Minal 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) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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 1,25,756 equity shares of Rs. 2/- each by SCL pursuant to said Scheme.

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

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

Thanking you,

Yours faithfully,

Minal Somany

Minal Somany
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)		Minal Somany	
3.	Name of the stock exchange where shares of the TC are listed		1. National Stock Exchange of India Limited, and 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, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - 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

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	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~~	6,25,900	1.48	7,51,656	1.77
	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 and SVL has been allotted 1,25,756 equity shares in SCL.

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

Minal Somany

Minal Somany
Promoter
Add.: **2, Red Cross Place, Kolkata - 700001**

Date: 18th October, 2019
Place: New Delhi