

Date: 19th June, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai — 400 001
Scrip Code: 531548

National Stock Exchange of India Ltd. (NSE)
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai — 400 051
Symbol: SOMANYCERA

Dear Sir/Madam,

Sub.: Scrutinizer Report and Voting Result of the National Company Law Tribunal, Kolkata Bench (“NCLT”), convened meeting of the Unsecured Creditors of Somany Ceramics Limited (the “Company”) held on Saturday, June 13, 2026.

This is to inform that Meeting of the Unsecured Creditors of the Company was held on Saturday, June 13, 2026 at 12:30 P.M. (IST) through Video Conferencing (“VC”), pursuant to the directions of Hon’ble NCLT, Kolkata Bench, vide its Order dated April 09, 2026 and Corrigendum Order dated April 24, 2026 (“Meeting”).

1. Based on the NCLT appointed Scrutinizer Report, this is to inform that the Unsecured Creditors of the Company, in their meeting held on Saturday, June 13, 2026, have passed the resolution with requisite majority for approving the Scheme of Amalgamation, as set out in the Notice dated April 23, 2026, pursuant to and in terms of Section 230(6) of the Companies Act, 2013.
2. We hereby submit the following:
 - a. Scrutinizer's Report dated 19th June, 2026 on votes cast by the Unsecured Creditors through remote e-voting and e-voting at the Meeting – **Annexure A.**
 - b. Voting results – **Annexure B.**

The aforesaid information may also be accessed on the website of the Company at www.somanyceramics.com.

This is for your information & records.

Thanking you,
Yours Faithfully,

For Somany Ceramics Limited

Anuj Kalia
Company Secretary & Compliance Officer
Membership No.: A31850

Encl: as above



SIDDHARTHA MUKHOPADHYAY

M.COM, FCMA

Office: 8/304, Elita Garden Vista, Newtown, AA- III, Kolkata- 700135

E-mail: saptarshi2307@gmail.com/siddhartha9307@gmail.com

Ref.....

Date:.....

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026

In the matter of:
The Companies Act, 2013;

AND

In the matter of:
An application under Sections 230 to 232 of the
Companies Act, 2013 read with Companies
(Compromises, Arrangements and Amalgamations)
Rules, 2016 and other applicable provisions of the
Companies Act, 2013;

AND

IN THE MATTER OF SCHEME OF AMALGAMATION
OF:

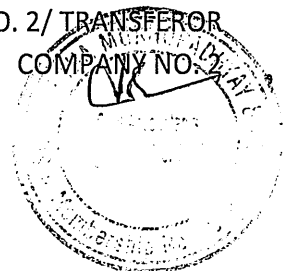
1) SOMANY BATHWARE LIMITED, a Company within
the meaning of Companies Act, 2013 and having its
registered office at 2, Red Cross Place, Kolkata-
700001, West Bengal, within the aforesaid
jurisdiction.

...APPLICANT NO. 1 /TRANSFEROR
COMPANY NO. 1

AND

2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED, a
Company within the meaning of Companies Act,
2013 and having its registered office at 2, Red Cross
Place, Kolkata-700001, West Bengal, within the
aforesaid jurisdiction.

...APPLICANT NO. 2/ TRANSFEROR
COMPANY NO. 2



AND

3) SR CONTINENTAL LIMITED, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata 700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 3/ TRANSFEROR
COMPANY NO. 3

AND

4) SOMANY CERAMICS LIMITED, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 4/ TRANSFEREE
COMPANY

SCRUTINIZER'S REPORT

[Pursuant to Sections 230 to 232 read with Section 108 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Rule 20 of the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to an Order dated 9th April, 2026 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench in C.A. (CAA) No. 35/KB/2026 and Corrigendum Order dated 24th April, 2026]

To,

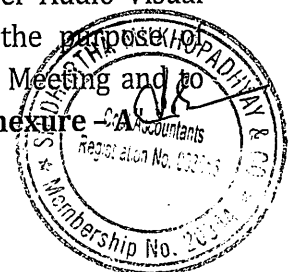
Ms. Namrata Basu, Advocate

Chairperson appointed for the meeting of unsecured creditors of Somany Ceramics Limited, 2 Red Cross Place, Kolkata-700001, West Bengal, India

Sub: Scrutinizer's Report on the result of voting through Remote e-Voting and e-Voting at the NCLT convened Meeting of the unsecured creditors of Somany Ceramics Limited held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Saturday, 13th June, 2026 at 12:30 P.M. (IST), pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 in Company Application C.A. (CAA) No. 35/KB/2026.

