

Date: 11th July, 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

Sub.: Submission of Chairperson's Reports of the National Company Law Tribunal, Kolkata Bench ("NCLT") Convened Meetings of Equity Shareholders and Unsecured Creditors of Somany Ceramics Limited

Dear Sir/Madam,

This is in continuation to our earlier communication dated 19th June, 2026, whereby the Company had submitted the Scrutinizer's Reports and Voting Results of the meetings of the Equity Shareholders and Unsecured Creditors of the Company convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"), vide its Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026, and held on Saturday, 13th June, 2026 through Video Conferencing ("VC").

In accordance with the directions contained in the aforesaid Orders of the Hon'ble NCLT, the Chairperson appointed for the said meetings has submitted her Reports in respect of the NCLT convened meetings of the Equity Shareholders and Unsecured Creditors.

Accordingly, we hereby enclose the following for your information and record:

1. Chairperson's Report in respect of the NCLT convened meeting of the Equity Shareholders – Annexure A.
2. Chairperson's Report in respect of the NCLT convened meeting of the Unsecured Creditors – Annexure B.

The said Reports were received by the Company on July 11, 2026 and are being submitted to the Stock Exchanges upon receipt thereof.

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



Serial No. 12



WEST BENGAL



29AC 499798

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENCH-I AT KOLKATA

COMPANY APPLICATION (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

IN THE MATTER OF:

SOMANY BATHWARE LIMITED & ORS.

...APPLICANTS

07 JUL 2026

Sl. No. 9691 Sold Namrata Basu

Address Advocate High Court, Calcutta

A. K. Maity
Licensed Stamp Vendor
10, Old Post Office Street
Kolkata-700001

Ks. 10/- (Rupees Ten Only)
Issued Date 01 JUL 2020 Sign [Signature]



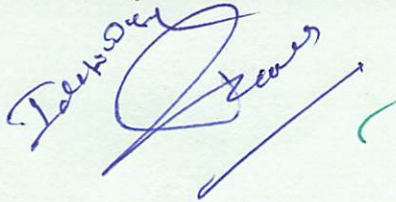
01 JUL 2020

**AFFIDAVIT VERIFYING THE CHAIRPERSON REPORT OF THE
MEETING OF EQUITY SHAREHOLDERS OF SOMANY CERAMICS
LIMITED**

I, Namrata Basu, daughter of Late Sanjoy Basu, aged about 36 years, by faith – Hindu, by Occupation – Professional, residing at P-65, CIT Road Scheme VI M (S), Kolkata – 700 054, do hereby solemnly affirm and say as follows:

1. I acted as Chairperson for the Meeting of Equity Shareholders of Somany Ceramics Limited ("Applicant Company No. 4"/ "Transferee Company"), held through Video Conferencing ("VC") on Saturday, 13th June, 2026 at 11:30 A.M. (IST), by virtue of being appointed vide Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed in C.A. (CAA) No. 35/KB/2026 passed by this Hon'ble Tribunal.
2. The contents of the Chairperson's report depicting the result of the meeting of the Equity Shareholders of the Transferee Company convened as per the directions of this Hon'ble Tribunal vide Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed in C.A. (CAA) No. 35/KB/2026 are true to my knowledge and based on the records of the Transferee Company and contents of the Scrutinizer's report.

Solemnly affirmed before the Notary Public




DEPONENT



**Solemnly Affirmed & Declared
before me on identification**

**Sabar. Midya, Notary
Reg. No.-52424 Govt. of India
High Court at Calcutta**

07 JUL 2026

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENCH-I AT KOLKATA
COMPANY APPLICATION (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:

- 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/



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AND

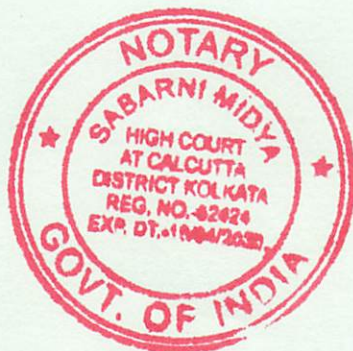
- 4) SOMANY CERAMICS LIMITED, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 4/
TRANSFeree COMPANY

