SOMANY CERAMICS LIMITED

CIN : L40200WB1968PLC224116
Registered Office : 2, Red Cross Place, Kolkata, West Bengal - 700 001, India
Tel. No. : 033-2248 7406/5913
E-mail : sclinvestors@somanytiles.co.in, Website : www.somanyceramics.com

NOTICE OF MEETING OF THE UNSECURED CREDITORS OF SOMANY CERAMICS LIMITED

(convened pursuant to order dated 1154/KB/2018
of the Hon'ble Kolkata Bench of the National Company Law Tribunal)

DETAILS OF THE MEETING:

Day	Monday
Date	May 27, 2019
Time	1:30 P.M. (Indian Standard Time)
Venue	Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata 700 001

POSTAL BALLOT :

Commencing on	Saturday, April 27, 2019 at 9:00 A.M. (Indian Standard Time)
Ending on	Sunday, May 26, 2019 at 5:00 P.M. (Indian Standard Time)

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
AT KOLKATA
CA (CAA) No. 1154/ KB / 2018
(under Sections 230-232 of the Companies Act, 2013)

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF AMALGAMATION OF BHILWARA HOLDINGS LIMITED, SARVOTTAM VANIJYA LIMITED AND SCOPE VINIMOY PRIVATE LIMITED WITH SOMANY CERAMICS LIMITED

AND

in the matter of **BHILWARA HOLDINGS LIMITED**, an existing company under the Companies Act, 2013, having its registered office at 2, Red Cross Place, Kolkata 700 001;
…Applicant Company 1/ Transferor Company 1

AND

in the matter of **SARVOTTAM VANIJYA LIMITED**, an existing company under the Companies Act, 2013, having its registered office at 2, Red Cross Place, Kolkata 700 001;
…Applicant Company 2/ Transferor Company 2

AND

in the matter of **SCOPE VINIMOY PRIVATE LIMITED,** an existing company under the Companies Act, 2013 having its registered office at 2, Red Cross Place, Kolkata 700 001.
…Applicant Company 3/ Transferor Company 3

AND

in the matter of **SOMANY CERAMICS LIMITED,** an existing company under the Companies Act, 2013, having its registered office at 2, Red Cross Place, Kolkata 700 001.
…Applicant Company 4/ Transferee Company

NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF SOMANY CERAMICS LIMITED

Notice is hereby given that by an order dated the 2nd day of April, 2019 **("Order")** the Hon'ble National Company Law Tribunal, Kolkata Bench **("Tribunal")**, has directed a meeting to be held of the unsecured creditors of Somany Ceramics Limited **("Transferee Company")** for the purpose of considering, and if thought fit, approving with or without modification, the proposed scheme of amalgamation (Scheme) of Transferor Company 1, Bhilwara Holdings Limited, Transferor Company 2, Sarvottam Vanijya Limited and Transferor Company 3, Scope Vinimoy Private Limited (hereinafter referred to as Transferor Companies) with Somany Ceramics Limited, the Transferee Company under Sections 230 to 232 of the Companies Act, 2013.

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the unsecured creditors of the Transferee Company will be held at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata - 700 001 on Monday, the 27th day of May, 2019, at 1:30 P.M. **("Meeting")**, at which day, time and place the said unsecured creditors of the Transferee Company are requested to attend.

Copies of the said Scheme and of the statement under Section 230 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 can be obtained free of charge on any day (except Saturday, Sunday and public holidays) at the registered office of the Transferee Company at 2, Red Cross Place, Kolkata 700 001. Persons entitled to attend and vote at the Meeting may vote in person, by proxy, through postal ballot, provided that all proxies in the prescribed form, duly completed and signed or authenticated by the concerned person, are deposited at the registered office of the Transferee Company as mentioned above not later than 48 hours before the scheduled time of the Meeting.

Forms of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) at the registered office of the Transferee Company.

The Hon'ble Tribunal has appointed Mr. Siddhartha Murarka, practicing Company Secretary, as the Chairperson of the Meeting, including for any adjournment(s) thereof. The Tribunal has also appointed Mr.V. K. Tulsyan, FCA, as the Scrutinizer for the Meeting, including for any adjournment(s) thereof. The Scheme, if approved by the Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal.

TAKE NOTICE that the following resolution is proposed under Section 230(3) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) **("Act")** and the provisions of the memorandum of association and the articles of association of Somany Ceramics Limited **("Transferee Company")**, for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed scheme of amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited, the Transferor Companies with the Transferee Company, Somany Ceramics Limited.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 **("Act"),** the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India (to the extent applicable), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (to the extent applicable), the observation letter dated November 14, 2018 issued by the National Stock Exchange of India Limited and the observation letter dated November 06, 2018 issued by BSE Limited and subject to the provisions of the Memorandum of Association and the Articles of Association of Somany Ceramics Limited **("Transferee Company")** and subject to the approval of the Kolkata Bench of the Hon'ble National Company Law Tribunal **("Tribunal")** and subject to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Transferee Company ("Board", which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited, the Transferor Companies with Somany Ceramics Limited, the Transferee Company as enclosed to the notice of the Tribunal convened meeting of the unsecured creditors of the Transferee Company and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the said Scheme of Amalgamation and to accept such modifications, amendments, limitations and/ or conditions, if any, which may be required and/ or imposed by the Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/ or making such adjustments in the books of accounts of the Transferee Company as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

A copy of the statement under Section 230(3) of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 **("Rules") ("Explanatory Statement")**, the Scheme and other enclosures including the Form of Proxy and the Attendance Slip are enclosed and forms part of the notice.

For **Somany Ceramics Limited**
Sd/-
(Ambrish Julka)
Deputy General Manager (Legal) & Company Secretary
Authorised by Mr. Siddhartha Murarka
Chairperson appointed for the meeting

Dated, this 8th day of April, 2019

Registered Office: 2, Red Cross Place, Kolkata - 700001.
CIN: L40200WB1968PLC224116.
Email: sclinvestors@somanytiles.co.in

NOTES

1. **ONLY AN UNSECURED CREDITORS OF THE TRANSFEREE COMPANY IS ENTITLED TO ATTEND AND VOTE AT THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS ("MEETING"), EITHER IN PERSON OR BY PROXY OR THROUGH AN AUTHORIZED REPRESENTATIVE, AS THE CASE MAY BE. WHERE A BODY CORPORATE WHICH IS AN UNSECURED CREDITOR AUTHORISES ANY PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, A COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS OR OTHER GOVERNING BODY OF SUCH BODY CORPORATE AUTHORISING SUCH PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, AND CERTIFIED TO BE A TRUE COPY BY A DIRECTOR, THE MANAGER, THE SECRETARY, OR OTHER AUTHORISED OFFICER OF SUCH BODY CORPORATE SHALL BE LODGED WITH THE TRANSFEREE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

2. **SUCH UNSECURED CREDITORS ARE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD AND ON BEHALF OF SUCH UNSECURED CREDITOR AND SUCH PROXY NEED TO BE A SECURED CREDITOR OF THE TRANSFEREE COMPANY. PROXIES TO BE VALID AND EFFECTIVE SHOULD BE IN THE PRESCRIBED FORM OF PROXY, DULY COMPLETED, STAMPED AND SIGNED OR AUTHENTICATED BY THE CONCERNED PERSON AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE TRANSFEREE COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

3. An unsecured creditor / its proxy, attending the Meeting, is requested to bring the Attendance Slip duly completed and signed or authenticated by the concerned person along with a copy of the deposited Form of Proxy (in case of a proxy).

4. An unsecured creditor (in case such unsecured creditor is an individual) or the authorized representative of the unsecured creditor (in case such unsecured creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card). Additionally, an unsecured creditor (in case such unsecured creditor is a sole proprietorship) or the proxy should carry a valid document evidencing the individual as the proprietor of the sole proprietorship.

5. The notice, the Explanatory Statement together with the documents accompanying the same, are being sent to all the unsecured creditors by permitted modes who names appear in the chartered accountant's certificate certifying the list of unsecured creditors as on September 30, 2018. Such unsecured creditors shall be entitled to vote at the meeting. The notice together with the documents accompanying the same, will be displayed on the website of the Transferee Company at (www.somanyceramics.com), besides being communicated to the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited and BSE Limited (collectively, the "Stock Exchanges").

6. In terms of the directions contained in the order dated April 2, 2019 ("Order"), the quorum for the Meeting shall be in accordance with Section 103 of the Act. Further, in case the aforesaid quorum for the Meeting is not present, then the Meeting shall be conducted with one unsecured creditor quorum. For the purposes of computing the quorum, the valid proxies shall also be considered.

7. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the unsecured creditors of the Transferee Company if the resolution mentioned in the notice has been approved at the Meeting by a majority in number representing three-fourths in value of the unsecured debt of the unsecured creditors of the Transferee Company, voting in person or by proxy at the meeting.

8. In terms of the directions contained in the Order, the advertisement of the Meeting will be published in the "Financial Express" (Kolkata edition, in English) and "Aajkal" (Kolkata edition, in Bengali) indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Explanatory Statement and the Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company at 2, Red Cross Place, Kolkata - 700001.

9. The Company is offering facility for voting through Postal Ballot Form. A postal Ballot Form alongwith self-addressed postage pre-paid Business Reply Envelope is enclosed. Unsecured Creditors of Transferee Company are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed with assent (for) and dissent (against), in the attached Business Reply Envelope, so as to reach the Scrutinizer on or before Sunday,May 26, 2019. It may be noted that ballot / polling paper will also be provided at the Meeting venue. The Company is offering facility for voting through Postal Ballot Form. A postal Ballot Form alongwith self-addressed postage pre-paid Business Reply Envelope is enclosed. Unsecured Creditors are requested to carefully read the

instructions printed on the Postal Ballot Form and return the form duly completed with assent (for) and dissent (against), in the attached Business Reply Envelope, so as to reach the Scrutinizer on or before Sunday, May 26, 2019. It may be noted that ballot / polling paper will also be provided at the Meeting venue.

10. The scrutinizer will submit his/her report to the chairperson after completion of the scrutiny of the ballot/polling paper submitted by the unsecured creditors at the Meeting during the voting process. The scrutinizer's decision on the validity of the votes shall be final. The results along with the report of Scrutinizer shall be displayed at the registered office of the Transferee Company situated at 2, Red Cross Place, Kolkata - 700001 and its website (www.somanyceramics.com), besides being communicated to the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited and BSE Limited (collectively, the "Stock Exchanges").

11. All documents referred to in the notice and the accompanying Explanatory Statement will be available for inspection by the unsecured creditors at the registered office of the Transferee Company on all days, except Saturday, Sunday and public holidays, between 3.00 P.M. to 5.00 P.M., up to the date of the Meeting.

12. Any queries/grievances in relation to notice may be addressed to the company secretary of the Transferee Company through e-mail: sclinvestors@somanytiles.co.in. The company secretary of the Transferee Company can also be contacted at 033-22487406/5913.

Enclosures: As above

STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF SOMANY CERAMICS LIMITED

1. This statement is being furnished pursuant to Section 230(3) of the Companies Act, 2013 ("Act") and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules")("Explanatory Statement").

2. Pursuant to the order dated April 2, 2019, passed by the Hon'ble Bench of the National Company LawTribunal at Kolkata **("Tribunal")** in Company Application (CAA) No.1154/KB/2018 ("Order"), a meeting of the unsecured creditors of Somany Ceramics Limited **("Transferee Company")** is being convened at 1:30 P.M. on Monday, the 27th day of May, 2019 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700 001 **("Meeting")** for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited, the Transferor Companies with Somany Ceramics Limited, the Transferee Company under Sections 230 to 232 of the Act **("Scheme")**. The Scheme as filed before the Tribunal is enclosed as **ANNEXURE 1**. Please refer to Paragraphs 57, 58 and 59 of this Explanatory Statement for the rationale and salient features of the Scheme.

3. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the unsecured creditors of the Transferee Company if the resolution mentioned in the notice has been approved at the Meeting by a majority in number representing three-fourths in value of the unsecured creditors of the Transferee Company, voting in person, by proxy, through postal ballot.

DETAILS OF THE TRANSFEREE COMPANY AS PER RULE 6(3) OF THE RULES

4. Details of the Transferee Company:

Somany Ceramics Limited (Transferee Company)	
Corporate Identification No. (CIN)	L40200WB1968PLC224116
Permanent Account No. (PAN)	AAECS0763K
Incorporation Date	January 20, 1968
Type of Company	Public Limited Company
Registered Office Address	2, Red Cross Place, Kolkata, West Bengal 700 001, India.
Email	sclinvestors@somanytiles.co.in
Stock Exchange(s) where securities of the Transferee Company are listed	(i) BSE Limited; and (ii) National Stock Exchange of India Limited

5. Summary of the main objects as per the memorandum of association of the Transferee Company :

(a) The main objects to be pursued by the Company on its incorporation are :

i) To produce, manufacture, refine, treat, cure, process prepare, Import, export, purchase, sell and generally deal in all kinds of tiles, ceramic ware, glass and glassware, insulators, asphalt,asbestos and asbestos products, cement and cement products, gypsum, building materials,plastic and plastic ware, polymerite, vinyl, vinyl-asbestos, and solid vinyl ware, adhesives,vinyl cove base, fire bricks, fire clay, fire cement, terracotta, blocks, lime, limestone, fibre glass and fibre glass ware, refractories, hospital ware, including in particular but not limiting the generality of the foregoing wall tiles, floor tiles, roofing tiles, porcelain tiles, plastic and other synthetic tiles, earthenware tiles, vitreous sintered mosaic tiles, clinker tiles, refractory tiles,paving tiles, gres tiles, sanitaryware, crockery, pottery, tableware, hotelware, decorative ware,garden ware, earthenware, stoneware, pressedware, porcelain ware, bathroom accessories and to provide, equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of products and to manufacture, refine, treat, cure or subject to any process,prepare, import, export, purchase, sell, treat and generally deal in any other products which may come

out as by-products or which may be essential for fitting or fixing the above products or fittings for any of the above products or by-products or may in any way be similar to the products.

ii) To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell,prospect for, take on lease, examine, explore, get, win, work, quarry, smelt, calcine, raise,manufacture, fabricate, design, assemble, refine, treat, crush, grind, dress, amalgamate,manipulate and prepare for market and generally deal in all kinds of clays minerals, ores,sands, coals, metals, stones, artificial stones, colours, ceramic colours, fritts, glazes,pigments, chemicals, opacifiers, oxides, kieselguhr and polishing wax and all products, by products and compounds thereof, and to provide equip and maintain plants, laboratories,test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of the above products and to manufacture, refine, treat, cure or subject to any process, prepare, Import, export, purchase,sell and generally deal in any other products and by-products.

iii) To produce, manufacture, design, fabricate, assemble, prepare, import, export, purchase, sell and generally to deal in all kinds of kilns and components, ancillaries, auxilliaries, accessories and parts thereof, ceramic machinery and other machinery and components and parts thereof for the manufacturing, processing etc. of the aforesaid objects and including their component parts, ancillaries, auxlillaries, accessories and parts thereof.

iv) To carry on the business of paviours, builders and contractors, decorators, hardware and other building materials and requisites, brickmakers, job masters and to enter in to contracts for laying, polishing and completing all sorts of floorings, walls and other jobs.

(b) Objects incidental or ancillary to the main objects of the Company as set out in Paragraphs(i) to (iv) of sub-clause (a) above are:

(i) To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plants, machineries, tools, utensils, appliances, apparatus,products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtain in any of the businesses carried on by the Company.

(ii) To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines,roadways, tramways, sidings, reservoirs, water-courses, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things.

(iii) To open retail stores for selling the goods manufactured by the Company and similar goods of other manufacturers which the Company may purchase and deal in, as principals or as agents, distributors or as commission agents.

(iv) To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases,property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the Company and to purchase, charter, hire, build or otherwise acquire vehicles of any or every sort of description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers.

(v) To acquire from any person, firm or body corporate or unincorporate, whether in India or elsewhere, technical Information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints, useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.

(vi) To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements,options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up, or securities of any other company.

(vii) To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.

(viii) To insure with any other company, firm or persons against losses, damages and risks of all kinds which may affect the Company, provided that nothing herein contained shall empower the Company, to carry on the business of life assurance, accident assurance, fire assurance, employer's liability assurances, industrial assurance, motor assurance or any business of insurance or reinsurance within the meaning of the Insurance Act,1938 or any Act amending, extending or re-enacting the same.

(ix) To lend and advance money, either with or without security and give credit to such persons, firms or body corporates (including Government) and upon such terms and conditions as the Company may think fit.

(x) To undertake financial and commercial obligations, transactions and operations of all kinds.

(xi) To Invest any moneys of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments

6. Main business carried on by the Transferee Company:

The Transferee Company is presently inter alia engaged in the business of manufacturing, preparing, buying, selling, importing, exporting, trading and otherwise dealing in all kinds of ceramic products, wall & floor tiles, sanitaryware, bath fittings, faucets, chemical and adhesives etc.

7. Details of change of name of the Transferee Company during last five years: The Transferee Company was incorporated on January 20, 1968, under the name 'Somany-Pilkington's Limited'. Subsequently, the name of the Transferee Company was changed to 'SPL Limited' with effect from October 18 1995. The name 'SPL Limited' was further changed to the present name 'SOMANY CERAMICS LIMITED' and a fresh certificate of incorporation was issued by the Registrar of Companies, NCT, Delhi & Haryana on January 30, 2007 in favour of the Transferee Company. There has been no change in the name of the Transferee Company during last five years.

8. Details of change in registered office of the Transferee Company during last five years: Registered Office of the Transferee Company was shifted only once in last five year i.e., from 82/19, Bhakerwara Road, Mundka, New Delhi - 110 041 to 2, Red Cross Place, Kolkata- 700 001, with effect from January 01, 2018, as per the Certificate of Registration of Regional Director Order for Change of State dated January 01, 2018 issued by Registrar of Companies, Kolkata, to the Transferee Company.

9. Details of change in objects of the Transferee Company during the last five years: There was no change in the Object Clause of the Transferee Company during last 5 years.

10. Details of the capital structure of the Transferee Company including authorized, issued, subscribed and paid-up share capital:

Authorised Share Capital as on September 30, 2018	**Amount (in Rs.) (in lakhs)**
12,50,00,000 Equity Shares of Rs. 2 each	2500.00
Total	2500.00
Issued, Subscribed and Paid-up Share Capital on September 30, 2018	**Amount (in Rs.) (in lakhs)**
4,23,79,426 Equity Shares of Rs. 2 each	847.59
Total	**847.59**

Please refer to **ANNEXURE 20** for details regarding the pre and post-amalgamation, expected capital structure and shareholding pattern of the Transferee Company.

11. Names of the promoters of the Transferee Company as on September 30, 2018 along with their addresses:

S. No.	Name of the Promoter	Address
1.	Shri Shreekant Somany	32, Friends Colony (East), New Delhi - 110 065
2.	Smt. Anjana Somany	32, Friends Colony (East), New Delhi - 110 065
3.	Shri Abhishek Somany	32, Friends Colony (East), New Delhi - 110 065
4.	Smt. Minal Somany	32, Friends Colony (East), New Delhi - 110 065
5.	Shri Shrivatsa Somany	32, Friends Colony (East), New Delhi - 110 065
6.	Smt. Anushree Chopra	J-14, First Floor, Saket, New Delhi - 110 017
7.	Bhilwara Holdings Limited	2, Red Cross Place, Kolkata 700 001
8.	Sarvottam Vanijya Limited	2, Red Cross Place, Kolkata 700 001
9.	Scope Vinimoy Private Limited	2, Red Cross Place, Kolkata 700 001

12. Names of the directors of the Transferee Company as on September 30, 2018 along with their addresses:

S. No.	Name of the Director and Designation	Address
1.	Shri Shreekant Somany, Chairman and Managing Director and KMP	32, Friends Colony (East), New Delhi - 110 065
2.	Shri Abhishek Somany, Managing Director and KMP	32, Friends Colony (East), New Delhi - 110 065
3.	Smt. Anjana Somany, Whole Time Director and KMP	32, Friends Colony (East), New Delhi - 110 065
4.	Shri Ratna Kumar Daga, Independent Director	8, South End Park, Sarat Bose Road Kolkata - 700 029
5.	Shri Salil Singhal, Independent Director	Singhal Farm House, Near Airforce Station, Rajokri, New Delhi - 110 038
6.	Shri Ghanshyam Girdharbhai Trivedi, Non Executive Non-Independent Director	4, Shasvat Bunglows, B/H Rajpath Club, Ahmedabad - 380059.
7.	Shri Ravinder Nath, Independent Director	7, Maulseri House, Kapashera Estate New Delhi - 110 037
8.	Dr. Yoginder Kumar Alagh, Independent Director	45 Surdhara, Near Door Darshan Thalteg, Ahmedabad - 380 054
9.	Shri Siddharath Bindra, Independent Director	Bindra Farm, F-4, Ansal Villa, Near CSKM School, New Delhi 110 074
10.	Shri Rameshwar Singh Thakur, Independent Director	Flat No. 205, Burlington Hiranandani Estate Patlipada, Thane, Mumbai - 400 607
11.	Smt. Rumjhum Chatterjee, Additional Director -Independent Director	E-2278 Palam Vihar, Gurgaon - 122 017

13. The date of the board meeting at which the Scheme was approved by the Board of the Transferee Company including the names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The proposed Scheme was placed before the Audit Committee of Somany Ceramics Limited, the Transferee Company, at its meeting held on March 05, 2018. On the basis of its evaluation and independent judgment and consideration of the valuation report (containing the share entitlement ratio) dated March 03, 2018, issued by Jain Jindal & Co., Chartered Accountants and the fairness opinion dated March 04, 2018 issued by Finshore Management Services Limited, a merchant banker registered with the Securities and Exchange Board of India **("SEBI")**, the Audit Committee approved and recommended the Scheme to the board of directors **("Board")** of the Transferee Company.

Upon receipt of independent recommendation of Audit Committee of the Transferee Company, the Scheme was approved by the Board of the Transferee Company on March 05, 2018. The details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as under:

S.No.	Names of the Directors	Votes
1.	Shri Shreekant Somany	Favour
2.	Shri Abhishek Somany	Favour
3.	Smt. Anjana Somany	Favour
4.	Shri Salil Singhal	Favour
5.	Shri Ravinder Nath	Favour
6.	Shri Girdhari Lal Sultania	Favour (Resigned w.e.f. May 24, 2018)
7.	Shri Ghanshyam Girdharbhai Trivedi	Favour
8.	Shri Ratna Kumar Daga*	Favour
9.	Dr. Yoginder Kumar Alagh*	Took Leave of absence
10.	Shri Siddharata Bindra	Favour
11.	Shri Rameshwar Singh Thakur, Independent Director	Appointed as an Additional Director on May 24, 2018.
12	Smt. Rumjhum Chatterjee, Independent Director	Appointed as an Additional Director on August 07, 2018 with effect from September 1,2018.

*Ceased to be a director w.e.f. April 1, 2019 pursuant to SEBI (LODR) (Amendment) Regulations, 2015 notified on May 9, 2018.

14. As on September 30, 2018, the amount due to the unsecured creditors of the Transferee Company is Rs. 2,04,46,70,804/-

15. Disclosure abouteffect of the Scheme on material interests of directors, key managerial personnel, debenture trustee and other stakeholders of the Transferee Company:

S.No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders	Upon coming into effect of this Scheme, the Transferee Company shall issue and allot one equity share of Rs.2/- each to the shareholders of the Transferor Company 1, Transferor Company 2 and Transferor Company 3, in proportion of their respective shareholding in Transferor Companies in lieu of and for every one fully paid-up equity share of Rs. 2/- each held by the said Transferor Companies as Promoter in the Transferee Company.
2.	Promoter	Please refer to S. No. 1 above regarding effect of the Scheme on the shareholders of the Transferee Company.
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel **("KMPs")**/ Directors	There is expected to be no adverse effect of the said Scheme on the directors or KMPs of the Transferee Company.
5.	Creditors/ Debenture Holders	The Scheme is expected to be in the best interests of the creditors of the Transferee Company. There are no debenture holders in the Transferee Company.
6.	Depositors/ Deposit Trustee	The Transferee Company does not have any depositors or deposit trustee.
7.	Debenture Trustee	The Transferee Company has not issued any debentures.
8.	Employees	There will be no effect of the said Scheme on the Employees of the Transferee Company.

16. Disclosure about the effect of the Scheme on the material interests of directors and key managerial personnel of the Transferee Company:

None of the "Directors" (as defined under the Act), the "Key Managerial Personnel" (as defined under the Act) of the Transferee Company and their respective "Relatives" (as defined under the Act) have any interests, financial or otherwise in the Scheme except to the extent of shareholding in the Companies as set out below and/or to the extent the said Directors/ Key Managerial Personnel of the Transferee Company are directors on the board of/ key managerial personnel of Transferor Company 1, Transferor Company 2 and Transferor Company 3, as set out below:

Details as on September 30, 2018					
Sl. No.	**Name / Designation**	**No. of shares held in the Transferee Company**	**No. of shares held in Transferor Company 1**	**No. of shares held in Transferor Company 2**	**No. of shares held in Transferor Company 3(*)**
1.	Shri Shreekant Somany, Chairman and Managing Director and KMP	475240($)	52750(£)	27260	38000
2.	Shri Abhishek Somany, Managing Director and KMP	85500	84517	-	41250
3.	Smt. Anjana Somany, Whole Time Director and KMP	94150	145266	38400	
4.	Shri Salil Singhal, Independent Director		-	-	-
5.	Shri Ravinder Nath, Independent Director	-	-	-	-
6.	Shri Ghanshyam Girdharbhai Trivedi Non Executive Non-Independent Director	2000	-	-	-
7.	Shri Ratna Kumar Daga, Independent Director (**)	5000	-	-	-
8.	Dr. Yoginder Kumar Alagh, Independent Director (**)		-	-	-
9.	Shri Siddharath Bindra, Independent Director	7000	-	-	-
10.	Shri Rameshwar Singh Thakur, Independent Director		-	-	-
11.	Smt. Rumjhum Chatterjee, Independent Director		-	-	-
12.	Shri Tuljaram Maheshwari, Chief Executive Officer and KMP		-	-	-
13.	Shri Saikat Mukhopadhyay, Chief Financial Officer and KMP		-	-	-
14.	Shri Ambrish Julka, DGM (Legal) & Company Secretary and KMP		-	-	-

($) Including 45500 held as Karta of his HUF
(*) Held as Karta of their respective HUF
(£) Including 14700 held as Karta of his HUF
(**)Ceased to be a director w.e.f. April 1, 2019 pursuant to SEBI (LODR) (Amendment) Regulations, 2015 notified on May 9, 2018.

Details as on September 30, 2018					
Sl. No.	**Name of Director / KMP**	**Designation in the Transferee Company**	**Designation in Transferor Company 1**	**Designation in Transferor Company 2**	**Designation in Transferor Company 3**
1.	Shri Shreekant Somany	Chairman and Managing Director and KMP	-	Director	Director
2.	Shri Abhishek Somany	Managing Director and KMP	-	Director	Director
3.	Smt. Anjana Somany	Whole Time Director and KMP	Director	Director	-
4.	Shri Salil Singhal	Independent Director	-	-	-
5.	Shri Ravinder Nath	Independent Director	-	-	-
6.	Shri Ghanshyam Girdharbhai Trivedi	Non Executive Non-Independent Director	-	-	-
7.	Dr. Yoginder Kumar Alagh	Independent Director	-	-	-
8.	Shri Ratna Kumar Daga	Independent Director	-	-	-
9.	Shri Siddharath Bindra	Independent Director	-	-	-
10.	Shri Rameshwar Singh Thakur	Independent Director	-	-	-
11.	Smt. Rumjhum Chatterjee	Additional Director Independent Director	-	-	-
12.	Shri Tuljaram Maheshwari	Chief Executive Officer and KMP	-	-	-
13.	Shri Saikat Mukhopadhyay	Chief Financial Officer and KMP	-	-	-
14.	Shri Ambrish Julka	DGM (Legal) & Company Secretary and KMP	-	-	-

DETAILS OF TRANSFEROR COMPANY 1 AS PER RULE 6(3) OF THE RULES

17. Details of Transferor Company 1:

Bhilwara Holdings Limited (Transferor Company 1)	
Corporate Identification No. (CIN)	U65993WB1980PLC033007
Permanent Account No. (PAN)	AABCB0382N
Incorporation Date	September 23, 1980
Type of Company	Public Limited Company
Registered Office Address	2, Red Cross Place, Kolkata, West Bengal 700 001, India
Email	ngoenka@somnaytiles.co.in
Stock Exchange(s) where securities of Transferee Company 1 are listed	Not applicable as the shares of Transferor Company 1 are not listed.
Registration under Section 45IA of RBI Act, 1934	05.00956

23. Summary of the main objects as per the memorandum of association of Transferor Company 1:

The main objects of Transferor Company 1 are set out under Clause III A of its memorandum of association, which are as under:

1. To carry on, as its principal business, the business of investment Company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, stocks, bonds obligations and securities issued or guaranted by any Government, public body authority, municipal local or otherwise, whether in India or elsewhere.

