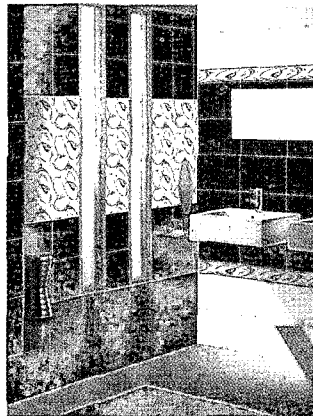
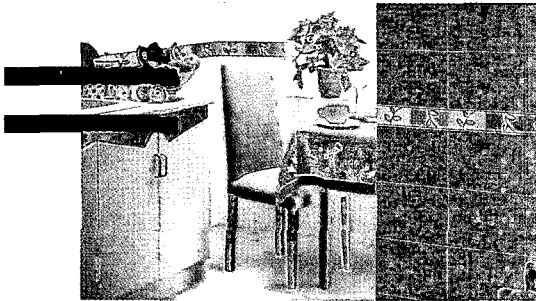
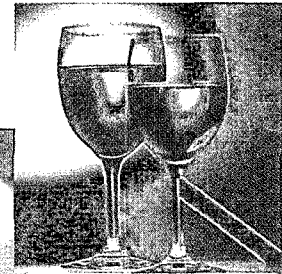
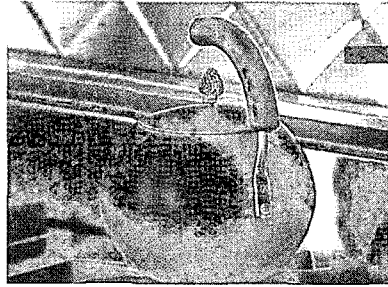


Annual Report 2006-07



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World of Tiles.

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BOARD OF DIRECTORS

Shreekant Somany, Chairman & Managing Director

Abhishek Somany, Joint Managing Director

G.G. Trivedi, Executive Director

Ravi Mohan

G. L. Sultania

R. L. Gaggar

R. K. Daga

Salil Singhal

Ravinder Nath

Sunil Trikha, Nominee Director

COMPANY SECRETARY

Samir Raheja

MANAGEMENT TEAM

A. K. Beejawat, President (Sales & Marketing)

R. K. Lakhotia, Vice President (Finance)

Ketan Dave, Vice President (Technical)

T.K. Jena, Vice President (Sales & Marketing)

BANKERS

Punjab National Bank Ltd.

Industrial Development Bank of India Limited

AUDITORS

Lodha & Company

REGISTERED OFFICE

82/19, Bhakerwara Road, Mundka

New Delhi - 110 041

email : marketing@somanytiles.com

WEBSITE

www.somanyceramics.com

Somany Ceramics Limited

(Formerly SPL Limited)

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

NOTICE OF THE 39TH ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting of the Members of Somany Ceramics Limited (formerly SPL Limited) will be held at H.L. Somany Hall, ASSOCHAM, 47 Prithvi Raj Road, New Delhi-110011 on 29th day of September, 2007 at 10:00 a.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2007 and the Profit & Loss Account for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri R.L. Gaggar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri G.L. Sultania, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

By Order of the Board

Place : New Delhi

Dated : 17th May, 2007

Samir Raheja

Company Secretary

NOTES :

1. 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.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 15th September, 2007 to 29th September, 2007 (both days inclusive).
3. Members/Proxyholders are requested to bring their copies of Annual Report alongwith them at the meeting.
4. In accordance with the provisions of Section 205(A) of the Companies Act, 1956 the Company has from time to time transferred unclaimed/unpaid dividends for and upto the Financial Year ended 31st March, 1995 to the General Revenue Account of the Central Government. Members who have a valid claim to any of the unclaimed/ unpaid dividends as aforesaid may claim the same from the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.
5. In accordance with the provisions of Section 205 (C) of the Companies Act, 1956, the Company has transferred unpaid / unclaimed amount of refunds against Rights Cum Public Issue of the Company made in the year 1993, and unclaimed dividend for the year ended 31st March, 1996 to 31st March, 1999 and interest on Debentures upto 31st March, 2000 together with First installment of redemption of Debenture due on 1st January, 2000 to Investor Education and Protection Fund. The amount of dividend for the financial year 1999-2000 and thereafter and interest on debentures & debenture redemption amount remaining unclaimed or unpaid for a period of 7 (seven) years from the date of payment or transfer to the unpaid dividend account shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government and no claim shall lie against the Company or the said Fund for such transfer and upon such transfer.
- Members who have not encashed their Dividend Warrants for the financial year ended 31st March, 2000 and onwards are requested to lodge their claim with the Company forthwith.
6. Members are requested to intimate to the Company, their query(ies), if any, on the Accounts and operations atleast ten days before the Meeting to keep the information ready at the meeting.
7. Members holding shares in physical form are requested to notify any change in the address and the Bank Account particulars to the Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata-700 001. Telephone No. 033-2248 2248, Fax No. 033-2248 4787.
8. 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.
9. Members having multiple folios in the same order of name(s) may inform the Company for consolidation into one folio.
10. Brief resume along with other details, pursuant to Clause 49 of the Listing Agreement in respect of Non-Executive Directors offered for re-appointment are given under the Corporate Governance section of the Annual Report.

