



IS:15622:2006



CM/L 9829610



SOMANY

3rd September, 2016

Asst. Vice President,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051

The Secretary,
BSE Limited
25th Floor, P J Towers
Dalal Street,
Mumbai- 400 001

**Sub: Submission of Voting Results declared by the Company along with
Scrutinizer's Report on the Resolutions passed at the 48th Annual
General Meeting of the Company held on 02.09.2016**

Dear Sirs,

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, please find enclosed herewith the Results of voting declared by the Company Secretary of the Company duly authorized by the Chairman of the Company for declaration of results on 3rd September, 2016 along with Scrutinizer's Report submitted by Mr. Pravin Kumar Drolia, Practicing Company Secretary (FCS: 2366, CP: 1362) Proprietor of M/s Drolia & Company, Kolkata, on the Resolutions as set out in the Notice dated 21st May, 2016 of the 48th Annual General Meeting of the Company held on 2nd September, 2016 and passed with requisite majority on same date i.e. 2nd September, 2016.

The results declared along with the Consolidated Scrutinizers Report is being uploaded on the website of the Company, i.e. www.somanyceramics.com and on the website of CDSL, i.e. <https://www.evotingindia.com>.

This is for your information and record.

Kindly acknowledge the Receipt.

Thanking You,
Yours Faithfully,
For Somany Ceramics Limited


Amrish Julka
DGM (Legal) and Company Secretary

Encl: as above

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

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 09831196869; Email: droliapravin@yahoo.co.in

Report of Scrutinizer

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015)

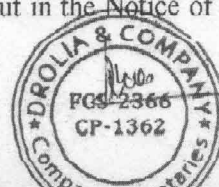
To,
The Chairman,
SOMANY CERAMICS LIMITED
CIN: L40200DL1968PLC005169
82/19, Bhakerwara Road, Mundka,
New Delhi - 110041

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 48th Annual General Meeting of M/s Somany Ceramics Limited held on 2th September, 2016 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

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as a Scrutinizer, by the Board of Directors of **Somany Ceramics Limited** ("the Company") at its meeting held on 21st May, 2016, in terms of the provisions of Section 108 of the Companies Act, 2013("Act"), read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Paper at the 48th Annual General Meeting (AGM) of the Company on the Resolutions set out in the Notice dated 21st May, 2016 of the AGM of the Company held on Friday, the 2nd September, 2016 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.

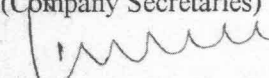
1. The Notice dated 21st May, 2016 convening the AGM of the Company alongwith the Statement under Section 102 of the Act was sent on 4th August, 2016 to those Shareholders whose names appeared in the Register of Members/Beneficial Owners as on 22nd July, 2016 in respect of the Resolutions to be passed at the said AGM of the Company and an Advertisement was published in "Financial Express, Delhi" (English Edition) and "Jansatta, Delhi" (Hindi Edition) on 6th August, 2016, pursuant to Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting facility to the Shareholders present at the AGM and who were not able to cast their votes by means of remote e-voting prior to the AGM to vote on the Resolutions set out in the Notice of the said AGM through Physical Ballot Paper at the AGM.



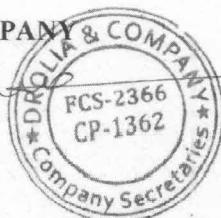
3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting and voting through Physical Ballot Paper at the AGM on the Resolutions contained in the Notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through Physical Ballot Paper at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" or "against" the Resolutions after taking the effect of "invalid" or "abstained" votes polled by the Members in respect of the said Resolutions set forth in the Notice of the said AGM of the Company.
4. Further to the above, I submit my report as under:-
- The remote e-voting period commenced on Tuesday, 30th August, 2016 from 9.00 A.M. (IST) and ended on Thursday, 1st September, 2016 at 5.00 P.M. (IST).
 - The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 26th August, 2016, fixed by the Board of Directors, were entitled to vote on the Resolutions set out in the Notice of the AGM of the Company dated 21st May, 2016
 - Members who were Shareholders as on the cut-off date but did not cast their votes by means of remote e-voting prior to the AGM and attended the AGM were eligible to cast their votes through Physical Ballot Paper at the said AGM. After conclusion of voting by Physical Ballot Paper at the said AGM, the Ballot Box was opened by me in presence of 2 (two) witnesses, Mr. Sajjan Kumar Agarwal, House No. 203, Sector - 2, P. O. Bahadurgarh, Dist. Rohtak - 124507 and Mr. Sunil Kumar Maloo, House No. 1328, Sector - 6, P. O. Bahadurgarh, Dist. Rohtak - 124507, who were not in the employment of the Company and the voting was diligently scrutinized.
 - The votes cast through remote e-voting facility were thereafter unlocked on 2nd September, 2016, after conclusion of AGM, in the presence of 2 (two) witnesses, Mr. Sajjan Kumar Agarwal, House No. 203, Sector - 2, P. O. Bahadurgarh, Dist. Kassar - 124507 and Mr. Sunil Kumar Maloo, House No. 1328, Sector - 6, P. O. Bahadurgarh, Dist. Kassar - 124507, who were not in the employment of the Company.
 - The Report inter alia containing details such as list of Equity Share Holders, who voted "for" or "against", on each of the Resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of Resolutions set out in the Notice dated 21st May, 2016 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>.
 - The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot Papers at the AGM is as per "Annexure - A" attached herewith.