Dear Madam,

I, Siddhartha Mukhopadhyay, appointed as Scrutinizer in terms of an Order dated 9th April, 2026 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT" / "Tribunal") for the Meeting of the unsecured creditors of Somany Ceramics Limited ("Applicant No. 4/Transferee Company"), held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Saturday, 13th June, 2026 at 12:30 P.M. (IST), for the purpose of scrutinizing the votes cast through Remote e-Voting and e-Voting during the Meeting and to report thereon. The Order convening the said Meeting is annexed hereto as "Annexure - A".



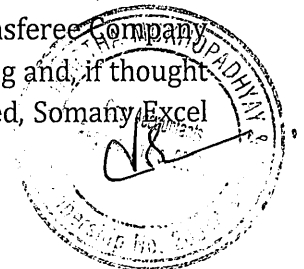
The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, the Rules made thereunder, applicable SEBI Regulations and the directions contained in the aforesaid Order of the Hon'ble Tribunal relating to the conduct of the Meeting and voting through Remote e-Voting and e-Voting during the Meeting of the unsecured creditors of the Applicant No. 4/Transferee Company.

My responsibility as Scrutinizer for the voting process through Remote e-Voting and e-Voting during the Meeting is restricted to making a Scrutinizer's Report for the votes cast in favour of or against the Resolution for approval of the Scheme of Amalgamation pursuant to the Order dated 9th April, 2026 passed by the Hon'ble Tribunal.

An advertisement was published in "Business Standard" (English Edition) and "Aajkaal" (Bengali Edition) on 12th May, 2026 in accordance with Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the directions contained in the aforesaid Order of the Hon'ble Tribunal. Copies of the same are annexed thereto as "Annexure -B"

Further to the above:

1. I have relied on the information provided by the Applicant No. 4/Transferee Company in respect of its unsecured creditors including outstanding amount and their voting power, as per the list of unsecured creditors as on 31st December, 2025 issued by M/s Anuj Jindal & Co., the Chartered Accountants, for the purpose of determining the eligibility of the unsecured creditors entitled to attend and vote at the said Meeting.
2. Pursuant to Section 108-110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by the Hon'ble NCLT, the Applicant No. 4/Transferee Company had provided remote e-Voting facility through CDSL for the said convened meeting .
3. Notice of the Meeting of the unsecured creditors of the Applicant no. 4/Transferee Company, signed and issued by Mr. Anuj Kalia, Company Secretary of Somany Ceramics Limited, as authorised by Ms. Namrata Basu, Advocate, Chairperson appointed by the Hon'ble Tribunal.
4. The Applicant no. 4/Transferee Company had 1,167 (One thousand one hundred and sixty seven) unsecured creditors as on the Cut-off Date, i.e., 31st December, 2025, as per the list of unsecured creditors issued by M/s Anuj Jindal & Co., the Chartered Accountants, vide their certificate dated 12th March, 2026, aggregating to Rs. 3,96,05,95,651 (Rupees Three Hundred Ninety-Six Crore Five Lakh Ninety-Five Thousand Six Hundred and Fifty-One Only) inclusive of provisions.
5. It is noted that pursuant to the Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, a Meeting of the unsecured creditors of the Applicant no. 4/Transferee Company was directed to be convened and held through VC/OAVM for considering and, if thought fit, approving the Scheme of Amalgamation of Somany Bathware Limited, Somany Excel



Vitrified Private Limited and SR Continental Limited with and into Somany Ceramics Limited and their respective shareholders and creditors.