Somany Ceramics Limited

DIRECTORS' REPORT

To The Members

Your Directors have pleasure in presenting the Thirty Ninth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2007.

Financial Results	Rs. in lacs	
	2006-07	2005-06
Gross Sales	29,528	24,519
Sales Net of Excise	27,583	22,886
Other Income	127	102
Profit before Interest, Depreciation & Tax	3,047	2,893
Interest & Finance Charges (Net)	1,311	1,376
Profit before Depreciation	1,736	1,517
Less: Depreciation	1,247	1,180
Profit / (Loss) before Tax	489	337
Less: Tax Provisions/ Adjustment (Net)	237	(27)
Profit / (Loss) after Tax	252	310
Add: Balance brought forward	1,511	1,143
Add: Transfer from Debenture Redemption Reserve	-	58
Surplus Available carried to Balance Sheet	1,763	1,511

Operating Results

During the period under review your Company put in a concerted effort towards de-bottlenecking, increasing efficiency, cost reduction and product development which has borne fruits. The production has increased from 10.86 million sqm. to 12.37 million sqm. a growth of 13.88% over the last year from the existing plants.

Quality, branding, trading and service has increased the market reach which is reflected in the net sales of Rs.27,583 lacs registering a growth of 20.52% which is higher than the industry average.

Your Company has also launched a premium series of tiles under the brand name 'Signature' which are in the high end segment comparable to other international brands.

Higher production and better product mix have resulted in increase of cash profit before depreciation from Rs. 1,517 lacs last year to Rs. 1,736 lacs this year.

Expansion Plans

To cater to the market requirements, the Company has undertaken an expansion at the Kassar unit to produce about 8500 sqm. per day of large format tiles at a capital cost of around Rs. 2200 lacs. This new facility is expected to be commissioned in July, 2007.

Further, to service customer needs, the Company has decided to expand its product range by introducing sanitaryware through its trading arm in the current financial year.

Dividend

In view of need to conserve and plough back Company's resources to fund the expansion, your Directors do not propose any dividend this year.

Industry Scenario & Future Outlook

The Indian ceramic tile industry has continued to grow double digits in five years in a row outperforming global growth rate by a couple of notches up. Long term tie ups are being forged between large and smaller players enabling former to leverage on their marketing prowess and brands and the latter on their low cost manufacturing capabilities. In addition fresh capacities are also being added.

The key drivers for the ceramic tiles in India have been the high growth in the housing and retail sectors. This trend is likely to continue.

Industrial Relations

Industrial relations, as always, have remained cordial throughout the year. Your Company continued to organize training programs to upgrade the skills and motivation levels of the employees.

Public Deposit

Your Company has not accepted any fixed deposits and as such no amount of principal and interest was outstanding as on the date of balance sheet.

Subsidiary Company

During the year under review a new subsidiary company by the name Somany Retail Limited was incorporated. The main object of this subsidiary company is to enter into the retail trading of tiles and other building products. This will help extending market reach and visibility of your Company's products across the country.

The statement required under Section 212 of the Companies Act, 1956 in respect of subsidiary companies is appended.

Auditors' Report

All the items on which the Auditors have commented in their report are self-explanatory and suitably explained in the Notes to the Accounts. As far as Clause 1 of Auditors' Report, fixed assets records of certain locations will be completed shortly.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Sec 217(2AA) of the Companies Act, 1956.

- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed.
- The Company has selected such accounting policies, applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

The Company has prepared the attached Annual Statement of Accounts for the year ended 31st March, 2007 on a going concern basis.

Consolidated Financial Statements

In accordance with the Accounting Standard 21 and other applicable Accounting Standards on Consolidated Financial Statements, your Directors have pleasure in attaching the Consolidated Financial Statements which form part of the Annual Report and Accounts.