REPORT ON RESULT OF THE MEETING OF EQUITY SHAREHOLDERS 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 11:30 A.M. (IST), PURSUANT TO THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH ("HON'BLE TRIBUNAL") VIDE ITS ORDER DATED 9TH APRIL, 2026 AND CORRIGENDUM ORDER DATED 24TH APRIL, 2026 PASSED IN C.A. (CAA) NO. 35/KB/2026

I, **Ms. Namrata Basu**, Advocate, having been appointed by this Hon'ble Tribunal vide its Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed in C.A. (CAA) No. 35/KB/2026 to act as Chairperson of the Meeting of Equity Shareholders of Somany Ceramics Limited ("Applicant Company No. 4"/ "Transferee Company"), held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Saturday, 13th June, 2026 at 11:30 A.M. (IST), hereby report to this Hon'ble Tribunal as follows:

1. I have been informed that the Applicant no. 4/Transferee Company has, pursuant to the directions issued by this Hon'ble Tribunal vide its Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026, dispatched the Notice convening the Meeting of Equity Shareholders of the Applicant no. 4/Transferee Company together with a copy of the Scheme, copy of the statement required to be sent under the provisions of the Companies Act, 2013 disclosing necessary details to **29,875** Equity Shareholders (whose e-mail addresses were available with the Company /



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Depositories) through electronic mode and to the remaining 1,736 Equity Shareholders through speed post. A copy of the confirmation evidencing dispatch of the Notice is annexed hereto and marked as “Annexure – A”.

2. Further, it is informed to me that as per the directions of this Hon'ble Tribunal, notices indicating the day, date, time and mode of the Meeting of the Equity Shareholders of the Applicant no. 4/Transferee Company were also published in "Business Standard" (English language) and "Aajkaal" (Bengali language) on **12th May, 2026**. Copies of the said publications are annexed hereto and marked as “Annexure – B”.
3. It is also informed to me that copies of the Notice along with accompanying documents thereto sent to the Equity Shareholders of Applicant no. 4/Transferee Company and copies of the aforesaid newspaper publications were also uploaded on the website of the Applicant no. 4/Transferee Company (www.somanyceramics.com) and on the website of Central Depository Services (India) Limited ("CDSL").
4. In this respect, I have been informed that an affidavit confirming the dispatch and publication of notices convening the aforesaid meeting and compliance with other directions of the Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed by this Hon'ble Tribunal was duly filed with this Hon'ble Tribunal. A certified true copy of the Affidavit of Compliance (without annexures) filed with this Hon'ble Tribunal is annexed hereto and marked as “Annexure – C”.
5. Pursuant to the directions of this Hon'ble Tribunal, the Meeting of Equity Shareholders of the Applicant no. 4/Transferee Company was duly convened and held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Saturday, 13th June, 2026 at 11:30 A.M. (IST). I, Ms. Namrata Basu, acted as Chairperson of the Meeting and Mr. Siddhartha Mukhopadhyay acted as Scrutinizer for the said Meeting.



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6. In terms of the directions of this Hon'ble Tribunal, the quorum for the aforesaid meeting was fixed in accordance with the provisions of Section 103(1)(c) of the Companies Act, 2013. The requisite quorum being present through VC/OAVM, the Meeting commenced at 11:30 A.M. (IST).
7. I was informed by Mr. Anuj Kalia, the Company Secretary of Applicant no. 4/Transferee Company that as per the directions of this Hon'ble Tribunal, valid quorum of the Equity Shareholders was present and thereafter, I welcomed all the attendees and commenced the proceedings of the Meeting.
8. Since the Notice convening the aforesaid Meeting along with requisite annexures thereto having already been duly circulated to all the Equity Shareholders as aforesaid and accordingly, with the consent of the Equity Shareholders present, the notice was taken as read.
9. The Equity Shareholders were informed that the Applicant no. 4/Transferee Company had provided Remote e-Voting facility to all 31,079 those Equity Shareholders whose names appeared in the list of Equity Shareholders as on the Cut-off Date, i.e., 6th June, 2026. Copy of the certificate issued by Maheshwari Datamatics Pvt. Ltd. (RTA) of Applicant no. 4/Transferee Company is annexed herewith as "**Annexure – D**". 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**. The Equity Shareholders 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.
10. The Equity Shareholders who had registered themselves as speakers were provided an opportunity to express their views and seek clarifications on the Scheme. The queries raised by them were suitably answered by Sailesh Raj Kedawat, Chief Financial Officer of the Applicant no. 4/Transferee Company.