2. To carry on all any of the business of financiers of industrial, commercial and other enterprises and general financiers; film financiers, producers and distributors and exhibitors, money-lenders, sahukars, trustees, real estate owners, landlords, real estate agents, builders, under-writers, guarantors, hirepurchase dealers, investors, stock brokers, Promoters brokers and dealers of and in shares, stocks, debentures, securities, bonds, obligations claims, licences and charges, land, buildings, houses, easements, negotiable instruments, decrees, book debts, patents, factories, mines, industrial undertaking, business concerns, warehouses, property and rights of all kinds, agicultural land, farms, gardens, flats, showroom. Offices, residential units shops and godowns, and/ or business of insurance agents, trust company, safe deposit company and such other businesses and acts required in connection therewith and to receive on deposit, or borrow and raise money provided that the company shall not carry on the business of Banking as defined the Banking Companies Act, 1949.

3. To carry on all or any of the business of buying, selling, letting on hire, hire-purchase or easy payments system and dealers of and in household & office furniture, domestic & business and appliances, automobiles and vehicles of all kinds and description, machinery and machinery pats, tools & implements, plants & equipments and all the spare parts & accessories required in connection there with.

19. Main business carried on by Transferor Company 1:

Transferor Company 1 is presently engaged in the business of investments in Shares and various Schemes of Mutual Funds.

20. Details of change of name of Transferor Company 1 during the last five years: There has been no change in the name of Transferor Company 1 since its incorporation on September 23, 1980.

21. Details of change in registered office of Transferor Company during the last five years: There has been no change in the registered office of Transferor Company 1 in last five years.

22. Details of change in objects of Transferor Company 1 during the last five years: There has been no change in the objects of Transferor Company 1 since its incorporation on September 23, 1980.

23. Details of the capital structure of Transferor Company 1 including authorized, issued, subscribed and paid-up share capital:

The authorised, issued, subscribed and paid-up share capital of Transferor Company 1, as on September 30, 2018 is as under:

Authorised Share Capital as on September 30, 2018	**Amount (in Rs.) (in lakhs)**
12,30,000 Equity Shares of Rs. 10 each	123.00
Total	**123.00**
Issued, Subscribed and Paid-up Share Capital as on Sepmber 30, 2018	**Amount (in Rs.) (in lakhs)**
5,09,686 Equity Shares of Rs. 10 each	50.97
Total	**50.97**

Post-amalgamation Shares of Transferor Company 1, shall stand cancelled.

24. Names of the promoters of Transferor Company 1 as on September 30, 2018 along with their addresses:

Sl. No.	Name of the Promoter	Address
1.	Shri Shreekant Somany	2, Red Cross Place, Kolkata, West Bengal 700 001, India
2.	Smt. Anjana Somany	2, Red Cross Place, Kolkata, West Bengal 700 001, India
3.	Shri Shreekant Somany (HUF)	2, Red Cross Place, Kolkata, West Bengal 700 001, India
4.	Shri Abhishek Somany	2, Red Cross Place, Kolkata, West Bengal 700 001, India

5.	Smt. Minal Somany	2, Red Cross Place, Kolkata, West Bengal 700 001, India
6.	Shri Shrivatsa Somany	2, Red Cross Place, Kolkata, West Bengal 700 001, India
7.	Sarvottam Vanijya Ltd.	2, Red Cross Place, Kolkata, West Bengal 700 001, India
8.	Scope Vinimoy Pvt. Ltd.	2, Red Cross Place, Kolkata, West Bengal 700 001, India

25. Names of the directors of Transferor Company 1 as on September 30, 2018 along with their addresses:

Sl. No.	Name	Address
1.	Smt. Anjana Somany	32, Friends Colony (East), New Delhi - 110 065
2.	Smt. Minal Somany	32, Friends Colony (East), New Delhi - 110 065
3.	Shri Niranjan Kumar Goenka	Prasad Exotica, Block-VI, Flat No.2F, 2nd Floor, 71/3, Canal Circular Road, Kolkata - 700 054

26. The date of the board meeting at which the Scheme was approved by the Board of Transferor Company 1 including the names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The Scheme was unanimously approved by the Board of Transferor Company 1 on March 05, 2018. The details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as under:

Sl. No.	Name of the Directors	Votes
1.	Smt. Anjana Somany	Favour
2.	Smt. Minal Somany	Favour
3.	Shri Niranjan Kumar Goenka	Favour

27. As on September 30, 2018 there are no unsecured creditors of Transferor Company 1

28. Disclosure about effect of the Scheme on material interests of directors, key managerial personnel, debenture trustee and other stakeholders of Transferor Company 1:

S. No.	Category of Stakeholders	Effect of the Scheme on Stakeholders
1.	Shareholders	Upon coming into effect of this Scheme, the Transferee Company shall issue and allot one equity share of Rs.2/- each to the shareholders of the Transferor Company 1, in proportion of their respective shareholding in Transferor Company 1 in lieu of and for every one fully paid-up equity share of Rs.2/- each held by the said Transferor Company as Promoter in the Transferee Company.
2.	Promoters	Please refer to S. No. 1 above regarding effect of the Scheme on the shareholders of Transferor Company 1.
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel ("KMPs")/ Directors	There is expected to be no adverse effect of the said Scheme on the directors or KMPs of Transferor Company 1.
5.	Creditors/ Debenture Holders	There are no Creditor and/or debenture holders in Transferor Company 1.
6.	Depositors/ Deposit Trustee	Transferor Company 1 does not have any depositors or any deposit trustee.
7.	Debenture Trustee	Transferor Company 1 has not issued any debentures.
8.	Employees	There is no employee employed by Transferor Company 1.

29. Disclosure about the effect of the Scheme on the material interests of directors and key managerial personnel of Transferor Company 1:

None of the "Directors" (as defined under the Act), the "Key Managerial Personnel" (as defined under the Act) of Transferor Company 1 and their respective "Relatives" (as defined under the Act) have any interests, financial or otherwise in the Scheme except to the extent of shareholding in the Companies as set out below and/or to the extent the said directors/ key managerial personnel of Transferor Company 1 are directors on the board of/ key managerial personnel of the Transferee Company and Transferor Company 2 and Transferor Company 3, as set out below:

Details as on September 30, 2018					
Sl. No.	**Name / Designation**	**No. of shares held in the Transferee Company**	**No. of shares held in the Transferor Company 1**	**No. of shares held in the Transferor Company 2**	**No. of shares held in the Transferor Company 3**
1.	Smt. Anjana Somany, Director	94150	145266	38400	-
2.	Smt. Minal Somany, Director	625900	1965	1240	-
3.	Shri Niranjan Kumar Goenka, Director (*)	-	1	1	1

(*) Held as nominee

Details as on September 30, 2018					
Sl. No.	**Name / Designation**	**Designation in Transferee Company**	**Designation in the Transferor Company 1**	**Designation in the Transferor Company 2**	**Designation in Transferor Company 3**
1.	Smt. Anjana Somany	Whole Time Director & KMP	Director	Director	-
2.	Smt. Minal Somany	General Manager	Director	-	
3.	Shri Niranjan Kumar Goenka	General Manager (Finance)	Director	Director	Director

DETAILS OF TRANSFEROR COMPANY 2 AS PER RULE 6(3) OF THE RULES

35. Details of Transferor Company 2:

Sarvottam Vanijya Limited (Transferor Company 2)	
Corporate Identification No. (CIN)	U51109WB1981PLC034233
Permanent Account No. (PAN)	AADCS6070J
Incorporation Date	October 26, 1981
Type of Company	Public Limited Company
Registered Office Address	2, Red Cross Place, Kolkata, West Bengal 700 001, India
Email	ngoenka@somanytiles.co.in
Stock Exchange(s) where securities of the Transferor Company are listed	Not applicable as the shares of Transferor Company 2 are not listed.
Registration under Section 45IA of RBI Act, 1934	05.02798

31. Summary of the main objects as per the memorandum of association of Transferor Company 2:

The main objects of Transferor Company 2 are set out under Clause III (A) of its memorandum of association, which are as under:

1. To carry on the business of an investment company and to invest in, acquire, sell, transfer, subscribe for, hold and otherwise deal in and invest in any shares, bonds, stocks, obligations issued or guaranteed by any company or companies constituted and carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Sovereign Commissioners Central or Provincial public body or authority supreme, municipal, local otherwise whether in India or elsewhere and to promote, form or acquire any company and to take, purchase or acquire shares or interest in any company and to transfer to any such company any property of this company either out of its own funds or out of funds that it might borrow.
2. Subject to the provisions of the Act to receive money, deposits on interest or otherwise and to lend money and negotiate loans with or without security to such companies, firms or persons, and on such terms as may seem expedient, and to guarantee the performance of contracts by any person, companies or firms provided the company shall not carry on the business of Banking.
3. To borrow or raise or secure the payment of money in such manner and or such terms and with such rights, powers, and privileges as may be thought fit and determined from time to time and in particular by the issue or sale of any debenture, debenture-stock, bonds, bills of exchange, promissory notes or other obligations or securities of the Company, with full power, to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by Trust Deed or otherwise on the understanding of the company or upon any specific property and rights, present or future of the company and to devote any money so raised to any of the objects of the company upon such terms and conditions as may mutually be arranged.
4. To act as investors, guarantors, underwriters, financiers and to lend or deal with money either with or without interest or security, including in current or deposit account with any bank or banks, other person or persons upon such terms and conditions as the company may approve, provided company shall not do any banking business as defined under the Banking Regulation Act, 1949.
5. To invest in, acquire, sale, hold and otherwise deal in and invest in gold, silver, platinum or any precious stone (whether or not set in any furnitures, utensils or other articles or worked or sewn into any wearing apparel) metal, alloy etc., and to invest in any ornaments made of gold, silver, platinum or any other precious metal or any alloy containing one or more such precious metals whether or not containing any precious or semi precious stone and whether or not worked or sewn into any wearing apparel.
6. To acquire, improve, manage, work, develop, construct, exercise all rights in respect of leases and mortgages and to sell, dispose of turn to account, and otherwise deal with property of all kinds and in particular land, building, concessions, patents, business concerns, and undertaking.
7. To manufacture, design, supply, commissioning towers, transmissions, transmission lines, hardware fillings, high tension insulators and allied items and to undertake turnkey job of power transmission and distribution.
8. To hold, improve, develop and acquire lands, forests, tea-gardens plantations and to cultivate the same or any product of the soil and to trade export, process, produce, and otherwise deal in tea, coffee, oil, oil seeds, jute, hessian, wool, cotton chemicals, all kind of fibres ferrous and non ferrous goods.
9. To act as brokers and underwriters and to give any guarantee for the payment of money or the performance of any obligation or underwriting.

32. Main business carried on by Transferor Company 2:

Transferor Company 2 is presently engaged in the business of investments in shares and various schemes of Mutual Funds.

33. Details of change of name of Transferor Company 2 during the last five years: There has been no change in the name of Transferor Company 2 since its incorporation on October 26, 1981.

34. Details of change in registered office of Transferor Company 2 during the last five years: There has been no change in the registered office of Transferor Company 2 in last five years.

35. Details of change in objects of Transferor Company 2 during the last five years: There has been no change in the objects of Transferor Company 2 since its incorporation on October 26, 1981.

36. Details of the capital structure of Transferor Company 2 including authorized, issued, subscribed and paid-up share capital:

Authorised Share Capital as on September 30, 2018	Amount (in Rs.) (in lakhs)
3,60,000 Equity Shares of Rs. 10 each	36.00
Total	**36.00**
Issued, Subscribed and Paid-up Share Capital as on September 30, 2018	**Amount (in Rs.) (in lakhs)**
3,55,210 Equity Shares of Rs. 10 each	35.52
Total	**35.52**

Post amalgamation shares of Transferor Company 2 shall stand cancelled

37. Names of the promoters of Transferor Company 2 as on September 30, 2018 along with their addresses:

Sl. No.	Name of the Promoter	Address
1.	Shri Shreekant Somany	2, Red Cross Place, Kolkata, West Bengal 700 001, India
2.	Smt. Anjana Somany	2, Red Cross Place, Kolkata, West Bengal 700 001, India
3.	Smt. Minal Somany	2, Red Cross Place, Kolkata, West Bengal 700 001, India
4.	Shri Shrivatsa Somany	2, Red Cross Place, Kolkata, West Bengal 700 001, India
5.	Bhilwara Holdings Ltd.	2, Red Cross Place, Kolkata, West Bengal 700 001, India
6.	Scope Vinimoy Pvt. Ltd.	2, Red Cross Place, Kolkata, West Bengal 700 001, India

38. Names of the directors of Transferor Company 2 as on September 30, 2018 along with their addresses:

Sl. No.	Name of the Director and Designation	Address
1.	Shri Shreekant Somany, Director	32, Friends Colony (East), New Delhi - 110 065
2.	Shri Abhishek Somany, Director	32, Friends Colony (East), New Delhi - 110 065
3.	Smt. Anjana Somany, Director	32, Friends Colony (East), New Delhi - 110 065
4.	Shri Niranjan Kumar Goenka, Director	Prasad Exotica, Block-VI, Flat No.2F, 2nd Floor, 71/3, Canal Circular Road, Kolkata 700 054

39. The date of the board meeting at which the Scheme was approved by the Board of Transferor Company 2 including the names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The Scheme was unanimously approved by the Board of Transferor Company 2, on March, 05, 2018. The details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as under:

Sl. No.	Name of the Directors	Votes
1.	Shri Shreekant Somany	Favour
2.	Shri Abhishek Somany	Favour
3.	Smt. Anjana Somany	Favour
4.	Shri Niranjan Kumar Goenka	Favour

40. As on September 30, 2018, there are no unsecured creditors of Transferor Company 2.

41. Disclosure about effect of the Scheme on material interests of directors, key managerial personnel, debenture trustee and other stakeholders of Transferor Company 2:

S. No.	Category of Stakeholders	Effect of the Scheme on Stakeholders
1.	Shareholders	Upon coming into effect of this Scheme, the Transferee Company shall issue and allot one equity share of Rs.2/- each to the shareholders of the Transferor Company 2, in proportion of their respective shareholding in Transferor Company 2 in lieu of and for every one fully paid-up equity share of Rs.2/- each held by the said Transferor Company as promoter in the Transferee Company.
2.	Promoters	Please refer to S. No. 1 above regarding effect on the shareholders.
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel and Directors	There is expected to be no adverse effect of the said Scheme on the directors or KMPs of Transferor Company 2.
5.	Creditors / Debenture Holders	Transferor Company 2 does not have any creditors or debenture holders.
6.	Depositors/ Deposit Trustee	Transferor Company 2 does not have any depositors or any deposit trustee.
7.	Debenture Trustee	Transferor Company 2 has not issued any debentures.
8.	Employees	There is no employee employed by Transferor Company 2

42. Disclosure about the effect of the Scheme on the material interests of directors and key managerial personnel of Transferor Company 2:

None of the "Directors" (as defined under the Act), the "Key Managerial Personnel" (as defined under the Act) of Transferor Company 2 and their respective "Relatives" (as defined under the Act) have any interests, financial or otherwise in the Scheme except to the extent of shareholding in the Companies as set out below and/or to the extent the said Directors/ Key Managerial Personnel of Transferor Company 2 are directors on the Board of/ key managerial personnel of the Transferee Company, Transferor Company 1 and Transferor Company 3, as set out below:

Details as on 30th September, 2018					
Sl. No.	**Name / Designation**	**No. of shares held in the Transferee Company**	**No. of shares held in the Transferor Company 1**	**No. of shares held in Transferor Company 2**	**No. of shares held in Transferor Company 3**
1.	Shri Shreekant Somany	475240($)	52750(£)	27260	38000 (*)
2.	Shri Abhishek Somany	85500	84517	-	41250(*)
3.	Smt. Anjana Somany	94150	145266	38400	-
4.	Shri Niranjan Kumar Goenka (*)(*)	-	1	1	1

($) Includes 45500 shares held as Karta of his HUF.

(£) Includes 14700 shares held as Karta of his HUF.

(*) Held as Karta of their respective HUF

(*)(*) Held as nominee

Details as on 30th September, 2018					
Sl. No.	**Name of Director / KMP**	**Designation in Transferee Company**	**Designation in the Transferor Company 1**	**Designation in the Transferor Company 2**	**Designation in the Transferor Company 3**
1.	Shri Shreekant Somany	Chairman & Managing Director	-	Director	Director
2.	Shri Abhishek Somany	Managing Director	-	Director	Director
3.	Smt. Anjana Somany	Whole Time Director	Director	Director	-
4.	Shri Niranjan Kumar Goenka	General Manager (Finance)	Director	Director	Director

DETAILS OF TRANSFEROR COMPANY 3 AS PER RULE 6(3) OF THE RULES

43. Details of Transferor Company 3:

Scope Vinimoy Private Limited (Transferor Company 3)	
Corporate Identification No. (CIN)	U51909WB2004PTC100718
Permanent Account No. (PAN)	AAICS6985R
Incorporation Date	December 15, 2004
Type of Company	Private Limited Company
Registered Office Address	2, Red Cross Place, Kolkata, West Bengal 700 001, India
Email	ngoenka@somanytiles.co.in
Stock Exchange(s) where securities of the Transferor Company are listed	Not applicable as the shares of Transferor Company 3 are not listed.

44. Summary of the main objects as per the memorandum of association of Transferor Company 3:

The main objects of Transferor Company 3 are set out under Clause III A & B of its memorandum of association, which are as under:

1. To carry on all or any of the business of buyers, sellers, suppliers, traders, merchants, indentors, brokers, agents, assemblers, stockists of all kinds of machinery items and man made fibres, textiles of all kinds all types of yarn, cloths, oil and oilseeds, tea, coffee, spices, dry fruits, drugs, leather, goods, garments, Jewellery and silver utencils and ornaments and hosiery, textiles, iron and steel and all steel based products, G.I. Sheets, G.P. Sheets and other related items, jute and jute product, automobiles spares, coal, hard coke, soft coke, vegetable oil, machine parts, aluminium electrical parts, electronic parts and devices and all kind of metals, pipe, hardware items and earthmoving equipments.
2. To lend and advance money out of surplus fund of the Company not immediately required either with or without security and give credit out of such fund to such persons (including Government) and upon such terms and conditions as the Company may think fit but not amounting to Banking Regulations Act, 1949.
3. To invest any moneys of the Company out of the surplus funds of the Company not immediately required in such investments (excluding own shares or stock of the Company) & as may be thought proper out of the surplus funds of the Company not immediately required.

45. Main business carried on by Transferor Company 3:

Transferor Company 3 is presently engaged in the business of investments in shares and various schemes of Mutual Funds.

46. Details of change of name of Transferor Company 3 during the last five years: There has been no change in the name of Transferor Company 3 since its incorporation on December 15, 2004.

47. **Details of change in registered office of Transferor Company 3 during the last five years:** There has been no change in the registered office of Transferor Company 3 during last five years.

48. **Details of change in objects of Transferor Company 3 during the last five years:** There has been no change in the objects of Transferor Company 3 since its incorporation on December 15, 2004.

49. **Details of the capital structure of Transferor Company 3 including authorized, issued, subscribed and paid-up share capital:**

Authorised Share Capital as on September 30, 2018	**Amount (in Rs.) (in lakhs)**
7,10,000 Equity Shares of Rs. 10 each	71.00
Total	**71.00**
Issued, Subscribed and Paid-up Share Capital as on September 30, 2018	**Amount (in Rs.) (in lakhs)**
5,27,250 Equity Shares of Rs. 10 each	52.73
Total	**52.73**

Post amalgamation shares of Transferor Company 3, shall stand cancelled.

50. **Names of the promoters of Transferor Company 3 as on September 30, 2018 along with their addresses:**

Sl. No.	Name of the Promoter	Address
1.	Shri Shreekant Somany (HUF)	2, Red Cross Place, Kolkata, West Bengal 700 001, India
2.	Shri Abhishek Somany (HUF)	2, Red Cross Place, Kolkata, West Bengal 700 001, India
3.	Bhilwara Holdings Limited	2, Red Cross Place, Kolkata, West Bengal 700 001, India
4.	Sarvottam Vanijya Limited	2, Red Cross Place, Kolkata, West Bengal 700 001, India

51. **Names of the directors of Transferor Company 3 as on September 30, 2018 along with their addresses:**

Sl. No.	Name of the Director and Designation	Address
1.	Shri Shreekant Somany, Director	32, Friends Colony (East), New Delhi - 110 065
2.	Shri Abhishek Somany, Director	32, Friends Colony (East), New Delhi - 110 065
3.	Shri Girdhari Lal Sultania, Director	2, Rowland Road, Kolkata - 700 020
4.	Shri Niranjan Kumar Goenka, Director	Prasad Exotica, Block-VI, Flat No.2F, 2nd Floor, 71/3, Canal Circular Road, Kolkata 700 054
5.	Shri Ajay Kumar Dokania, Director	18, Ho-Chi Minh Sarani, Tower-5, Flat 7B, Diamond City West, Kolkata - 700 061

52. **The date of the board meeting at which the Scheme was approved by the Board of Transferor Company 3 including the names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

The Scheme was unanimously approved by the Board of Transferor Company 3 on March, 05, 2018. The details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as under:

Sl. No.	Name of the Directors	Votes
1.	Shri Shreekant Somany	Favour
2.	Shri Abhishek Somany	Favour
3.	Shri Girdhari Lal Sultania	Favour
4.	Shri Niranjan Kumar Goenka	Favour
5.	Shri Ajay Kumar Dokania	Took Leave of Absence

53. As on September 30, 2018, there are no unsecured creditors of Transferor Company 3.

54. Disclosure about effect of the Scheme on material interests of directors, key managerial personnel, debenture trustee and other stakeholders of Transferor Company 3:

S. No.	Category of Stakeholders	Effect of the Scheme on Stakeholders
1.	Shareholders	Upon coming into effect of this Scheme, the Transferee Company shall issue and allot one equity share of Rs.2/- each to the shareholders of the Transferor Company 3, in proportion of their respective shareholding in Transferor Company 3 in lieu of and for every one fully paid-up equity share of Rs.2/- each held by the said Transferor Company as promoter in the Transferee Company.
2.	Promoters	Please refer to S. No. 1 above regarding effect on the shareholders.
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel and Directors	There is expected to be no adverse effect of the said Scheme on the directors or KMPs of Transferor Company 3.
5.	Creditors / Debenture Holders	Transferor Company 3 does not have any creditors or debenture holders.
6.	Depositors/ Deposit Trustee	Transferor Company 3 does not have any depositors or any deposit trustee.
7.	Debenture Trustee	Transferor Company 3 has not issued any debentures.
8.	Employees	There is no employee employed by Transferor Company 3

55. Disclosure about the effect of the Scheme on the material interests of directors and key managerial personnel of Transferor Company 3:

None of the "Directors" (as defined under the Act), the "Key Managerial Personnel" (as defined under the Act) of Transferor Company 3 and their respective "Relatives" (as defined under the Act) have any interests, financial or otherwise in the Scheme except to the extent of shareholding in the Companies as set out below and/or to the extent the said Directors/ Key Managerial Personnel of Transferee Company are directors on the Board of/ key managerial personnel of the Transferor Company 1 and Transferor Company 2 as set out below:

Details as on 30th September, 2018					
Sl. No.	**Name / Designation**	**No. of shares held in the Transferee Company**	**No. of shares held in the Transferor Company 1**	**No. of shares held in Transferor Company 2**	**No. of shares held in Transferor Company 3**
1.	Shri Shreekant Somany	475240 ($)	52750 (^)	27260	38000(*)
2.	Shri Abhishek Somany	85500	84517	-	41250(*)
3.	Shri Girdhari Lal Sultania	100	1(#)	1(#)	1(#)
4.	Shri Niranjan Kumar Goenka	-	1(#)	1(#)	1(#)
5.	Shri Ajay Kumar Dokania	10	1(#)	1(#)	-

(#) Held as nominee
(*) Held as Karta of their respective HUF's
($) Includes 45500 shares held as Karta of his HUF
(^) Includes 14700 Shares held as Karta of his HUF

Details as on 30th September, 2018					
Sl. No.	**Name of Director / KMP**	**Designation in Transferee Company**	**Designation in the Transferor Company 1**	**Designation in the Transferor Company 2**	**Designation in the Transferor Company 3**
1.	Shri Shreekant Somany	Chairman & Managing Director	-	Director	Director
2.	Shri Abhishek Somany	Managing Director	-	Director	Director
3.	Shri Girdhari Lal Sultania	-	-	-	Director
4.	Shri Niranjan Kumar Goenka	General Manager (Finance)	Director	Director	Director
5.	Shri Ajay Kumar Dokania	Taxation Manager	-	-	Director

56. Relationship between the Companies: Transferor Company 1, Transferor Company 2 and Transferor Company 3 are the Promoters of Transferee Company.

57. Rationale of the Scheme and the benefits of the Scheme as perceived by the Board of Directors of the respective Companies:

Pursuant to the proposed scheme, Transferor Company 1, Transferor Company 2 and Transferor Company 3 would be ceased to form part of the Promoter Group of Transferee Company and individual Promoters of Transferee Company would directly hold the said equity shares of Transferee Company in the same proportion as they hold in Transferor Company 1, Transferor Company 2 and Transferor Company 3, which will be dissolved without the process of winding up.

58. Appointed Date, Effective Date, Record Date and Share Exchange Ratio and Other Considerations:

Paragraph 1(c) of Part A of the Scheme defines Appointed Date as "means April 1, 2018 or such other date as may be approved by the Hon'ble National Company Law Tribunal, Kolkata Bench, or any other competent authority".

Paragraph 1(i) of Part A of the Scheme defines Effective Date as "means the last of the dates on which all the conditions and matters referred to in Clause 21 hereof have been fulfilled. Referencs in this Scheme to the date of “coming into effect of this Scheme”, "upon this Scheme becoming effective" or "effectiveness of this Scheme" shall mean the Effective Date.

Paragraph 1(q) of Part A of the Scheme defines Record Date as "shall be the date or dates to be fixed by the Board of Transferor and/or Transferee Company for the purpose of determining the names of the equity shareholders of the Transferor Company for issue of equity shares of the Transferee Company pursuant to this Scheme".

59. Consideration for merger - Share Entitlement Ratio

Upon Scheme becoming effective shares of theTransferee Company will be issued and allotted as under:-

92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Shares of Rs.2 each of Transferee Company against 92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Shares of Rs.2 each held by Transferor Company 1 in Transferee Company as on January 31, 2018 shall be issued and allotted to the Equity Shareholders of Transferor Company 1 in proportion of their holdings in Transferor Company 1;

63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each of Transferee Company against 63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by Transferor Company 2 in Transferee Company as on January 31, 2018 shall be issued and allotted to the Equity Shareholders of Transferor Company 2 in proportion of their holdings in Transferor Company 2 ;

35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each of Transferee Company against 35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by Transferor Company 3 in Transferee Company as on January 31, 2018 shall be issued and allotted to the Equity Shareholders of Transferor Company 3 in proportion of their holdings in Transferor Company 3.

The paid up capital positions of Transferor Companies as on January 31, 2018, are as under:

5,09,686 Equity Shares of Rs.10/ each of Transferor Company 1

3,55,210 Equity Shares of Rs.10/- each of Transferor Company 2

5,27,250 Equity Shares of Rs. 10/- each of Transferor Company 3

Cross shareholdings between Transferor Company 1, Transferor Company 2 and Transferor Company 3 shall stand cancelled upon approval of proposed Scheme of Amalgamation by NCLT and other concerned Authority(ies).