Directors

In accordance with the provisions of the Companies Act, 1956, Shri R.L.Gaggar and Shri G.L.Sultania retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

Auditors

M/s Lodha & Company, Chartered Accountants, statutory auditors of your Company, retire at the conclusion of ensuing Annual General Meeting and are eligible for reappointment. The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1-B) of the Companies Act, 1956.

Corporate Governance

Your Company has been following the principles and practices of good Corporate Governance. A separate report on Corporate Governance, together with a certificate from the Statutory Auditors confirming compliance with the Corporate Governance requirements, forms part of the Annual Report.

Conservation of energy, research and development, technology absorption foreign exchange earnings and outgo.

The information as required under Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed forming part of this report.

Particulars of Employees

A statement giving the particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 is annexed forming part of this report.

Acknowledgement

Your Directors acknowledge with sincere gratitude the cooperation and assistance extended by the Central Government, State Government, Financial Institutions, Banks, customers, dealers, vendors and employees.

For and on behalf of the Board

Place : New Delhi
Dated : 17th May, 2007

Shreekant Somany
Chairman & Managing Director

ANNEXURE TO THE DIRECTORS' REPORT

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 forming part of Directors Report for the year ended 31st March, 2007.

A. Conservation of Energy

Your Company continues to be committed to energy conservation in its manufacturing operations.

(a) Energy conservation measures taken :

- (i) Installation of inverter drive where double speed motors are installed to reduce down time and repeated failure.
- (ii) Replacement of old inefficient motors with high efficiency motors in compressors and kiln fans.

(b) Additional investments and proposals if any being implemented for reduction of consumption of energy :

- (i) The Company has been making necessary investments regularly in new and upgradation of technology for reducing cost of energy.

(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods :

- (i) The measures indicated as per (a) and (b) will result into saving in energy cost.

(d) Total energy consumption and energy consumption per unit of production in respect of specified industries :

The Company is not covered under the list of specified industries.

B. Technology Absorption

1. Research & Development

(a) The Company carried out following major R&D activities during the year :

- (i) Continue to substitute imported raw materials with indigenous ones thus achieving cost reduction.
- (ii) Introduction of value added products.

(b) Benefits derived as a result of above R&D : Development of the new products, upgradation of the existing ones and reduction in the cost of inputs.

(c) Further plans and expenditure of R&D : This is a continuing process.

(d) Expenditure on R & D : There has been no major expenditure incurred to carry out the R&D as compared to the total turnover.

2. Technology absorption, adaptation and innovation

This continues to be an ongoing process and has resulted into productivity improvement, quality improvement, saving in energy and materials consumption.

Somany Ceramics Limited**C. Foreign Exchange Earnings and Outgo:**

Foreign Exchange Earnings : Rs. 672.25 lacs
 Foreign Exchange Outgo : Rs. 2444.91 lacs

For and on behalf of the Board

Place : New Delhi
 Dated : 17th May, 2007

Shreekant Somany
 Chairman & Managing Director

Annexure to Directors' Report

Information as per Sec 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st March, 2007.

Employed for whole of the Financial Year and in receipt of remuneration at a rate which was not less than Rs.24 lacs per annum.

Particulars	Shri Shreekant Somany	Shri Abhishek Somany	Shri G.G.Trivedi
Age	59 years	35 years	61 years
Designation	Chairman & Managing Director	Joint Managing Director	Executive Director
Nature of duty	Overall management of the Company and policy decisions.	Management of operations.	Management of plant operations.
Remuneration Received	Rs.39,09,048/-	Rs.27,97,328/-	Rs.25,62,522/-
Nature of Employment	Contractual	Contractual	Contractual
Qualifications	BSC	BBA (UK)	MSC, AICWA, LLB
Experience	36 years	13 years	36 years
Date of joining as Director	01.09.1992	01.06.2001	01.11.2005
Name of last Employment	Hindustan Sanitaryware & Industries Ltd.	Somany Ceramics Ltd.	LMP Precession Engineering Ltd.
Position held	President	President	President
Period of Service	16 years	7 years	20 years

Note: (i) The gross remuneration includes salary, leave encashment, reimbursement of medical expenses and the Company's contribution to Provident Fund, besides value of other perquisites calculated in accordance with Income Tax Act/Rules.

(ii) Shri Shreekant Somany, Chairman and Managing Director is father of Shri Abhishek Somany, Joint Managing Director of the Company, hence they are related to each other.

