



IS:15622:2006  
  
CM/L 9829610



**SOMANY**

**SOMANY CERAMICS LIMITED**

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

CIN: L40200DL1968PLC005169

Phone: 011-28341085, E-mail: cs@somanytiles.co.in

**NOTICE OF THE 47<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 47<sup>th</sup> 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 Friday, the 4<sup>th</sup> September, 2015 at 10:30 A.M. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt :-
  - a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the Reports of Directors' and Auditors' thereon
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015.
2. To declare a dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Shri Narayan Anand (DIN: 02110727), 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 pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force); the appointment of M/s. Lodha & Co., Chartered Accountants, New Delhi, (Firm's Registration No. 301051E ) as Auditors of the Company for a term of 3 years i.e., till the conclusion of 49<sup>th</sup> Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting to be held in the financial year 2016-17 on such remuneration as may be determined by the Board of Directors of the Company."

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### **SPECIAL BUSINESS**

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

#### **5. Appointment of Smt. Anjana Somany (DIN: 00133542), 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, Smt. Anjana Somany (DIN: 00133542) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 24<sup>th</sup> March, 2015 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 Smt. Anjana Somany for the office of Director of the Company, be and is hereby appointed as 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**:

#### **6. Ratification for payment of remuneration to M/s G. L. Sultania & Co., Proprietor Shri Girdhari Lal Sultania, Non-Executive Non-Independent Director appointed as a Consultant of the Company.**

**"RESOLVED THAT** the appointment and payment of remuneration to M/s. G.L. Sultania & Co., Proprietor Shri Girdhari Lal Sultania, who is possessing the requisite qualification for rendering professional services in the matters relating to Income Tax Law, Corporate Law, SEBI Rules and Regulations, Provisions under the Listing Agreement etc., as Consultant for a period of 3 years with effect from 1<sup>st</sup> April, 2014 till 31<sup>st</sup> March, 2017 at a remuneration of Rs.6,00,000/- per annum, payable monthly/quarterly, plus applicable Service Tax and reimbursement of expenses incurred for such services be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds and things as may be considered necessary to give effect to the above resolution."

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To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:-


**7. Adoption of new set of Articles of Association**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the draft regulations contained in the Articles of Association submitted to this meeting duly initialed by the Chairman for the purpose of identification be and are hereby approved and adopted as the new Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT the Board of Directors** of the Company be and are hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Place: New Delhi  
Dated: 18<sup>th</sup> May, 2015

By Order of the Board  
For Somany Ceramics Limited

  
(Ambrish Julka)

Deputy General Manager (Legal) &  
Company Secretary

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**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. 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.
3. 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.
4. 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 of the Company.
5. 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 of the Company.
6. 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.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 19<sup>th</sup> August, 2015 to 4<sup>th</sup> September, 2015 (both days inclusive).
7. 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 19<sup>th</sup> August, 2015 and in respect of shares held in the dematerialised form, to those beneficial owners whose particulars will be furnished by the Depositories on the said date for the purpose.
9. Members/Proxy holders are requested to bring their copies of Annual Report along with them at the meeting.

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10. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company's Share Department at 2, Red Cross Place, Kolkata-700 001. 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(5) of the Companies Act, 2013 (section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
11. The dividend declared by the Company for the financial year 2007-08, which has remained unpaid/unclaimed is due for transfer to the Investor Education & Protection Fund (IEPF) on or after 1<sup>st</sup> October, 2015. Members are requested to note that after completion of 7 years, no claim shall lie against the said Fund or the Company for the amounts of dividend so transferred, nor shall any payment be made in respect of such claim.
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 Directors, seeking appointment/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 and other entitlements instantly.

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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 this Annual General Meeting of the Company.
20. The Company is providing facility for voting by electronic means (remote e-voting) to vote on the Resolutions set out in the Notice of the 47<sup>th</sup> Annual General Meeting (AGM) of the Company. The facility for voting through Ballot Paper will also be made available at the AGM and the Members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot Paper. Members who have cast their votes by remote e-voting prior to the AGM, may attend the AGM, but shall not be entitled to cast their votes again. The instruction for e-voting are annexed to the Notice of the 47<sup>th</sup> AGM of the Company.
21. The Notice of the 47<sup>th</sup> 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.
22. The Financial Statements of the subsidiaries of the Company are not attached to the 47<sup>th</sup> Annual Report of the Company. However, these documents will be made available upon receipt of request from any 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 in terms of the provision under the Companies Act, 2013.
23. To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with RTA i.e., M/s. Maheshwari Datamatics Pvt. Ltd., or their respective Depositories, as the case may be.