60. Listing of New Equity Shares

Post effectiveness of this Scheme, the share capital of Transferee Company in respect of the New Equity Shares to be issued and allotted by Transferee Company in terms of Paragraph 59 above shall be listed and shall be admitted for trading on the Stock Exchanges by virtue of this Scheme and in accordance with the provisions of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular No. CFD/DIL3/CIR/2017/26 dated March 23, 2017. Transferee Company shall make all requisite applications and shall otherwise comply with the provisions of the aforesaid circulars and Applicable Laws and take all steps to get its New Equity Shares issued by it in pursuance to this Scheme listed on the Stock Exchanges.

61. ACCOUNTING TREATMENT

Accounting treatment in the books of account of the Transferee Company

Transferee Company shall, upon the comign into effect of this Scheme, record the assets and liabilities of Transferor Company 1, Transferor Company 2 and Transferor Company 3 vested in it pursuant to this Scheme, at the respective book value thereof, at the close of business of the day immediately preceding the Appointed Date.

Transferee Company shall credit to its share capital account in its books of account the aggregate face value of Equity Shares on Amalgamation issued by it to the shareholders of Transferor Company 1, Transferor Company 2 and Transferor Company 3, pursuant to this Scheme.

Upon the coming into effect of this Scheme, any intercompany investment in the books of Transferor Company 1, Transferor Company 2 and Transferor Company 3, representing equity shares of Transferor Company 1, Transferor Company 2 and Transferor Company 3 and Transferee Company will stand cancelled and no shares or consideration shall be issued by Transferee Company in respect of such cancelled shares.

The excess/deficit of the value of the assets over the value of the liabilities of Transferor Company 1, Transferor Company 2 and Transferor Company 3 vested in Transferee Company pursuant to this Scheme, and as recorded in the books of account of Transferee Company shall, after adjusting the amount recorded hereinabove, be treated in the balance sheet of the Transferee Company in accordance with "The pooling of interests" method.

In case of any differences in accounting policy between Transferor Company 1, Transferor Company 2 and Transferor Company 3 and Transferee Company, the impact of the same till the Appointed Date will be quantified and directly adjusted in profit and loss account appearing in the balance sheet of Transferee Company to ensure that upon the coming into effect of this Scheme, the financial statements of Transferee Company reflect the financial position on the basis of a consistent accounting policy.

It is hereby clarified that pursuant to the provisions of Paragraph 9 of Part 'C" of the Scheme, all transactions during the period between the Appointed Date and Effective Date relating to Transferor Company 1, Transferor Company 2 and Transferor Company 3 would be duly reflected in the financial statements of Transferee Company, upon the coming into effect of this Scheme.

To the extent that there are inter-corporate loans or balances between Transferor Company 1, Transferor Company 2 and Transferor Company 3 and Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of Transferee Company for the reduction of any assets or liabilities, as the case may be.

62. Summary of the Valuation Report including basis of valuation and the Fairness Opinion:

The Valuation Report, dated March 03, 2018, issued by Jain Jindal & Co., Chartered Accountants, recommends that the share entitlement ratio for amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited are as stated under serial no. 59 hereinabove.

The fairness opinion dated March 04, 2018 issued by Finshore Management Services Limited, a SEBI registered merchant banker **("Fairness Opinion")** has been issued in respect of the Valuation Report wherein it has been

stated that the proposed share entitlement ratio as recommended by the valuers, which forms the basis of the proposed mergers, is fair.

Please refer to the Valuation Reports and the Fairness Opinion that are enclosed as **ANNEXURE 3** and **ANNEXURE 4,** respectively.

63. Details of capital or debt restructuring, if any: There shall be no reclassification/ reorganization of the authorized share capital of any of the Companies or debt restructuring of any of the Companies pursuant to the Scheme.

64. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme:

(a) The equity shares of the Transferee Company are listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the" Stock Exchanges"). BSE was appointed as the designated stock exchange by the Transferee Company for the purpose of coordinating with SEBI, pursuant to the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by SEBI ("SEBI Circular"). The Transferee Company has received an observation letter dated November 14, 2018 from NSE and an observation letter dated November 06, 2018 from BSE wherein the Stock Exchanges have granted their no objection to filing the Scheme with the Tribunal. The said observation letters issued by the NSE and the BSE are enclosed as **ANNEXURE 7** and **ANNEXURE 8**, respectively.

(b) As required by the SEBI Circular, the Transferee Company has filed its Complaint Report with NSE and BSE, on May 21, 2018 and August 08, 2018 respectively. The Complaint Report filed by the Transferee Company indicates that it has received 'nil' complaints. A copy of the Complaint Reports is enclosed as **ANNEXURE 5** and **ANNEXURE 6** respectively.

(c) The Scheme was filed by the Companies with the Tribunal, on December 7, 2018. Consequently, the Hon'ble Kolkata Bench of the Tribunal vide order dated April 2, 2019, has directed, inter alia, the convening of the Meeting.

65. No investigation or proceedings have been instituted or are pending in relation to any of the Companies under the Act.

66. The Companies have filed a copy of the Scheme with the Registrar of Companies pursuant to Section 232(2)(b) of the Act.

67. Inspection of Documents: Copies of the following documents will be open for inspection to the unsecured creditors of the Transferee Company at its registered office at 2, Red Cross Place, Kolkata - 700001 on all days except Saturday, Sunday and public holidays between 3:00 pm and 5:00 pm up to the date of the Meeting:

(a) Order dated April 2, 2019 passed by the Hon'ble Kolkata Bench of the Tribunal in Company Application (CAA) No. 1154/KB/2018, directing inter alia, the convening of the Meeting;

(b) Scheme, as filed before the Hon'ble Tribunal;

(c) Valuation Report dated March 03, 2018, issued by Jain Jindal & Co., Chartered Accountants.

(d) Fairness Opinion dated March 04, 2018 issued by Finshore Management Services Limited, a merchant banker registered with SEBI.

(e) Complaints report submitted by the Transferee Company to the NSE on May 21, 2018;

(f) Complaints report submitted by the Transferee Company to BSE on August 08, 2018;

(g) Observation letter dated November 14, 2018 issued by the NSE to the Transferee Company;

(h) Observation letter dated November 06, 2018 issued by BSE to the Transferee Company;

(i) Certificate of incorporation dated January 20, 1968, the certificate for commencement of business dated February 07, 1968 and the fresh certificate of incorporation consequent upon change of name along with copies of the memorandum of association and articles of association of the Transferee Company;

(j) Certificate of incorporation dated September 23, 1980 along with copies of the memorandum of association and articles of association of Transferor Company 1;

(k) Certificate of incorporation dated October 26, 1981 along with copies of the memorandum of association and articles of association of Transferee Company 2;

(l) Certificate of incorporation dated December 15, 2004 along with copies of the memorandum of association and articles of association of Transferee Company 3;

(m) Certificate dated December 01, 2018 issued by Singhi & Co. Chartered Accountants, the statutory auditor of the Transferee Company in terms of the proviso to Section 230(7)/ 232(3) of the Act, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Act;

(n) Certificate dated November 26, 2018 issued by P.K. Drolia & Co. Chartered Accountants, the statutory auditor of Transferor Company 1 in terms of the proviso to Section 230(7)/232(3) of the Act, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Act;

(o) Certificate dated November 26, 2018 issued by P.K. Drolia & Co. Chartered Accountants, the statutory auditor of Transferor Company 2 in terms of the proviso to Section 230(7)/ 232(3) of the Act, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Act;

(p) Certificate dated November 26, 2018 issued by M. R. Dhanuka & Co. Chartered Accountants, the statutory auditor of Transferor Company 3 in terms of the proviso to Section 230(7)/ 232(3) of the Act, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Act;

(q) Annual reports of the Transferee Company and Transferor Companies for the last three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016;

(r) Extracts of the resolutions dated March 05, 2018 passed by the Boards' of the Transferee Company, Transferor Company 1, Transferor Company 2 and Transferor Company 3, inter alia, approving the Scheme and the filing thereof with the Tribunal;

(s) Report of the Audit Committee of the Transferee Company dated March 05, 2018 recommending the Scheme to the Board of the Transferee Company;

(t) Reports adopted by the respective Boards' of each of the Companies pursuant to Section 232(2)(c) of the Act;

(u) Other documents displayed on the websites of the Stock Exchanges and the Transferee Company in terms of the SEBI Circular;

(v) Abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 specifying applicable information of Transferor Company 1, as filed with the Stock Exchanges;

(w) Abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 specifying applicable information of Transferor Company 2, as filed with the Stock Exchanges;

(x) Abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 specifying applicable information of Transferor Company 3, as filed with the Stock Exchanges;

(y) any other contracts or agreements material to the Scheme; and

(z) Copies of the paper books filed in Company Application (CAA) No. 1154./KB/2018.

For Somany Ceramics Limited

Sd/-
(Ambrish Julka)
Deputy General Manager (Legal) and Company Secretary
Authorised by Mr. Siddharth Murarka
Chairperson appointed for the meeting

Dated, this 8th day of April, 2019
Registered Office: 2, Red Cross Place, Kolkata - 700001.
CIN: L40200WB1968PLC224116
Email: sclinvestors@somanytiles.co.in

SCHEME OF AMALGAMATION

BETWEEN

BHILWARA HOLDINGS LIMITED
(TRANSFEROR COMPANY 1)

AND

SARVOTTAM VANIJYA LIMITED
(TRANSFEROR COMPANY 2)

AND

SCOPE VINIMOY PRIVATE LIMITED
(TRANSFEROR COMPANY 3)

WITH

SOMANY CERAMICS LIMITED
(TRANSFEREE COMPANY)

UNDER SECTIONS 230 AND 232 OF THE COMPANIES ACT, 2013 IN RESPECT OF AMALGAMATION OF BHILWARA HOLDINGS LIMITED, SARVOTTAM VANIJYA LIMITED AND SCOPE VINIMOY PRIVATE LIMITED ("HEREIN AFTER REFERRED AS "BHL", "SVL" AND "SVPL" RESPECTIVELY OR "TRANSFEROR COMPANY 1", "TRANSFEROR COMPANY 2", "TRANSFEROR COMPANY 3" RESPECTIVELY OR COLLECTIVELY AS "TRANSFEROR COMPANIES") WITH SOMANY CERAMICS LIMITED ("HEREIN AFTER REFERRED AS "SCL" OR "TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS

PREAMBLE

This Scheme of Amalgamation ("**Scheme**") provides for the amalgamation of BHL, SVL and SVPL with SCL and also provides for matters connected therewith under Sections 230 and 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**").

DESCRIPTION OF COMPANIES

BHL is a company incorporated on September 23, 1980 and received certificate of commencement of business dated November 15, 1980.The registered office of BHL is located at 2, Red Cross Place, Kolkata - 700001. BHL is engaged in the business to invest in, acquire, hold and otherwise deal in shares securities, debentures, bonds etc. in India. It is further highlighted that BHL is registered with the Reserve Bank of India ("RBI"), Kolkata as a Non-Banking Financial Company ("NBFC") (Non Deposit Taking).

SVL was incorporated on October 26, 1981 and received Certificate of Commencement of business dated January 25, 1982.The registered office of SVL is located at 2, Red Cross Place, Kolkata - 700001. SVL deals in shares, stocks debentures, bonds, obligations and securities issued or guaranteed by Company and deals in debentures, stocks, bonds, obligations and securities issued or guaranteed by government, public body, authority etc. in India or elsewhere and to promote, acquire, purchase interest in any Company and transfer such company, any property out of its own funds. It is further highlighted that SVL is registered with the RBI, Kolkata as a NBFC (Non Deposit Taking).

SVPL was incorporated on December 15, 2004. The registered office of SVPL is located at 2, Red Cross Place, Kolkata - 700001. SVPL is not involved in any business activity other than holding investments in the share capital of group Companies including Somany Ceramics Limited.

SCL was incorporated on January 20, 1968 as "Somany Pilkington's Limited" and received Certificate of Commencement of business dated February 7, 1968. The name of SCL was changed from "Somany Pilkington's Limited" to "SPL Limited" on October 18, 1995 and from "SPL Limited" to "Somany Ceramics Limited" on January 30, 2007. The registered office of SCL is located at 2, Red Cross Place, Kolkata - 700001. SCL is an internationally acclaimed organization that specializes in ceramics and allied products segment. SCL has an access to tiles manufacturing capacity of about 61 million square meters through two owned units (Kadi, Gujarat and Kassar, Haryana), six associate/subsidiary companies and also other outsource vendors. Somany is a complete décor solutions provider and its extensive range of products include- Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Glazed Vitrified Tiles, Digital Tiles, Sanitaryware and Bath Fittings as well as Tile Laying Solutions. The Equity Shares of SCL are listed on BSE Limited ('**BSE**') and National Stock Exchange of India Ltd. ('**NSE**').

PURPOSE AND RATIONALE OF THE SCHEME

This Scheme of Amalgamation is presented under Sections 230 and 232 and other applicable provisions of the Companies Act, 2013 where under the amalgamation of BHL, SVL and SVPL with SCL is envisaged.

BHL, SVL AND SVPL (collectively referred to as "**Promoter Group**") forms part of the Promoter Group of SCL. BHL currently holds 92,02,200 equity shares of Rs. 2/- each fully paid up constituting 21.72% of SCL's paid up equity share capital. SVL currently holds 63,32,500 equity shares of Rs. 2/- each fully paid up constituting 14.94% of SCL's paid up equity share capital and SVPL currently holds 35,52,500 equity shares of Rs. 2/- each fully paid up constituting 8.38% of SCL's paid up equity share capital.

Also BHL currently holds 1,74,150 equity shares of Rs. 10/- each fully paid up constituting 49.03% stake in SVL (with its nominees) and 2,60,000 equity shares of Rs. 10/- each fully paid up constituting 49.31% stake in SVPL.

SVL currently holds 1,15,834 equity shares of Rs. 10/- each fully paid up constituting 22.73% stake in BHL (with its nominees) and 1,88,000 equity shares of Rs. 10/- each fully paid up constituting 35.66% stake in SVPL (with its nominees).

SVPL currently holds 70,940 equity shares of Rs. 10/- each fully paid up constituting 19.97% stake in SVL and 61,755 equity shares of Rs. 10/- each fully paid up constituting 12.12% stake in BHL.

Pursuant to the proposed Scheme, BHL, SVL and SVPL would be ceased to form part of the Promoter Group of SCL and individual promoters of SCL ("**Promoters**") would directly hold the said equity shares in SCL in the same proportion as they hold in BHL, SVL and SVPL which will be dissolved without the process of winding up.

The Amalgamation of BHL, SVL and SVPL into SCL would not only lead to simplification of the shareholding structure and reduction of the shareholding tiers, but also demonstrate the promoter group direct commitment to and engagement with SCL.

There would be no change in the promoter shareholding of SCL after the proposed amalgamation. The promoters would continue to hold the same percentage of shares collectively in SCL, pre and post amalgamation of BHL, SVL and SVPL with SCL.

All costs and charges of any nature arising or incurred in connection with and implementing this Scheme shall be borne by BHL, SVL and SVPL and or / its members

Further this Scheme also provides that Promoters shall indemnify SCL and keep SCL indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be instituted by any third party (ies) including governmental authorities on SCL and are directly relatable to BHL, SVL and SVPL or which may devolve on SCL on account of this Scheme.

In consideration of the above mentioned rationale and related benefits, this Scheme between BHL, SVL, SVPL and SCL is being proposed in accordance with the terms set out hereunder.

PARTS OF THE SCHEME

PART A -DEFINITIONS AND SHARE CAPITAL

PART B - AMALGAMATION OF BHL, SVL AND SVPL WITH SCL

PART C - GENERAL TERMS AND CONDITIONS OF AMALGAMATION

PARTD - ISSUE OF SHARES AND ACCOUNTING TREATMENT

PART E – MISCELLANEOUS PROVISIONS

PART A -DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme of Amalgamation, unless inconsistent / repugnant with the subject, context or meaning thereof, the following initialed and/or fully capitalized words or expressions shall have the meaning as set out herein below:

(a) **"Act" or "the Act"** means the Companies Act, 2013 and shall include any and all statutory amendments, modifications or re-enactment thereof from time to time. As on the date of approval of this Scheme by the Board of Directors of BHL, SVL, SVPL and SCL, Sections 230 and 232 of the Companies Act, 2013 continue to be in force with the other applicable provisions of the Companies Act, 2013. Accordingly, references in this Scheme to the particular provisions of the Act are references to particular provisions of the Companies Act, 2013. Upon such provisions standing re-enacted by enforcement of the provisions of the Companies Act, 2013, such references shall, unless a different intention appears, be construed as references to the provisions so re-enacted;

(b) **"Amalgamation"** means the combination of the BHL, SVL and SVPL with SCL in such a manner that all the Assets and Liabilities of BHL, SVL and SVPL become the Assets and Liabilities of SCL and BHL, SVL and SVPL ceases to exist forthwith without the process of winding up;

(c) **"Appointed Date"** means 1st April, 2018 or such other date as may be approved by the Hon'ble National Company Law Tribunal, Kolkata Bench, or any other competent authority;

(d) **"Appropriate Authority"** means any government, statutory, regulatory, departmental or public body, or authority within the territories of Kolkata including Registrar of Companies, Kolkata, Hon'ble National Company Law Tribunal of Kolkata, Securities and Exchange Board of India ('**SEBI**') and Stock Exchange(s) where the shares of SCL are listed;

(e) **"Audit Committee"** in relation to the SCL, as the case may be, means an audit committee of such company as constituted from time to time;

(f) **"Board of Directors" or "Board"** of BHL, SVL, SVPL and SCL shall include any committee or any person authorized by Board of Directors or such committee of Directors;

(g) **"BSE"** means BSE Limited;

(h) **"NSE"** means National Stock Exchange of India Ltd.;

(i) **"Effective Date"** means the last of the dates on which all the conditions and matters referred to in Clause 21 hereof have been fulfilled. References in this Scheme to the date of "coming into effect of this Scheme", "upon the Scheme becoming effective" or "effectiveness of this Scheme" shall mean the Effective Date;

(j) **"NCLT" or "Court"** means the Hon'ble National Company Law Tribunal, Kolkata Bench;

(k) **"Income Tax Act"** means the Income Tax Act, 1961, and shall include any statutory modifications, re-enactment or amendment thereof;

(l) **"BHL"** or **"Transferor Company 1"** means Bhilwara Holdings Limited, a company incorporated on September 23, 1980 and presently having its registered office at 2, Red Cross Place, Kolkata – 700001, West Bengal ;

(m) **"SVL"** or **"Transferor Company 2"** means Sarvottam Vanijya Limited, a company incorporated on October 26, 1981 and presently having its registered office at 2, Red Cross Place, Kolkata – 700001, West Bengal.

(n) **"SVPL"** or **"Transferor Company 3"** means Scope Vinimoy Private Limited a company incorporated on December 15, 2004 and presently having its registered office at 2, Red Cross Place, Kolkata – 700001, West Bengal.

(o) **"SCL"** or **"Transferee Company"** means Somany Ceramics Limited, a listed company incorporated on January 20, 1968 and presently having its registered office at 2, Red Cross Place, Kolkata – 700001, West Bengal.;

(p) **"Law"** or **"Applicable Law"** shall means any statute, notification, by laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinances, orders or instructions having the force of law enacted or issued by any Appropriate Authority including any statutory modification or re-enactment thereof for the time being in force;

(q) **"Record Date"** shall be the date or dates to be fixed by the Board of Transferor and /or Transferee Company for the purpose of determining the names of the equity shareholders of the Transferor company for issue of equity shares of the Transferee Company pursuant to this Scheme;

(r) **"ROC"** or **"Registrar of Companies"** means Registrar of Companies, Kolkata.

(s) **"Scheme of Amalgamation"** or **"this Scheme"** or **"the Scheme"** means this Scheme of Amalgamation in its present form or with any modifications, as approved or directed by the Hon'ble NCLT or any other appropriate authority;

(t) **"SEBI"** means Securities and Exchange Board of India established under Securities and Exchange Board of India Act, 1992;

(u) **'SEBI Circular'** means the circular no CFD/DIL3/CIR/2017/21 dated March 10, 2017 read amendments thereto and as issued by SEBI from time to time in respect of schemes of arrangement;

(v) **"SEBI Regulations"** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by SEBI and any amendments made thereof;

The expressions which are used in this Scheme and not defined in this Scheme, shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be, or any statutory modification or re-enactment thereof from time to time.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) shall be operative with effect from the Appointed Date but take effect from the Effective Date.

3. SHARE CAPITAL

3.1 The Authorised, Issued, Subscribed and Paid Up share capital of "BHL" or "Transferor Company 1" as on January 31, 2018 as per Management and Auditor Certified financial statements is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
12,30,000 Equity Shares of Rs.10/- each	Rs. 1,23,00,000/-
Total	**Rs. 1,23,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
5,09,686 Equity Shares of Rs. 10/- each	Rs. 50,96,860/-
Total	**Rs. 50,96,860/-**

3.2 The Authorised, issued, Subscribed and Paid Up share capital of "SVL" or "Transferor Company 2" as on January 31, 2018 as per Management and Auditor Certified financial statements is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
3,60,000 Equity Shares of Rs.10/- each	Rs. 36,00,000/-
Total	**Rs. 36,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
3,55,210 Equity Shares of Rs. 10/- each	Rs. 35,52,100/-
Total	**Rs. 35,52,100/-**

3.3 The Authorised, issued, Subscribed and Paid Up share capital of "SVPL" or "Transferor Company 3" as on January 31, 2018 as per Management and Auditor Certified financial statements is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
7,10,000 Equity Shares of Rs.10/- each	Rs. 71,00,000/-
Total	**Rs. 71,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
5,27,250 Equity Shares of Rs. 10/- each	Rs. 52,72,500/-
Total	**Rs. 52,72,500/-**

Subsequent to the above Balance Sheet date and till the approval of the Scheme by the Board of Directors of BHL, SVL AND SVPL, there is no change in the Share Capital structure set out above.

3.4 The Authorised, Issued, Subscribed and Paid Up share capital of "SCL" or "Transferee Company" as on December 31, 2017 as per financial results duly reviewed by the Auditors and as approved by Board of Directors on January 30, 2018, is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	
12,50,00,000 Equity Shares of Rs.2/- each	25,00,00,000/-
Total	**25,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
4,23,79,426 Equity Shares of Rs 2/- each	8,47,58,852/-
Total	**8,47,58,852/-**

3.5 The Equity shares of SCL are listed on BSE & NSE. The Equity Shares of BHL, SVL and SVPL are not listed on any of the stock exchange as of today.

4. COMPLIANCE WITH THE TAX LAWS

This Scheme, has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, specifically Section 2(1B) of the Income Tax Act, 1961, and other relevant sections of the Income Tax Act,1961 which includes the following:

- all the property of the amalgamating company immediately before the amalgamation becomes the property of the amalgamated company by virtue of the amalgamation;
- all the liabilities of the amalgamating company immediately before the amalgamation become the liabilities of the amalgamated company by virtue of the amalgamation;
- shareholders holding not less than three-fourths in value of the shares in the amalgamating company (other than shares already held therein immediately before the

amalgamation by, or by a nominee for, the amalgamated company or its subsidiary) become shareholders of the amalgamated company by virtue of the amalgamation, otherwise than as a result of the acquisition of the property of one company by the other company pursuant to the purchase of such property by the other company or as a result of the distribution of such property to the other company after the winding up of the first mentioned company.

If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. Notwithstanding the other provisions of this Scheme, the power to make such amendments as may become necessary shall vest with the Board of Directors of SCL, which power shall be exercised reasonably in the best interests of the companies and their stakeholders, and which power can be exercised at any time, whether before or after the Effective Date.

PART B - AMALGAMATION OF BHL, SVL AND SVPL WITH SCL

5. TRANSFER AND VESTING

With effect from the Appointed Date or such other date as may be fixed or approved by the Hon'ble NCLT or any other appropriate authority and upon the Scheme becoming effective, BHL, SVL and SVPL shall pursuant to the sanction of this Scheme by the Hon'ble NCLT and in accordance with the provisions of Sections 230 and 232 and other applicable provisions, if any, of the Companies Act, 2013 be and stand transferred to and vested in or be deemed to have been transferred to and vested in SCL, as a going concern without any further act, instrument, deed, matter or thing to be made, done or executed so as to become, as and from the Appointed Date, the assets and liabilities of SCL by virtue of and in the manner provided in this Scheme.

6. TRANSFER OF ASSETS

Upon the sanction of the Scheme by the Hon'ble NCLT, and without prejudice to the generality of the preceding Clause, upon the coming into effect of this Scheme and with effect from the Appointed Date:

6.1. All the assets and properties of BHL, SVL and SVPL of whatsoever nature and whosesoever's situated, including all rights, titles, interest and privileges, powers and authorities in the movable and immovable properties, tangible and intangible assets, including capital work-in-progress, bank balances, all advances recoverable in cash or kind or value to be received, and all deposits/balance whether with Government or Semi-Government, local authorities or any other institution and bodies, including but not limited to amounts receivables from insurance companies, if any, advance tax(es) paid, if any, all benefits accruing as on the Appointed Date under the Income tax Act or under any other fiscal laws like sales tax credit, input service tax credit, goods and service tax credit, cenvat credit and deferred tax asset etc., deposits, margin money, cash in hand, loans to any other body corporate, investments of all kinds, inventories, lease and hire purchase contracts,

licensing Amalgamations, license fees, lending contracts, benefit of any security Amalgamations, reversions, powers, authorities, allotments, approvals including but not limited to approvals, consents and/or certificates obtained under the provisions of Income Tax Act, 1961, all consents, licenses, registrations in the name of BHL, SVL and SVPL, contracts, agreements, engagements, Amalgamations of all kind, rights, titles, interests, benefits, easements, and privileges, if any of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by BHL, SVL and SVPL (hereinafter referred to as "Assets"), shall, under the provisions of Sections 230 and 232 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in BHL, SVL and SVPL or be deemed to be transferred to and vested in BHL, SVL and SVPL as a going concern so as to become, as and from the Appointed Date, the assets and properties of SCL.

6.2. Without prejudice to the provisions of Clause 6.1 above, in respect of such of the assets and properties of BHL, SVL AND SVPL as are movable in nature or incorporeal property and are capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by BHL, SVL AND SVPL and shall, upon such transfer, become the assets and properties of SCL without requiring any separate deed or instrument or conveyance for the same.

6.3 In respect of movables other than those dealt with in Clause 6.2 above including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in SCL without any notice or other intimation to the debtors (although SCL may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositee, or any class of them, as the case may be), that the said debt, loan, advance, balance or deposit stands transferred and vested in SCL. In addition, BHL, SVL and SVPL shall, if so required by SCL, issue notices in such form as SCL may deem fit and proper stating that pursuant to the Hon'ble NCLT having sanctioned this Scheme, the relevant debt, loan, advance or other asset, be paid or made good or held on account of SCL, as the person entitled thereto, to the end and intent that the right of BHL, SVL and SVPL to recover or realize the same stands transferred to SCL and that appropriate entries should be passed in their respective books to record the aforesaid changes.

6.4. Upon coming into effect of the Scheme all motor vehicles, if any, of any nature whatsoever comprised in or relatable to BHL, SVL and SVPL, shall vest in SCL and appropriate Governmental and Registration Authorities shall mutate and register the said vehicles in the name of SCL as if the vehicles had originally been registered in the name of SCL.

6.5. With effect from the Effective Date and until such time the names of the bank accounts of BHL, SVL and SVPL are replaced with that of SCL, SCL shall be entitled to operate the bank accounts of BHL, SVL and SVPL, in so far as may be necessary.

6.6. All cheques and other negotiable instruments, payment orders received in the name of BHL, SVL and SVPL after the Effective Date shall be accepted by the bankers of SCL and credited

to the account of SCL. Similarly, the banker of SCL shall honour cheques issued by BHL, SVL and SVPL for payment after the Effective Date.

6.7. SCL, at any time after the coming into effect of this Scheme, may execute deeds of confirmation in favor of any party to any contract or Amalgamation or memorandum of understanding, to which BHL, SVL and SVPL is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. SCL shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of BHL, SVL and SVPL to carry out or perform all such formalities or compliance, referred to above on the part of BHL, SVL and SVPL to be carried out or performed.