Thanking You,
Yours faithfully,

FOR DROLIA & COMPANY
(Company Secretaries)


(Pravin Kumar Drolia)

Proprietor
F.C.S No.2366,
Certificate of Practice No.1362



Place: New Delhi
Date: 2nd September, 2016

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 48th AGM of SOMANY CERAMICS LIMITED held on 2nd September, 2016

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	To receive, consider and adopt :- a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of Directors' and Auditors' thereon; b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2016. (As an Ordinary Resolution)	Electronic	54	31689572	52	31504542	99.42	0	0	0.00	52	31504542	100.00	0	0	0.00	2	185030
		Physical	27	175	27	175	100.00	0	0	0.00	27	175	100.00	0	0	0.00	0	0
		TOTAL	81	31689747	79	31504717	99.42	0	0	0.00	79	31504717	100.00	0	0	0.00	2	185030
2	To declare a dividend on equity shares for the financial year ended 31st March 2016. (As an Ordinary Resolution)	Electronic	54	31689572	54	31689572	100.00	0	0	0.00	54	31689572	100.00	0	0	0.00	0	0
		Physical	27	175	27	175	100.00	0	0	0.00	27	175	100.00	0	0	0.00	0	0
		TOTAL	81	31689747	81	31689747	100.00	0	0	0.00	81	31689747	100.00	0	0	0.00	0	0
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. (As an Ordinary Resolution)	Electronic	54	31689572	54	31689572	100.00	0	0	0.00	54	31689572	100.00	0	0	0.00	0	0
		Physical	27	175	27	175	100.00	0	0	0.00	27	175	100.00	0	0	0.00	0	0
		TOTAL	81	31689747	81	31689747	100.00	0	0	0.00	81	31689747	100.00	0	0	0.00	0	0
4	Ratification of appointment of M/s Lodha & Co., Chartered Accountants, New Delhi (ICAI Registration No. 301051E) as Auditors, to hold office from the conclusion of 46th Annual General Meeting until the conclusion of 49th Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company (As an Ordinary Resolution)	Electronic	54	31689572	52	31504542	99.42	0	0	0.00	52	31504542	100.00	0	0	0.00	2	185030
		Physical	27	175	27	175	100.00	0	0	0.00	27	175	100.00	0	0	0.00	0	0
		TOTAL	81	31689747	79	31504717	99.42	0	0	0.00	79	31504717	100.00	0	0	0.00	2	185030



Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 48th AGM of SOMANY CERAMICS LIMITED held on 2nd September, 2016

Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes		Invalid votes		% of Invalid votes		Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions		Vote cast against the resolutions		% of Valid votes against the resolutions		Abstain	
				No. of folios/ No. of Ballots received	Votes	No. of folios/ No. of Ballots received	Votes	No. of folios/ No. of Ballots received	Votes	No. of folios/ No. of Ballots received	Votes	No. of folios/ No. of Ballots	Votes	No. of folios/ No. of Ballots	Votes	No. of folios/ No. of Ballots	Votes	No. of folios/ No. of Ballots	Votes	No. of folios/ no. of Ballots	Votes
Appointment of Smt. Anjana Somany (DIN: 013352), Director of the Company as a Key Managerial Personnel, designated as Whole-time Director of the Company. <i>As a Special Resolution</i>	Electronic	54	31689572	53	31595422	99.70	0	0	0	0.00	0	52	31595372	100.00	1	50	0.00	1	94150	1	94150
	Physical	27	175	27	175	100.00	0	0	0	0.00	0	27	175	100.00	0	0	0.00	0	0	0	0
	TOTAL	81	31689747	80	31595597	99.70	0	0	0	0.00	0	79	31595547	100.00	1	50	0.00	1	94150	1	94150