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11. That the following resolution was placed before the Equity Shareholders of Applicant no. 4/Transferee Company for approval:

“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 and circulars issued 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 equity shareholders, 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



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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 Equity shareholders of the Company and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution."

12. Upon receipt of the Scrutinizer's Report dated **19th June, 2026**, the result of voting on the aforesaid Resolution is as follows:

- (i) Voted **in favour** of the resolution:

Number of Equity Shareholders present and voting (in person or by proxy or through authorized representative)	Number of Equity Shares casted by the Equity Shareholders	% of Valid Votes Cast
145	3,12,04,529	99.99998

- (ii) Voted **against** the resolution:

Number of Equity Shareholders present and voting (in person or by proxy or through authorized representative)	Number of Equity Shares casted by the Equity Shareholders	% of Valid Votes Cast
5	6	.00002

- (iii) **Invalid** votes:

Number of Equity Shareholders present and voting (in person or by proxy or through authorized representative) whose votes	Number of Equity Shares casted by the Equity Shareholders



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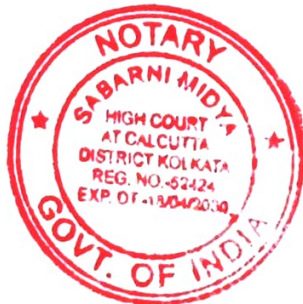
were declared invalid	
0	0

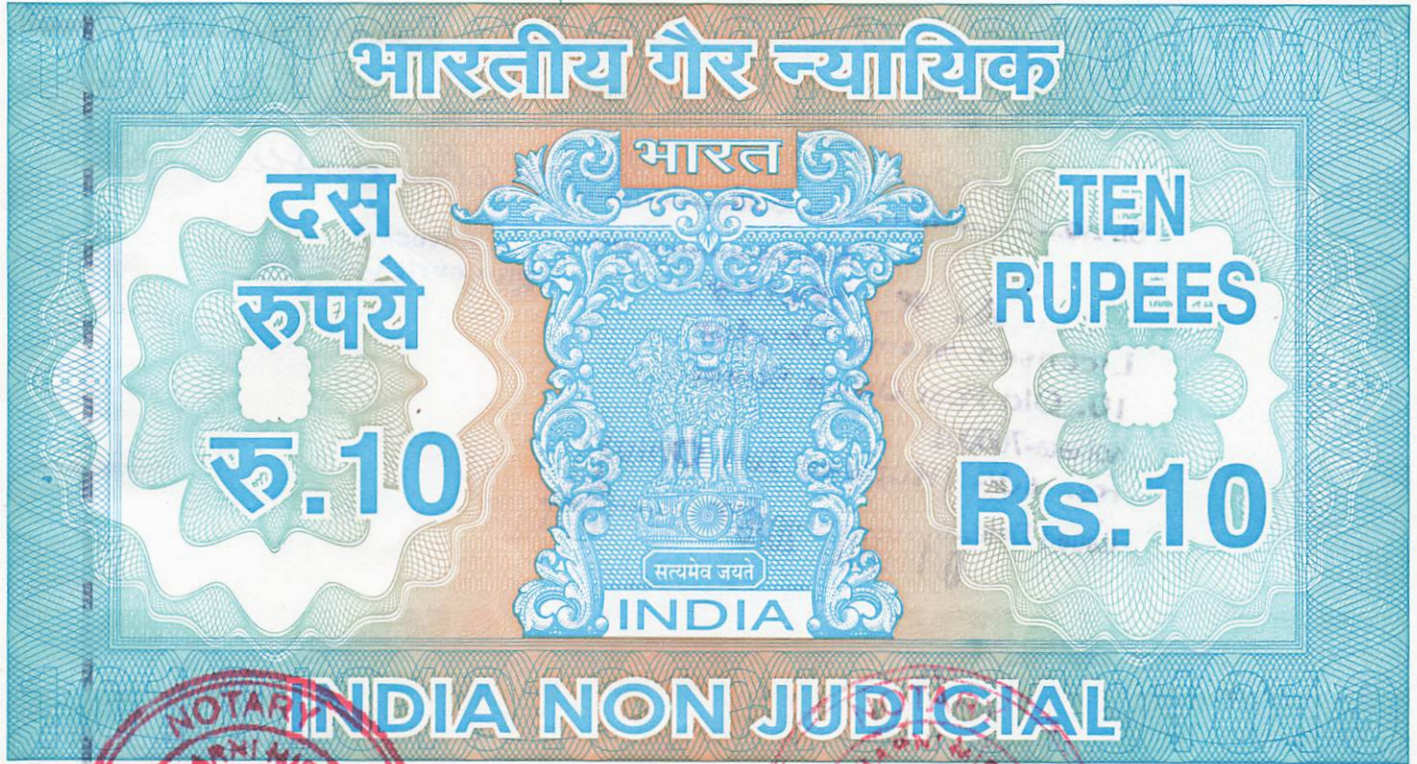
13. Based on the aforesaid results, the Resolution for approval of the Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited with and into Somany Ceramics Limited and their respective shareholders and creditors was approved by the Equity Shareholders representing the requisite majority prescribed under Sections 230 to 232 of the Companies Act, 2013.
14. That a copy of the Scrutinizers' Report on the results of votes cast by the Equity Shareholders of the Applicant no. 4/Transferee Company through Remote e-Voting and e-Voting during the meeting is annexed herewith as "Annexure E".