6.8. All the statutory licenses, consents, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status, no objection certificates and other benefits or privileges enjoyed or conferred upon or held or availed of by BHL, SVL and SVPL , and all rights and benefits that have accrued or which may accrue to BHL, SVL and SVPL , whether before or after the Appointed Date, shall, under the provisions of Sections 230 and 232 of the Act and all other applicable provisions, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to SCL so as to become, as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of SCL and shall remain valid, effective and enforceable on the same terms and conditions. If the terms of the licenses, permits, quotas, approvals, permissions are such that they cannot be transferred/assigned/endorsed in the name of SCL and/or any of the concerned authorities specifically direct SCL to make a fresh application, in such scenarios, SCL shall comply with the necessary directions including but not limited to making a fresh application or such other application as may be directed by the concerned authority for the desired transfer of the licenses, permits, quotas, approvals, permissions in the name of SCL and pending the requisite fresh permissions, approvals, consents etc, SCL shall, to the extent permissible under the Law, be allowed to continue to use the existing approvals, consents, permissions etc issued in the name of BHL, SVL and SVPL . All brands, copyrights, trademarks, or any other kind of intellectual property, if any, registered with the authorities concerned or pending applications submitted at any time on or before the Effective Date or being used by BHL, SVL and SVPL shall stand vested in or transferred to SCL without any further act or deed and shall be appropriately mutated by the Statutory Authorities concerned in favour of SCL. The benefit of all brands, copyrights, trademarks, any other intellectual property, statutory and regulatory permissions, environmental approvals and consents, sales tax registrations, excise registrations, service tax registrations or other licenses and consents shall vest in and become available to SCL.

6.9. Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of BHL, SVL and SVPL shall stand transferred by the order of the Hon'ble NCLT to SCL, SCL shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning Court.

6.10. With effect from the Appointed Date and upon the Scheme becoming effective, immovable property, if any, including but not limited to land and buildings with plants and equipment or any other immovable property of BHL, SVL and SVPL, whether freehold or leasehold, and

any documents of title, rights and easements in relation thereto shall stand transferred to and be vested in SCL, without any further instrument, deed or act.

6.11. With effect from the Appointed Date and upon the Scheme becoming effective, SCL shall be entitled to exercise all rights and privileges and be liable to pay ground rent, taxes and fulfill obligations, in relation to or applicable to such immovable properties, if any. The mutation/substitution of the title to the immovable properties shall be made and duly recorded in the name of SCL by the appropriate authorities pursuant to the sanction of the Scheme by the Hon'ble NCLT and the Scheme becoming effective in accordance with the terms hereof.

6.12. All assets and properties of BHL, SVL and SVPL as on the Appointed Date, whether or not included in the books of BHL, SVL and SVPL, and all assets and properties which are acquired by BHL, SVL and SVPL on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of SCL, and shall under the provisions of Sections 230 and 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in SCL upon the coming into effect of this Scheme pursuant to the provisions of Sections 230 and 232 of the Act. Similarly, all the assets and properties, which are sold, transferred/ alienated by BHL, SVL and SVPL on or after the Appointed Date but prior to the Effective Date, shall be deemed to be transferred/ alienated by and on behalf of SCL, and shall be recognized by SCL in the same manner as would have been recognized had such sale, transfer taken place after this Scheme had become effective under the provisions of Sections 230 and 232 and all other applicable provisions and upon the Scheme becoming effective, SCL shall record the entries in its books of accounts appropriately.

6.13. All the insurance policies registered in the name of BHL, SVL and SVPL shall, pursuant to the provisions of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and or be deemed to have been transferred to and vested in and be available to the benefit of SCL and accordingly, the insurance companies shall record the name of SCL in all the insurance policies registered in the name of BHL, SVL and SVPL.

7. TRANSFER OF LIABILITIES

7.1. Upon the coming into effect of this Scheme and with effect from the Appointed Date, all liabilities of BHL, SVL and SVPL including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, share application money, current maturity of secured long term borrowings from NBFC, advance received, liabilities (including contingent liabilities), duties and obligations of BHL, SVL and SVPL of every kind, nature and description whatsoever and howsoever (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the Hon'ble NCLT and under the provisions of Sections 230 and 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in SCL, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by SCL to the extent they are outstanding on the Effective Date so as to become, as on and from the Appointed Date, the Liabilities of SCL on the same terms and conditions as were applicable to BHL, SVL and SVPL, and SCL shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or Amalgamation by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

7.2. All debts, liabilities, duties and obligations of BHL, SVL and SVPL as on the Appointed Date, whether or not provided in the books of BHL, SVL and SVPL, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to BHL, SVL and SVPL on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by SCL by virtue of this Scheme.

7.3. Where any such debts, loans raised, liabilities, duties and obligations (including contingent liabilities) of BHL, SVL and SVPL as on the Appointed Date have been discharged or satisfied by BHL, SVL and SVPL after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of SCL.

7.4. All loans raised and utilized and all liabilities, duties and obligations incurred or undertaken by BHL, SVL and SVPL after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of SCL and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Sections 230 and 232 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or be deemed to have been transferred to and vested in BHL, SVL and SVPL and shall become the loans and liabilities, duties and obligations of SCL which shall meet, discharge and satisfy the same.

7.5. Loans, duties and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or Amalgamation which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between BHL, SVL and SVPL inter-se and/or SCL shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of SCL. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.

7.6. Upon the Scheme becoming effective, all taxes payable by BHL, SVL and SVPL under the Income Tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Goods and Services Tax or other applicable laws/ regulations dealing with taxes/ duties/ levies (hereinafter in this Clause referred to as "**Tax Laws**") shall be transferred to the account of SCL; similarly all credits for taxes including Minimum Alternate Tax, Tax deduction at source on income of BHL, SVL and SVPL or obligation for deduction of tax at source on any payment made by or to be made by BHL, SVL and SVPL shall be made or deemed to have been made and duly complied with by SCL if so made by BHL, SVL and SVPL . Similarly any advance tax payment required to be made for by the specified due dates in the tax laws shall also be deemed to have been made by SCL if so made by BHL, SVL and SVPL. Any refunds under the Tax Laws due to BHL, SVL and SVPL consequent to the assessments made on BHL, SVL and SVPL and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by SCL.

7.7. All taxes of any nature, duties, cess or any other like payment or deductions made by BHL, SVL d SVPL to any statutory authorities such as Income Tax, Sales Tax, Service Tax, Goods and Service Tax etc. or any tax deduction / collection at source, tax credits under Tax laws, relating to the period after the Appointed Date up to the Effective Date shall be deemed to

have been paid by or on account of SCL and the relevant authorities shall be bound to transfer to the account of and give credit for the same to SCL upon the passing of the orders on this Scheme by the Hon'ble NCLT upon relevant proof and documents being provided to the said authorities.

7.8. The income tax, if any, paid by BHL, SVL and SVPL on or after the Appointed Date, in respect of income assessable from that date, shall be deemed to have been paid by or for the benefit of SCL. Further, SCL shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by BHL, SVL and SVPL for any year, if so necessitated or consequent to this Scheme.

8. ENCUMBRANCES

8.1. The transfer and vesting of the Assets of BHL, SVL and SVPL to and in SCL shall be subject to the mortgages and charges, if any, affecting the same, as and to the extent hereinafter provided.

8.2. All the existing securities, mortgages, pledge, charges, encumbrances or liens (the "**Encumbrances**"), if any, as on the Appointed Date and/or created by BHL, SVL and SVPL after the Appointed Date, over the assets or any part thereof transferred to SCL by virtue of this Scheme and in so far as such Encumbrances secure or relate to Liabilities of BHL, SVL and SVPL or otherwise, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to SCL, and such Encumbrances shall not relate or attach to any of the other assets of SCL.

8.3. The existing Encumbrances over the assets and properties of SCL or any part thereof which relate to the liabilities and obligations of SCL prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of BHL, SVL and SVPL transferred to and vested in SCL by virtue of this Scheme.

8.4. Any reference in any security documents or Amalgamations (to which BHL, SVL and SVPL is a party) to BHL, SVL and SVPL and its assets and properties, shall be construed as a reference to SCL and the assets and properties of BHL, SVL and SVPL transferred to SCL by virtue of this Scheme. Without prejudice to the foregoing provisions, BHL, SVL and SVPL and SCL may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge(s), with the Registrar of Companies to give formal effect to the above provisions, if required.

8.5. Upon the coming into effect of this Scheme, SCL alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of the Scheme.

8.6. It is expressly provided that, save as herein provided, no other terms or conditions of the Liabilities transferred to SCL is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

The provisions of this Clause shall operate in accordance with the terms of the Scheme, notwithstanding anything to the contrary contained in any instrument, deed or writing or the

terms of sanction or issue or any security document; all of which instruments, deeds or writings shall be deemed to stand modified and/or superseded by the foregoing provisions.

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PART C - GENERAL TERMS AND CONDITIONS OF AMALGAMATION

9. BUSINESS AND PROPERTY IN TRUST

9.1. Upon the coming into effect of the Scheme, as and from the Appointed Date and up to and including the Effective Date:

(a) BHL, SVL and SVPL shall carry on and be deemed to have carried on the business and activities and shall stand possessed of all the assets and properties, in trust for SCL and shall account for the same to SCL.

(b) Any income or profit accruing or arising to BHL, SVL and SVPL, as the case may be, and all costs, charges, expenses and losses or taxes incurred by BHL, SVL and SVPL shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of SCL and shall be available to SCL for being disposed off in any manner as it thinks fit.

9.2. With effect from the Appointed Date, all debts, liabilities, duties and obligations of the BHL, SVL and SVPL as on the close of business on the date preceding the Appointed Date, whether or not provided in the books of the BHL, SVL and SVPL and all liabilities debts, duties, obligations which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the SCL.

10. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

With effect from the Appointed Date and up to and including the Effective Date:

10.1. BHL, SVL AND SVPL undertakes to preserve and carry out the business with reasonable diligence and prudence and shall not undertake any financial commitments or sell, transfer alienate, charge, mortgage, or encumber or otherwise deal with or dispose of any undertaking or any part thereof, save and except in each case:

a. If the same is in the ordinary course of business as carried on by it as on the date of filing of this Scheme with the Hon'ble NCLT; or
b. If the same is expressly permitted under this Scheme; or
c. If prior written consent of the Board of Directors or its committee thereof of SCL has been obtained

10.2. Any of the rights, powers, privileges attached, related or pertaining to or exercised by BHL, SVL and SVPL shall be deemed to have been exercised by BHL, SVL and SVPL for and on behalf of, and in trust for and as an agent of SCL. Similarly any of the obligation, duties or commitment attached, related or pertaining to BHL,SVL and SVPL that have been undertaken or discharged by BHL, SVL and SVPL, shall be deemed to have been undertaken or discharged for and on behalf of and as an agent of SCL

10.3. BHL, SVL and SVPL shall not vary the terms and conditions of services of its employees except in the ordinary course of business.

11. LEGAL PROCEEDINGS

11.1. All suits, action, legal proceedings of whatsoever nature by or against BHL, SVL and SVPL pending and/ or arising at the Appointed Date and relating to BHL, SVL and SVPL or its properties, assets, debts, liabilities, duties and obligations, shall be continued and/ or enforced until the Effective Date as desired by SCL and as and from the Effective Date shall be continued and enforced by or against SCL in the same manner and to the same extent as would or might have been continued and enforced by or against BHL, SVL and SVPL .

11.2. On and from the Effective Date, SCL may, if required, initiate any legal proceedings in its name in relation to BHL, SVL and SVPL in the same manner and to the same extent as would or might have been initiated by BHL, SVL and SVPL

11.3. After the Effective Date, the Promoters undertakes to keep harmless and keep indemnified from time to time SCL from and against any contingent liabilities and obligations relatable to SCL including all demands, claims, suits, proceedings, and the like which have, shall or may be instituted by any person, authority, government of India, firm, company, body corporate or organization against SCL, directly relating to BHL, SVL and SVPL and / or against any financial liability/claim that may arise against SCL by virtue of transfer and vesting of BHL, SVL and SVPL into SCL under and pursuant to this Scheme.

12. DIVIDEND AND UTILISATION OF THE AVAILABLE CASH

12.1. Until the Effective Date, BHL, SVL and SVPL shall be entitled to declare and pay any dividends, whether interim, or final, to its shareholders in respect of the accounting period prior to the Effective Date out of its Income/cash if any, lying with BHL, SVL and SVPL.

12.2. BHL, SVL and SVPL shall have right to utilize its income or available cash for the purpose of meeting the expenses in the ordinary course of business or for the purpose(s) specified in the Scheme.

13. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

13.1. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, insurance policies and other instruments, if any, of whatsoever nature to which BHL, SVL and SVPL is a party and subsisting or having effect on the Effective Date shall be in full force and effect against or in favour of SCL, as the case may be, and may be enforced by or against SCL as fully and effectually as if, instead of BHL, SVL and SVPL , SCL had been a party thereto.

13.2. SCL may enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite Amalgamations, confirmations or novations, to which BHL, SVL and SVPL will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. SCL shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of BHL, SVL and SVPL and to implement or carry out all formalities required on the part of BHL, SVL and SVPL to give effect to the provisions of this Scheme.

13.3. Since each and every and all of the statutory permissions, approvals, consents, sanctions, remissions, special reservations, incentives, no-objection certificates, permits, quotas, entitlements, concessions, licenses, registrations, certificates, and other authorizations, howsoever described and in whatever form, of the BHL, SVL and SVPL shall stand transferred by the order of the Hon'ble NCLT to the SCL, the SCL shall file the relevant intimations, if required, for the record of all of the statutory and regulatory authorities, who shall take them on file, pursuant to the vesting orders of the sanctioning Hon'ble NCLT.

14. STAFF AND EMPLOYEES

14.1. On the Scheme coming into effect, all staff and employees of BHL, SVL and SVPL in service on such date shall be deemed to have become staff and employees of SCL without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with SCL shall not be less favorable than those applicable to them with reference to BHL, SVL and SVPL on the Effective Date.

14.2. Upon the Scheme coming into effect, the existing Provident Fund, Gratuity Fund, and Superannuation Fund and/ or schemes and trusts, including employee's welfare trust, if any, created by BHL, SVL and SVPL for its employees shall be transferred to SCL. BHL, SVL and SVPL shall take all steps necessary for the transfer, where applicable, of the Provident Fund, Gratuity Fund, Superannuation Fund and/ or schemes and trusts, including employee's welfare trust, pursuant to the Scheme, to SCL. All obligations of BHL, SVL and SVPL with regard to the said fund or funds as defined in the respective trust deed and rules shall be taken over by SCL from the Effective Date to the end and intent that all rights, duties, powers and obligations of BHL, SVL and SVPL in relation to such Fund or Funds shall become those of SCL and all the rights, duties and benefits of the employees employed in BHL, SVL and SVPL under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of BHL, SVL and SVPL will be treated as having been continuous for the purpose of the said Fund or Funds.

15. TREATMENT OF TAXES

15.1. Any tax liabilities under the Income Tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Goods and Services Tax or other applicable laws/ regulations dealing with taxes/ duties/ levies (hereinafter in this Clause referred to as **"Tax Laws"**) allocable or related to BHL, SVL and SVPL to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to SCL. Any surplus in the provision for taxation/ duties/ levies account including advance tax and withholding tax as on the date immediately preceding the Appointed Date will also be transferred to the account of the SCL. Any refund under the Tax Laws due to BHL, SVL and SVPL consequent to the assessments made on BHL, SVL AND SVPL and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by SCL.

15.2. All taxes (including income tax, sales tax, excise duty, customs duty, service tax, VAT,GST, etc.) paid or payable by BHL, SVL and SVPL in respect of the operations and/or the profits of the business before the Appointed Date, shall be on account of BHL, SVL and SVPL and, insofar as it relates to the tax payment (including, without limitation, sales tax, excise duty,

custom duly, income tax, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by BHL, SVL and SVPL in respect of the profits or activities or operation of the business after the *Appointed Date*, the same shall be deemed to be the corresponding item paid by SCL, and, shall, in all proceedings, be dealt with accordingly.

15.3. Upon the Scheme becoming effective, SCL is also expressly permitted to revise its income tax returns and other returns filed under the tax laws and to claim refunds, advance tax and withholding tax credits, etc., pursuant to the provisions of this Scheme.

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PART D - ISSUE OF SHARES AND ACCOUNTING TREATMENT

16. ISSUE OF SHARES

16.1. Upon this Scheme becoming effective and in consideration for the Amalgamation of BHL, SVL and SVPL with SCL, in terms of this Scheme, SCL shall, without any further application, act or deed, issue and allot equity shares to the Equity Shareholders of BHL, SVL and SVPL or such of their respective heirs, executors, administrators, or other legal representatives or other successors in title, as may be recognized by the Board of SCL and approved by them, and whose names appear in the Register of Members of BHL, SVL and SVPL on the Record Date, equity shares in its share capital at par (hereinafter also referred to as the "**Equity Shares on Amalgamation**"), in the following proportion:

"1 (One) fully paid up equity share of Rs. 2/- each of SCL to be issued and allotted to the shareholders of BHL, SVL and SVPL in proportion of their respective shareholding in BHL, SVL and SVPL for every 1 (one) fully paid up equity share of Rs. 2/- each held by BHL, SVL and SVPL in SCL."

Therefore 1,90,87,200 (One Crore Ninety Lac Eighty Seven Thousand Two Hundred) fully paid up equity shares of face value of Rs.2/- (Rupees Two) each of SCL to be issued and allotted to the shareholders of BHL, SVL and SVPL in proportion of their respective shareholding in BHL, SVL and SVPL upon Amalgamation of BHL, SVL and SVPL with SCL."

Upon amalgamation becoming effective, the transferee company shall issue equity shares to the shareholders of the Transferor Companies, exactly same number of equity shares as held by the transferor companies in the transferee company.

16.2. The Equity Shares on Amalgamation is based on the following share capital positions of BHL, SVL, SVPL and SCL:

- 92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Shares of Rs. 2 each of SCL against 92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Shares of Rs.2 each held by BHL in SCL as on January 31, 2018 shall be issued and allotted to the Equity Shareholders of BHL in proportion of their holdings in BHL;

- 63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs. 2 each of SCL against 63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by SVL in SCL as on January 31, 2018 shall be issued and allotted to the Equity Shareholders of SVL in proportion of their holdings in SVL;

- 35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs. 2 each of SCL against 35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by SVPL in SCL as on January 31, 2018 shall be issued and allotted to the Equity Shareholders of SVPL in proportion of their holdings in SVPL.

The paid up capital positions of BHL, SVL and SVPL as on January 31, 2018, are as under:

- 5,09,686 Equity Shares of Rs.10/- each of BHL
- 3,55,210 Equity Shares of Rs.10/- each of SVL
- 5,27,250 Equity Shares of Rs.10/- each of SVPL

Cross shareholdings between BHL, SVL and SVPL shall stand cancelled upon approval of proposed Scheme of Amalgamation by NCLT and other concerned Authority(ies).

16.3. The aforesaid ratio as referred in Clause 16.1, shall be suitably adjusted for any changes in the share capital position as mentioned above, whether by means of a bonus issue, split of shares, sub-division of shares, consolidation of shares, capital reduction, re-classification of shares or any other corporate action. All such adjustments to the Equity Shares on Amalgamation shall be deemed to be carried out as an integral part of this Scheme, and the resultant Equity Shares on Amalgamation shall be adopted in Clause 16.1 without any further act or deed, upon agreement in writing by BHL, SVL and SVPL and SCL.

16.4. The fractional entitlement, if any, to which the shareholders of BHL, SVL and SVPL may become entitled to upon issue of Equity Shares on Amalgamation pursuant to clause 16.1 or 16.3 above would be rounded off by SCL to the nearest integer. However in no event, the number of Equity Shares on Amalgamation shall exceed the total number of equity shares held by BHL, SVL and SVPL in SCL.

16.5. The Equity Shares on Amalgamation to be issued and allotted pursuant to Clause 16.1 or 16.3 shall in all respects, rank pari passu with the existing equity shares of SCL, if any, for dividend and all other benefits and on all respects with effect from the date of their allotment except that, in respect of dividend that may be declared, such shares will be entitled for such dividend from the Appointed Date.

16.6. The Equity Shares on Amalgamation to be issued and allotted in terms hereof will be subject to the relevant Memorandum and Articles of Association of SCL.

16.7. The Equity shares on amalgamation issued pursuant to Clause 16.1 or 16.3 above shall be issued in the dematerialized form by SCL unless otherwise notified in writing by the shareholders of BHL, SVL and SVPL to SCL or on before such date as may be determined by the Board of Directors of SCL. In the event, such notice has not been received by SCL in respect of any of the member of BHL, SVL and SVPL, the equity shares on amalgamation shall be issued to such shareholder in dematerialized form provided that members of BHL, SVL and SVPL shall be required to have an account with a depository participant and shall provide details thereof and such other confirmation as may be required. It is only thereupon that SCL shall issue and directly credit the dematerialized securities account of such members of BHL, SVL and SVPL.

In the event that SCL receives the notice from any of the member of BHL, SVL and SVPL that the Equity shares on amalgamation are to be issued in certificate form or if any member has

not provided the requisite details regarding the account with a depository participant or other confirmations as may be required, then SCL shall issue equity shares on amalgamation in certificate form in such manner.

Such physical share certificates (if any) shall be sent by SCL to such equity shareholder of BHL, SVL and SVPL at their respective registered address, as appearing in the Register of Members maintained by BHL, SVL and SVPL as on the Record Date with respect to their respective shareholder (or in case of the Joint Shareholders to the address of that one of the joint shareholders whose name stands first in such register of members in respect of such joint shareholding) and SCL shall not be responsible for any loss in transit.

16.8. SCL shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities for the issue and allotment of Equity Shares on Amalgamation to the shareholders of BHL, SVL and SVPL.

16.9. Equity shares on Amalgamation issued in terms of Clause 16.1 or 16.3 above shall be listed on the relevant stock exchange/s, where the existing equity shares of SCL are listed and /or admitted to trading in accordance with the applicable laws including without limitation the SEBI Circulars & SEBI Regulations. SCL shall enter into such agreements and give such confirmations and/or undertakings as may be necessary in accordance with the Applicable Laws or regulations for complying with the formalities of the relevant Stock Exchange(s).

16.10. Upon coming into effect of this Scheme and subject to the above provisions, the shareholders of BHL, SVL and SVPL shall receive new share certificates or credit of shares (in dematerialized form or physical form) reflecting the shares held by each member in SCL and the shares or the share certificates of BHL, SVL and SVPL in relation to the shares held by its shareholders shall, without any further application, act, instrument, deed, be deemed to have been automatically cancelled and be of no effect on and from the Record Date.

16.11. In the event of there being any pending and valid share transfers, whether lodged or outstanding, of any shareholder of BHL, SVL and SVPL, the Board of Directors or any committee thereof of SCL, shall be empowered in appropriate cases, even subsequent to the Record Date, to effectuate such a transfer in BHL, SVL and SVPL, as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the BHL, SVL, SVPL and SCL.

16.12. Upon the issue of Equity Shares on Amalgamation in terms of Clause 16.1 or 16.3 above, the provisions of Section 62 (corresponding to Section 81(1A) of the Act) read with Section 42 of the Companies Act, 2013 shall be deemed to have been complied with and such issue shall be an integral part of this Scheme.

16.13. The approval of this Scheme by the shareholders of SCL and BHL, SVL and SVPL under Sections 230 and 232 of the Act, or any corresponding provision of the Act, shall be deemed to have the approval under Section 16, 31 and other applicable provision of the Act, including but not limited to SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 as amended and any other consents and approval required in this regard.

16.14. Upon the Equity Shares on Amalgamation being issued and allotted by SCL to the shareholders of BHL, SVL an SVPL, in accordance with the provisions of Clause 16.1 or 16.3 above, the investments held by BHL, SVL and SVPL in the share capital of SCL, shall,

without any further application, act, deed, instrument stand cancelled. The shares held by BHL, SVL and SVPL in dematerialized form shall be extinguished, on and from such issue and allotment of Equity Shares on Amalgamation.

16.15. Such reduction of share capital of SCL in accordance with the provisions of Clause 16.14 above shall be effected as an integral part of the Scheme and the Order of the Hon'ble NCLT sanctioning the Scheme shall be deemed to be an order under Section 66 and any other applicable provision of the Act confirming the reduction. SCL shall not be required to add the words "and reduced" as a suffix to its name consequent upon reduction.

17. ACCOUNTING TREATMENT

17.1. SCL shall, upon the coming into effect of this Scheme, record the assets and liabilities of BHL, SVL and SVPL vested in it pursuant to this Scheme, at the respective book values thereof, at the close of business of the day immediately preceding the Appointed Date.

17.2. SCL shall credit to its share capital account in its books of account the aggregate face value of Equity Shares on Amalgamation issued by it to the shareholders of BHL, SVL and SVPL, pursuant to this Scheme.

17.3. Upon the coming into effect of this Scheme, any intercompany investment in the books of BHL, SVL and SVPL and SCL, representing equity shares of BHL, SVL and SVPL and/ or SCL will stand cancelled and no shares or consideration shall be issued by SCL in respect of such cancelled shares.

17.4. The excess/ deficit of the value of the assets over the value of the liabilities of BHL, SVL and SVPL vested in SCL pursuant to this Scheme, and as recorded in the books of account of SCL shall, after adjusting the amount recorded in Clause 17.2 and 17.3 above and 'Expenses of Scheme', be treated in the balance sheet of the SCL in accordance with "The Pooling of Interests" method.

17.5. In case of any differences in accounting policy between BHL, SVL and SVPL and SCL, the impact of the same till the Appointed Date will be quantified and directly adjusted in profit and loss account appearing in the balance sheet of SCL, to ensure that upon the coming into effect of this Scheme, the financial statements of SCL reflect the financial position on the basis of a consistent accounting policy.

17.6. It is hereby clarified that pursuant to the provisions of Clause 9, all transactions during the period between the Appointed Date and Effective Date relating to BHL, SVL and SVPL would be duly reflected in the financial statements of SCL, upon the coming into effect of this Scheme.

17.7. To the extent that there are inter-corporate loans or balances between BHL, SVL and SVPL and SCL, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of SCL for the reduction of any assets or liabilities, as the case may be.

18. MERGER OF AUTHORISED SHARE CAPITAL

18.1. Upon sanction of this Scheme, the authorised share capital of SCL, shall automatically stand increased without any further act, instrument or deed on the part of SCL, including payment of stamp duty and fees payable to Registrar of Companies, by the authorised share capital of BHL, SVL and SVPL aggregating to Rs.2,30,00,000/- comprising of 1,15,00,000 Equity Shares of Rs. 2 each and the Memorandum of Association and Articles of Association of SCL (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Section 13, Section 14, and Section 61 of the Companies Act, 2013 (corresponding to Section 16, Section 31, Section 94 of the Companies Act, 1956) or any other applicable provisions of the Act, as the case may be and for this purpose the stamp duty and the fee paid on authorised share capital of BHL, SVL and SVPL shall be utilized and applied to the above referred increased authorised share capital of SCL and no payment of any extra stamp duty and/or fee shall be payable by SCL for increase in its authorised share capital to that extent.

18.2. If required, SCL shall take necessary steps to increase its Authorized Share Capital before the effective date so as to make it sufficient for allotment of shares to the shareholders of BHL, SVL and SVPL in consideration of the amalgamation after considering the clubbed authorized capital of SCL.

18.3. It is clarified that the approval of the members of SCL to the Scheme shall be deemed to be their consent/approval also to the alteration of the Memorandum of Association and Articles of Association of SCL as may be required under the Act

18.4. Clause V of the Memorandum of Association of SCL shall be suitably amended to take effect of Clause 18.1 to 18.3 as mentioned above.

19. SAVING OF CONCLUDED TRANSACTIONS

The transfer of properties and liabilities under Clause 5 and the continuance of proceedings by or against SCL under Clause 11 shall not affect any transaction or proceedings already concluded by BHL, SVL and SVPL on or before the date when BHL, SVL and SVPL adopts the Scheme in its Board meeting, and after the date of such adoption till the Effective Date, to the end and intent that SCL accepts and adopts all acts, deeds and things done and executed by BHL, SVL and SVPL in respect thereto as done and executed on behalf of itself.