6. Notice of the Meeting of unsecured creditors together with the Scheme of Amalgamation, the Explanatory Statement under Sections 230(3), 232 and 102 of the Companies Act, 2013 and other relevant documents were duly sent through email to all such unsecured creditors on 11th May, 2026 in compliance with the directions contained in the aforesaid Orders of the Hon'ble Tribunal. A copy of the confirmation issued by Central Depository Services (India) Limited ("CDSL"), evidencing dispatch of the Notice through electronic mail on 11th May, 2026, to 1167 unsecured creditors is annexed hereto as **Annexure - C**.
7. The Remote e-Voting facility remained open from 9:00 A.M. (IST) on Wednesday, 10th June, 2026 till 5:00 P.M. (IST) on Friday, 12th June, 2026.
8. Attendance through authorised representatives in case of corporate unsecured creditors by submitting authorisation under Section 113 of the Companies Act, 2013 was allowed in accordance with the Order of the Hon'ble Tribunal and the Notice convening the Meeting.
9. At the scheduled time of the Meeting, 57 (Fifty Seven) unsecured creditors attended the Meeting through VC/OAVM.
10. In terms of the Order of the Hon'ble Tribunal, the requisite quorum being present in terms of Section 103 of the Companies Act, 2013, the Meeting of the unsecured creditors of the Applicant no. 4/Transferee Company commenced at 12:30 P.M. (IST).
11. The Notice of the Meeting dated 23rd April, 2026 of the unsecured creditors was taken as read by the Chairperson with the consent of the unsecured creditors present.
12. The unsecured creditors were informed that they could cast their votes through the Remote e-Voting facility provided prior to the Meeting and those who had not exercised their votes through Remote e-Voting could cast their votes through e-Voting during the Meeting and within 15 minutes after closure of the meeting at 12.45 P.M.
13. The Resolution placed before the Meeting of the unsecured creditors of the Applicant no. 4/Transferee Company was as follows:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the rules, regulations, circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, circulars issues thereunder and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Somany Ceramics Limited, and subject to the approval of the Hon'ble National Company Law Tribunal, Kolkata Bench and such other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunal, as may

be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Kolkata Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Somany Ceramics Limited (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed amalgamation embodied in the Scheme of Amalgamation of the Transferor Companies with and into the Transferee Company and their respective shareholders and creditors (hereinafter referred to as the "Scheme") as enclosed with the Notice of the NCLT convened meeting of the Unsecured Creditors, be and is hereby approved."

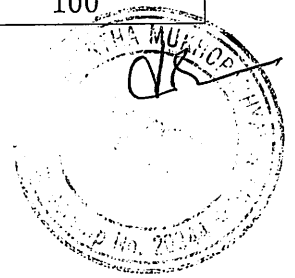
"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper, desirable or expedient for giving effect to this resolution and for the purpose of implementing and giving effect to the Scheme and for any matters connected therewith or incidental thereto, including: (i) accepting such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies) and/or by any Regulatory / Governmental Authorities, while sanctioning the Scheme or otherwise; (ii) settling and resolving any questions, difficulties or doubts that may arise in this regard, including passing such accounting entries and making such adjustments in the books of accounts as considered necessary; and (iii) finalizing, signing, executing and filing all necessary applications, petitions, affidavits, documents and writings and doing all acts, deeds and things as may be necessary in connection therewith, without being required to seek any further consent/approval of the Unsecured Creditors of the Company and the Unsecured Creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution."

14. After expiry of the additional voting period of 15 minutes from conclusion of the meeting made available to the unsecured creditors attending the Meeting through VC/OAVM, the votes cast through Remote e-Voting and e-Voting during the Meeting were unblocked from the electronic voting system maintained by Central Depository Services (India) Limited ("CDSL") in the presence of two witnesses who were not in employment of the Applicant No. 4/Transferee Company. The voting data generated from the electronic voting system was diligently scrutinized by me.

15. I now submit my report as under on the result of the voting conducted at the Meeting of the unsecured creditors of the Applicant No. 4/Transferee Company:

(i) Voted in FAVOUR of the resolution:

Number of unsecured creditors who voted	Amount of votes cast by unsecured creditors (in Rs.)	% of total number of valid votes cast
85	1,25,13,14,619	100



(ii) **Voted AGAINST the resolution:**

Number of unsecured creditors who voted	Number of votes cast by unsecured creditors	% of total number of valid votes cast
0	0	0

(iii) **INVALID votes:**

Number of unsecured creditors who voted	Amount of votes cast by unsecured creditors (in Rs.)	Reason for Invalidation
3	4,25,97,500	Proper authorisation not received

Based on the aforesaid results, the Resolution for approval of the Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited with and into Somany Ceramics Limited and their respective shareholders and creditors, as contained in the Notice dated 23rd April, 2026 of the Meeting of the unsecured creditors of the Applicant No. 4/Transferee Company, may accordingly be declared as passed with the requisite majority prescribed under Sections 230 to 232 of the Companies Act, 2013.