(Ms. Namrata Basu)
 Chairperson appointed by the
 Hon'ble National Company Law Tribunal,
 Kolkata Bench in C.A. (CAA) No. 35/KB/2026

Date: 07th July, 2026
 Place: Kolkata



Serial No. XXXXXXXXXXXX

सबर्नी मीदिया बाल WEST BENGAL 29AC 499797

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL

BENCH-I AT KOLKATA

COMPANY APPLICATION (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

IN THE MATTER OF:

SOMANY BATHWARE LIMITED & ORS.

...APPLICANTS



07 JUL 2026

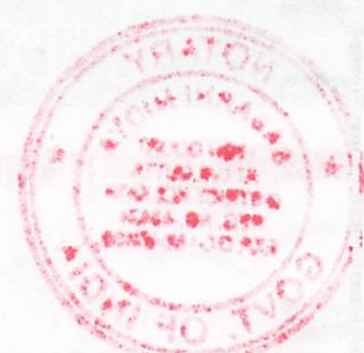
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Sl. No. 9690 Sold Namrata Basu,

Address..... Advocate
High Court, Calcutta

A. K. Maity
Licensed Stamp Vendor
10, Old Post Office Street
Kolkata-700001

RS. 10/- (Rupees Ten Only)
Issued Date..... Sign.....
01 JUL 2026



01 JUL 2026



**AFFIDAVIT VERIFYING THE CHAIRPERSON REPORT OF THE
MEETING OF UNSECURED CREDITORS OF SOMANY CERAMICS
LIMITED**

I, Namrata Basu, daughter of Late Sanjoy Basu, aged about 36 years, by faith – Hindu, by Occupation – Professional, residing at P-65, CIT Road Scheme VI M (S), Kolkata – 700 054, do hereby solemnly affirm and say as follows:

1. I acted as Chairperson for the Meeting of the Unsecured Creditors of Somany Ceramics Limited ("Applicant Company No. 4"/ "Transferee Company"), held through Video Conferencing ("VC") on Saturday, 13th June, 2026 at 12:30 A.M. (IST), by virtue of being appointed vide Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed in C.A. (CAA) No. 35/KB/2026 passed by this Hon'ble Tribunal.
2. The contents of the Chairperson's report depicting the result of the meeting of the Unsecured Creditors of the Transferee Company convened as per the directions of this Hon'ble Tribunal vide Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed in C.A. (CAA) No. 35/KB/2026 are true to my knowledge and based on the records of the Transferee Company and contents of the Scrutinizer's report.