PART E - MISCELLANEOUS PROVISIONS

20. APPLICATION TO THE HON'BLE NCLT

BHL, SVL and SVPL and SCL shall, with all reasonable dispatch, make applications or petitions under Sections 230 and 232 and other applicable provisions of the Act, to the Hon'ble NCLT or any other Appropriate Authority, for sanction of this Scheme under the provision of the law.

21. CONDITIONALITY OF THE SCHEME

The Scheme is conditional upon and subject to:

a. The Scheme being approved by the requisite majorities in number and value of such class of persons including the respective members and /or creditors of SCL and BHL, SVL and SVPL , as prescribed under the Act and as may be directed by the Hon'ble NCLT or any other Appropriate Authority as may be applicable;

b. As Para (I) (A) (9) of Annexure I of the SEBI Circular is applicable to this Scheme, therefore it is provided in the Scheme that SCL will provide voting by the public shareholders through postal ballot and evoting and will disclose all material facts in the explanatory statements, to be sent to the shareholders in relation to said resolution. Further, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of this Scheme are more than the number of votes cast by the public shareholders against it. The term "Public" shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

c. The sanction of the Scheme by the Hon'ble NCLT or any other Appropriate Authority under Sections 230 and 232 and other applicable provisions, if any of the Act in favour of BHL, SVL and SVPL and SCL;

d. Last date of the filing by BHL, SVL and SVPL and SCL of the certified copies of the order of the Hon'ble NCLT sanctioning the Scheme under Sections 230 and 232 of the Act with the respective jurisdictional Registrar of Companies.

e. The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law, may be necessary for the implementation of the Scheme

22. EFFECT OF NON RECEIPT OF APPROVAL

22.1. In the event any of the said sanctions and approvals referred to in Clause 21 above not being obtained and/ or the Scheme not being sanctioned by the Hon'ble NCLT or such other Appropriate Authority, if any, this Scheme shall stand revoked, cancelled and be of no effect and null and void save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as may

otherwise arise in law and in such event Promoters shall bear all the respective costs, charges and expenses in connection with the Scheme.

22.2. If any part or section of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board of Directors of BHL, SVL and SVPL and SCL, affect the adoption or validity or interpretation of the other parts and/ or provisions of this Scheme. It is hereby clarified that the Board of Directors of BHL, SVL and SVPL and SCL, as the case may be, may in their absolute discretion at any time, adopt any part of this Scheme or declare the entire Scheme to be null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person. In such case BHL, SVL and SVPL and SCL shall bear its own cost or bear costs as may be mutually agreed.

22.3. The Board of Directors of SCL will have the power to resolve the differences, if any.

23. MODIFICATION OR AMENDMENT TO THE SCHEME

The Board of Directors of BHL, SVL and SVPL and SCL reserve the right to withdraw the Scheme at any time before the 'Effective Date' and may assent to any modification(s) or amendment(s) in this Scheme which the Court and/ or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/ or carrying out the Scheme and the Board of Directors of BHL, SVL and SVPL and SCL and after the dissolution of BHL, SVL and SVPL , the Board of Directors of SCL be and are hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders of the Court or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and / or any matters concerning or connected therewith.

24. DISSOLUTION WITHOUT WINDING UP

On the Scheme becoming effective, BHL, SVL and SVPL shall be dissolved without going through the process of winding up and no person shall make assert or take any claims, demands or proceedings against a director or officer thereof in his capacity as such director or officer except in so far be necessary for enforcing the provisions of this order

25. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) of BHL, SVL and SVPL and SCL arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by the Promoters and/or BHL, SVL and SVPL and or its members.

IN THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH

KOLKATA

CA (CAA) No. 1154/ KB of 2018

In the matter of:

An application under Section 230 – 232 of the Companies Act, 2013 read with (Compromises, Arrangements and Amalgamations) Rules, 2016

AND

In the matter of:

M/S BHILWARA HOLDINGS LIMITED, a Company incorporated under the Companies Act, 1956, on the 23rd day of September, 1980 and having its registered office at 2, Red Cross Place, Kolkata - 700001;

...Applicant No. 1/(Transferor Company No. 1)

AND

In the matter of:

M/S SARVOTTAM VANIJYA LIMITED, a Company incorporated under the Companies Act, 1956, on the 26TH DAY OF October, 1981 and having its registered office at 2, Red Cross Place, Kolkata - 700001;

...Applicant No. 2/(Transferor Company No. 2)

Sd/-

AND

In the matter of:

M/S SCOPE VINIMOY PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956, on the 15th day of December, 2004 and having its registered office at 2, Red Cross Place, Kolkata - 700001;

...Applicant No. 3/(Transferor Company No. 3)

AND

In the matter of:

M/S SOMANY CERAMICS LIMITED, a Company originally incorporated under the name and style of Somany Pilkington's Limited on the 20th day of January 1968 and subsequently the name has been changed to Somany Ceramics Limited on the 18th day of October 1995 and having its registered office at 2, Red Cross Place, Kolkata - 700 001;

...Applicant No. 4/Transferee Company

AND

In the matter of:

1. **M/S BHILWARA HOLDINGS LIMITED : (TRANSFEROR CO. NO. 1)**
2. **M/S SARVOTTAM VANIJYALIMITED : (TRANSFEROR CO. NO. 2)**
3. **M/S SCOPE VINIMOY PRIVATE LIMITED : (TRANSFEROR CO. NO. 3)**
4. **M/S SOMANY CERAMICS LIMITED : (TRANSFEREE COMPANY)**

.... Applicants

Sd

Counsels on record:

1. Mrs. Manju Bhuteria, Advocate]
2. Ms. Pooja Jewrajka, Advocate] For the applicants

Coram: Hon'ble Member, Shri Jinan K.R., Member (J)

Date of pronouncement of order: 02/04/2019

ORDER

1. This application had been filed by the Applicant Companies namely **M/S BHILWARA HOLDINGS LIMITED (TRANSFEROR CO. NO. 1), M/S SARVOTTAM VANIJYALIMITED (TRANSFEROR CO. NO. 2), M/S SCOPE VINIMOY PRIVATE LIMITED (TRANSFEROR CO. NO. 3)** (hereinafter referred to as the "Transferor Companies") And **M/S SOMANY CERAMICS LIMITED (** hereinafter referred to as "The Transferee Company") under Section 230 to 232 of the Companies Act, 2013 read with relevant rules, for obtaining sanction of this Tribunal regarding Scheme of Amalgamation proposed to be made between the Transferee Company and the Transferor Companies and their respective shareholders. A copy of the Scheme of Amalgamation has been annexed with the Application marked as **Annexure –'A'**, pages 27 to 52.

2. It is stated in the proposed Scheme of Amalgamation that the proposed Scheme would not only lead to simplification of the shareholding structure and reduction of the shareholding tiers, but also demonstrate the promoter group direct commitment to and engagement with the transferee company.

3. It is stated in the proposed Scheme of Amalgamation that there would be no change in the promoter shareholding of Transferee Company after the proposed amalgamation. The promoters would continue to hold the same percentage of shares collectively in transferee company, pre and post amalgamation of the transferor companies with the transferee company, the Scheme shall result in dedicated and specialized management focus on the specific needs of the respective businesses and Scheme shall benefit to all stakeholders, leading to growth and value creation in long run and maximizing the value and return to the shareholders, unlocking intrinsic value of assets, achieving cost efficiencies and operational efficiencies.

4. It is stated in the application that the Scheme is in the interest of all the Applicant Companies, including their respective stakeholders and creditors.

5. It is stated in the application that the Board of Directors of each of the Applicant Companies have, at their Board meeting held on **March 5, 2018** approved the Scheme. The Board Resolutions are annexed to the application and marked as **'Annexure E'** (Pages 136 to 138), **'Annexure L'** (Pages 263 to 265) **'Annexure S'** (Pages 332 to 334) and **'Annexure Z'** (Pages 678 to 681).

6. It is further stated in the application that the aggregate assets of all the Applicant Companies are more than sufficient to meet all the liabilities and the said Scheme will not adversely affect the rights of any of the creditors of the Applicant Companies, in any manner whatsoever and due provisions have been made for payment of all liabilities, as and when the same shall fall due in usual course.

7. It is further stated in the application that no investigation proceedings are pending against the Applicant Companies under Sections 210, 213 to 217, 219, 220, 222 to 227 of the Companies Act, 2013 or any other provisions thereof.

8. It is further stated in the application that a Firm of Chartered Accountant has prepared a Report determining the Share Entitlement Ratio upon implementation of the Scheme. A copy of the Report is annexed to the application and marked as **'Annexure DD'** (Pages 727 to 730).

9. The Statutory Auditors of each of the applicant companies have provided a certificate to the effect that the Accounting Treatment in the Scheme is in compliance with the applicable Accounting Standards and the Generally Accepted Accounting Principles in India. Copies of such certificated are annexed to the application and marked as **'Annexure GG** (Page 766), **'Annexure HH'** [Page 767) **'Annexure II'** (Page 768) and **'Annexure JJ** (Page 769) .

10. It is also stated in the application that the said Scheme of Amalgamation is fair, reasonable and practicable and that the terms and conditions of the said Scheme will not adversely affect the shareholders or creditors of the Applicant Companies.

11. It is further stared in the application that the National Stock Exchange of India Limited, the stock exchange on which the equity shares of the Transferee Company are listed, has *vide* its observation letter dated November 14, 2018 granted its no objection to the filing of the Scheme before this Hon'ble Tribunal. A copy of the said letter is annexed to the application and marked as **'Annexure EE'** (Page 762).

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12. It is further stated in the application that the BSE Limited, the stock exchange on which the equity shares of the Transferee Company are also listed, has *vide* its observation letter dated November 6, 2018 granted its no objection to the filing of the Scheme before this Hon'ble Tribunal. A copy of the said letter is annexed to the application and marked as **'Annexure FF** (Page 764).

13. It is stated that the Scheme does not in any way violate, override or circumvent any provision of the Companies Act, 2013 and the rules and regulations issued thereunder.

14. It is further stated that the Scheme does not contemplate any scheme of corporate debt restructuring as provided for under Section 230(2)(c) of the Companies Act, 2013.

15. It is stated that as on September 30, 2018, the First Transferor Company has 15 equity shareholders and no preference shareholders, the Second Transferor Company has 13 equity shareholders and no preference shareholders the Third Transferor Company has 9 equity shareholders and no preference shareholders. I It is further stated that all the equity shareholders of the First, Second and Third Transferor Companies representing 100% in number and 100% in value of the issued, subscribed and fully paid-up equity share capital, have given their consent in writing agreeing to the Scheme and also consented to waive the holding and convening of the meeting of the shareholders. In this regard, a certificate issued by a Chartered Accountant certifying the list of shareholders of the First, Second and Third Transferor Companies as on September 30, 2018 along with the consent affidavits received from all the shareholders are

annexed to the Application and marked as **'Annexure "F", Annexure – "M" and Annexure "T"** [Page 139, 266 and 335 respectively).

16. It is stated that as on September 30, 2018, the First, Second and Third Transferor Companies have no secured and unsecured creditors. In this regard, a certificate issued by a Chartered Accountant certifying that the First, Second and Third Transferor Companies have nil secured and unsecured creditors as on September 30, 2018, is annexed to the Application and marked as **'Annexure G'** (Page 170) , **Annexure 'H'** (Page 171), **Annexure 'N'** (Page 293), **Annexure 'O'** (Page 294), **Annexure 'U'** (Page 355) and **Annexure 'V'** (Page 356) respectively.

17. It is stated that as on September 30, 2018, the Transferee Company, a widely held, publicly listed company, has **11916 equity shareholders** holding a **total of 42,379,426 equity shares** having a face value of Rs. 2/- each. In this regard, a certificate issued by a Chartered Accountant certifying the Shareholding pattern of the Transferee Company as on September 30, 2018, is annexed to the Application and marked as **'Annexure AA'** (Page 682 to 689).

18. It is stated that the Transferee Company has a total outstanding **secured debt of Rs. 2,89,82,59,377/-** as on September 30, 2018. A certificate issued by a Chartered Accountant certifying the total outstanding secured debt of the Transferee Company as on September 30, 2018, is annexed to the Application and marked as **'Annexure BB'.** (Page 690 to 692) .

19. It is stated that the Transferee Company has a total outstanding **unsecured debt** of Rs. **2,04,46,70,804/-** as on September 30, 2018. A certificate issued by a Chartered Accountant certifying the total outstanding unsecured debt of the Transferee Company as on September 30, 2018, is annexed to the Application and marked as **'Annexure CC'.** (Page 693 to 726)

20. It is further stated that in compliance with SEBI circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the statutory auditor of the Transferee Company has issued a certificate dated November 29, 2018 of non applicability of requirements of Paragraph (I)(A)(9)(a) of Annexure I of the said SEBI circular. The said certificate issued by the statutory auditor is annexed to the Application and marked as **'Annexure KK'.** (Page 770).

21. Having perused the application and concerned documents annexed to the application including the scheme of Amalgamation and having heard the submissions made by the Ld. Counsel on behalf of the applicants the following orders are passed herein.

ORDER

(a) Separate meetings of the equity shareholders, secured creditors and unsecured creditors of the Transferee Company to be held at **Somany Conference Hall of Merchants' Chamber Of Commerce & Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata 700 001 on Monday, May 27, 2019 at 11 AM, 1 PM and 1:30 PM respectively** for the purpose of considering and if thought fit, approving, with or without modifications, the said Scheme.

Sd

(b) The notices of each of the aforesaid meetings shall be advertised in Form no. CAA 2, in one English newspaper being **'Financial Express'** and in one Bengali newspaper being **'Aajkal'** not less than 30 days before the date fixed for meetings as per Rule 7 of the Companies (Compromises, Amalgamations and Amalgamation) Rules, 2016 with necessary variations, as may be required.

(c) That in addition, 30 (thirty) clear days before the meetings to be held as aforesaid, a notice convening the said meetings together with copy of the Scheme and statement as required under the Companies Act 2013 disclosing necessary details and the prescribed form of proxy shall be sent to each of the said Equity shareholder, Secured creditor and Unsecured creditors of the Transferee Company by registered post or by speed post or by courier or by email or through hand delivery at their respective last known addresses, as per Rule 6 of the Companies (Compromises, Amalgamations and Amalgamation) Rules, 2016.

(d) The applicant companies shall serve notice of the petition on the following authorities, namely,

i. Central Government through Regional Director, Eastern region, Ministry of Corporate Affairs, Kolkata.

ii. Registrar of Companies, West Bengal,

iii. The Income Tax Department of the office having jurisdiction over the respective applicant companies,

iv. The official Liquidator, High Court, Calcutta and such other relevant and sectoral regulators/authorities, if applicable, which are likely to be affected by the proposed Scheme of

Amalgamation by sending the same by hand delivery through special messenger or by registered post or speed post within 7 days from the date of this order for filing their representations, if any, on the petition. Notice along with the copy of the application and other related documents with PAN numbers of the Applicant Companies should be served upon the Chief Commissioner of Income Tax by e-mail and Speed Post or by Messenger. Petitioner Companies are also directed to mention their respective PAN Number everywhere.

(e) In view of the observations of The National Stock Exchange of India Limited and the BSE Limited stating that *["It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of the Companies Act, 2013 to SEBI again for its comments/ observations/ representations."]*, the requirement to service of notice under Section 230(3) read with Section 230(5) of the Companies Act, 2013 to the Securities and Exchange Board of India as well as The National Stock Exchange of India Limited and the BSE Limited, the stock exchanges on which the equity shares of the Transferee Company are listed, is dispensed with. The circular dated November 14, 2018 of NSE and of BSE dated 6 November 2018 are enclosed marked as **Annexure 'EE' & Annexure 'FF'** respectively.

Sd

(f) The notice shall specify that representations, if any, should be filed before this Tribunal within 30 days of date of receipt of the notice with a copy of such representations being sent simultaneously to the petitioners and /or their authorized representatives. If no such representations are received by the Tribunal within the said period, it shall be presumed that such authorities have no representations to make on the Scheme of Amalgamation.

(g) That the quorum for aforesaid meetings shall be fixed in accordance with Section 103 of the Companies Act, 2013 present either personally or through proxy. If the Quorum as above is not present, the Chairman shall proceed with the meeting with one member Quorum, whether by person or by proxy.

(a) **SIDDHARTHA MURARKA, CS, Mobile No. 9903377959** is appointed as the chairperson for the aforesaid meetings of Equity shareholders, secured creditors and unsecured creditors of the Transferee Company at a consolidated remuneration of Rs. **60,000/-.**

(b) **V.K. TULSYAN, Mobile No. 9831054180** is appointed as the Scrutinizer for the aforesaid meetings of Equity shareholders, secured creditors and unsecured creditors of the Transferee Company at a consolidated remuneration **Rs. 50,000/-.**

(h) The chairperson appointed for the aforesaid meetings shall issue notices or shall authorise any officer of the company to issue notices of the aforesaid meetings. The said chairperson shall have all powers under the Companies (Compromises, Amalgamations and Amalgamation) Rules, 2016 in relation to conduct of the meetings including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme, if any proposed at any meeting by any person(s).

(i) The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meetings to report this Tribunal that the direction regarding the issue of notices and the advertisement of the applicants and all other directions given in this Order have been duly complied with as per Rule 12 of the Companies (Compromises, Amalgamations and Amalgamation) Rules, 2016.

(j) The Chairperson do report to this Tribunal the results of the said meetings within four weeks from the date of the conclusion of the said meetings and respective reports shall be in Form CAA 4 as per Rule 14 of the Companies (Compromises, Amalgamations and Amalgamation) Rules, 2016, verified by his Affidavit.

(k) In view of the consent affidavits given by all the equity shareholders of the First, Second and Third Transferor Companies, the requirement of holding and convening meeting of the equity

shareholders of the First, Second and Third Transferor Companies, to consider and, if thought fit, to approve, with or without modification, the Scheme, is dispensed with.

(l) In view of the fact that there are no secured creditors in the First, Second and Third Transferor Companies, the requirement of holding and convening meeting of the secured creditors of the First, Second and Third Transferor Companies, to consider and, if thought fit, to approve, with or without modification, the Scheme, is dispensed with.

(m) In view of the fact that there are no unsecured creditors in the First, Second and Third Transferor Companies, the requirement of holding and convening meeting of the unsecured creditors of the First, Second and Third Transferor Companies, to consider and, if thought fit, to approve, with or without modification, the Scheme is dispensed with.

(n) All Petitioner Companies at least 7 days before the date of hearing of the petition shall file affidavit of service of notice on the Authorities specified above including the Sectoral Regulators.

(o) The authorised representative of the Applicant Companies shall furnish an affidavit of compliance of all directions contained. The applicants are directed to file **confirmation petition** within **four weeks** from the date of the order.

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(p) That the Transferee Company and the Transferor Companies shall affirm by way of affidavit that no investigation or proceedings under the Companies Act, 1956 or Companies Act, 2013 have been instituted or are pending in relation to the Transferee Company and the Transferor Companies.

(q) Parties and Chairperson to act on the Order.

22. **CA (CAA) No. 1154/ KB of 2018 is disposed of** accordingly.

23. There shall be no orders as to cost.

24. Urgent certified copies of this order, if applied for, be supplied to the parties upon compliance of all requisite formalities.

(Jinan K.R.)
Member (Judicial)

Signed this 02nd day of April, 2019.

vc

VALUATION REPORT ON SHARE EXCHANGE RATIO FOR AMALGAMATION OF BHILWARA HOLDINGS LIMITED, SARVOTTAM VANIJYA LIMITED AND SCOPE VINIMOY PRIVATE LIMITED ("TRANSFEROR COMPANIES") WITH SOMANY CERAMICS LIMITED ("TRANSFEREE COMPANY")

REPORT PREPARED BY-
Jain Jindal &Co,
Chartered Accountants
Plot No 35, Arjun Marg,
DLF Phase I, Gurgaon 122002

Jain Jindal & Co.
Chartered Accountants

Plot No. 35, Arjun Marg,
DLF Phase-1, Gurugram-122002
Board : +91 124 4252720

To,

Dated- March 3, 2018

The Board of Directors
Somany Ceramics Limited
2, Red Cross Place, Kolkata,
West Bengal – 700 001

Kind attn. Mr. Shreekant Somany, Chairman & Managing Director

Dear Sir (s),

Re: Share Exchange Ratio for the proposed amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited through a Scheme of Arrangement for Amalgamation u/s 230-232 of the Companies Act, 2013 and other applicable provisions of the Act.

We refer to the engagement letter dated February 1, 2018 confirming our appointment to provide equity value analysis of the Companies *(defined hereinafter)* and suggest a Share Exchange Ratio for the proposed scheme of arrangement for amalgamation of **Bhilwara Holdings Limited** (hereinafter referred to as "BHL" or "Transferor Company - 1"), **Sarvottam Vanijya Limited** (hereinafter referred to as "SVL" or "Transferor Company - 2") and **Scope Vinimoy Private Limited** (hereinafter referred to as "SVPL" or "Transferor Company - 3") **with Somany Ceramics Limited** (hereinafter referred to as "SCL" or "Transferee Company") *(Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferee Company being hereinafter individually referred to as* ***Company*** *and collectively referred to as the* ***Companies****)*, pursuant to Scheme of Amalgamation under the provisions of Sections 230 – 232 of the Companies Act, 2013 (hereinafter referred to as **"Act"**) and other applicable provisions of the Act, as may be applicable (hereinafter referred to as **"Proposed Scheme"**), with effect from the Appointed Date, i.e., 1st April 2018 or such other date as may be fixed or approved by the National Company Law Tribunal (hereinafter referred to as **"NCLT"**).

As per the terms of our aforesaid engagement, we are enclosing our valuation report providing the equity value analysis of the Companies and suggesting a share exchange ratio for the proposed scheme of arrangement.

Note that for the purpose of equity value analysis of the Companies to determine share exchange ratio, we have solely relied on the information and documents provided by the

Company. It may please be noted that we have not conducted any independent verification, attestation or audit of the information and documents provided to us nor do we express our opinion on the correctness of such information or document. The report is subject to the caveats mentioned therein and we shall not take any responsibility on the success of any transaction initiated relying solely on the report with or without the assessment of other factors.

Also, we understand that the report shall be used for certain regulatory filings and we expressly provide our consent to the same.

Yours faithfully,
For Jain Jindal & Co.
Place: Gurgaon
Chartered Accountants
FRN - 025817N

Amit Jindal
(Partner)
Membership No. 504308

PURPOSE OF VALUATION

We understand that as a part of a business restructuring exercise, the Key Managerial Personnel (KMPs) of Somany Ceramics Limited is considering amalgamation of **Bhilwara Holdings Limited, Sarvottam Vanijya Limited** and **Scope Vinimoy Private Limited (collectively referred as 'Transferor Companies')** with **Somany Ceramics Limited** with effect from the Appointed Date i.e. April 1, 2018 and in consideration, Somany Ceramics Limited shall issue its equity shares to the shareholders of transferor companies in accordance with the Share exchange Ratio as may be suggested by Independent valuer.

In this connection, Jain Jindal & Co., Chartered Accountants ("**JJC**") has been requested by KMPs of SCL to carry out the equity value analysis of the Companies and suggest a Share Exchange Ratio for the consideration of the Board of Directors of the transferor companies and the transferee company. We also understand that this report will be placed before the Audit Committee of SCL and it will be subsequently used for onward submission with the stock exchange(s), regulatory authorities and NCLT, for the purpose of approval of the Proposed Scheme.

OUR SCOPE OF WORK AND SOURCES OF INFORMATION

The scope of our services is to carry out equity value analysis of all the Companies and suggest a Share Exchange Ratio for the Proposed Scheme in accordance with generally accepted professional standards.

We have considered the audited financial statements and other information relating to the Transferee Company up to March 31, 2017 and un-audited management certified financial statements and other information relating to the Transferor Company 1, Transferor Company 2, Transferor Company 3 up to January 31, 2018 (hereinafter referred to as **"Valuation Date"**) in our analysis and adjustments for facts made known (past or future) to us till the date of our report. The KMPs has informed us that they do not expect any events or changes in the business and the financial position of the Companies upto the Appointed Date of the Proposed Scheme, other than the events specifically mentioned in this report, which would have an impact on our recommendation set out in this report and we have relied on the same.

In the following paragraphs, we have summarized the Share Exchange Ratio together with the limitations on our scope of work. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION

In connection with this exercise, we have received the following information from the Management:

- Draft of the Proposed Scheme including rationale of the amalgamation;
- Annual Report of SCL for the year ended March 31, 2017;
- Audited Balance Sheet and Income Statement of the Transferor Companies as at March 31, 2017 and management and auditor certified Financials of the Transferor Companies for the period ended January 31, 2018;
- Present group structure comprising of SCL and the Transferor Companies (including their shareholding) and proposed structure post scheme of amalgamation.
- Discussions with the KMPs in connection with and information relating to the operations of the respective Companies, past and present activities, future plans and prospects, tax positions, contingent liabilities, share capital and shareholding pattern, etc.; and
- Other relevant information and documents for the purpose of this engagement.

We have also obtained explanations and information considered reasonably necessary for our exercise, from the KMPs. The KMPs has been provided with the opportunity to review the draft report (excluding the recommended share exchange ratio) for this engagement to make sure that factual inaccuracies are avoided in our final report.

BACKGROUND INFORMATION

1. Somany Ceramics Limited (hereinafter referred to as "SCL" or "Transferee Company"), bearing CIN L40200WB1968PLC224116, was incorporated on January 20, 1968 and obtained Certificate of Commencement of business dated 7th February, 1968. The registered office of SCL is located at 2, Red Cross Place, Kolkata, West Bengal - 700001. SCL is an internationally acclaimed organization that specializes in ceramics and allied products segment. SCL has an access to tiles manufacturing capacity of about 61 million square meters through two owned units (Kadi, Gujarat and Kassar, Haryana), six associate/ subsidiary companies and also other outsource vendors. Somany is a complete décor solutions provider and its extensive range of products include- Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Digital Tiles, Sanitaryware and Bath Fittings as well as Tile Laying Solutions. The Equity Shares of SCL are listed on BSE Limited ('BSE') and National Stock Exchange of India Ltd. ('NSE').

1.1. The Capital Structure of 'SCL' as on January 31, 2018 is as under:

SOMANY CERAMICS LIMITED	
Particulars	**Amount**
Authorized Share Capital	
12,50,00,000 Equity Shares of INR 2/-each	**250,000,000.00**
Issued, Subscribed and Paid up Share Capital	
4,23,79,426 Equity Shares of INR 2/-each	**84,758,852.00**

We have been confirmed that till the date of signing of this report there have been no changes in the capital structure of Somany Ceramics Limited.

1.2. Shareholding Pattern of SCL as at January 31, 2018 is as under:-

Particulars	No. of Shares	(%) Shareholding
^Promoter & Promoter Group Shareholders	2,18,39,360	**51.53%**
Public Shareholders	2,05,40,066	**48.47%**
Total	**4,23,79,426**	**100.00%**

^Out of the current Promoter & Promoter Group Shareholding, the Transferor Companies (i.e. Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited) cumulatively holds appx. 45.03% in the Transferee Company. The shares of the transferor companies are held by individual promoters of the Transferee Company and by the transferor Companies among

themselves. In short, presently the transferor companies are being used as a vehicle by the individual promoters to hold shares in the transferee company.

2. **Bhilwara Holdings Limited** (hereinafter referred to as "BHL" or "Transferor Company - 1"), bearing CIN U65993WB1980PLC033007, is a company incorporated on September 23, 1980 and received certificate of commencement of business dated November 15, 1980. The registered office of BHL is located at 2, Red Cross Place, Kolkata -700001. BHL is engaged in the business to invest in, acquire, hold and otherwise deal in shares securities, debentures, bonds etc. in India. The Company holds appx. 21.71% shares in the transferee company. Further, apart from the investment in the transferee company/ other transferor companies, the Company does not have any substantial assets. It is further highlighted that BHL is registered with the Reserve Bank of India ("RBI"), Kolkata as a Non-Banking Financial Company ("NBFC") (Non Deposit Taking).

2.1. The Capital Structure of BHL as on January 31, 2018 is as under:

BHILWARA HOLDINGS LIMITED	
Particulars	**Amount**
Authorized Share Capital	
12,30,000 Equity Shares of INR 10/-each	**12,300,000.00**
Issued, Subscribed and Paid up Share Capital	
5,09,686 Equity Shares of INR 10/-each	**5,096,860.00**

We have been confirmed that till the date of signing of this report there have been no changes in the capital structure of Bhilwara Holdings Limited.