16. All the relevant records relating to the voting, including electronic voting records, shall be handed over to the Chairperson of the Meeting for safe custody and for filing her report before the Hon'ble National Company Law Tribunal.

This report is issued on the basis of records made available to me and the explanations provided by the Company.

Yours faithfully,


Siddhartha Mukhopadhyay



(Scrutinizer for the Meeting of the unsecured creditors of Somany Ceramics Limited held pursuant to the Order dated 9th April, 2026 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench in C.A. (CAA) No. 35/KB/2026)

Place: Kolkata

Date: 19th June 2026



**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026**

***An Application under Section 230 to 232 of the Companies Act, 2013
read with Companies (Compromises, Arrangements and
Amalgamations) Rules 2016 and other applicable provisions of law;***

IN THE MATTER OF:

A Scheme of Arrangement of (First Motion):

IN THE MATTER OF:

1) SOMANY BATHWARE LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 1 /TRANSFEROR COMPANY NO. 1

AND

2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 2/ TRANSFEROR COMPANY NO. 2

AND

3) SR CONTINENTAL LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 3/ TRANSFEROR COMPANY NO. 3

AND





4) **SOMANY CERAMICS LIMITED**, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 4/ TRANSFEREE COMPANY

AND

IN THE MATTER OF:

- 1) **SOMANY BATHWARE LIMITED**
- 2) **SOMANY EXCEL VITRIFIED PRIVATE LIMITED**
- 3) **SR CONTINENTAL LIMITED**
- 4) **SOMANY CERAMICS LIMITED**

...Applicant Companies

Date of Pronouncement: 09.04.2026

Coram:

Smt. Bidisha Banerjee : Hon'ble Member (Judicial)

Cmde Siddharth Mishra: Hon'ble Member (Technical)

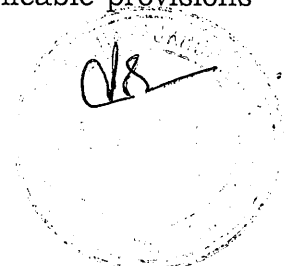
Appearances (via Hybrid Mode):

1. Ms. Tanvi Luhariwala, Adv
2. Mr. Pradeep Kumar Jewrajka, Adv
3. Ms. Pooja Jewrajka, Adv

ORDER

Per: Cmde Siddharth Mishra, Member (Technical)

1. The Court convened through hybrid mode.
2. The instant application has been filed in the first stage of the proceedings under Section 230 to 232 and other applicable provisions





of the Companies Act, 2013 (“Act”) for orders and directions with regard to convening of and/or dispensation of meeting of Equity Shareholders and secured and unsecured creditors of the Applicants, in connection with the Scheme of Arrangement between 1) SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”, 2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”, 3) SR CONTINENTAL LIMITED, being the “Transferor Company No. 3/Applicant no. 3”, and 4) SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4” whereby and whereunder the business undertakings of the all the transferor companies is being proposed to be transferred and amalgamated into the Transferee Company, from the **Appointed date viz 1st April, 2025** in the manner and on the terms and conditions stated in the said Scheme of Arrangement (“Scheme”). On such proposed scheme coming into effect, the transferor companies shall stand dissolved without the process of winding up. The copy of the said Scheme is annexed to the Company Application being- **Annexure -A in Volume I at Page No. 41-87.**

3. The Board of Directors of the Applicant Companies at their Board Meetings, held on 7th November, 2025 respectively, approved and resolved to carry out the said Scheme of Arrangement. The copies of the resolution passed by the applicant companies are annexed with the Company Application being **Annexure- ‘E’ in Volume II at Page No. 166-168; Annexure- ‘M’ in Volume II at Page No. 253-255; Annexure- ‘U’ in Volume III at Page No. 422-424; Annexure- ‘BB’ in Volume IV at Page No. 590-593.**

