in Ceramic Industry, the Board of Directors at its meeting held on 26th May 2014 has re-appointed Shri Somany, as non-retiring Chairman and Managing Director of the Company, not liable to retire by rotation, for a fresh term of 3 (three) years commencing from 1st September, 2014 to 31st August, 2017 to continue to avail his valuable experience and expertise in the best interest of the Company. His appointment and remuneration fixed by the Board have been recommended by the Nomination and Remuneration Committee and Audit Committee and are in accordance with Schedule V to the Companies Act, 2013 ("the Act").

Similarly, the present term of Shri Abhishek Somany as Joint Managing Director of the Company expires by efflux of time on 31st May, 2015.

Shri Abhishek Somany, aged about 42 years is a Bachelor of Business Administration from Richmond University, U.K. with specialization in Finance & Marketing and at present the Joint Managing Director of the Company.

Keeping in view his business acumen and varied experience he acquired during his association with the Company, the Board of Directors considered his appointment useful and appointed Shri Somany as a Managing Director, retiring by rotation, of the Company at its meeting held on 26th May, 2014, for a fresh term of 3 (three) years commencing from 1st June, 2015 to 31st May, 2018. His appointment and remuneration fixed by the Board have been recommended by the Nomination and Remuneration Committee and Audit Committee and are in accordance with Schedule V to the Companies Act, 2013 ("the Act").

The Board of Directors has fixed the following remuneration as per recommendation by the Nomination and Remuneration Committee to be paid to Shri Shreekant Somany, as Chairman and Managing Director and Shri Abhishek Somany, as Managing Director of the Company during their respective fresh terms with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling laid down in Schedule V to the said Act, or any statutory amendment or relaxation thereof;

		Shri Shreekant Somany Chairman and Managing Director	**Shri Abhishek Somany** Managing Director
1	**Period of Appointment**	3 (Three) years commencing from 1st September, 2014 to 31st August, 2017	3 (Three) years commencing from 1st June, 2015 to 31st May, 2018
2	**Remuneration**	Shri Shreekant Somany and Shri Abhishek Somany (hereinafter referred to as "the appointees") shall, in consideration of their services, be entitled to the following remuneration by way of:	
a)	**Salary**	₹12,50,000/- per month	₹12,50,000/- per month
b)	**House Rent Allowance**	₹2,00,000/- per month	₹2,00,000/- per month
		The Board may consider and grant an annual increment to the appointees, at its discretion, as may be recommended by the Nomination and Remuneration Committee.	
c)	**Commission**	At the rate of 3% (Three Percent) of net profits of the Company for each financial year computed in the manner laid down in Section 197 of the Companies Act, 2013.	
d)	**Perquisites**	The appointees will be entitled to the following perquisites in addition to their salary, house rent allowance and commission, subject to overall limit laid down in Schedule V to the Companies Act, 2013.	

Unless the context otherwise requires, perquisites are classified into three categories A, B and C as follows:-

CATEGORY –A

This will comprise of leave travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided for as under:-

Medical Reimbursement

Reimbursement of expenses incurred by the appointees for self and their family, subject to the ceiling of their respective one month salary in a year or 3 (Three) months' salary over a period of 3 years.

Leave Travel Concession

To the appointees and their family once in a year incurred in accordance with the Rules of the Company.

Club Fee

Fees of clubs subject to a maximum of two clubs for each appointee. This will not include admission and life membership fees.

Personal Accident Insurance

For Chairman and Managing Director and Managing Director, of an amount, the premium of which, does not exceed ₹10,000/- per annum each.

Explanation:

1. For the purpose of CATEGORY 'A', Family means, the spouse, the dependent children and dependent parents of the appointees.

2. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be valued as per the Income Tax Rules, 1962.

CATEGORY –B

i) Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act, 1961.

ii) Gratuity payable should not exceed half a month's salary for each completed years of service.

iii) Encashment of Leave at the end of the tenure will be permitted and will not be included in the computation of the ceiling on perquisites.