2.2. List of Shareholders of BHL as at January 31, 2018

Name of Shareholders	No. of Shares	(%) Shareholding
Mrs. Anjana Somany	145,266	28.50%
Mr. Abhishek Somany	84,517	16.58%
Mr. Shreekant Somany	38,050	7.47%
Mr. Shreekant Somany (HUF)	14,700	2.88%
Mr. Shrivatsa Somany	47,599	9.34%
Sarvottam Vanijya Limited and its nominees	115,834	22.73%
Scope Vinimoy Private Limited	61,755	12.12%
Smt. Minal Somany	1,965	0.38%
Total	509,686	100.00%

3. **Sarvottam Vanijya Limited** (hereinafter referred to as "SVL" or "Transferor Company - 2"), bearing CIN U51109WB1981PLC034233, was incorporated on October 26, 1981 and received certificate of commencement of business dated January 25, 1982. The registered office of SVL is located at 2, Red Cross Place, Kolkata -700001. SVL deals in shares, stocks debentures, bonds, obligations and securities issued or guaranteed by Company and deals in debentures, stocks, bonds, obligations and securities issued or guaranteed by government, public body, authority etc. in India or elsewhere and to promote, acquire, purchase interest in any Company and transfer such company, any property out of its own funds . The Company holds appx. 14.94% shares in the transferee company. Further, apart from the investment in the transferee company/ other transferor companies, the Company does not have any substantial assets. It is further highlighted that SVL is registered with the RBI, Kolkata as a NBFC (Non Deposit Taking).

3.1. The Capital Structure of 'SVL' as on January 31, 2018 is as under:

SARVOTTAM VANIJYA LIMITED	
Particulars	**Amount**
Authorized Share Capital 3,60,000 Equity Shares of INR 10/-each	**3,600,000.00**
Issued, Subscribed and Paid up Share Capital 3,55,210 Equity Shares of INR 10/-each	**3,552,100.00**

We have been confirmed that till the date of signing of this report there have been no changes in the capital structure of Sarvottam Vanijya Limited.

3.2. List of Shareholders of 'SVL' as at January 31, 2018

Name of Shareholders	No. of Shares	(%) Shareholding
Mrs. Anjana Somany	38,400	**10.81%**
Mr. Shreekant Somany	27,260	**7.67%**
Mr. Shrivatsa Somany	43,220	**12.17%**
Bhilwara Holdings Limited and its nominees	174,150	**49.03%**
Scope Vinimoy Private Limited	70,940	**19.97%**
Smt. Minal Somany	1,240	**0.35%**
Total	**355,210**	**100.00%**

4. **Scope Vinimoy Private Limited** (hereinafter referred to as "SVPL" or "Transferor Company - 3"), bearing CIN U51909WB2004PTC100718, was incorporated on December 15, 2004. The registered office of SVPL is located at 2, Red Cross Place, Kolkata -700001. SVPL is not involved in any business activity other than holding investments in the share capital of group companies including Somany Ceramics Limited. The Company holds appx. 8.38% shares in the transferee company.

4.1. The Capital Structure of 'SVPL' as on January 31, 2018 is as under:

SCOPE VINIMOY PRIVATE LIMITED	
Particulars	**Amount**
Authorized Share Capital	
7,10,000 Equity Shares of INR 10/-each	**7,100,000.00**
Issued, Subscribed and Paid up Share Capital	
527,250 Equity Shares of INR 10/-each	**5,272,500.00**

We have been confirmed that till the date of signing of this report there have been no changes in the capital structure of Scope Vinimoy Private Limited.

4.2. List of Shareholders of 'SVPL' as at January 31, 2018

Name of Shareholders	No. of Shares	(%) Shareholding
Mr. Abhishek Somany HUF	41,250	**7.82%**
Mr. Shreekant Somany HUF	38,000	**7.21%**
Bhilwara Holdings Limited	260,000	**49.31%**
Sarvottam Vanijya Limited and its nominees	188,000	**35.66%**
Total	**527,250**	**100.00%**

RATIONALE OF THE SCHEME OF AMALGAMATION

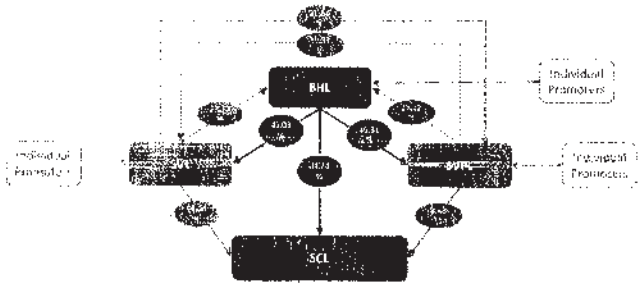
The salient features of the scheme are as follows:

- This Scheme of Amalgamation is presented under Sections 232 and other applicable provisions of the Companies Act, 2013 where under the amalgamation of BHL, SVL and SVPL with SCL is envisaged.
- BHL, SVL AND SVPL (collectively referred to as "Promoter Group") forms part of the Promoter Group of SCL. BHL currently holds 92,02,200 equity shares of Rs. 2/- each fully paid up constituting 21.71% of SCL's paid up equity share capital. SVL currently holds 63,32,500 equity shares of Rs. 2/- each fully paid up constituting 14.94% of SCL's paid up equity share capital and SVPL currently holds 35,52,500 equity shares of Rs. 2/- each fully paid up constituting 8.38% of SCL's paid up equity share capital.
- Also BHL currently holds 1,74,150 equity shares of Rs. 10/- each fully paid up constituting 49.03% stake in SVL and 2,60,000 equity shares of Rs. 10/- each fully paid up constituting 49.31% stake in SVPL.
- SVL currently holds 1,15,834 equity shares of Rs. 10/- each fully paid up constituting 22.73% stake in BHL and 1,88,000 equity shares of Rs. 10/- each fully paid up constituting 35.66% stake in SVPL.
- SVPL currently holds 70,940 equity shares of Rs. 10/- each fully paid up constituting 19.97% stake in SVL and 61,755 equity shares of Rs. 10/- each fully paid up constituting 12.12% stake in BHL.
- Pursuant to the proposed Scheme, BHL, SVL and SVPL would be ceased to form part of the Promoter Group of SCL and shares of SCL held by BHL, SVL and SVPL will be allotted to the individual shareholders in the proportion of the shares held by them in the said transferor Companies, which in turn will be dissolved without the process of winding up.
- *The Amalgamation of BHL, SVL and SVPL into SCL would not only lead to simplification of the shareholding structure and reduction of the shareholding tiers, but also demonstrate the promoter group direct commitment to and engagement with SCL.*
- *There would be no change in the promoter shareholding of SCL. The promoters would continue to hold the same percentage of shares collectively in SCL, pre and post amalgamation of BHL, SVL and SVPL into SCL.*

- Further this Scheme also provides that Promoters shall indemnify SCL and keep SCL indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be instituted by any third party (ies) including governmental authorities on SCL and are directly relatable to BHL, SVL and SVPL or which may devolve on SCL on account of this Scheme.

Diagrammatic presentation of pre-and -post amalgamation structure-

(i) Existing Structure, as provided by the Management



(ii) Indicative Resultant Structure, as provided by the Management

Pursuant to the scheme of amalgamation, effectively, the entire cross holdings shall get cancelled automatically and promoter's shareholding shall be streamlined. Upon amalgamation, promoter's shareholding shall be directly held by promoters instead through companies.

VALUATION APPROACHES

The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. The basis of valuation depends upon the purpose of valuation, the type of business, the future prospects and other attendant circumstances.

The various valuation approaches are explained below:

Net Asset Value (Assets Approach)

This methodology is likely to be appropriate for a business whose value derives mainly from the underlying value of its assets rather than its earnings, such as property holding, investment holdings, investment business etc. This method may also be appropriate for a business that is not making an adequate return on assets and for which a greater value can be realized by liquidating the business and selling its assets. This methodology can also assume the amount which can be realized by liquidating the business by selling off all the tangible assets of a company and paying off the liabilities.

Some of the most common techniques of valuation considered under this approach are to value a business enterprise on the following basis -

1. Book value: This is simply a value based upon the accounting books of the business. In simple term, assets less liabilities equals the owners' equity, which is the "Book Value" of the business.
2. Adjusted book value: This method involves reviewing each and every asset and liability on the company's balance sheet and adjusting it to reflect its estimated market value. The unrecorded and contingent liabilities are also considered at their fairly estimated value.
3. Replacement value: The asset valuation methodology essentially estimates the cost of replacing the tangible assets of the business taking into account the market value of various assets or the expenditure required to create the infrastructure exactly similar to that of a company being valued. Since the replacement methodology assumes the value of business as if a new business is set, this methodology may not be relevant in a going concern.

As specified by Para 4.2 Page 21 of ICAI Technical Guide on Valuation, 2009 Edition, we are to state that:-

"Asset basis has to be used for valuation for certain specific purposes, e.g., special provisions of various tax laws. It may be appropriate to value shares on asset basis under many other circumstances, the more important of which are mentioned below:

a. In cases where there is paucity of information about profits that would serve as a basis of valuing shares;

b. Other circumstances, such as, when it is intended to liquidate the company and to realise the assets and distribute the net proceeds among shareholders."

Discounted Cash Flow (Income Approach)

1. DCF methodology expresses the present value of a business as a function of its future cash earnings capacity. This methodology involves estimation of post-tax cash flows for the projected period, after taking into account the business's requirement of reinvestment in the terms of capital expenditure and incremental working capital. The value of a business so measured is discounted to the present time at an appropriate discount rate. This method is used to determine the present value of a business on a going concern assumption.

2. When valuing a business on a DCF basis, the objective is to determine a net present value of the cash flows arising from the business over a future select period of time, which is called the explicit forecast period.
3. Under the DCF methodology, value must be placed both on the explicit cash flows as stated above, and the ongoing cash flows a company will generate after the explicit forecast period known as terminal value.
4. The discount rate applied to estimate the present value of free cash flows, is taken at the "Weighted Average Cost of Capital" (WACC).The principal elements of WACC are cost of equity (which is the desired rate of return for an equity investor given the risk profile of the company and associated cash flows), cost of preference, the post-tax cost of debt and the current capital structure of the company (a function of debt to equity to Preference ratio).
5. Value obtained by using DCF method gives us the Enterprise Value; and adjustment for the loans and Preference Capital as on the valuation date gives us the Equity Value.
6. This method is generally used when there is reasonable certainty on the timing, quantum and quality of the cash flows, which has its close coupling with the underlying assets (e.g. in case of a manufacturing company). It is the most commonly used valuation technique, and is widely accepted by valuers because of its intrinsic merits.

Market Approach (Relative Valuation Approach):

Market value is also known as extrinsic value. The basis of market value is the assumption that if comparable asset (or property) has fetched a certain price, then the subject asset (or property) will realize a price something near to it. There is a significant philosophical difference between discounted cash flow and relative valuation. In discounted cash flow valuation, we are attempting to estimate the intrinsic value of an asset based upon its capacity to generate cash flows in the future. In relative valuation, we are making a judgment on how much an asset is worth by looking at what the market is paying for similar assets. If the market is correct, on average, in the way it prices assets, discounted cash flow and relative valuations may converge. If, however, the market is systematically over pricing or underpricing a group of assets or an entire sector, discounted cash flow valuations can deviate from relative valuations.

This method involves reviewing transactions for companies that are in the same or similar line of business as the company being valued and then applying the relevant pricing multiples to the subject company to determine its value. The method might involve private company transactions, public company transactions, as well as public company valuation measures using current share market data. The theory behind this approach is that valuation measures of similar companies that have been sold in arms-length transactions should represent a good proxy for the specific company being valued. Depending on the source of data available and the underlying company being valued, a variety of valuation measures might be used including Enterprise Value (EV) to Sales, EV to EBITDA, EV to EBIT, Price to Earnings, etc. Adjustments are commonly made to these valuation measures before applying to the subject company to ensure an "apples-to-apples" comparison. One or many comparable sales might be considered under this method depending on the data available and the degree of similarity to the company being valued.

Also, the equity value of the company can be derived by multiplying the market price (or weighted average market price) as on the appointed date with the number of equity share as on that date. The aforesaid derived value is also known as Market Capitalisation.

ANALYSIS OF THE FINANCIAL STATEMENT OF TRANSFEROR COMPANIES AS AT JANUARY 31, 2018

1. Extract of Unaudited Management and Auditor Certified Income Statement and Balance Sheet of **Bhilwara Holdings Limited** as at January 31, 2018

1.1. Unaudited Income Statement for the period ended January 31, 2018

Particulars	Amount in INR Lacs
Revenue From operations	1.38
Other Income	613.87
Total Income	**615.25**
Total Expenses	20.99
Profit before Depreciation & Tax	**594.26**
Depreciation	0.97
Profit before Tax	**593.29**
Profit after Tax	**521.37**

1.2 Un audited Balance Sheet as at January 31, 2018

Particulars	Amount in INR Lacs
Share Capital	50.97
Reserve and surplus	2144.54
Non-Current Liabilities	0.00
Current Liabilities	75.48
Total - Equity and Liabilities	**2270.98**
*Non-Current Assets	2191.34
Current Assets	79.64
Total -Assets	**2270.98**

*Non-Current Assets entirely represents Non-Current Investments in the following Companies-

Break-up of Non-Current Investments	
Name of Company	Book Value (in INR Lacs)
Somany Ceramics Limited (SCL)	2,164.72
Scope Vinimoy Private Limited (SVPL)	17.54
Sarvottam Vanijya Limited (SVL)	9.08
TOTAL	**2,191.34**

Basis the above analysis of the Balance Sheet, we understand that valuation of BHL is derived from

- Fair valuation of Investments in aforesaid companies. Substantially, the entire valuation is derived from investments in SCL i.e. the transferee company.
- SVPL and SVL are the other transferor companies, which would be amalgamated and dissolved under the scheme, hence there valuation impact is negligible. *It may be noted that the entire valuation of these transferor companies is being again derived from investments in SCL (detailed herein after).*

In nutshell, effectively the entire valuation of BHL is being derived from investments in SCL

2. Extract of Unaudited Management and Auditor Certified Income Statement and Balance Sheet of **Sarvottam Vanijya Limited** as at January 31, 2018

2.1. Unaudited Income Statement for the period ended January 31, 2018

Particulars	Amount in INR Lacs
Revenue From operations	0.32
Other Income	327.34
Total Income	**327.66**
Total Expenses	2.47
Profit before Tax	**325.18**
Profit after Tax	**295.16**

2.2. Un audited Balance Sheet as at January 31, 2018

Particulars	Amount in INR Lacs
Share Capital	35.52
Reserve and surplus	1545.79
Non-Current Liabilities	0.00
Current Liabilities	32.33
Total - Equity and Liabilities	**1613.64**
Non-Current Assets	1580.21
Current Assets	33.43
Total -Assets	**1613.64**

**Non-Current Assets entirely represents Non-Current Investments in the following Companies-

Break up of Non Current Investments	
Name of Company	**Book Value (In INR Lacs)**
Somany Ceramics Limited (SCL)	1555.36
Scope Vinimoy Private Limited (SVPL)	11.32
Bhilwara Holdings Limited (BHL)	13.53
TOTAL	**1,580.21**

Also, a sum of INR 0.56 Lacs has been invested in HDFC Liquid Fund (Mutual Fund). This is reflected in the Current Investments of the Company.

Basis the above analysis of the Balance Sheet, we understand that valuation of SVL is derived from

- Fair valuation of Investments in aforesaid companies. Substantially, the entire valuation is derived from investments in SCL i.e. the transferee company.
- SVPL and BHL are the other transferor companies, which would be amalgamated and dissolved under the scheme, hence there valuation impact is negligible. *It may be noted that the entire valuation of these transferor companies is being again derived from investments in SCL.*
- Further, with regards to fair valuation of investments in HDFC Liquid Fund (Mutual Fund), we have been informed that, under the approval of scheme of amalgamation, KMPs of the Company propose to issue and allot to the shareholders of SVL, exactly same number of equity shares as held by SVL in SCL to avoid any change in the capital structure of the Company pre and post amalgamation. Hence, we have ignored the fair valuation of investments in Mutual Fund. *It may be noted that ignoring the valuation of investments in Mutual Fund in no way is adversely affecting the interest of public shareholders.*

In nutshell, effectively the entire valuation of SVL is being derived from investments in SCL.

3. Extract of Unaudited Management and Auditor Certified Income Statement and Balance Sheet of **Scope Vinimoy Private Limited** as at January 31st, 2018

   3.1. Unaudited Income Statement for the period ended January 31st, 2018

Particulars	Amount in INR Lacs
Revenue From operations	0.74
Other Income	165.24
Total Income	**165.98**
Total Expenses	1.01
Profit before Tax	**164.97**
Profit after Tax	**151.62**

3.2. Unaudited Balance Sheet as at January 31st, 2018

Particulars	Amount in INR Lacs
Share Capital	52.72
Reserve and surplus	1032.53
Non-Current Liabilities	0.00
Current Liabilities	13.47
Total - Equity and Liabilities	**1098.72**
***Non-Current Assets	1084.25
Current Assets	14.47
Total Assets	**1098.72**

***Non-Current Assets entirely represents Non-Current Investments in the following Companies-

Break up of Non-Current Investments	
Name of Company	**Book Value (in INR Lacs)**
Somany Ceramics Limited (SCL)	10,71.64
Sarvottam Vanijya Limited (SVL)	3.59
Bhilwara Holdings Limited (BHL)	9.02
TOTAL	1,084.25

Also, a sum of INR 4.32 Lacs has been invested in HDFC Liquid Fund (Mutual Fund). This is reflected in the Current Investments of the Company.

Basis the above analysis of the Balance Sheet, we understand that valuation of SVPL is derived from

- Fair valuation of Investments in aforesaid companies. Substantially, the entire valuation is derived from investments in SCL i.e. the transferee company.
- SVL and BHL are the other transferor companies, which would be amalgamated and dissolved under the scheme, hence there valuation impact is negligible. *It may be noted that the entire valuation of these transferor companies is being again derived from investments in SCL.*

- Further, with regards to fair valuation of investments in HDFC Liquid Fund (Mutual Fund), we have been informed that, upon the approval of scheme of amalgamation, KMPs of the Company propose to issue and allot to the shareholders of SVL, exactly same number of equity shares as held by SVL in SCL to avoid any change in the capital structure of the Company pre and post amalgamation. Hence, we have ignored the fair valuation of investments in Mutual Fund. *It may be noted that ignoring the valuation of investments in Mutual Fund in no way is adversely affecting the interest of public shareholders.*

In nutshell, effectively the entire valuation of SVPL is being derived from investments in SCL.

EQUITY VALUE ANALYSIS

We have been informed by the KMPs that under the scheme of arrangement for amalgamation of Transferor Companies with the Transferee Company, it is proposed that since the substantial valuation of all the transferor companies are derived from investment in the Somany Ceramics Limited (i.e. the Transferee Company), hence upon amalgamation, SCL shall issue shares to the shareholders of the Transferor Companies, ***exactly same number of equity shares as held by the transferor companies in the transferee company. Basis the above, we understand that by virtue of amalgamation, the shares held by the transferor companies in transferee company shall get cancelled upon amalgamation becoming effective (due to cross holding) and transferee company in consideration shall issue equivalent no. of shares to the shareholders of the transferor companies in the ratio of shareholding.***

As such consequent to this amalgamation the economic beneficial interest of all the shareholders remain intact.

In light of above, the above fair valuation of equity shares of the transferor companies and transferee company have not been carried out.

Valuation Approach	Bhilwara Holdings Limited		Sarvottam Vanijya Limited		Scope Vinimoy Private Limited		Somany Ceramics Limited	
	Value per Share	Weight	Value per Share	Weight	Value per Share	Weight	Value per Share	Weight
Assets Approach	NA	-	NA	-	NA	-	NA	-
Income Approach	NA	-	NA	-	NA	-	NA	-
Market Approach	NA	-	NA	-	NA	-	NA	-
Fair Value	NA		NA	-	NA	-	NA	-

In pursuance to above, it is clarified that pursuant to the scheme of amalgamation, no additional shares are being allotted to any class of shareholders i.e. Promoter Group Shareholders or Public shareholders and hence pricing provisions as given in Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations)

and as required by SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 may not be applicable.

RECOMMENDED SHARE EXCHANGE RATIO AND ITS BASIS

As analyzed in chapter titled 'Analysis of the financial statement of transferor companies as at January 31, 2018', it is quite evident that the valuation of all the transferor companies is being derived out of its investments in Somany Ceramics Limited i.e. the transferee company, which eventually shall be cancelled upon amalgamation becoming effective as per the provisions of the scheme. Further, as the proposed restructuring is being done to collapse the holding company model and streamlining of promoter's shareholding enabling them to hold shares in SCL directly. Thus, in the given situation, it is suggested that upon amalgamation becoming effective, the transferee company shall issue equity shares to the shareholders of the Transferor Companies, ***exactly same number of equity shares as held by the transferor companies in the transferee company***. Accordingly, the fair share exchange ratio is as under.

- *92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Share of Rs. 2 each of SCL against 92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Shares of Rs.2 each held by BHL in SCL as on January 31st, 2018 shall be issued and allotted to the Equity Shareholders of BHL in proportion of their holdings in BHL;*
- *63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Share of Rs. 2 each of SCL against 63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by SVL in SCL as on January 31st, 2018 shall be issued and allotted to the Equity Shareholders of SVL in proportion of their holdings in SVL;*
- *35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Share of Rs. 2 each of SCL against 35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by SVPL in SCL as on January 31st, 2018 shall be issued and allotted to the Equity Shareholders of SVPL in proportion of their holdings in SVPL."*

Considering the above, the ultimate shareholding of Transferee Company would not change on account of the proposed amalgamation of Transferor Company 1, Transferor Company 2, Transferor Company 3 into Transferee Company and thus would be value-neutral to ultimate shareholders of SCL. Once the Scheme is implemented, all the equity shareholders of Transferor Company 1, Transferor Company 2 and Transferor Company 3 would be allotted equity shares of Transferee Company besides their existing equity holding in SCL, if any. No shareholder is, under the Proposed Scheme, required to dispose-off any part of its

shareholding either to any of the other shareholders or in the market or otherwise. The proposed merger does not envisage the dilution of the effective holding of any one or more shareholders (Public or Promoter) as a result of the operation of the Proposed Scheme. As such consequent to this amalgamation the economic beneficial interest of all the shareholders remain intact.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATION, EXCLUSION AND DISCLAIMERS

In the course of the valuation, JJC was provided with both written and verbal information, including market, technical, financial and operating data. We have however, evaluated the information provided to us by the Management through broad inquiry (but have not carried out a due diligence or audit of the Companies/Undertakings) for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided). Through the above evaluation, nothing has come to our attention to indicate that the information provided was materially mis-stated/incorrect or would not afford reasonable grounds upon which to base the report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose. We were entitled to rely upon the information provided by the Management without detailed inquiry. Also, we have been given to understand by the Management that it has made sure that no relevant and material factors have been omitted or concealed or given inaccurately by people assigned to provide information and clarifications to us for this exercise and that it has checked out relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. Our conclusions are based on these assumptions and other information given by/on behalf of the Management. The Management has indicated to us that it has understood that any omissions, inaccuracies or misstatements may materially affect our fairness opinion analysis/results. Accordingly, we assume no responsibility for any errors in the above information furnished by the Management and their impact on the present exercise. Also, we assume no responsibility for technical information furnished and believed to be reliable.

No enquiry into Companies' claim to title of assets or property has been made for the purpose of this fairness opinion. With regard to Companies' claim to title of assets or property, we have relied solely on representations, whether verbal or otherwise, made by the Management to us for the purpose of this report. We have not verified such representations against any title documents or any agreements evidencing right or interest in or over such assets or property, and have assumed Companies' claim to such rights, title or interest as valid for the purpose of this report. No information has been given to us about liens or encumbrances against the assets, if any, beyond the loans disclosed in the accounts. Accordingly, no due diligence into any right, title or interest in property or assets was undertaken and no responsibility is assumed in this respect or in relation to legal validity of any such claims.

Our report is neither recommending nor should it be construed as our recommending the proposed merger or opining or certifying the compliance of the proposed merger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed merger.

The fee for the report is not contingent upon the results reported.

Neither the report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than for submission to NCLT, BSE Limited, National Stock Exchange of India Limited, other regulatory authorities and inspection by shareholders in connection with the proposed merger, without our prior written consent. In addition, we express no opinion or recommendation as to how the shareholders of Companies should vote at any shareholders' meeting(s) to be held in connection with the proposed merger.

Yours faithfully,
For Jain Jindal & Co.
Chartered Accountants
FRN - 025817N

Amit Jindal
(Partner)
Membership No. 504308

Date- March 4, 2018

To,
The Board of Directors,
Somany Ceramics Limited
2, Red Cross Place, Kolkata,
West Bengal – 700 001

The Board of Directors,
Sarvottam Vanijya Limited
2, Red Cross Place, Kolkata,
West Bengal – 700 001

The Board of Directors,
Bhilwara Holdings Limited
2, Red Cross Place, Kolkata,
West Bengal – 700 001

The Board of Directors,
Scope Vinimoy Private Limited
2, Red Cross Place, Kolkata,
West Bengal – 700 001

Sub: Opinion on the share exchange ratio on the proposed scheme of arrangement for amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited through a Scheme of Arrangement for Amalgamation u/s 230-232 of the Companies Act, 2013 and other applicable provisions of the Act.

Dear Members of the Board:

We understand that Board of Directors of Somany Ceramics Limited (here in after referred as "Transferee Company" or "SCL") is considering a scheme of arrangement for amalgamation of Bhilwara Holdings Limited (hereinafter referred to as "BHL" or "Transferor Company - 1"), Sarvottam Vanijya Limited (hereinafter referred to as "SVL" or "Transferor Company - 2") and Scope Vinimoy Private Limited (hereinafter referred to as "SVPL" or "Transferor Company - 3") with Somany Ceramics Limited *(Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferee Company being hereinafter individually referred to as Company and collectively referred to as the Companies)* with effect from 1st April 2018 or such other date (hereinafter referred to as the "Appointed date") as may be fixed or Approved by the National Company Law Tribunal (hereinafter referred to as "NCLT") through a scheme of arrangement (hereinafter referred to as "Proposed Scheme") under sections 230 – 232, and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as **"Act"**).

We understand that equity shares of Somany Ceramics Limited is listed at BSE Limited (BSE) and National Stock Exchange of India Limited. Further, we also understand that BHL, SVL and SVPL forms part of the Promoter Group of SCL. BHL currently holds 92,02,200 equity shares of Rs. 2/- each fully paid up constituting 21.71% of SCL's paid up equity share capital. SVL currently holds 63,32,500 equity shares of Rs. 2/- each fully paid up constituting 14.94% of SCL's paid up equity share capital and SVPL currently holds 35,52,500 equity shares of Rs. 2/- each fully paid up constituting 8.38% of SCL's paid up equity share capital. Also, the shares of the transferor companies are held by individual promoters of the Transferee Companies and by the transferor companies among themselves.

Finshore Management Services Limited Kolkata

FINSHORE MANAGEMENT SERVICES LIMITED
(CIN : U74900WB2011PLC169377)
Registered Office : "Anandlok"
2nd Floor, Block-A, Room No. 207,
227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India
Ph. : 033 2289 5101
Website : www.finshoregroup.com

The proposed scheme of arrangement provides for -

a) Amalgamation of BHL, SVL, SVPL (collectively referred as Transferor Companies) with SCL on going concern basis, thereby transfer and vesting of all the assets and liabilities of the Transferor Companies with the Transferee Company w.e.f Appointed Date; and

b) In consideration, issuance of equity shares of SCL to the equity shareholders of BHL, SVL and SVPL (post cancellation of inter cross holdings) on the basis of share exchange ratio as recommended by an Independent Valuer;

The share exchange ratio for the Proposed Scheme for amalgamation has been determined by M/s. Jain Jindal & Co., Chartered Accountants (**JJA**) vide their valuation report dated March 3, 2018.In terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) read with SEBI Circular No. CFD/ DIL3/CIR/ 2017/21 dated March 10, 2017, the listed companies undertaking a scheme of arrangement is required to submit to stock exchange, copy of fairness opinion obtained from the Merchant Banker on the valuation of shares / assets of the companies done by the independent valuer.