Solemnly affirmed before the Notary Public



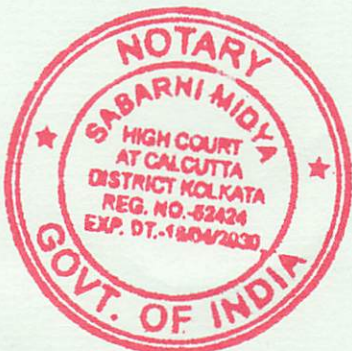
DEPONENT



**Solemnly Affirmed & Declared
before me on identification**


**Sabar Midya, Notary
Reg. No.-52424 Govt. of India
High Court at Calcutta**

07 JUL 2026



BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENCH-I AT KOLKATA
COMPANY APPLICATION (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:

- 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

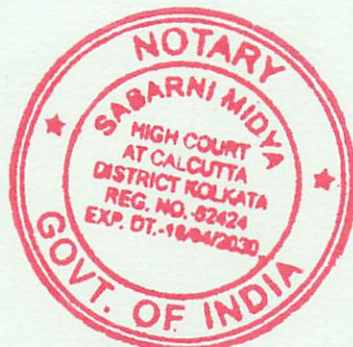
- 2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...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.



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...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/
TRANSFEE COMPANY

REPORT ON RESULT OF THE MEETING OF UNSECURED CREDITORS OF SOMANY CERAMICS LIMITED ("APPLICANT NO. 4 / TRANSFEE COMPANY") 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 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH ("HON'BLE TRIBUNAL") VIDE ITS ORDER DATED 9TH APRIL, 2026 AND CORRIGENDUM ORDER DATED 24TH APRIL, 2026 PASSED IN C.A. (CAA) NO. 35/KB/2026

I, **Ms. Namrata Basu**, Advocate, having been appointed by this Hon'ble Tribunal vide its Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed in C.A. (CAA) No. 35/KB/2026 to act as Chairperson of the Meeting of Unsecured Creditors of Somany Ceramics Limited ("Applicant Company 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), hereby report to this Hon'ble Tribunal as follows:

1. I have been informed that the Applicant no. 4/Transferee Company has, pursuant to the directions issued by this Hon'ble Tribunal vide its Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026, dispatched the Notice convening the Meeting of Unsecured Creditors of the Applicant no. 4/Transferee Company together with a copy of the Scheme, copy of the statement required to be sent under the provisions of the

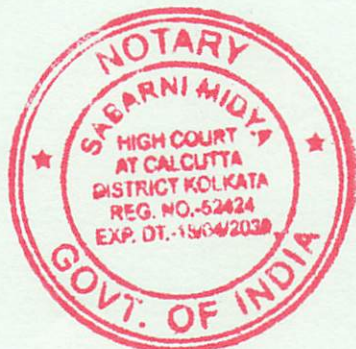
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Companies Act, 2013 disclosing necessary details to 1167 Unsecured Creditors of the Applicant no. 4/Transferee Company. A copy of the confirmation issued by Central Depository Services (India) Limited ("CDSL"), evidencing dispatch of the Notice through electronic mail on 11th May, 2026, to such 1167 unsecured creditors is annexed hereto and marked as "Annexure – A".

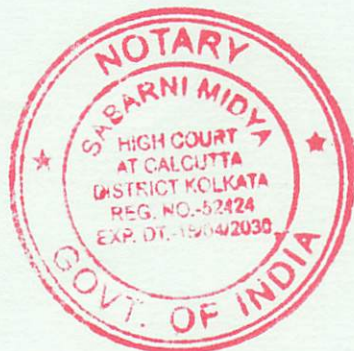
2. Further, it is informed to me that as per the directions of this Hon'ble Tribunal, notices indicating the day, date, time and mode of the Meeting of the Unsecured Creditors of the Applicant no. 4/Transferee Company were also published in "Business Standard" (English language) and "Aajkaal" (Bengali language) on 12th May, 2026. Copies of the said publications are annexed hereto and marked as "Annexure – B".
3. It is also informed to me that copies of the Notice along with accompanying documents thereto sent to the Unsecured Creditors of Applicant no. 4/Transferee Company and copies of the aforesaid newspaper publications were also uploaded on the website of the Applicant no. 4/Transferee Company (www.somanyceramics.com) and on the website of Central Depository Services (India) Limited ("CDSL").
4. In this respect, I have been informed that an affidavit confirming the dispatch and publication of notices convening the aforesaid meeting and compliance with other directions of the Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed by this Hon'ble Tribunal was duly filed with this Hon'ble Tribunal. A certified true copy of the Affidavit of Compliance (without annexures) filed with this Hon'ble Tribunal is annexed hereto and marked as "Annexure – C".
5. Pursuant to the directions of this Hon'ble Tribunal, the Meeting of Unsecured Creditors of the Applicant no. 4/Transferee Company was duly convened and held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Saturday, 13th June, 2026 at 12:30 P.M. (IST). I, Ms.