4. The Applicants have the following classes of shareholders and creditors:

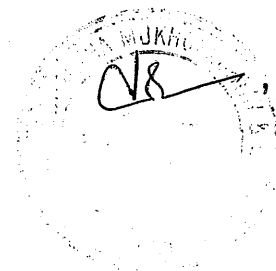
Sl.	Name of the Applicant	Equity	Secured	Unsecured



IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026



No.	Companies	Shareholders	Creditors	Creditors.
1.	SOMANY BATHWARE LIMITED being the "Transferor Company No.1/Applicant no. 1"	7	NIL	NIL
2.	SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the "Transferor Company No. 2/Applicant no. 2"	7	NIL	8
3.	SR CONTINENTAL LIMITED , being the "Transferor Company No. 3/Applicant no. 3"	7	NIL	NIL
4.	SOMANY CERAMICS LIMITED being the "Transferee Company /Applicant no. 4"	31494	4	1167





5. Ld. Counsel appearing for the Applicants submit that the Applicant nos. 1, 2 and 3 are wholly owned subsidiaries of the Applicant no. 4.
6. Ld. Counsel appearing for the Applicants submit that shares of the Applicant no. 4 are listed on the National Stock Exchange of India Limited and BSE Limited. It is submitted that the Applicant nos. 1, 2 and 3 are wholly owned subsidiaries of the Applicant no. 4 company and hence the Applicant no. 4 is not required to obtain No-objection Certificate from the stock exchange in terms of Regulation 37 (6) of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Ld. Counsel appearing for the Applicants submit that the shares of the Applicant nos. 1, 2 and 3 companies are not listed in any stock exchange.
8. It is submitted by Ld. Counsel appearing for the Applicants(s) that none of the Companies involved in the Scheme are Non-Banking Finance Company.
9. Ld. Counsel appearing for the Applicants submit that the Valuation Report is not required in connection with the scheme as there are no issuance of shares/securities and the entire share capital of the Transferor Companies are held by the Transferee Company which shall stand cancelled pursuant to the Scheme.
10. It is submitted by the Ld. Counsel appearing on behalf of the Applicants that the Statutory Auditor of the respective Applicant Companies have by their certificates confirmed that the accounting treatment proposed in the scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act 2013, copies whereof are annexed to the company application as **Annexure**

CR



GG, volume V at Page No. 641-645; Annexure HH, volume V at Page No. 646-650; Annexure II, volume V at Page No. 651-654; Annexure JJ, volume V at Page No. 655-658.

11. Ld. counsel appearing for the Applicants submits that following are the particulars with respect to the Auditors Certificate, Affidavit of Consents (in case of dispensation) and meeting to be convened of all the Applicant Companies:-

EQUITY SHAREHOLDERS			
<u>Company</u>	<u>Equity Shareholders as on 31st December, 2025</u>	<u>Auditors Certificate</u>	<u>Consent from Shareholders</u>
SOMANY BATHWARE LIMITED being the "Transferor Company No.1/Applicant no. 1"	7	Annexure- 'F' in Volume II at Page No. 169-171	Annexure- 'G' in Volume II at Page No. 172-190
SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the "Transferor Company No. 2/Applicant no. 2"	7	Annexure- 'N' in Volume II at Page No. 256-258	Annexure- 'N' in Volume II at Page No. 259-277
SR CONTINENTAL LIMITED, being	7	Annexure- 'V' in	Annexure- 'V' in Volume III



IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026



the "Transferor Company No. 3/Applicant no. 3"		Volume III at Page No. 425-427	at Page No. 428-446
SOMANY CERAMICS LIMITED being the "Transferee Company /Applicant no. 4	31494	Annexure- 'CC' in Volume IV at Page No. 594-595A	Meeting to be convened

SECURED CREDITORS			
<u>Company</u>	<u>Secured Creditors as on 31st December, 2025</u>	<u>Auditors Certificate</u>	<u>Consent from Secured Creditors</u>
SOMANY BATHWARE LIMITED being the "Transferor Company No.1/Applicant no. 1"	NIL	Annexure- 'H' in Volume II at Page No. 191-193	-
SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the "Transferor Company No.	NIL	Annexure- 'O' in Volume II at Page No. 278-280	-

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IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026