For and on behalf of the Board

Place : New Delhi
 Date : 17th May, 2007

Shreekant Somany
 Chairman & Managing Director

Statement pursuant to Sec 212 of the Companies Act, 1956, relating to Subsidiary Company

Name of the Subsidiary Company	SR Continental Ltd. 31 st March, 2007	Somany Retail Ltd. 31 st March, 2007
A) Financial Year of the Subsidiary Company		
B) Shares of the Subsidiary held by Somany Ceramics Ltd. on the above date :		
a) Number and face value	1,85,000 shares of Rs.10/- each fully paid up	49,994 share of Rs.10/- each fully paid up
b) Extent of holding	100%	99.98%
C) The net aggregate of Profit / (Loss) of the Subsidiary Company so far as it concerns the members of Somany Ceramics Ltd. :		
a) not dealt in the accounts of Somany Ceramics Ltd for the year ended 31 st March, 2007 amounted to		
i) For the subsidiary financial year ended as in (A) above	Rs.(128,680)	Rs.(39,619)
ii) for the previous financial years of the subsidiary since it became the Holding Company's subsidiary	Rs.6,384,532	-
b) dealt with in the accounts of Somany Ceramics Ltd. for the year ended 31 st March, 2007 amounted to		
i) For the subsidiary financial year ended as in (A) above		
ii) for the previous financial years of the subsidiary since it became the Holding Company's subsidiary		

G.G. TRIVEDI
 Executive Director

SHREEKANT SOMANY
 Chairman & Managing Director

SAMIR RAHEJA
 Company Secretary

Place : New Delhi
 Dated : 17th May, 2007

CORPORATE GOVERNANCE REPORT

Company's corporate governance initiative

The Company is committed to good corporate governance to protect and enhance shareholder value. It has benchmarked itself against the best global practices. The Company provides detailed information to shareholders on various issues concerning the Company's business and financial performance. The Company respects the inalienable rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders.

THE BOARD OF DIRECTORS

The Company has a single board comprising of Ten Directors as of 31st March, 2007. None of the non-executive directors of the Company has any pecuniary relationship or transaction with the Company. The non-executive directors of the Company are highly respected and accomplished professionals in the corporate and academic world.

The details of the Directors by category, attendance and other Directorships including Memberships/Chairmanships of Board Committees and number of shares held are :

Director	Category	No. of Board Meetings held	No. of Board Meetings attended	Attended last AGM	Number of Directorships in other Companies (\$)	@No. of Committee position held in Companies		No. of Shares held
						Chairman	Member	
Shri Shreekant Somany	P	4	4	Yes	9	1	-	371987
Shri Abhishek Somany	P	4	4	No	7	-	-	72300
Shri R.K. Daga	I	4	4	Yes	2	3	1	175
Shri R.L. Gaggar	I	4	3	No	12	-	8	-
Shri G.L. Sultania	I	4	3	No	11	5	5	250
Shri Ravi Mohan	I	4	1	No	3	-	-	1300
Shri Salil Singhal	I	4	3	No	6	-	1	-
Shri Ravinder Nath	I	4	2	No	2	1	1	-
Shri Sunil Trikha *	I	4	3	No	1	-	-	-
Shri G.G. Trivedi	E	4	4	No	-	-	-	600

Category : P=Promoter, I=Independent E= Executive Director

(\$) Excludes Directorships in Indian Pvt. Limited Companies and memberships of various Chambers and other Non Corporate Organizations.

* Nominee Director of EXIM Bank

@ Includes the membership/chairmanship in Audit Committee and Shareholders' Grievance Committee meeting only.

Board functions

Apart from reviewing its corporate performance, the Board undertakes the following functions :

- Laying down the corporate philosophy and the mission of the Company;
- Formulating the strategic business plans;
- Reviewing and taking on record the financial plans and budgets;
- Reviewing corporate budgets and business plans;
- Setting standard for ethical behaviour and complying with rules and regulations;
- Informing shareholders of the various developments with in the Company.

Meeting of the Board of Directors

Four Board meetings were held during the year 2006-07. The dates are as follows : 27th May, 29th July, 30th October in 2006 and on 31st January, 2007.

Code of Conduct

The Board of Directors have adopted a Code of Conduct for its members and implemented the Risk Management Policy in terms of the Compliance of amended provisions of Clause 49 of the Listing Agreement. A declaration to this effect, duly signed by Executive Director was placed before the Board.