CATEGORY –C

Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of Car for private purpose shall be billed by the Company to the appointees. The appointees shall also be provided with a mobile, laptop and internet connection for the purpose the Company's business, which will also not form part of perquisites.

Overall Remuneration

Subject to an overall limit of 5% of the net profit individually and 10% of the net profit collectively payable to the Chairman & Managing Director and Managing Director as calculated in accordance with Section 197 and other applicable provisions read with Schedule V to the said Act, as may be for the time being in force.

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of office of the appointees, the Company may pay them remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II, of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required.

The perquisites specified in Section II, of Part II of Schedule V to the Act, however shall not be included in the computation of the ceiling on remuneration specified under Section II, of Part II of Schedule V to the Act.

The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable otherwise at actuals.

Sitting Fee

The appointees shall not so long as they act as Chairman & Managing Director and Managing Director of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.

Termination

Notwithstanding anything contained in this Agreement, either party shall be entitled to determine this Agreement by giving three calendar months notice in writing in that behalf to the other party and on the expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointees three months' salary as specified hereinabove under the head Remuneration, in lieu of three calendar months' notice required to be given under this clause.

Service of Notice

Any notice to be given hereunder shall be sufficiently given or served in case of the appointees by being delivered either personally to them or left for them at their addresses last known to the Company or sent by registered post addressed to them at such address and in the case of the Company by being delivered at or sent by registered post addressed to its Registered Office; any such notice if so posted shall be deemed served on the day following that on which it was posted.

In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members' approval by a special resolution for minimum remuneration payable to the respective appointees in the scale laid down in Section II, of Part II of Schedule V to the Act. In the event of loss or inadequate profits, the Company will obtain approval of Central Government for continuing the payment of Remuneration to the aforesaid appointees.

The Board accordingly recommends the Resolutions set out in item Nos. 6 & 7 of the accompanying Notice for members' approval by way of Special Resolutions.

Memorandum of Interest

None of the Directors other than Shri Shreekant Somany and Shri Abhishek Somany may be deemed to be interested and/or concerned in the resolutions.

Inspection of documents

The draft of the proposed Agreements to be entered into between the Company and the appointees are available for inspection by the Members of the Company at its Registered Office, on any working day prior to the date of the meeting during 3.00 p.m to 5.00 p.m and will also be available at the meeting.

Abstract of Terms and Conditions

This should be treated as an abstract of the terms of appointment and memorandum of interest of the respective appointees as required under Section 190 of the Act.

In terms of the Schedule V of the Companies Act, 2013 the following information is given to the shareholders:

1. General Information:

(1) Nature of Industry: Manufacturing of Ceramic Tiles and Allied Products

(2) Date of commencement of Commercial production: 1972

(3) Financial Performance:

(₹ in Lacs)

Year ending 31st March	Sales	Operating Profit	Profit Before Tax	Profit After Tax
2009	46,277	4,354	1,347	874
2010	56,302	5,832	3,056	2,045
2011	74,954	6,810	3,371	2,343
2012	92,110	7,456	3,569	2,475
2013	1,10,851	8,705	4,667	3,159
2014	1,32,275	8,438	4,402	2,803

(4)	Export Performance	:	FOB Value of Export for the year 2013-14 was ₹ 2,860 Lacs
(5)	Foreign investors or Collaborators	:	Two Overseas Corporate Bodies are holding 56,05,326 shares representing 14.43% and 38 NRI's are holding 59,570 shares representing 0.15% in the share capital of the Company as on 31st March, 2014