2/Applicant no. 2”			
SR CONTINENTAL LIMITED, being the “Transferor Company No. 3/Applicant no. 3”	NIL	Annexure- ‘W’ in Volume III at Page No. 447-449	-
SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4	4	Annexure- ‘DD’ in Volume IV at Page No. 596-598	Annexure- ‘EE’ in Volume IV at Page No. 599-637

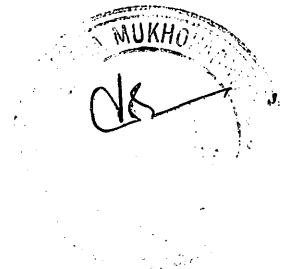
UNSECURED CREDITORS			
<u>Company</u>	<u>Unsecured Creditors as on 31st December, 2025</u>	<u>Auditors Certificate</u>	<u>Consent from Unsecured Creditors</u>
SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	NIL	Annexure- ‘I’ in Volume II at Page No. 194-196	-
SOMANY EXCEL VITRIFIED	8	Annexure- ‘P’ in	Annexure- ‘Q’ in Volume II at





PRIVATE LIMITED being the "Transferor Company No. 2/Applicant no. 2"		Volume II at Page No. 281-283	Page No. 284-318
SR CONTINENTAL LIMITED, being the "Transferor Company No. 3/Applicant no. 3"	NIL	Annexure- 'X' in Volume III at Page No. 450-452	-
SOMANY CERAMICS LIMITED being the "Transferee Company /Applicant no. 4	1167	Annexure- 'FF' in Volume IV at Page No. 638-640	Meeting to be convened

12. The Ld. Counsel for the Applicants further submits that the present Scheme is an arrangement between the Applicant Companies and none of the members, shareholders, and creditors will be adversely affected by the Scheme.
13. Ld. Counsel appearing for the Applicants submits that the Scheme is not within the purview of the Competition Act, 2002.
14. Directions are sought accordingly for,
- a. Dispensation of the meeting of the equity shareholders of the Applicant no. 1/Transferor Company no. 1;





- b. Dispensation of the meeting of the equity shareholders of the Applicant no. 2/Transferor Company no. 2;
- c. Dispensation of the meeting of the equity shareholders of the Applicant no. 3/Transferor Company No. 3;
- d. Convening of the meeting of the equity shareholders of the Applicant no. 4/Transferee Company;
- e. Dispensation of the meeting of the secured creditors of the Applicant no. 1/Transferor Company no. 1 having NIL Creditors.
- f. Dispensation of the meeting of the secured creditors of the Applicant no. 2/Transferor Company no. 2 having NIL Creditors.
- g. Dispensation of the meeting of the secured creditors of the Applicant no. 3/Transferor Company no. 3 having NIL Creditors.
- h. Dispensation of the meeting of the secured creditors of the Applicant no. 4/Transferee Company.
- i. Dispensation of the meeting of the unsecured creditors of the Applicant no. 1/Transferor Company no. 1 having NIL Creditors.
- j. Dispensation of the meeting of the unsecured creditors of the Applicant no. 2/Transferor Company no. 2.
- k. Dispensation of the meeting of the unsecured creditors of the Applicant no. 3/Transferor Company no. 3 having NIL Creditors.
- l. Convening of the meeting of the unsecured creditors of Applicant no. 4/Transferee Company.

15. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicants, we allow the instant application and make the following orders:

A handwritten signature in black ink, appearing to be 'AK', located at the bottom right of the page.



D. Mode of Meetings:

The meetings shall be convened and held through Video Conferencing or other audio-visual mode.

E. Notice for the meetings:

- i. **Advertisement:** As per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, at least 30 (thirty) clear days before the meeting to be held, as aforesaid, an advertisement of the notice of meetings be published once each in the "Business Standard" in English and "Aajkal" in Bengali, both circulated in West Bengal. The notice of the meeting shall also be placed on the website of the Applicant Companies.

- ii. **Individual Notices:** At least 30 (thirty) clear days before the date of the meeting(s) to be held, as aforesaid, notices convening the said meeting(s), along with all documents required to be sent with the same, including a copy of the said Scheme, statement prescribed under the provisions of the Act disclosing necessary details and the prescribed form of proxy, shall be sent to each of the equity shareholders and Unsecured Creditors of the Applicant Company no. 4, as the case may be, as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, by Courier / Registered Post / Speed Post / Hand delivery or through email addressed to each of the equity shareholders and Unsecured Creditors of the Applicant Company no. 4, as the case may be at their last known address or email addresses as per the records of the Applicant Companies as applicable. The said notices along with accompanying documents shall also be posted on the website of the Applicant(s) if any.