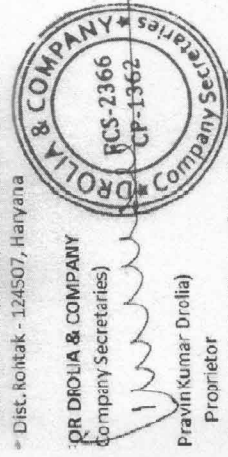
Approval for related party transactions <i>As an Ordinary Resolution</i>	Electronic	54	31689572	50	31474262	99.32	0	0	0	0.00	0	50	31474262	100.00	0	0	0.00	0	215310	4	215310
	Physical	27	175	25	164	93.71	0	0	0	0.00	0	25	164	100.00	0	0	0.00	0	11	2	11
	TOTAL	81	31689747	75	31474426	99.32	0	0	0	0.00	0	75	31474426	100.00	0	0	0.00	0	215321	6	215321

We the undersigned witness that the votes were unlocked from the voting website of (DSL(http://www.evotingindia.com)) in our presence at 12.10 P.M. on the 2nd September, 2016.

SA Agarwal

(i) Mr. Sajjan Kumar Agarwal
House No. 203, Sector-2, P.O. Bahadurgarh
Dist. Rohtak - 124507, Haryana

(ii) Mr. Sumit Kumar Maloo
House No. 1328, Sector-6, P.O. Bahadurgarh
Dist. Rohtak - 124507, Haryana



DR DROLIA & COMPANY
Company Secretaries
Pravin Kumar Drolia
Proprietor
C.S No. 2366, Certificate of Practice No.1362

Place: New Delhi
Date: 2nd September, 2016



IS:15622:2006



CM/L 9829610

**SOMANY**

DECLARATION OF VOTING RESULTS ON RESOLUTIONS CONTAINED IN NOTICE DATED 21ST MAY, 2016 OF THE 48TH ANNUAL GENERAL MEETING (AGM) OF SOMANY CERAMICS LIMITED (THE COMPANY) HELD ON FRIDAY, THE 2ND SEPTEMBER, 2016 AT LAXMIPAT SINGHANIA AUDITORIUM, PHD CHAMBER OF COMMERCE AND INDUSTRY, PHD HOUSE, 4/2 SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI- 110016 AT 10.30 A.M.

To,
The Members of the Company,

I, Ambrish Julka, Company Secretary of the Company, on the basis of the Scrutinizer's Report dated 2nd September, 2016, submitted by the Scrutinizer, Mr. Pravin Kumar Drolia, Practicing Company Secretary (FCS: 2366, CP: 1362), Proprietor of M/s. Drolia & Co., Kolkata, appointed by the Company, do hereby announce the voting results cast by the Members of the Company through remote e-voting on the platform of CDSL prior to the AGM and physical voting by Ballot Paper at the AGM, in respect of Resolutions set out under item nos. 1 to 6 contained in the AGM Notice dated 21st May, 2016 and the details of Resolutions passed and voting thereof in the manner as given below:-

Resolution Nos. as per Notice dated 21.05.16 sent to Members	Number of Members valid votes	Number of Valid Votes cast	No. of Members voted in favour	Valid Number of votes cast in favour of the resolution	% in valid votes in favour	No. of Members voted against	Valid Number of Votes cast against	% of valid votes against	% of votes cast in favour in respect of total Paid-up Capital of the Company	Carried/ Carried Unanimously
1(a)	79	31504717	79	31504717	100	0	0	0	74.34	Carried Unanimously
1(b)	79	31504717	79	31504717	100	0	0	0	74.34	Carried Unanimously
2	81	31689747	81	31689747	100	0	0	0	74.78	Carried Unanimously
3	81	31689747	81	31689747	100	0	0	0	74.78	Carried Unanimously
4	79	31504717	79	31504717	100	0	0	0	74.34	Carried Unanimously
5	80	31595597	79	31595547	100	1	50	0	74.55	Carried
6	75	31474426	75	31474426	100	0	0	0	74.27	Carried Unanimously

I declare that the Resolutions contained in the Notice dated 21st May, 2016 convening the 48th AGM of the Company are passed with requisite majority on 2nd September, 2016.

Place: New Delhi
Date: 3rd September, 2016

By Order of the Board
For **SOMANY CERAMICS LIMITED**

(Ambrish Julka)
DGM (Legal & Company Secretary)

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