II. Information about the appointees

		Shri Shreekant Somany		Shri Abhishek Somany	
(1)	Background details	He is an Industrialist and currently the Chairman and Managing Director of the Company. He is a graduate and holds B.Sc. degree and has over 42 years of experience in business of Ceramic Tiles, Sanitary ware & Glassware.		He is Bachelor of Business Administration from Richmond University, U.K. with specialization in Finance & Marketing. He received specialized intensive training of manufacturing Ceramic Tiles in Pilkington's Tiles, U.K. at their Manchester and Brighton Plants. He has also attended Advanced Management Course at Sunridge Park, U.K.	
					(₹ in Lacs)
(2)	Past Remuneration (including contribution to Provident Fund)	2008-2009	83.36	2008-2009	54.04
		2009-2010	161.41	2009-2010	137.85
		2010-2011	192.67	2010-2011	187.69
		2011-2012	206.87	2011-2012	206.87
		2012-2013	263.12	2012-2013	276.34
		2013-2014	256.29	2013-2014	256.29
		The Remuneration received includes commission also.			
(3)	Recognition and Awards	The appointees take interest in the social and cultural activities.			
(4)	Job profile and his suitability	Shri Shreekant Somany is Chairman and Managing Director of the Company. Devotes his whole time and attention to the business and management of affairs of the Company and carries out such duties as entrusted to him by the Board and exercises such powers as assigned to him from time to time by the Board subject to superintendence control and direction of the Board in connection with and in the best interest of the Company including the business of its associates and/or its subsidiaries. He is one of the Promoters of the Company. Under his stewardship the Company has significantly grown and has emerged as one of the major player of the Indian Ceramic Tile Industry. His job profile centers around, to provide vision, guidance and direction for long term growth of the Company.		Shri Abhishek Somany, Managing Director, is overall incharge of the operations of the Company and looks after day to day management and administration of the Company, subject to superintendence, control & direction of the Board. His job profile mainly includes implementation of investment plans and strategic planning for consistence improved operations and performance for long term growth of the Company.	
(5)	Remuneration proposed	Salary ₹12,50,000/- and HRA ₹2,00,000/- per month respectively and other perquisites, Commission at the rate of 3% of net profits of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.		Salary ₹12,50,000/- and HRA ₹2,00,000/- per month respectively and other perquisites, Commission at the rate of 3% of net profits of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.	
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration proposed to Shri Shreekant Somany and Shri Abhishek Somany is in consonance with their respective similar position in the Industry.			
(7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except Salary and Perquisites to be received from the Company by the appointees including their relatives and to receive dividend declared by the Company, if any, including amounts disclosed in the Annual Report under the related party transactions, Shri Shreekant Somany and Shri Abhishek Somany do not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel of the Company.			

III. Other Information

(1)	Reasons of loss or inadequate profits	There is profit, but as an abundant caution for payment of minimum remuneration to the Chairman and Managing Director and Managing Director in case of no profit or inadequate profits in any particular year the information is provided to the Shareholders.
(2)	Steps taken or proposed to be taken for improvement	All around reduction in cost and better product mix to achieve higher realizations.
(3)	Expected increase in productivity and profits in measurable terms	Initiatives involving product development, introduction of value added products and such other steps are being taken to improve the overall productivity and to achieve profitability of the Company.

Item No. 8

The Board, at its meeting held on 26th May, 2014, appointed Shri Siddharath Bindra as an Independent Director of the Company, with effect from 26th May, 2014, pursuant to Section 161 of the Companies Act, 2013, read with the Article of Association of the Company.

Pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013, Shri Siddharath Bindra will hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with deposit of ₹1,00,000/- proposing the candidature of Shri Siddharath Bindra for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Shri Siddharath Bindra (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of the Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri Siddharath Bindra as an Independent Director of the Company upto 2019 pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Shri Siddharath Bindra, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Shri Siddharath Bindra as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to date of the Annual General Meeting.

No Director, Key managerial personnel or their relative, except Shri Siddharath Bindra, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 8 for the approval of the members.

Item No. 9

The Board, at its meeting held on 19th February, 2014, appointed Shri Narayan Anand as Additional Director of the Company, with effect from 19th February, 2014, pursuant to Section 161 of the Companies Act, 2013, read with the Article of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Narayan Anand will hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with deposit of ₹1,00,000/- proposing the candidature of Shri Narayan Anand for the office of Non- Executive Director, to be appointed as such under the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received from Shri Narayan Anand (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of the Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri Narayan Anand as Non-Executive Director of the Company upto 2019, pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is liable to retire by rotation.