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

The Audit Committee currently comprises of four members who are independent and Non Executive directors on the Board. The Audit Committee's role flows directly from the supervision of the Board. The Audit Committee members are accomplished professionals from the corporate and academic world

Terms of reference

The Audit Committee is responsible for the effective supervision of the financial reporting process, ensuring financial and accounting controls and compliance with the financial policies of the Company. The Committee periodically interacts with the statutory and internal auditors to ascertain the quality and veracity of the Company's transactions; to review the manner in which they are performing their responsibilities; and to discuss auditing, internal control and financial reporting issues. The Committee provides the overall direction on the risk management policies, including the focus of internal and management audits. The Committee has full access to the financial data of the Company and the Company's Staff members, as well.

Somany Ceramics Limited

The Committee reviews the annual, half-yearly and quarterly financial statements before they are submitted to the Board. The Committee also monitors changes in the accounting policies, reviews internal audit functions and discusses the accounting implications of major transactions, compliance with Listing and legal requirements relating to financial statements, related party transactions, qualifications in the audit report etc.

Composition of the Audit Committee :

This Audit Committee comprises solely of Independent Non Executive Directors. Shri R.K.Daga is the Chairman of the Committee. The other members of the committee are Shri R. L. Gaggar, Shri Salil Singhal and Shri G. L. Sultania. The Company Secretary of the Company acts as the Secretary to the Committee.

Invitees to the Audit Committee

Both the statutory and internal auditors of the Company are regular invitees to the Audit Committee meetings to brief the members. The meeting of the Audit Committee are generally attended by the Chairman & Managing Director, Executive Director, President (Marketing), V.P. (Finance) & other departmental heads.

Frequency of meetings

The Audit Committee meets at least once in every quarter. Four Audit Committee meetings were held during the year. The dates are as follows : 27th May, 29th July, 30th October in 2006 and 31st January, 2007. The attendance of the Audit Committee Meetings is given below :

Name of Member Director	No. of Meetings attended
Shri R.K. Daga (Chairman)	4
Shri R.L. Gaggar (Member)	3
Shri G.L. Sultania (Member)	3
Shri Salil Singhal (Member)	3

The Chairman of the Committee was present at the last Annual General Meeting to answer shareholders queries.

Remuneration to Directors

Name of Director	Salary & perquisites (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Shri Shreekant Somany	**39,09,048/-	-*	39,09,048/-
Shri Abhishek Somany	**27,97,328/-	-*	27,97,328/-
Shri R. K. Daga	-	23,500/-	23,500/-
Shri R. L. Gaggar	-	19,500/-	19,500/-
Shri G. L. Sultania	-	19,500/-	19,500/-
Shri Ravi Mohan	-	2,500/-	2,500/-
Shri Salil Singhal	-	12,000/-	12,000/-
Shri Ravinder Nath	-	5,000/-	5,000/-
Shri Sunil Trikha	-	7,500/-	7,500/-
Shri G.G. Trivedi	**25,62,522/-	-*	25,62,522/-

* Whole time Directors are not entitled for sitting fee.

** The remuneration is paid in accordance with Schedule XIII of the Companies Act, 1956 and the value of perquisites is calculated in accordance with the rules framed under Income Tax Act.

SHARE TRANSFER COMMITTEE

Your Company has a Share Transfer Committee comprising of Shri G.L. Sultania (who chairs the meeting), Shri N. Goenka and Shri S. Banerjee. The Committee has met 12 times during the period under review. The Board has delegated the power of Share Transfer to the Company's Registrar & Share Transfer Agents, who process the transfers, in respect of physical and shares under Demat. During the year under review, total of 32974 shares were transferred and dispatched within 15 days of receipt, if the documents were found valid in all respects. There were no pending transfers as on 31st March, 2007.

SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

The Company has a Committee to specifically look into the redressal of shareholders' grievance relating to transfers, transmissions, issue of duplicate share certificate and all the other matters concerning shareholders' complaints. The Non-Executive Independent Director heading the committee is Shri R.K. Daga and other members are Shri R.L.Gaggar & Shri G.L. Sultania, who are also Non Executive & Independent Directors. Shri Samir Raheja, Company Secretary is the Compliance Officer. Three meetings of the Committee were held on 16th May, 28th September in the year 2006 and 22nd January in 2007. During the year 21 complaints were received and resolved. Number of complaints pending as on 31st March, 2007 is nil.