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Namrata Basu, acted as Chairperson of the Meeting and Mr. Siddhartha Mukhopadhyay acted as Scrutinizer for the said Meeting.

6. In terms of the directions of this Hon'ble Tribunal, the quorum for the aforesaid meeting was fixed in accordance with the directions contained in the Order dated 9th April, 2026 and Corrigendum Order dated 24th April, 2026 passed by this Hon'ble Tribunal. The requisite quorum being present through VC/OAVM, the Meeting commenced at 12:30 P.M. (IST).
7. I was informed by the Mr. Anuj Kalia, the Company Secretary of Applicant no. 4/Transferee Company, that as per the directions of this Hon'ble Tribunal, valid quorum of the Unsecured Creditors was present and thereafter, I welcomed all the attendees and commenced the proceedings of the Meeting.
8. The Notice convening the aforesaid Meeting together with the requisite annexures thereto having already been circulated to all the Unsecured Creditors, with the consent of the Unsecured Creditors present, the same was taken as read.
9. The Unsecured Creditors were informed that the Applicant no. 4/Transferee Company had provided Remote e-Voting facility to all 1,167 Unsecured Creditors whose names appeared in the list of Unsecured Creditors as on the Cut-off Date, i.e., 31st December, 2025 as per the list of unsecured creditors as issued by M/s Anuj Jindal & Co., Chartered Accountants, vide their certificate dated 12th March, 2026. 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. The Unsecured Creditors 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.
10. The Unsecured Creditors who had registered themselves as speakers were provided an opportunity to express their views and seek clarifications on the Scheme. The queries raised by them were suitably answered by Sailesh Raj

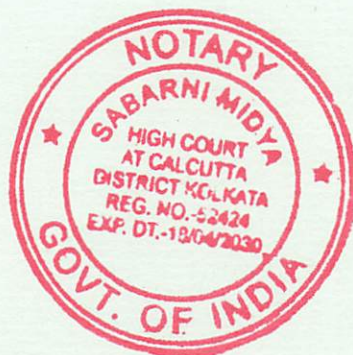


Kedawat, Chief Financial Officer of the Applicant no. 4/Transferee Company. No objection was raised to the Scheme.

11. That the following resolution was placed before the Unsecured Creditors of Applicant no. 4/Transferee Company for approval:

“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.”

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“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.”

12. Upon receipt of the Scrutinizer's Report dated 19th June, 2026, the result of voting on the aforesaid Resolution was as follows:

- (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	Amount of votes cast by unsecured creditors (in Rs.)	% of total number of Valid Votes Cast
0	0	0



(Handwritten signature)



(iii) Invalid votes:

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

13. Based on the aforesaid results, the Resolution 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 was approved by the requisite majority in number representing three-fourths in value of the Unsecured Creditors of the Applicant no. 4/Transferee Company, as required under Sections 230 to 232 of the Companies Act, 2013.
14. That a copy of the Scrutinizer's Report dated 19th June, 2026 on the result of voting through Remote e-Voting and e-Voting during the Meeting of the Unsecured Creditors of Applicant no. 4/Transferee Company is annexed hereto and marked as "Annexure – D".

(Ms. Namrata Basu)
 Chairperson appointed by the
 Hon'ble National Company Law Tribunal,
 Kolkata Bench in C.A. (CAA) No. 35/KB/2026

Place: Kolkata
 Date: 07 July, 2026