F. Chairperson:

Adv. Namrata Basu, (having **Mobile no.: 9674752129** shall be appointed as the Chairperson for the meetings to be held as aforesaid. The chairperson shall be paid a consolidated sum of **Rs 1,00,000/- (Rs One Lakh Only)** for conducting the aforesaid meetings as Chairperson.

G. Scrutinizer:

Siddhartha Mukhopadhyay, (having **Mobile No. 9131945851**) is appointed as the Scrutinizer of the meeting(s) to be held, as aforesaid. The Scrutinizer shall be paid a consolidated sum of **Rs 80,000/- (Rs Eighty Thousand Only)** for acting as Scrutinizer.

H. Quorum and Attendance:

The quorum of the meeting of the shareholders of the applicant no. 4 shall be as prescribed under Section 103 of the Companies Act, 2013. The quorum of the meeting of the unsecured creditors of Applicant no. 4, be respectively fixed at 2(two) unsecured creditors present in person or by proxy in virtual mode. In case the required quorum as stated above is not present at the commencement of the meeting(s), the meeting(s) shall be adjourned by 30 (thirty) minutes and thereafter the persons/shareholders present shall be deemed to constitute the quorum.

I. Mode of Voting:

Voting shall be conducted through e-voting facility in accordance with the Companies (Management & Administration) Rules, 2014.

J. Cut-off date:

The cut-off date for determining the eligibility to vote and value of votes of the Equity Shareholders of Applicant No. 4 shall be 6th June,



2026 and that of Unsecured Creditors of Applicant No. 4 shall be 31st December, 2025. Notices will be sent to all those who are Equity Shareholders and Unsecured Creditors of Applicant No 4.

K. Proxies:

A member/creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member/creditor of the Applicant Companies. Voting in case of body corporate, and voting by authorised representatives shall be permitted, provided the prescribed form/authorization is filed with the respective Applicant Companies, no later than 48 hours before the commencement of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

L. The Chairperson appointed for the aforesaid meetings of the Applicant Companies, or any other person authorized by the Chairperson shall issue notices of the aforesaid meetings.

M. The votes cast shall be scrutinized by the Scrutinizer. The Scrutinizer shall prepare and submit the reports on the meeting along with all papers relating to the voting to the Chairperson of the meetings within 7 days of the conclusion of the meetings. The Chairperson shall declare the results of the meetings after submission of the reports of the Scrutinizer.

N. The value of each Equity Shareholder or Unsecured Creditor of the Applicant Companies shall be in accordance with the books and records of the respective company as applicable, where entries in the books are disputed, the chairperson shall determine the value for purposes of the said meeting(s).





- O. The resolution for approval of the Scheme put to a meeting shall, if passed by a majority in number representing three-fourths in value of the Equity Shareholder/ Unsecured Creditor of the Applicant Company no. 4, casting their votes, as aforesaid, shall be deemed to have been duly passed on the date of such meeting(s) under Section 230(1) read with Section 232(1) of the Companies Act, 2013.
- P. The Chairperson to report to the Tribunal the results of the said meeting(s) within four weeks from the date of the conclusion of the said meeting(s). Such report shall be in Form No. CAA4 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, verified by affidavit.
16. Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the following:
- I. Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata;
 - II. Registrar of Companies West Bengal,
 - III. Income Tax Department and Goods and Service Tax Authorities having jurisdiction over the Applicants clearly indicating the PAN/ GST registration number of the company concerned and
 - IV. Official Liquidator, High Court of Calcutta
 - V. Other Sectoral authorities that are likely to be affected by the scheme.

by sending the same by hand delivery through special messenger or by speed post; or by email within two weeks from the date of receiving this order. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of



IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026



the notice with a copy of such representation being simultaneously sent to the Advocates / Authorized Representative of the said Applicant. If no such representation is received by the Tribunal within such period, it shall be presumed that such authorities have no representation to make on the said Scheme of Arrangement. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA3 of the said Rules with necessary variations, incorporating the directions herein.