With reference to above, we Finshore Management Services Limited, a SEBI Registered (Cat-I) Merchant Banker have been appointed by the transferor companies and transferee company to provide our fairness opinion on the same.

Brief Background of the Companies, our opinion and basis for forming an opinion and caveats is as hereunder -

1. **Background of companies:**

1.1. **Somany Ceramics Limited** (hereinafter referred to as "SCL" or "Transferee Company"), bearing CIN L40200WB1968PLC224116, was incorporated on January 20, 1968 and obtained Certificate of Commencement of business dated 7th February, 1968. The registered office of SCL is located at 2, Red Cross Place, Kolkata, West Bengal - 700001. SCL is an internationally acclaimed organization that specializes in ceramics and allied products segment. SCL has an access to tiles manufacturing capacity of about 61 million square meters through two owned units (Kadi, Gujarat and Kassar, Haryana), six associate/ subsidiary companies and also other outsource vendors. Somany is a complete décor solutions provider and its extensive range of products include- Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Digital Tiles, Sanitaryware and Bath Fittings as well as Tile Laying Solutions. The Equity Shares of SCL are listed on BSE Limited ('BSE') and National Stock Exchange of India Ltd. ('NSE').

Shareholding Pattern of SCL as at January 31, 2018 is as under:-

Particulars	No. of Shares	(%) Shareholding
APromoter & Promoter Group Shareholders	2,18,39,360	51.53%
Public Shareholders	2,05,40,066	48.47%
Total	**4,23,79,426**	**100.00%**

^Out of the current Promoter & Promoter Group Shareholding, the Transferor Companies (i.e. Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited) cumulatively holds appx. 45.03% in the Transferee Company. The shares of the transferor companies are held by individual promoters of the Transferee Company and by the transferor Companies among themselves. In short, presently the transferor companies are being used as a vehicle by the individual promoters to hold shares in the transferee company.

1.2. **Bhilwara Holdings Limited**, bearing CIN U65993WB1980PLC033007, is a company incorporated on September 23, 1980 and received certificate of commencement of business dated November 15, 1980. The registered office of BHL is located at 2, Red Cross Place, Kolkata -700001. BHL is engaged in the business to invest in, acquire, hold and otherwise deal in shares securities, debentures, bonds etc. in India. The Company holds appx. 21.71% shares in the transferee company. Further, apart from the investment in the transferee company/ other transferor companies, BHL does not have any substantial assets. It is further highlighted that BHL is registered with the Reserve Bank of India ("RBI"), Kolkata as a Non-Banking Financial Company ("NBFC") (Non Deposit Taking).

List of Shareholders of BHL as at January 31, 2018

Name of Shareholders	No. of Shares	(%) Shareholding
Mrs. Anjana Somany	145,266	28.50%
Mr. Abhishek Somany	84,517	16.58%
Mr. Shreekant Somany	38,050	7.47%
Mr. Shreekant Somany (HUF)	14,700	2.88%
Mr. Shrivatsa Somany	47,599	9.34%
Sarvottam Vanijya Limited and its nominees	115,834	22.73%
Scope Vinimoy Private Limited	61,755	12.12%
Smt. Minal Somany	1,965	0.38%
Total	**509,686**	**100.00%**

1.3. **Sarvottam Vanijya Limited**, bearing CIN U51109WB1981PLC034233, was incorporated on October 26, 1981 and received certificate of commencement of business dated January 25, 1982. The registered office of SVL is located at 2, Red Cross Place, Kolkata -700001. SVL deals in shares, stocks debentures, bonds, obligations and securities issued or guaranteed by Company and deals in debentures, stocks, bonds, obligations and securities issued or guaranteed by government, public body, authority etc. in India or elsewhere and to promote, acquire, purchase interest in any Company and transfer such company, any property out of its own funds . The Company holds appx. 14.94% shares in the transferee company. Further, apart from the investment in the transferee company/ other transferor companies, the Company does not have any substantial assets. It is further highlighted that SVL is registered with the RBI, Kolkata as a NBFC (Non Deposit Taking).

List of Shareholders of 'SVL' as at January 31, 2018

Name of Shareholders	No. of Shares	(%) Shareholding
Mrs. Anjana Somany	38,400	10.81%
Mr. Shreekant Somany	27,260	7.67%
Mr. Shrivatsa Somany	43,220	12.17%
Bhilwara Holdings Limited and its nominees	174,150	49.03%
Scope Vinimoy Private Limited	70,940	19.97%
Smt. Minal Somany	1,240	0.35%
Total	**355,210**	**100.00%**

1.4. **Scope Vinimoy Private Limited**, bearing CIN U51909WB2004PTC100718, was incorporated on December 15, 2004. The registered office of SVPL is located at 2, Red Cross Place, Kolkata - 700001. SVPL is not involved in any business activity other than holding investments in the share capital of group companies including Somany Ceramics Limited.

List of Shareholders of 'SVPL' as at January 31, 2018

Name of Shareholders	No. of Shares	(%) Shareholding
Mr. Abhishek Somany HUF	41,250	7.82%
Mr. Shreekant Somany HUF	38,000	7.21%
Bhilwara Holdings Limited	260,000	49.31%
Sarvottam Vanijya Limited and its nominees	188,000	35.66%
Total	**527,250**	**100.00%**

2. **Basis of our opinion**

2.1. **Rationale of the Proposed Scheme (as per extract of draft Proposed Scheme of arrangement)**

2.1.1. This Scheme of Amalgamation is presented under Sections 232 and other applicable provisions of the Companies Act, 2013 where under the amalgamation of BHL, SVL and SVPL with SCL is envisaged.

2.1.2. BHL, SVL AND SVPL (collectively referred to as "Promoter Group") forms part of the Promoter Group of SCL. BHL currently holds 92,02,200 equity shares of Rs. 2/- each fully paid up constituting 21.71% of SCL's paid up equity share capital. SVL currently holds 63,32,500 equity shares of Rs. 2/- each fully paid up constituting 14.94% of SCL's paid up equity share capital and SVPL currently holds 35,52,500 equity shares of Rs. 2/- each fully paid up constituting 8.38% of SCL's paid up equity share capital.

2.1.3. Also BHL currently holds 1,74,150 equity shares of Rs. 10/- each fully paid up constituting 49.03% stake in SVL and 2,60,000 equity shares of Rs. 10/- each fully paid up constituting 49.31% stake in SVPL.

2.1.4. SVL currently holds 1,15,834 equity shares of Rs. 10/- each fully paid up constituting 22.73% stake in BHL and 1,88,000 equity shares of Rs. 10/- each fully paid up constituting 35.66% stake in SVPL.

2.1.5. SVPL currently holds 70,940 equity shares of Rs. 10/- each fully paid up constituting 19.97% stake in SVL and 61,755 equity shares of Rs. 10/- each fully paid up constituting 12.12% stake in BHL.

2.1.6. Pursuant to the proposed Scheme, BHL, SVL and SVPL would be ceased to form part of the Promoter Group of SCL and shares of SCL held by BHL, SVL and SVPL will be allotted to the individual shareholders in the proportion of the shares held by them in the said transferor Companies, which in turn will be dissolved without the process of winding up.

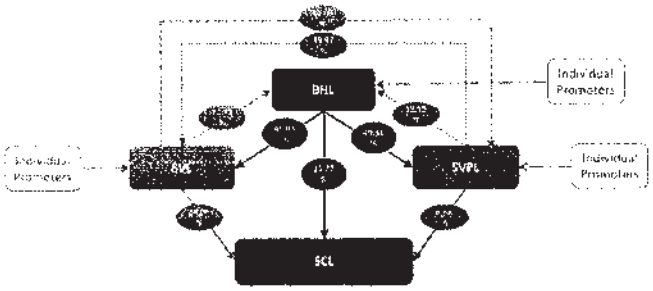
2.1.7. *The Amalgamation of BHL, SVL and SVPL into SCL would not only lead to simplification of the shareholding structure and reduction of the shareholding tiers, but also demonstrate the promoter group direct commitment to and engagement with SCL.*

2.1.8. *There would be no change in the promoter shareholding of SCL. The promoters would continue to hold the same percentage of shares collectively in SCL, pre and post amalgamation of BHL, SVL and SVPL into SCL.*

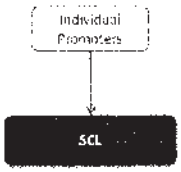
2.1.9. Further this Scheme also provides that Promoters shall indemnify SCL and keep SCL indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be instituted by any third party (ies) including governmental authorities on SCL and are directly relatable to BHL, SVL and SVPL or which may devolve on SCL on account of this Scheme.

2.2. **Diagrammatic presentation of pre-and -post amalgamation structure-**

(i) Existing Structure, as provided by the Management



(ii) Indicative Resultant Structure, as provided by the Management



Pursuant to the scheme of amalgamation, effectively, the entire cross holdings shall get cancelled automatically and promoter's shareholding shall be streamlined. Upon amalgamation, promoter's shareholding shall be directly held by promoters instead through companies.

2.3. **Sources of Information**

In connection with this exercise, we have received the following information from the Management:

- Draft of the Proposed Scheme including rationale of the amalgamation;
- Annual Report of SCL for the year ended March 31, 2017;
- Valuation report recommending the swap ratio dated March 3, 2018, issued by M/s. Jain Jindal & Co, Chartered Accountants (Independent Valuer).
- Audited Balance Sheet and Income Statement of the Transferor Companies as at March 31, 2017 and management and auditor certified financials of the Transferor Companies for the period ended January 31, 2018;
- Present group structure comprising of SCL and the Transferor Companies (including their shareholding) and proposed structure post scheme of amalgamation.
- Discussions with the KMPs in connection with and information relating to the operations of the respective Companies, past and present activities, future plans and prospects, tax positions, contingent liabilities, share capital and shareholding pattern, etc.; and
- Other relevant information and documents for the purpose of this engagement.

2.4. **Valuer's approach to Valuation**

M/s Jain Jindal & Co, Chartered Accountants, in its valuation report recommending the swap ratio for the proposed amalgamation have stated that basis their analysis as provided under chapter titled 'Analysis of the financial statement of transferor companies as at January 31, 2018' of the Valuation Report, it is quite evident that the valuation of all the transferor companies is being derived out of its investments in Somany Ceramics Limited i.e. the transferee company, which eventually shall be cancelled upon amalgamation becoming effective as per the provisions of the scheme. Further, as the proposed restructuring has been structured to collapse the holding company model and streamlining of promoter's shareholding enabling them to hold shares in SCL directly. Thus, in the given situation, it is suggested that upon amalgamation becoming effective, the transferee company shall issue equity shares to the shareholders of the Transferor Companies, exactly same number of equity shares as held by the transferor companies in the transferee company. Accordingly, the fair share exchange ratio is as under.

- 92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Share of Rs. 2 each of SCL against 92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Shares of Rs.2 each held by BHL in SCL as on January 31st, 2018 shall be issued and allotted to the Equity Shareholders of BHL in proportion of their holdings in BHL;

- 63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Share of Rs. 2 each of SCL against 63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by SVL in SCL as on January 31st, 2018 shall be issued and allotted to the Equity Shareholders of SVL in proportion of their holdings in SVL;

- 35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Share of Rs. 2 each of SCL against 35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by SVPL in SCL as on January 31st, 2018 shall be issued and allotted to the Equity Shareholders of SVPL in proportion of their holdings in SVPL."

Further the valuers have reiterated that Considering the above, the ultimate shareholding of Transferee Company would not change on account of the proposed amalgamation of Transferor Company 1, Transferor Company 2, Transferor Company 3 into Transferee Company and thus would be value-neutral to ultimate shareholders of SCL. Once the Scheme is implemented, all the equity shareholders of Transferor Company 1, Transferor Company 2 and Transferor Company 3 would be allotted equity shares of Transferee Company besides their existing equity holding in SCL, if any. No shareholder is, under the Proposed Scheme, required to dispose-off any part of its shareholding either to any of the other shareholders or in the market or otherwise. The proposed merger does not envisage the dilution of the effective holding of any one or more shareholders (Public or Promoter) as a result of the operation of the Proposed Scheme. As such consequent to this amalgamation the economic beneficial interest of all the shareholders remain intact.

3. **Conclusion and Our Opinion**

3.1. With reference to above and based on information provided by Management and after discussions with the Valuers, we understand that the Proposed Scheme has been structured to collapse the holding company model and streamlining of promoter's shareholding enabling them to hold shares in SCL directly. Further, the amalgamation of BHL, SVL and SVPL into SCL would not only lead to simplification of the shareholding structure and reduction of the shareholding tiers, but also demonstrate the promoter group direct commitment to and engagement with SCL. Also, consequent to this amalgamation the economic beneficial interest of all the shareholders remain intact.

3.2. With reference to valuation, we further understand that since the valuation of the transferor companies in entirety is derived from the investments in SCL and hence the valuers have rightly suggested that in consideration the Transferee Company shall issue to the shareholders of the transferor companies in their ratio of shareholding, exactly same number of equity shares as held by these transferor companies in the transferee company.

"Considering above and subject to our caveats as provided in annexure, we as a Merchant Banker hereby certify that we have reviewed the valuation report recommending share exchange ratio for the proposed scheme of arrangement for amalgamation of Transferor Companies to Transferee Company and are of the opinion that following share exchange ratio

- 92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Share of Rs. 2 each of SCL against 92,02,200 (Ninety Two Lacs Two Thousand and Two Hundred) fully paid up Equity Shares of Rs.2 each held by BHL in SCL as on January

31st, 2018 shall be issued and allotted to the Equity Shareholders of BHL in proportion of their holdings in BHL;

- 63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Share of Rs. 2 each of SCL against 63,32,500 (Sixty Three Lacs Thirty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by SVL in SCL as on January 31st, 2018 shall be issued and allotted to the Equity Shareholders of SVL in proportion of their holdings in SVL;
- 35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Share of Rs. 2 each of SCL against 35,52,500 (Thirty Five Lacs Fifty Two Thousand and Five Hundred) fully paid up Equity Shares of Rs.2 each held by SVPL in SCL as on January 31st, 2018 shall be issued and allotted to the Equity Shareholders of SVPL in proportion of their holdings in SVPL."

as fair and reasonable to the equity shareholders of transferor companies and transferee company."

Thanking You,

For Finshore Management Services Limited

Authorized Signatory

Finshore Management Services Limited Kolkata

Annexure

Caveats

1. Our opinion and analysis is limited to the extent of review of documents as provided to us by the Management's of Somany Ceramics Limited including the share exchange ratio report prepared by M/s. Jain Jindal & Co, Chartered Accountants and draft Proposed Scheme. We have relied on accuracy and completeness of all the information and explanations provided by the Management's. We have not carried out any due diligence or independent verification or validation to establish its accuracy or sufficiency. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of demerged company/ resulting companies or their subsidiaries, if any.

2. The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.

3. We have no present or planned future interest in Somany Ceramics Limited / Bhilwara Holdings Limited / Sarvottam Vanijya Limited / Scope Vinimoy Private Limited and the fee payable for this opinion is not contingent upon the opinion reported herein. The company has been provided with an opportunity to review the draft opinion as a part of our standard practice to make sure that factual accuracy / omissions are avoided in our final opinion.

4. Our fairness opinion is not intended to and does not constitute a recommendation to any shareholders as to how such holder should vote or act in connection with the Proposed Scheme or any matter related thereto.

5. The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Report. This opinion is issued on the understanding that the KMP's of Somany Ceramics Limited has drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.

6. Our report should not be construed as an opinion or certificate certifying the compliance of the Proposed Scheme of amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implication or issues arising from proposed amalgamation.

SOMANY

21st May, 2018

To,
Manager- Listing Compliance
National Stock Exchange of India Limited,
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

Kind Attn: Mr. Rajendra Bhosale, Manager

Dear Sir,

Sub: Requirements for in principal approval to Scheme of Amalgamation between Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited.

In reference to your letter under ref. no. NSE/LIST/16101 dated May 21, 2018, we are enclosing herewith the Complaint Report for the period i.e. from 16th April, 2018 to 18th May, 2018.

We hope that the information provided will suffice your requirement.

Thanking You,

Yours Faithfully

For Somany Ceramics Limited

Ambrish Sinha
DGM (Legal) and Company Secretary

Encl. as above

SOMANY CERAMICS LIMITED | **Corporate Office:** F-36, Sector-6, Noida, 201301 (U.P.), India
Registered Office: 2, Red Cross Place, Kolkata - 700 001 | Tel: 033 - 22487406/5913
Works : Kassar-124 507, Distt. Jhajjar, Bahadurgarh, Haryana, India Tel : +91-1276-223300, Fax : +91-1276-241006 / 241011
Corporate Identity Number (CIN) : L40200WB1968PLC224116
T: 0120 - 4627900 | F: 0120 - 4627902 | www.somanyceramics.com | 1800-1030-004

SOMANY

Annexure III to the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

Report on Complaints

(For the period from 16th April, 2018 to 18th May, 2018)

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	NIL
2	Number of complaints forwarded by Stock Exchanges / SEBI	NIL
3	Total Number of complaints/comments received (1+2)	NIL
4	Number of complaints resolved	-
5	Number of complaints pending	-

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/pending)
1	NIL	NIL	NIL

For Somany Ceramics Limited

Ambrish Julka
DGM (Legal) & Company Secretary

SOMANY CERAMICS LIMITED I **Corporate Office**: F-36, Sector-6, Noida, 201301 (U.P.), India
Registered Office: 2, Red Cross Place, Kolkata - 700 001 I Tel. 033 - 2248 7406/5913
Works : Kasser-124 507, Distt. Jhajjar, Bahadurgarh, Haryana, India Tel : +91-1276-223300, Fax : +91-1276-241006 / 241011
Corporate Identity Number (CIN) : L40200WB1968PLC224116
T: 0120 - 4627900 I F: 0120 - 4627902 I www.somanyceramics.com I 1800-1030-004

8th August, 2018

To,
Listing Operation,
BSE Limited,
P.J. Towers,
Dalal Street,
Mumbai – 400001

Kind Attn: Ms. Sabah Vaze, Associate Manager

Dear Madam,

Sub: Requirements for in principal approval to Scheme of Amalgamation between Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited.

In reference to your mail dated 6th August, 2018, we are enclosing herewith the Complaint Report for the period i.e. from 16th April, 2018 to 8th August, 2018.

We hope that the information provided will suffice your requirement.

Thanking You,

Yours Faithfully

For Somany Ceramics Limited

Ambrish Julka
DGM (Legal) and Company Secretary

Encl. as above

Annexure III to the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

Report on Complaints

(For the period from 16th April, 2018 to 8th August, 2018)

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	NIL
2	Number of complaints forwarded by Stock Exchanges / SEBI	NIL
3	Total Number of complaints/comments received (1+2)	NIL
4	Number of complaints resolved	-
5	Number of complaints pending	-

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/pending)
1	NIL	NIL	NIL

For Somany Ceramics Limited

Ambrish Julka
DGM (Legal) & Company Secretary

NSE

National Stock Exchange Of India Limited

Ref: NSE/LIST/16101_A

November 14, 2018

The Company Secretary
Somany Ceramics Limited
82/19, Bhakerwara Road
Mundka,
New Delhi – 110041

Kind Attn.: Mr. Ambrish Julka

Dear Sir,

Sub: Observation Letter for Scheme of Amalgamation between Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited and their respective shareholders

We are in receipt of the Scheme of Amalgamation between Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited and their respective shareholders vide application dated April 16, 2018.

Based on our letter reference no Ref: NSE/LIST/16101 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated November 06, 2018, has given following comments:

a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the website of the listed company and the stock exchanges.*

b. *The Company shall duly comply with various provisions of the Circulars.*

c. *The Company is advised that the observations of SEBI/ Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI and National Stock Exchange of India Limited again for its comments/observations/ representations.*

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

This Document is Digitally Signed
Signer: Hitesh Rajeev Malhotra
Date: Wed, Nov 14, 2018 15:19:17 IST
Location: NSE

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from November 14, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For **National Stock Exchange of India Ltd.**

Hitesh Malhotra
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

NSE

Signer: Hitesh Rajeev Malhotra
Date: Wed, Nov 14, 2018 15:19:17 IST
Location: NSE

Annexure - 8

BSE
EXPERIENCE THE NEW

DCS/AMAL/SV/R37/1329/2018-19

November 6, 2018

The Company Secretary,
Somany Ceramics Ltd.
2, Red Cross Place, Kolkata,
West Bengal ,700001

Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation of of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited and their respective shareholders.

We are in receipt of Draft Scheme of Amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited and their respective shareholders filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated November 6, 2018 has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

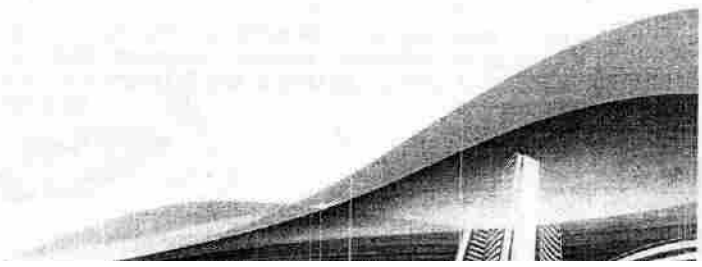
Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitinkumar Pujari
Senior Manager



SOMANY

Annexure - 9

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SOMANY CERAMICS LIMITED ("BOARD") EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of amalgamation on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders laying out in particular the share exchange ratio is required to be circulated to the shareholders along with the notice of convening the meeting. This report is submitted pursuant to the said provisions.

The Board at its meeting held on March 5, 2018, examined and approved the draft scheme of amalgamation ("**Scheme**") of Bhilwara Holdings Limited **(Transferor Company 1)**, Sarvottam Vanijya Limited **(Transferor Company 2)** and Scope Vinimoy Private Limited **(Transferor Company 3)** with Somany Ceramics Limited **(Transferee Company)**.

At the Board meeting, the following documents were placed before the Board for their consideration:

1. Draft Scheme of Amalgamation;
2. Valuation Report dated March 3, 2018, issued by Jain Jindal & Co.;
3. Fairness Opinion dated March 4, 2018 issued by Finshore Management Services Limited.

Based on the review of the Scheme and aforementioned documents, the Board was of the opinion that, the effect of the proposed Scheme on the various stakeholders of Somany Ceramics Limited would be as follows:

S.No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders	Upon coming into effect of this Scheme, the Transferee Company shall issue and allot one equity share of Rs.2/- each to the shareholders of the Transferor Company 1, Transferor Company 2 and Transferor Company 3, in proportion of their respective shareholding in Transferor Companies for every one fully paid-up equity share of Rs.2/- each held by the said Transferor Companies as Promoter in the Transferee Company
2.	Promoter	Please refer to S. No. 1 above regarding effect of the Scheme on the shareholders of the Transferee Company
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel ("**KMPs**")/ Directors	There is expected to be no adverse effect of the said Scheme on the directors or KMPs of the Transferee Company
5.	Creditors/ Debenture Holders	The Scheme is expected to be in the best interests of the creditors of the Transferee Company. There are no debenture holders in the Transferee Company.
6.	Depositors/ Deposit Trustee	The Transferee Company does not have any depositors or deposit trustee
7.	Debenture Trustee	The Transferee Company has not issued any debentures
8.	Employees	There will be no effect of the said Scheme on the Employees of the Transferee Company.

In the opinion of the Board, the said Scheme will be fair and reasonable for all stakeholders.

For and on behalf of Somany Ceramics Limited

Name: Shreekant Somany
Designation: Chairman and Managing Director

SOMANY CERAMICS LIMITED

Phone : 2248-7406/5913

BHILWARA HOLDINGS LIMITED

Regd. Office : 2 Red Cross Place, Kolkata - 700 001
E-mail: ngoenka@somanytiles.co.in
CIN: U65993WB1980PLC033007

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF BHILWARA HOLDING LIMITED ("BOARD") EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of amalgamation on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders laying out in particular the share exchange ratio is required to be circulated to the shareholders along with the notice of convening the meeting. This report is submitted pursuant to the said provisions.

The Board at its meeting held on March 5, 2018, examined and approved the draft scheme of amalgamation ("**Scheme**") of Bhilwara Holdings Limited **(Transferor Company 1)**, Sarvottam Vanijya Limited **(Transferor Company 2)** and Scope Vinimoy Private Limited **(Transferor Company 3)** with Somany Ceramics Limited **(Transferee Company)**.

At the Board meeting, the following documents were placed before the Board for their consideration.

1. Draft Scheme of Amalgamation;
2. Valuation Report dated March 3, 2018, issued by Jain Jindal & Co.;
3. Fairness Opinion dated March 4, 2018 issued by Finshore Management Services Limited.

Based on the review of the Scheme and aforementioned documents, the Board was of the opinion that, the effect of the proposed Scheme on the various stakeholders of Bhilwara Holdings Limited would be as follows:

S.No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders	Upon coming into effect of this Scheme, the Transferee Company shall issue and allot one equity share of Rs.2/- each to the shareholders of the Transferor Company 1, in proportion of their respective shareholding in Transferor Company 1 for every one fully paid-up equity share of Rs.2/- each held by the said Transferor Company as Promoter in the Transferee Company.
2.	Promoter	Please refer to S. No. 1 above regarding effect of the Scheme on the shareholders of the Transferor Company 1.
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel ("**KMPs**")/ Directors	There is expected to be no adverse effect of the said Scheme on the directors or KMPs of the Transferor Company 1.
5.	Creditors/ Debenture Holders	There are no creditors and /or debenture holders in Transferor Company 1.
6.	Depositors/ Deposit Trustee	Transferor Company 1 does not have any depositors or any deposit trustee.
7.	Debenture Trustee	Transferor Company 1 has not issued any debentures.
8.	Employees	There is no employee employed by Transferor Company 1.

In the opinion of the Board, the said Scheme will be fair and reasonable for all stakeholders.

For and on behalf of Bhilwara Holdings Limited

Name: N. Goenka
Designation: Director

BHILWARA HOLDINGS LIMITED

Phone No. 2248-7406/5913

SARVOTTAM VANIJYA LIMITED

Regd. Office: 2, Red Cross Place, Kolkata-700 001
E-mail: ngoenka@somanytiles.co.in
CIN: U51109WB1981PLC034233

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SARVOTTAM VANIJYA LIMITED ("BOARD") EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of amalgamation on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders laying out in particular the share exchange ratio is required to be circulated to the shareholders along with the notice of convening the meeting. This report is submitted pursuant to the said provisions.

The Board at its meeting held on March 5, 2018, examined and approved the draft scheme of amalgamation (**"Scheme"**) of Bhilwara Holdings Limited **(Transferor Company 1)**, Sarvottam Vanijya Limited **(Transferor Company 2)** and Scope Vinimoy Private Limited **(Transferor Company 3)** with Somany Ceramics Limited **(Transferee Company)**.

At the Board meeting, the following documents were placed before the Board for their consideration.

1. Draft Scheme of Amalgamation;
2. Valuation Report dated March 3, 2018, issued by Jain Jindal & Co.;
3. Fairness Opinion dated March 4, 2018 issued by Finshore Management Services Limited.

Based on the review of the Scheme and aforementioned documents, the Board was of the opinion that, the effect of the proposed Scheme on the various stakeholders of Sarvottam Vanijya Limited would be as follows:

S.No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders	Upon coming into effect of this Scheme, the Transferee Company shall issue and allot one equity share of Rs.2/- each to the shareholders of the Transferor Company 2, in proportion of their respective shareholding in Transferor Company 2 for every one fully paid-up equity share of Rs.2/- each held by the said Transferor Company as Promoter in the Transferee Company.
2.	Promoter	Please refer to S. No. 1 above regarding effect on the shareholders.
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel (**"KMPs"**)/ Directors	There is expected to be no adverse effect of the said Scheme on the directors or KMPs of the Transferor Company 2.
5.	Creditors/ Debenture Holders	Transferor Company 2 does not have any creditors or debenture holders.
6.	Depositors/ Deposit Trustee	Transferor Company 2 does not have any depositors or any deposit trustee.
7.	Debenture Trustee	Transferor Company 2 has not issued any debentures.
8.	Employees	There is no employee employed by Transferor Company 2.

