*Abhishek Somany*

**18th October, 2019**

**BSE Limited**
**(Scrip Code- 531548)**
P. J. Towers, Dalal Street
Fort, Mumbai - 400 001
Email:corp.relations@bseindia.com

**National Stock Exchange of India Limited**
**(Symbol: SOMANYCERA)**
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Email: takeover@nse.co.in

**Somany Ceramics Limited**
2, Red Cross Place,
Kolkata- 700001

**Sub.: Disclosure under Regulation 10 (6), 29 (1), 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Sub.: Disclosure under Regulation 7 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015**

Dear Sir/Ma'am,

This is to inform you that pursuant to the Scheme of Amalgamation of Bhilwara Holdings Limited ("BHL/Transferor Company 1"), Sarvottam Vanijya Limited ("SVL/Transferor Company 2") and Scope Vinimoy Private Limited ("SVPL/Transferor Company 3") (collectively referred as "Transferor Companies") with Somany Ceramics Limited ("SCL/Transferee Company") and their respective shareholders ("**Scheme**") as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25th September, 2019), I, the undersigned, have been issued 23,41,913 equity shares of Rs. 2/- each by SCL pursuant to said Scheme.

Please find attached herewith, disclosure in terms of Regulation 10(6), 29(1) & 29(2) of SEBI (SAST) Regulations, 2011, in the prescribed format.

Also find attached herewith, disclosure, in terms of Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 in the prescribed format.

You are requested to take the same on your record and oblige.

Thanking you,

Yours faithfully,

**Abhishek Somany**
**Managing Director & Promoter**
Add.: **2, Red Cross Place, Kolkata – 700001**

**Encl.:** as above

**Format for Disclosures under Regulation 10(6)- Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI(Substantial Acquisition of Shares and Takeovers) Regulations,2011**

| | | | | |
|---|---|---|---|---|
| 1. | Name of the Target Company (TC) | | Somany Ceramics Limited ("SCL") | |
| 2. | Name of the acquirer(s) | | Abhishek Somany | |
| 3. | Name of the stock exchange where shares of the TC are listed | | 1. National Stock Exchange of India Limited, and<br>2. BSE Limited | |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | | Pursuant to the Scheme of Amalgamation of Bhilwara Holdings Limited ("BHL/Transferor Company 1"), Sarvottam Vanijya Limited ("SVL/Transferor Company 2") and Scope Vinimoy Private Limited ("SVPL/Transferor Company 3") (collectively referred as "Transferor Companies") with Somany Ceramics limited ("SCL/Transferee Company") ("Scheme") as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25th September, 2019), 1,90,87,200 fully paid up equity shares of Rs. 2/- each of SCL has been allotted to the eligible shareholders of BHL, SVL and SVPL as on the Record date i.e. Tuesday, 15th October, 2019, in proportion of their respective shareholding in BHL, SVL and SVPL i.e. 1 (One) fully paid up equity share of Rs. 2/- each of SCL for every 1 (one) fully paid up equity share of Rs. 2/- each held by BHL, SVL and SVPL in SCL. | |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | | Regulation 10(1)(d)(ii) | |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- date of filing with the stock exchange. | | No, disclosure was not required to be made. | |
| 7. | Details of acquisition | | Disclosures required to be made under regulation 10(5) | Whether the disclosures under regulation 10(5) are actually made |
| | a. | Name of the transferor/ seller | Not Applicable | Not Applicable |
| | b. | Date of acquisition | Not Applicable | Not Applicable |
| | c. | Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | Not Applicable | Not Applicable |
| | d. | Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC | Not Applicable | Not Applicable |

| | e. | Price at which shares are proposed to be acquired / actually acquired | Not Applicable | | Not Applicable | |
|---|---|---|---|---|---|---|
| 8. | Shareholding details | | Pre-Transaction | | Post-Transaction | |
| | | | No. of shares held of TC | % w.r.t total share capital of TC | No. of shares held of TC | %w.r.t total share capital of TC |
| | a. | Each Acquirer / ~~Transferee~~ | 85,500 | 0.20 | 24,27,413 | 5.73 |
| | b. | Each Seller / Transferor | Not Applicable | Not Applicable | Not Applicable | Not Applicable |

**Note:**

This filing is being made in respect of an acquisition of voting rights/shares pursuant to a NCLT approved Scheme of Amalgamation under the provisions of Companies Act, 2013, directly involving the Target Company. The Scheme has been duly approved by the NCLT, Kolkata Bench vide its order dated September 04, 2019 (which became effective on 25th September, 2019).

Pursuant to such scheme,

(a) BHL, SVL and SVPL has amalgamated with SCL;

(b) The investments held by BHL, SVL and SVPL in the share capital of SCL stand cancelled;

(c) The Acquirer, being the shareholder of BHL has been allotted 23,41,913 equity shares in SCL.

Such acquisition by the Acquirer pursuant to the merger is exempt under Regulation 10(1)(d)(ii).

**Abhishek Somany**
**Managing Director and Promoter**
Add.: **2, Red Cross Place, Kolkata –700001**
PAN: AIVPS0591K

**Date:** 18th October, 2019
**Place:** New Delhi