In the opinion of the Board of Directors, Shri Narayan Anand, the Non-Executive Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder. A copy of the draft letter for the appointment of Shri Narayan Anand as Non-Executive Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to date of the Annual General Meeting.

No Director, Key managerial personnel or their relative, except Shri Narayan Anand, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 9 for the approval of the members.

Item No. 10

pursuant to the provisions of Section 161 of the Companies Act, 2013, read with the Article of Association of the Company, the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Shri R. K. Daga for the office of Independent Director, to be appointed as such under the provisions of Sections 149 and 152 of the Companies Act, 2013.

Shri R. K. Daga is not disqualified from being appointed as an Independent Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, he also gives intimation in DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of the Section 164 of the Companies Act, 2013. The Company also received a declaration to the effect that he meets the criteria of Independence as provided in Sub-Section(6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri R. K. Daga as an Independent Director of the Company up to 2019, pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

A copy of the draft letter for the appointment of Shri R. K. Daga as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to date of the Annual General Meeting.

No Director, Key managerial personnel or their relative, except Shri R. K. Daga, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 10 for the approval of the members.

Item No. 11

Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with the Article of Association of the Company, the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Shri Salil Singhal for the office of Independent Director, to be appointed as such under the provisions of Sections 149 and 152 of the Companies Act, 2013.

Shri Salil Singhal is not disqualified from being appointed as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, he also gives intimation in DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of the Section 164 of the Companies Act, 2013. The Company also received a declaration to the effect that he meets the criteria of Independence as provided in Sub-Section(6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri Salil Singhal as an Independent Director of the Company up to 2019, pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

A copy of the draft letter for the appointment of Shri Salil Singhal as an Independent Director setting out the terms and conditions is available

for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to date of the Annual General Meeting.

No Director, Key managerial personnel or their relative, except Shri Salil Singhal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 11 for the approval of the members.

Item No. 12

Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with the Article of Association of the Company, the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Dr. Y. K. Alagh for the office of Independent Director, to be appointed as such under the provisions of Sections 149 and 152 of the Companies Act, 2013.

Dr. Y. K. Alagh is not disqualified from being appointed as an Independent Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, he also gives intimation in DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of the Section 164 of the Companies Act, 2013. The Company also received a declaration to the effect that he meets the criteria of Independence as provided in Sub-Section(6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Dr. Y. K. Alagh as an Independent Director of the Company up to 2019, pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

A copy of the draft letter for the appointment of Dr. Y. K. Alagh, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to date of the Annual General Meeting.

No Director, Key managerial personnel or their relative, except Dr. Y. K. Alagh, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 12 for the approval of the members.

Item No. 13

Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with the Article of Association of the Company, the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Shri Ravinder Nath for the office of Independent Director, to be appointed as such under the provisions of Sections 149 and 152 of the Companies Act, 2013.

Shri Ravinder Nath is not disqualified from being appointed as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, he also gives intimation in DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of the Section 164 of the Companies Act, 2013. The Company also received a declaration to the effect that he meets the criteria of Independence as provided in Sub-Section(6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri Ravinder Nath, as an Independent Director of the Company up to 2019, pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

A copy of the draft letter for the appointment of Shri Ravinder Nath as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to date of the Annual General Meeting.

No Director, Key managerial personnel or their relative, except Shri Ravinder Nath, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 13 for the approval of the members.

Item No. 14

The Board on recommendation of Audit Committee, has approved the appointment and remuneration of M/s N. D. Birla & Co., Cost Auditors (Regn.no.: 000028) to conduct the audit of the Cost records of the Company for the financial year ending 31st March, 2015 on the remuneration of ₹75,000 plus Service Tax and out of pocket expenses. The consent to act as the Cost Auditor of the Company and Certificate for independence and Arm's Length relationship with the Company has been obtained.