17. The Applicant(s) to file an affidavit proving service of notices to all statutory/sectoral authorities and compliance of all directions contained herein within two weeks after such services.
18. The application being Company Application (CAA) No. 35/KB/2026 is disposed of accordingly.
19. Urgent certified copy of this order, if applied for, be issued upon compliance with all requisite formalities.

Siddharth Mishra
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Signed On 09.04.2026

NKS(LRA)

MUK
CR

DIVISION BENCH
COURT - I

M-1

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.A (CAA) NO.35/KB/2026

**CORAM: 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE
2. HON'BLE MEMBER(T), CMDE SIDDHARTH MISHRA**

ORDER SHEET OF THE HEARING ON 24TH APRIL 2026

IN THE MATTER OF	SOMANY BATHWARE LIMITED
UNDER SECTION	SUB-SECTION (L) OF SECTION 230

Appearance (via video conferencing/physically)

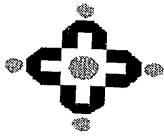
CORRIGENDUM ORDER

1. The matter was taken up upon mentioning by Ld. Counsel Mr. Pradeep Kumar Jewrajka appearing on behalf of the Applicant who submits that in the Pronounced Order dated 09.04.2026, some typographical errors have crept in, and, therefore, the order is corrected as under:
 - a. At page 1 (Cause Title), Page 3 Paragraph 2, Page 3 Paragraph 3 and Page 16 Paragraph 16, "*Scheme of Arrangement*" will be replaced by "*Scheme of Amalgamation.*"
2. Rest of the Pronouncement Order dated 09.04.2026 shall remain unchanged.

**Siddharth Mishra
Member (Technical)**

**Bidisha Banerjee
Member (Judicial)**





Central Depository Services (India) Limited

ANNEXURE - 'C'

CDSL/GI/RD/2026

May 11, 2026



Somany Ceramics Ltd.,
2, Red Cross Place, Kolkata – 700 001, West Bengal, India,
Phone: +91-033-2248 7406/5913

Subject – Somany Ceramics Limited - Despatch of Notice of NCLT Convened Meeting of Unsecured Creditors scheduled on Saturday, 13th June, 2026 through VC/OAVM.

Dear Sir/Madam

We hereby confirm that we have despatched Notice of NCLT Convened Meeting of Unsecured Creditors scheduled on Saturday, 13th June 2026 through VC/OAVM to 1,167 Unsecured Creditors of Somany Ceramics Limited on 11th May, 2026 through email, having email ID registered with the Company.

Thanking you

Yours faithfully,
For Central Depository Services (India) Limited

Rakesh Dalvi
Digitally signed
by Rakesh Dalvi
Date: 2026.05.19
20:26:24 +05'30'

Rakesh Dalvi
Assisant Vice President – Operations



SOMANY CERAMICS LIMITED

Details of Voting results of Remote E-Voting and E-Voting on Resolution contained in Notice dated 23rd April 2026 of National Company Law Tribunal, Kolkata Bench ("NCLT") convened meeting of the Unsecured Creditors of the Company held on Saturday, 13th June, 2026 at 12:30 P.M. through Video Conferencing or Other Audio Visual Means

Date of AGM/EGM NCLT Convened Meeting of Unsecured Creditors	13th June, 2026
Total number of Unsecured Creditors on record date (i.e. 31.12.2025 - Cut-off date for voting purpose)	1,167
No. of Unsecured Creditors attended the meeting through Video Conferencing	57

Approval of the Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited with and into the Somany Ceramics Limited and their respective shareholders and creditors

Resolution Required : (Ordinary/Special)								Special	
Category	Mode of Voting	No. of Unsecured Creditors voted	No of valid Votes Polled	No. of valid Votes in Favour	No. of Votes Against	% of valid votes in favour on Votes Polled	% of votes against on Votes Polled	No. of unsecured creditors (Invalid votes)	No. of Invalid votes
		(1)	(2)	(3)	(4)	(5)=(3)/(2)*100	(6)=(4)/(2)*100	(7)	(8)
Unsecured Creditors	E-voting	85	1,25,13,14,619	1,25,13,14,619	NIL	100.0000	0.0000	3	4,25,97,500
Total		85	1,25,13,14,619	1,25,13,14,619	-	100.0000	0.0000	3	4,25,97,500