REMUNERATION COMMITTEE

The Company has Remuneration Committee. Shri R. K. Daga, the Non-Executive Independent Director is the Chairman of the Committee. Shri R.L.Gaggar and Shri G.L.Sultania are the other members, who are Independent Non Executive Directors of the Company. The Committee, interalia, deals with all elements of remuneration of whole-time Directors, service contracts, severance fee, notice period etc. Two meetings were held during the year on 28th October, 2006 and 22nd January, 2007. All the members were present at the meeting.

The appointments of Shri Shreekant Somany, Chairman & Managing Director, Shri Abhishek Somany, Joint Managing Director and Shri G.G.Trivedi, Executive Director are contractual for a period of three years with effect from 1st September, 2005, 1st June, 2006 and 1st November, 2005 respectively.

The services of Chairman & Managing Director and Joint Managing Director may be terminated by giving six months' notice or alternatively six months' salary in lieu of six months' notice. Similarly, the services of Executive Director may be terminated by giving three months' notice or alternatively three months' salary in lieu of three months' notice. However, no severance fees is payable to them.

Apart from sitting fees, the Company vide resolution of shareholders dated 26th September, 2003 makes payment of commission, in case of profits, to the Non Executive Directors @1% of net profits of the Company.

GENERAL BODY MEETINGS

The details of general body meetings conducted in the past three years :

Year	Date	Time	Venue
2005-06	29.09.2006	11.00 a.m	HL Somany Hall, ASSOCHAM, 47 Prithvi Rai Road, New Delhi.
2004-05	29.09.2005	11.00 a.m	Sri Ram Hall, PHD Chamber of Commerce, Siri Institutional Area, Opposite Asian Games Village, New Delhi.
2003-04	27.09.2004	10.30 a.m	Sri Ram Hall, PHD Chamber of Commerce, Siri Institutional Area, Opposite Asian Games Village, New Delhi.

Special Resolution passed in the previous three AGMs : In the AGM held on Subject matter of the resolution

- 29th September, 2006 (i) Appointment of Shri G.G. Trivedi as Executive Director.
(ii) Re-designation of Shri Abhishek Somany as Joint Managing Director
(iii) Change in the name of the Company.
- 29th September, 2005 (i) Re-appointment of Shri Shreekant Somany as Chairman & Managing Director.
(ii) Re-appointment of Shri Abhishek Somany as Executive Director.

27th September, 2004 None

No Special Resolutions were required to be put through postal ballot last year and no Special Resolution is proposed to be conducted through postal ballot at the ensuing Annual General Meeting.

DISCLOSURES

During the year there was a transaction in respect of sale of house property by the Company to whole time director and his relative which was not at a price prejudicial to the interest of the

Company. Related party transactions are disclosed in the Notes to Accounts.

There has been no instance of non-compliance by the Company on any matter related to capital markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, does not arise.

The Company complies with all mandatory requirements of Clause 49 of the Listing Agreement and one non mandatory requirement viz. Remuneration Committee of Directors.

MEANS OF COMMUNICATION

The Annual, half yearly and quarterly results are generally published in Financial Express (English edition) & Jansatta (Hindi edition) newspapers. The results are submitted to the Stock Exchanges in accordance with the Listing Agreement and regularly posted on its website: www.somanytiles.com and also on SEBI Website: <http://sebidifar.nic.in> in terms of Clause 51 of Listing Agreement.

During the year the Company has not made any presentation to Institutional investors or analysts.

"Management Discussion and Analysis" is a part of the Annual Report.

GENERAL SHAREHOLDER'S INFORMATION

Name of the Company

Name of the Company changed from SPL Limited to Somany Ceramics Ltd. w.e.f. 30th January, 2007 consequent upon issue of Fresh Certificate of Incorporation by Registrar of Companies, NCT of Delhi and Haryana.

Registered Office

82/19, Bhakerwara Road, Mundka
New Delhi-110 041

Phone : 011-28341085, 28344382 Fax : 011-28345049
email : samir@somanytiles.co.in

Corporate Headquarter

V&P Kassar, Bahadurgarh

Distt. Jhajjar, Haryana-124507

Phone : 01276-241002/3/4/5 Fax : 01276-241006/11/20

email : samir@somanytiles.co.in

Date and Venue of Annual General Meeting

29th September, 2007, at 10:00 am at H. L. Somany Hall, 47 Prithvi Raj Road, New Delhi-110011

Financial Calendar:

1st April to 31st March

Financial Reporting for 2007-2008 is as follows :

First Quarter	:	Last week of July, 2007
Second Quarter	:	Last week of October, 2007
Third Quarter	:	Last week of January, 2008
Fourth Quarter	:	Last week of May, 2008