In accordance with the Provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly the consent of the members is sought for passing Ordinary resolution as set out at Item No. 14 of the notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

Copy of the consent to act as the Cost Auditor and Certificate of independence and Arm's Length relationship is available for inspection by the members at the Registered Office of the Company.

None of the Directors and Key managerial personnel of the company and their respective relatives is concerned or interested, financially or otherwise, in passing of the resolution set out in item No. 14.

By Order of the Board

For Somany Ceramics Limited

Place: New Delhi
Dated: 26th May, 2014

(Ambrish Julka)
AGM (Legal) and Company Secretary

SOMANY CERAMICS LIMITED

Regd. Office: 82/19, Bhakerwara Road, Mundka, New Delhi – 110 041
CIN: L40200DL1968PLC005169; Website: www.somanyceramics.com

ATTENDANCE SLIP

The Folio No. and Name (s) of the Member(s) are to be furnished below in Block Letters

Folio No. ..... No. of Shares held .....

Client ID ..... DP ID .....

Full Name(s) of the Member/ Joint Members

1.....

2.....

3.....

4.....

Full Name of the Proxy if attending the Meeting .....

I hereby record my presence at the 46th Annual General Meeting of the Company being held on Thursday the 4th September, 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 and any adjournment thereof.

_____

Signature of the Member / Joint Members/ Proxy attending the Meeting

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

PROXY FORM

FORM: MGT-II

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L40200DL1968PLC005169

SOMANY CERAMICS LIMITED

Regd. Office: 82/19, Bhakerwara Road, Mundka, New Delhi – 110 041

Website: www.somanyceramics.com

Name of the member(s):																
Registered address:																
E-mail Id:																
Folio No/Client Id:																
DP Id:																

I/We, being the member(s) of ..... Shares of the above named company, hereby, appoint

1. Name: ..... Address: .....

   E-mail: ..... Signature: .....,or failing him/her

2. Name: ..... Address: .....

   E-mail: ..... Signature:.....,or failing him/her

3. Name: ..... Address: .....

   E-mail: ..... Signature: .....,or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Company, to be held on the Thursday, 4th September, 2014 at 10:30 a.m. at Lakshmipat Singhania Auditorium at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution number	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial year ended 31st March, 2014			
2	Approval of final dividend for the financial year ended 31st March, 2014			
3	Appointment of a Director in place of Shri G L Sultania, who retires by rotation and being eligible, seeks re-appointment			
4	Retirement of Shri R. L. Gaggar, Independent Director of the Company.			
5	Appoint M/s Lodha & Co. as the auditors of the Company			
Special Business				
6	Appoint Shri Shreekant Somany as Chairman and Managing Director of the Company			
7	Appoint Shri Abhishek Somany as Managing Director of the Company			
8	Appoint Shri Siddharath Bindra as an Independent Director of the Company.			
9	Appoint Shri Narayan Anand as Non-Executive Director of the Company			
10	Appoint Shri R. K. Daga as an Independent Director of the Company			
11	Appoint Shri Salil Singhal as an Independent Director of the Company			
12	Appoint Dr. Y. K. Alagh as an Independent Director of the Company			
13	Appoint Shri Ravinder Nath as an Independent Director of the Company			
14	Approve Remuneration of Cost Auditor for the Financial year ending 31st March, 2015			

Signed this ..... day of 2014

Affix Revenue Stamp

....

Signature of Shareholder Signature of Proxy Holder(s)

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

CIN: L40200DL1968PLC005169

SOMANY CERAMICS LIMITED

Regd. Office: 82/19, Bhakerwara Road, Mundka, New Delhi – 110 041
Website: www.somanyceramics.com

The instructions for Shareholders voting electronically are as under

The voting period begins on Thursday, 28th August, 2014 from 10 a.m. (IST) and ends on Saturday, 30th August, 2014 6:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date of 25th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(a) Shareholders should log on to the e-voting website www.evotingindia.com

(b) Click on "Shareholders" tab.