By Order of the Board  
For Somany Ceramics Limited

(Ambrish Julka)

Deputy General Manager (Legal ) &  
Company Secretary

Place : New Delhi  
Dated : 18<sup>th</sup> May, 2015

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

**Item No. 5**

The Board pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, in terms of Section 178 of the Companies Act, 2013, at its meeting held on 24<sup>th</sup> March, 2015, appointed Smt. Anjana Somany as Additional Director of the Company with effect from 24<sup>th</sup> March, 2015, to hold office upto the date of the ensuing Annual General Meeting of the Company.

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 Rs. 1,00,000/- proposing candidature of Smt. Anjana Somany for the office of Non- Executive Non-Independent Director, to be appointed as such under the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received from Smt. Anjana Somany (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 she 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 Smt. Anjana Somany as Non-Executive Non-Independent Director of the Company pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder subject however liable to retire by rotation in terms of the said Act.

In the opinion of the Board of Directors, Smt. Anjana Somany, the Non- Executive Non-Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder.

None of the Directors, Key managerial Personnel other than Shri Shreekant Somany, Shri Abhishek Somany and Smt. Anjana Somany may be deemed to be interested and/or concerned in the resolution.

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The Board recommends the resolution set forth in item no. 5 for the approval of the members.

#### **Item No. 6**

Members are aware that Shri Girdhari Lal Sultania, Proprietor of M/s. G.L. Sultania & Co., has been associated with the Company as Director since 22<sup>nd</sup> September, 1997. He holds a Bachelor Degree in Commerce and is a qualified Chartered Accountant and Company Secretary. He is consultant by profession and possesses vast knowledge and experience of Financial Restructuring, Corporate Laws and Legal Compliance.

In accordance with Clause II, sub-clause (C) of the revised Clause 49 of the Listing Agreement with the Stock Exchanges, amended vide SEBI Circular CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014, Section 197 and any other applicable provisions of the Companies Act, 2013, the Nomination and Remuneration Committee, in terms of Section 178 of the Companies Act, 2013, at their meeting held on 18<sup>th</sup> May, 2015, expressed its opinion, that Shri G.L. Sultania possesses the requisite qualifications to render consultancy services.

Upon recommendation of the Nomination and Remuneration Committee the Board of Directors had approved Consultancy Contract with M/s. G.L. Sultania & Co., Proprietor Shri Girdhari Lal Sultania on 10<sup>th</sup> October, 2014.

Besides the payment of remuneration in the professional capacity, Shri G.L. Sultania shall be entitled to receive sitting fees for attending the meetings of Board of Directors and the Committees thereof and Directors commission as paid to all Non-Executive Directors of the Company as approved vide shareholder's resolution dated 2<sup>nd</sup> September, 2013.

The Consultancy Agreement dated 10<sup>th</sup> October, 2014 is available for inspection at the Registered Office of the Company, on any working day prior to the date of the meeting during 1.00 P.M. to 4.00 P.M. and will also be available at the meeting.

Shri Sultania holds 1250 equity shares of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Shri G. L. Sultania, is deemed to be concerned or interested, financially or otherwise in the proposed resolution.

The Board recommends the resolution set forth in item No. 6 for Member's approval.

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**SOMANY****Item No. 7****Adoption of New Set of Articles**

Upon enactment of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association (AOA) of the Company need to be re-aligned as per the provisions of the Companies Act, 2013.

In order to make the AOA of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof, the Board of Directors at its meeting held on 18<sup>th</sup> May, 2015 proposed to replace the existing AOA of the Company by a new set of Articles. Accordingly, in lieu of amendments to various Articles in the existing AOA, it is considered prudent and desirable to adopt a new set of AOA of the Company, in substitution for, and to the exclusion of, the existing AOA of the Company. The new AOA to be substituted in place of the existing AOA is based on Table "F" of Schedule I to the Companies Act, 2013 which sets out the model AOA for a company limited by shares.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is sought for adoption of new set of AOA of the Company.

A copy of the new set of AOA of the Company proposed to be adopted together with the propose alterations would be available for inspection by the Members at the Registered office of the Company during the normal business hours on any working day, excluding Sunday, upto and including the date of ensuing Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution set forth under item No. 7 for member's approval.

By Order of the Board  
For Somany Ceramics Limited

(Ambrish Julka)

Deputy General Manager (Legal) &  
Company Secretary

Place : New Delhi  
Dated: 18<sup>th</sup> May, 2015

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### 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 Forty-Seven Annual General Meeting of the Company being held on Friday the 4<sup>th</sup> September, 2015, 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.

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