(c) Now, select the "Somany Ceramics Limited" from the drop down menu and click on "SUBMIT".

(d) Now Enter your User ID.

(i) For CDSL: 16 digits beneficiary ID,

(ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

(iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(e) Next enter the Image Verification as displayed and Click on Login.

(f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.

(h) After entering these details appropriately, click on "SUBMIT" tab.

(i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(k) Click on the EVSN for the relevant "Somany Ceramics Limited" on which you choose to vote.

(l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(n) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(p) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.

(q) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(r) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(t) The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company.

(u) The Board of Directors of the Company at their meeting held on 26th May, 2014 has appointed Mr. Pravin Kumar Drolia,Practicing Company Secretary. (FCS No. 2366, CP No. 1362) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner, whose email address is droliapravin@yahoo.co.in

(v) The results of the voting will be announced at the Annual General Meeting (AGM) of the Company to be held at Lakshmipat Singhania Auditorium at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016. The results of the voting will be communicated to the stock exchanges and also be hosted on the website of the company i.e. www.somanyceramics.com

(w) In case of members receiving the physical copy they are advised to follow all the steps from serial no. (a) to (p).

CIN: L40200DL1968PLC005169

SOMANY CERAMICS LIMITED

Regd. Office: 82/19, Bhakerwara Road, Mundka, New Delhi – 110 041

Email: sclinvestors@somanytiles.co.in, Website: www.somanyceramics.com

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address of the sole/first named Member :
2. Name(s) of the Joint-Holder(s), if any :
3. i) Registered Folio No.
   ii) DP ID No. & Client ID No. :
   [Applicable to Members holding shares in dematerialized form]
4. Number of share(s) held :
5. I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 46th Annual General Meeting dated 26th May, 2014, by conveying my/our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Business				
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial year ended 31st March, 2014			
2	Approval of final dividend for the financial year ended 31st March, 2014			
3	Appointment of a Director in place of Shri G L Sultania, who retires by rotation and being eligible, seeks re-appointment			
4	Retirement of Shri R. L. Gaggar, Independent Director of the Company			
5	Appoint M/s Lodha & Co. as the auditors of the Company			
Special Business				
6	Appoint Shri Shreekant Somany as Chairman and Managing Director of the Company			
7	Appoint Shri Abhishek Somany as Managing Director of the Company			
8	Appoint Shri Siddharath Bindra as an Independent Director of the Company.			
9	Appoint Shri Narayan Anand as Non-Executive Director of the Company			
10	Appoint Shri R. K. Daga as an Independent Director of the Company			
11	Appoint Shri Salil Singhal as an Independent Director of the Company			
12	Appoint Dr. Y. K. Alagh as an Independent Director of the Company			
13	Appoint Shri Ravinder Nath as an Independent Director of the Company			
14	Approve Remuneration of Cost Auditor for the Financial year ending 31st March, 2015			

Place :
Date :

_____
Signature of the Member
Or
Authorised Representative

Note:

1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. Last date for receipt of Assent/Dissent Form: 30thAugust, 2014.
3. Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for Physical Assent / Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote cast through e-voting shall be considered and treated as valid and vote cast through physical assent/dissent shall be treated as invalid.
2. The notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 25th July, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical assent/dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent/Dissent Form

1. A Members desiring to exercise vote by Assent/Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Pravin Kumar Drolia, Practicing Company Secretary and send the same at their cost to reach the Scrutinizer at his office at 9, Crooked Lane, 3rd Floor, Kolkata-700 069 on or before the close of working hours i.e. 6:00 P.M. on 30th August, 2014. Forms received after this date will not be entertained.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Assent/Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/Dissent Form for every folio/client id irrespective of the number of joint holders.
7. A Member may request for a duplicate Assent/Dissent Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent/Dissent Form. They are also requested not to write anything in the Assent/Dissent form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Assent/Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/Dissent Forms will be rejected.