In the opinion of the Board, the said Scheme will be fair and reasonable for all stakeholders.

For and on behalf of Sarvottam Vanijya Limited

Name: N. Goenka
Designation: Director

SARVOTTAM VANIJYA LIMITED CAL-1

Phone: 2248-7406/5913

SCOPE VINIMOY PRIVATE LIMITED

Regd. Office: 2, RED CROSS PLACE, KOLKATA-700 001

E-mail: ngoenka@somanytiles.co.in

CIN: U51909WB2004PTC100718

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SCOPE VINIMOY PRIVATE LIMITED ("BOARD") EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of amalgamation on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders laying out in particular the share exchange ratio is required to be circulated to the shareholders along with the notice of convening the meeting. This report is submitted pursuant to the said provisions.

The Board at its meeting held on March 5, 2018, examined and approved the draft scheme of amalgamation ("**Scheme**") of Bhilwara Holdings Limited **(Transferor Company 1)**, Sarvottam Vanijya Limited **(Transferor Company 2)** and Scope Vinimoy Private Limited **(Transferor Company 3)** with Somany Ceramics Limited **(Transferee Company)**.

At the Board meeting, the following documents were placed before the Board for their consideration.

1. Draft Scheme of Amalgamation;
2. Valuation Report dated March 3, 2018, issued by Jain Jindal & Co.;
3. Fairness Opinion dated March 4, 2018 issued by Finshore Management Services Limited.

Based on the review of the Scheme and aforementioned documents, the Board was of the opinion that, the effect of the proposed Scheme on the various stakeholders of Scope Vinimoy Private Limited would be as follows:

S.No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders	Upon coming into effect of this Scheme, the Transferee Company shall issue and allot one equity share of Rs.2/- each to the shareholders of the Transferor Company 3, in proportion of their respective shareholding in Transferor Company 3 for every one fully paid-up equity share of Rs.2/- each held by the said Transferor Company as Promoter in the Transferee Company.
2.	Promoter	Please refer to S. No. 1 above regarding effect on the shareholders.
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel ("**KMPs**")/ Directors	There is expected to be no adverse effect of the said Scheme on the directors or KMPs of the Transferor Company 3.
5.	Creditors/ Debenture Holders	Transferor Company 3 does not have any creditors or debenture holders.
6.	Depositors/ Deposit Trustee	Transferor Company 3 does not have any depositors or any deposit trustee.
7.	Debenture Trustee	Transferor Company 3 has not issued any debentures.
8.	Employees	There is no employee employed by Transferor Company 3.

In the opinion of the Board, the said Scheme will be fair and reasonable for all stakeholders.

For and on behalf of Scope vinimoy Private Limited

Name: N. Goenka
Designation: Director

P.K. Drolia & Co.
Chartered Accountants
9,Crooked Lane,3rd Floor
Kolkata-700069
Mobile +91 9830099491 **Email:** pradeepdrolia @gmail.com

INDEPENDENT AUDITORS' REPORT

To The Members of BHILWARA HOLDINGS LIMITED

We have audited the accompanying financial statements of **BHILWARA HOLDINGS LIMITED (the Company)**, which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2018 and its profit and its cash flows for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

   i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   iii. The Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   v. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

   vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B".**

   vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules , 2014, in our opinion and to the best of our information and according to the explanations given to us:

      a. The Company does not have any pending litigations which would impact its financial position.

      b. The Company did not have any long term contracts including derivative contract during the year for which there were any material foreseeable losses nor have any outstanding derivative contract at the year end.

      c. The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year because there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For P.K.Drolia & Co.
Chartered Accountants
Firm Registration No.316057E

P K Drolia
Partner
Membership No.52629
Place: Kolkata
Date : 26/05/2018

"ANNEXURE A" TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of **BHILWARA HOLDINGS LIMITED** on the financial statements for the year ended 31/03/2018]

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets of the Company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.

(c) The Company has no immovable properties. Hence, provision relating thereto is not applicable.

(ii) As per records and information and explanations given to us, the Company does not have any inventory, hence, clause (ii) of the paragraph 3 of the said order is not applicable to the Company.

(iii) As informed, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions stated in paragraph 3(iii) (a) to (c) of the order are not applicable.

(iv) In our opinion and according to information & explanation given to us, the Company has neither given any loan, guarantee or security nor made any investment under the provisions of section 185 and 186 of the Act. Therefore, clause (iv) of paragraph 3 of the said order is not applicable to the Company.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, hence directives issued by the Reserve Bank of India and provision of Sections 73 to 76 of the Companies Act are not applicable.

(vi) As explained to us and to the best of our knowledge and belief, the maintenance of Cost records under Section 148(1) of the Companies Act, 2013 are not applicable to the Company.

(vii) (a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, Goods and Service Tax ("GST"), value added tax, cess and other statutory dues applicable to it and no undisputed amounts payable in respect thereof were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales-tax, service tax, duty of customs, duty of excise, GST, value added tax and cess which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans & borrowings to a financial institution, bank, government or dues to debenture holders.

(ix) On the basis of our examination of records and according to the information and explanations given to us, the Company has neither raised any money by the way of initial public offer or further public offer (including debt instrument) nor taken any term loan during the year. Therefore, clause (ix) of the paragraph 3 of the said order is not applicable to the Company.

"ANNEXURE A" TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of **BHILWARA HOLDINGS LIMITED** on the financial statements for the year ended 31/03/2018]

(x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees has been noticed or reported during the year that causes the financial statements materially misstated.

(xi) In our opinion and according to the information and explanations given to us, the provisions of section 197 read with Schedule V to the Act are not applicable to the Company. Therefore, clause (xi) of paragraph 3 of the said order is not applicable to the Company.

(xii) The Company is not a Nidhi Company. Therefore, clause (xii) of paragraph 3 of the said order is not applicable to the Company.

(xiii) On the basis of our examination of records and according to the information and explanations given to us, the Company has entered into transactions with the related parties and have complied with the provisions of Section 177 and 188 of the Act. The related parties disclosure as required by Accounting Standard 18 have been disclosed in the Financial Statements.

(xiv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, clause (xiv) of paragraph 3 of the said order is not applicable to the Company.

(xv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year under the provisions of section 192 of the Act. Therefore, clause (xv) of paragraph 3 of the said order is not applicable to the Company.

(xvi) On the basis of our examination of records and according to the information and explanations given to us, the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and its RBI Registration No. is 05.00956.

For P.K.Drolia & Co.
Chartered Accountants
Firm Registration No.316057E

P.K.Drolia
Partner
Membership No.52629
Place : Kolkata
Date : 26/05/2018

INDEPENDENT AUDITORS' REPORT

To the Members of **BHILWARA HOLDINGS LIMITED**

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF BHILWARA HOLDINGS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **BHILWARA HOLDINGS LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting
A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company ; and (3)provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or deposition of the Company's assets that could have a material effect on the financial statement.

INDEPENDENT AUDITORS' REPORT (contd.)

To the Members of **BHILWARA HOLDINGS LIMITED**

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

Inherent Limitations of Internal Financial Controls Over Financial Reporting
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.K Drolia & Co
Chartered Accountants
Firm Registration No.316057E

P.K.Drolia
Partner
Membership No.52629
Place: Kolkata
Date: 26/05/2018

BHILWARA HOLDINGS LIMITED
Balance Sheet as at 31 March 2018

Particulars	Note No.	As at 31 March 2018 INR	As at 31 March 2017 INR
Equity and Liabilities			
Shareholders' Fund			
Share Capital	3	5,096,860.00	5,096,860.00
Reserves and Surplus	4	214,453,259.36	162,316,914.71
		219,550,119.36	167,413,774.71
Non-Current Liabilities			
Long-Term Provisions	5	-	5,402.00
Current Liabilities			
Other Current Liabilities	6	15,000.00	45,523.00
Short-Term Provisions	7	7,525,000.00	905,000.00
		7,540,000.00	950,523.00
Total		**227,090,119.36**	**168,369,699.71**
Assets			
Non-Current Assets			
Fixed Assets	8	-	5,129,888.00
Non-Current Investments	9	219,134,285.08	77,770,844.74
		219,134,285.08	82,900,732.74
Current Assets			
Current Investments	10	100,000.00	77,358,193.18
Cash and Cash Equivalents	11	14,554.28	511,705.79
Short-Term Loans and Advances	12	7,841,280.00	7,599,068.00
		7,955,834.28	85,468,966.97
Total		**227,090,119.36**	**168,369,699.71**
Significant Accounting Policies	1		
General Notes on Financial Statements	2		

This is the Balance Sheet referred to in our report of even date.

For **P. K. DROLIA & CO.**
Chartered Accountants
Firm Registration No. 316057E

(P. K. Drolia)
Partner
Membership No. 52629

Place : Kolkata
Date : 26th May, 2018

For and on behalf of the Board of Directors

Anjana Somany
Director
DIN: 00133542

N. Goenka
Director
DIN: 00060864

BHILWARA HOLDINGS LIMITED
Statement of Profit and Loss for the year ended 31 March 2018

Particulars	Note No.	As at 31 March 2018 INR	As at 31 March 2017 INR
Revenue from Operations	13	138,356.00	511,030.00
Other Income	14	61,386,822.55	25,381,893.75
		61,525,178.55	**25,892,923.75**
Expenses			
Other Expenses	15	2,099,641.90	195,219.48
		2,099,641.90	**195,219.48**
Profit before Tax and Depreciation		**59,425,536.65**	**25,697,704.27**
Depreciation		97,118.00	288,486.00
Profit before Tax		**59,328,418.65**	**25,409,218.27**
Tax Expense			
-Current Tax		6,620,000.00	820,000.00
-Mat Credit adjustments/(entitlement)		571,624.00	(571,624.00)
-Tax for earlier year adjustment		450.00	(6,912.00)
Profit for the year after Tax		**52,136,344.65**	**25,167,754.27**
Earning Per Equity Share			
- Basic		102.29	49.38
- Diluted		102.29	49.38
Significant Accounting Policies	1		
General Notes on Financial Statements	2		

This is the Statement of Profit and Loss referred to in our report of even date.

For P. K. DROLIA & CO.
Chartered Accountants
Firm Registration No. 316057E

(P. K. Drolia)
Partner
Membership No. 52629

Place : Kolkata
Date : 26th May, 2018

For and on behalf of the Board of Directors

Anjana Somany
Director
DIN: 00133542

N. Goenka
Director
DIN: 00060864

BHILWARA HOLDINGS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	For the year ended 31.03.2018	For the year ended 31.03.2017
A . CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	59,328,418.65	25,409,218.27
Adjustment For		
- Dividend received	(24,697,859.25)	(21,308,909.00)
- Interest Received	(138,356.00)	(511,030.00)
- Diminution in value of Investment w/back	(5,402.00)	(5,000.00)
- Depreciation	97,118.00	288,486.00
- Profit/(Loss) on sale of Investments	(36,683,561.30)	(4,067,984.75)
Operating profit before Working Capital Changes	(2,099,641.90)	(195,219.48)
Adjustments for		
- Trade and Other receivables	5,800,000.00	-
- Trade and Other Payables	(30,523.00)	14,493.00
Cash Generated from Operations	3,669,835.10	(180,726.48)
-Direct tax paid	(6,614,286.00)	(703,398.00)
Cash Flow Before Extraordinary Items	(2,944,450.90)	(884,124.48)
Extraordinary Items :		
Net Cash from Operating Activities	(2,944,450.90)	(884,124.48)
B. CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase/Sale of Investments	(27,421,685.86)	(16,357,945.49)
- Purchase/Sale of Fixed Assets	5,032,770.00	(4,573,286.00)
- Interest received	138,356.00	511,030.00
- Dividend received	24,697,859.25	21,308,909.00
Net Cash Used in Investing Activities	2,447,299.39	888,707.51
C. CASH FLOW FROM FINANCING ACTIVITIES		
Cash Used in Financing Activities	-	-
Net Increase in Cash & Cash Equivalents(A+B+C)	(497,151.51)	4,583.03
Cash and Cash Equivalents as at (Opening)	511,705.79	507,122.76
Cash and Cash Equivalents as at (Closing)	14,554.28	511,705.79

For and on behalf of Board of Directors

Anjana Somany	N. Goenka
Director	Director
DIN: 00133542	DIN: 00060864

AUDITORS' REPORT

We have examined the above Cash Flow Statement of Bhilwara Holdings Limited for the year ended 31st March, 2018. The statement has been prepared by the Company and is based on and in agreement with the corresponding Statement of Profit and Loss and the Balance Sheet of the Company covered by our report of even date to the Member of the Company.

For **P. K. DROLIA & CO.**
Chartered Accountants
Firm Registration No. 316057E

(P. K. Drolia)
Partner
Membership No. 52629

Place : Kolkata
Date : 26th May, 2018

BHILWARA HOLDINGS LIMITED

Notes annexed to and forming part of the Accounts as on 31st March, 2018

2. NOTES ON ACCOUNTS

1. There is no contingent liabilities of the Company on the date of Balance Sheet.

2. Related Party Disclosure

Name and nature of relationship

a) Smt. Anjana Somany - Director
b) Smt. Minal Somany - Director
c) Shri Niranjan Kumar Goenka - Director
d) Shri Shreekant Somany - Relative of Director (Husband of Smt. Anjana Somany and Father-in-law of Smt. Minal Somany)
e) Shri Abhishek Somany - Relative of Director (Son of Smt. Anjana Somany and Husband of Smt. Minal Somany)
f) Shri Shrivatsa Somany - Relative of Director (Son of Smt. Anjana Somany)

i) Transactions that have taken place during the period 01.04.2017 to 31.03.2018 with related parties by the Company :

Director and their relative	Nature of Transaction	Amount
Smt. Anjana Somany	Sale of Investmets	5,458,612
Smt. Minal Somany	"	15,190,192
Shri Shreekant Somany	"	1,039,056
Shri Abhishek Somany	"	3,868,984
Shri Shreevatsa Somany	"	3,868,984
Smt. Anjana Somany	Sale of Fixed Assets	476,055
Shri Abhishek Somany	"	3,128,881

ii) Amount written off or written back in respect of debts due from or to related parties: NIL

3. Earning Per Share

		As on 31.03.2018	As on 31.03.2017
Profit Attributable to the Equity Shareholders (Rs.)	(A)	52,136,345	25,107,754
Weighted Average No. of Equity Shares outstanding during the period	(B)	509,686	509,686
Nominal Value of Equity Shares (Rs.)		10/-	10/-
Basic/Diluted EPS (Rs.)	(A/B)	102.29	49.38

4. Deferred Tax Assets/(Liabilities)
There is no significant Deferred Tax Assets/Liability as on 31.03.2018

5. Retirement Benefit
The Company has no employee during the period under review, hence provision for liabilities for provident fund, gratuity and accrued leave benefits are not required to be made by the Company on the date of Balance Sheet.

6. Previous Year's figures have been regrouped/rearranged/reclassified wherever considered necessary.

Signature to Notes "1" to "15"

In terms of our report of even date

For P. K. DROLIA & CO.
Chartered Accountants
Firm Registration No. 316057EA

(P. K. Drolia)
Partner
Membership No. 52629

Place : Kolkata
Date : 26th May, 2018

Anjana Somany
Director
DIN: 00133542

N. Goenka
Director
DIN: 00060864

P.K.Drolia & Co.
Chartered Accountants
9,Crooked Lane,3rd Floor
Kolkata-700069
Mobile +91 9830099491 Email: pradeepdrolia @gmail.com

INDEPENDENT AUDITORS' REPORT

To The Members of SARVOTTAM VANIJYA LIMITED

We have audited the accompanying financial statements of **SARVOTTAM VANIJYA LIMITED (the Company)**, which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2018 and its profit and its cash flows for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

   i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   iii. The Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   v. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

   vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "B".**

   vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules , 2014, in our opinion and to the best of our information and according to the explanations given to us:

      a. The Company does not have any pending litigations which would impact its financial position.

      b. The Company did not have any long term contracts including derivative contract during the year for which there were any material foreseeable losses nor have any outstanding derivative contract at the year end.

      c. The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year because there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For P.K.Drolia & Co.
Chartered Accountants
Firm Registration No.316057E

P.K.Drolia
Partner
Membership No.52629
Place: Kolkata
Date : 26/05/2018

"ANNEXURE A" TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of **SARVOTTAM VANIJYA LIMITED** on the financial statements for the year ended 31/03/2018]

(i) As per the records and information and explanations given to us, the Company does not have any fixed assets. Therefore, clause (iv) of paragraph 3 of the said order is not applicable to the Company.

(ii) As per records and information and explanations given to us, the Company does not have any inventory, hence, clause (ii) of the paragraph 3 of the said order is not applicable to the Company.

(iii) As informed, The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions stated in paragraph 3(iii) (a) to (c) of the order are not applicable.

(iv) In our opinion and according to information & explanation given to us, the Company has neither given any loan, guarantee or security nor made any investment under the provisions of section 185 and 186 of the Act. Therefore, clause (iv) of paragraph 3 of the said order is not applicable to the Company.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, hence directives issued by the Reserve Bank of India and provision of Sections 73 to 76 of the Companies Act are not applicable.

(vi) As explained to us and to the best of our knowledge and belief, the maintenance of Cost records under Section 148(1) of the Companies Act, 2013 are not applicable to the Company.

(vii) (a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, Goods & Service Tax('GST'), value added tax, cess and other statutory dues applicable to it and no undisputed amounts payable in respect thereof were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales-tax, service tax, duty of customs, duty of excise, GST, value added tax and cess which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans & borrowings a financial institution, bank, government or dues to debenture holders.

(ix) On the basis of our examination of records and according to the information and explanations given to us, the Company has neither raised any money by the way of initial public offer or further public offer (including debt instrument) nor taken any term loan during the year. Therefore, clause (ix) of the paragraph 3 of the said order is not applicable to the Company.

"ANNEXURE A" TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of **SARVOTTAM VANIJYA LIMITED** on the financial statements for the year ended 31/03/2018]

(x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees has been noticed or reported during the year that causes the financial statements materially misstated.

(xi) In our opinion and according to the information and explanations given to us, the provisions of section 197 read with Schedule V to the Act are not applicable to the Company. Therefore, clause (xi) of paragraph 3 of the said order is not applicable to the Company.

(xii) The Company is not a Nidhi Company. Therefore, clause (xii) of paragraph 3 of the said order is not applicable to the Company.

(xiii) On the basis of our examination of records and according to the information and explanations given to us, the Company has entered into transactions with the related parties and have complied with the provisions of Section 177 and 188 of the Act. The related parties disclosure as required by Accounting Standard 18 have been disclosed in the Financial Statements.

(xiv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, clause (xiv) of paragraph 3 of the said order is not applicable to the Company.

(xv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year under the provisions of section 192 of the Act. Therefore, clause (xv) of paragraph 3 of the said order is not applicable to the Company.

(xvi) On the basis of our examination of records and according to the information and explanations given to us, the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and its RBI Registration No. is 05.02798.

For P.K.Drolia & Co.
Chartered Accountants
Firm Registration No.316057E

P.K.Drolia
Partner
Membership No.52629
Place : Kolkata
Date : 26/05/2018

INDEPENDENT AUDITORS' REPORT

To the Members of **SARVOTTAM VANIJYA LIMITED**

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SARVOTTAM VANIJYA LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SARVOTTAM VANIJYA LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting
A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company ; and (3)provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or deposition of the Company's assets that could have a material effect on the financial statement.

INDEPENDENT AUDITORS' REPORT (contd.)

To the Members of **SARVOTTAM VANIJYA LIMITED**

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

Inherent Limitations of Internal Financial Controls Over Financial Reporting
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.K.Drolia & Co.
Chartered Accountants
Firm Registration No.316057E

P.K.Drolia
Partner
Membership No.52629
Place: Kolkata
Date: 26/05/2018

SARVOTTAM VANIJYA LIMITED

Balance Sheet as at 31 March 2018

Particulars	Note No.	As at 31 March 2018 INR	As at 31 March 2017 INR
Equity and Liabilities			
Shareholders' Fund			
Share Capital	3	3,552,100.00	3,552,100.00
Reserves and Surplus	4	154,549,148.60	125,062,887.02
		158,101,248.60	128,614,987.02
Non-Current Liabilities			
Long-Term Provisions	5	-	10,500.00
Current Liabilities			
Other Current Liabilities	6	18,450.00	50,512.00
Short-Term Provisions	7	2,630,000.00	580,000.00
		2,648,450.00	630,512.00
Total		**160,749,698.60**	**129,255,999.02**
Assets			
Non-Current Assets			
Non-Current Investments	8	158,021,327.50	73,031,959.64
		158,021,327.50	73,031,959.64
Current assets			
Current Investments	9	90,674.92	55,338,229.44
Cash and Cash Equivalents	10	9,776.18	18,212.94
Short-Term Loans and Advances	11	2,627,920.00	867,597.00
		2,728,371.10	56,224,039.38
Total		**160,749,698.60**	**129,255,999.02**
Significant Accounting Policies	1		
General Notes on Financial Statements	2		

This is the Balance Sheet referred to in our report of even date.

For **P. K. DROLIA & CO.**
Chartered Accountants
Firm Registration No. 316057E

(P. K. Drolia)
Partner
Membership No. 52629

Place : Kolkata
Date : 26th May, 2018

For and on behalf of the Board of Directors

Shreekant Somany
Director
DIN: 00021423

N. Goenka
Director
DIN: 00060864

SARVOTTAM VANIJYA LIMITED

Statement of Profit and Loss for the year ended 31.03.2018

Particulars	Note No.	As at 31 March 2018 INR	As at 31 March 2017 INR
Revenue from Operations	12	31,733.00	118,192.00
Other Income	13	32,734,305.48	17,634,659.71
		32,766,038.48	**17,752,851.71**
Expenses			
Other Expenses	14	253,050.90	522,794.70
		253,050.90	**522,794.70**
Profit before tax		**32,512,987.58**	**17,230,057.01**
Tax Expense			
-Current Tax		2,630,000.00	580,000.00
-Tax for earlier year adjustment		24,450.00	660.00
- Mat Credit Adjustment		372,276.00	(332,931.00)
Profit for the year after Tax		**29,486,261.58**	**16,982,328.01**
Earning per Equity Share			
- Basic		83.01	47.81
- Diluted		83.01	47.81
Significant Accounting Policies	1		
General Notes on Financial Statements	2		

This is the Statement of Profit and Loss referred to in our report of even date.

For **P. K. DROLIA & CO.**
Chartered Accountants
Firm Registration No. 316057E

(P. K. Drolia)
Partner
Membership No. 52629

Place : Kolkata
Date : 26th May, 2018

For and on behalf of the Board of Directors

Shreekant Somany
Director
DIN: 00021423

N. Goenka
Director
DIN: 00060864

SARVOTTAM VANIJYA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	For the year ended 31.03.2018	For the year ended 31.03.2017
A . CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	32,512,987.58	17,230,057.01
Adjustment For		
- Dividend received	(16,978,937.25)	(14,473,076.50)
- Interest Received	(31,733.00)	(118,192.00)
- Profit/Loss on sale of Investments	(15,744,868.23)	(3,044,075.21)
- Diminution in value of Investment w/back	(10,500.00)	(117,508.00)
Operating profit before Working Capital Changes	(253,050.90)	(522,794.70)
Adjustments for		
- Trade and Other Receivables	1,000.00	(1,000.00)
- Trade and Other Payables	(32,062.00)	32,512.00
Cash Generated from Operations	(284,112.90)	(491,282.70)
- Direct tax paid	(2,792,450.00)	(437,660.00)
Cash Flow Before Extraordinary Items	(3,076,562.90)	(928,942.70)
Extraordinary Items :		
Net Cash from Operating Activities	(3,076,562.90)	(928,942.70)
B. CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase/Sale of Investments	(13,996,945.11)	(13,694,768.80)
- Interest received	86,134.00	118,192.00
- Dividend received	16,978,937.25	14,473,076.50
Net Cash Used in Investing Activities	3,068,126.14	896,499.70
C. CASH FLOW FROM FINANCING ACTIVITIES		
Cash Used in Financing Activities	-	-
Net Increase in Cash & Cash Equivalents(A+B+C)	(8,436.76)	(32,443.00)
Cash and Cash Equivalents as at (Opening)	18,212.94	50,655.94
Cash and Cash Equivalents as at (Closing)	9,776.18	18,212.94

For and on behalf of Board of Directors

Shreekant Somany	N. Goenka
Director	Director
DIN: 00021423	DIN: 00060864

AUDITORS' REPORT

We have examined the above Cash Flow Statement of Sarvottam Vanijya Limited for the year ended 31st March, 2018. The statement has been prepared by the Company and is based on and in agreement with the corresponding Statement of Profit and Loss and the Balance Sheet of the Company covered by our report of even date to the Members of the Company.

For P. K. DROLIA & CO.
Chartered Accountants
Firm Registration No. 316067E

(P. K. Drolia)
Partner
Membership No. 52629

Place : Kolkata
Date : 26th May, 2018

SARVOTTAM VANIJYA LIMITED

Notes annexed to and forming part of the Accounts as on 31st March, 2018

2. GENERAL NOTES TO THE FINANCIAL STATEMENTS

1. There is no contingent liabilities of the Company on the date of Balance Sheet.

2. Related Party Disclosure

Name and Nature of Relationship
a) Shri Shreekant Somany - Director
b) Smt. Anjana Somany - Director
c) Shri Abhishek Somany - Director
d) Shri Niranjan Kumar Goenka - Director
e) Shri Shrivatsa Somany-Relative of Director (Son of Shri Shreekant Somany and Smt. Anjana Somany and Brother of Shri Abhishek Somany)

i) Transactions that have taken place during the period 01.04.2017 to 31.03.2018 with related parties by the Company : NIL

Director and their relative	Nature of Transaction	Amount
Shri Shreekant Somany	Sale of Investmets	2,387,199
Shri Abhishek Somany	"	4,694,403
Shri Shreevatsa Somany	"	4,392,164
Smt. Anjana Somany	"	12,690,190

ii) Amount written off or written back in respect of debts due from or to related parties: NIL

3. Earning Per Share

		As on 31.03.2018	As on 31.03.2017
Profit Attributable to the Equity Shareholders (Rs.)	(A)	29,486,262	16,982,328
Weighted Average No. of Equity Shares outstanding during the period	(B)	355,210	355,210
Nominal Value of Equity Shares (Rs.)		10/-	10/-
Basic/Diluted EPS (Rs.)	(A/B)	83.01	47.81

4. Deferred Tax Assets/(Liabilities)
There is no significant Deferred Tax Assets/Liability as on 31.03.2018

5. Retirement Benefit
The Company has no employee during the period under review, hence provision for liabilities for provident fund, gratuity and accrued leave benefits are not required to be made by the Company on the date of Balance Sheet.

6. Previous Year's figures have been regrouped, rearranged/reclassified wherever considered necessary.

Signature to Notes "1" to "14"

In terms of our report of even date

For **P. K. DROLIA & CO.**
Chartered Accountants
Firm Registration No. 316052E

(P. K. Drolia)
Partner
Membership No. 52629

Shreekant Somany
Director
DIN: 00021423

N. Goenka
Director
DIN: 00060864

Place : Kolkata
Date : 26th May, 2018

M.R.DHANUKA & CO.
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To The Members of SCOPE VINIMOY PRIVATE LIMITED

We have audited the accompanying financial statements of **SCOPE VINIMOY PRIVATE LIMITED (the Company)**, which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2018 and its profit and its cash flows for the year ended on that date.

Address: 9, Stephen House, 4.B.B.D. Bag (East), Kolkata 700001
Ph No. 2248-3328, 2243-5034, Fax: 2248-7060 E-mail:dhanukamr@gmail.com

Report on other legal and regulatory requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

   i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   iii. The Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   v. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

   vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B".**

   vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules , 2014, in our opinion and to the best of our information and according to the explanations given to us:

      a. The Company does not have any pending litigations which would impact its financial position.

      b. The Company did not have any long term contracts including derivative contract during the year for which there were any material foreseeable losses nor have any outstanding derivative contract at the year end.

      c. The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year because there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For M. R. Dhanuka & Co.
Chartered Accountants
Firm Registration No. 329303E

Mohit Dhanuka
(Partner)
Membership No. 069957

Place: Kolkata
Date : 26th May, 2018

"ANNEXURE A" TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of **SCOPE VINIMOY PRIVATE LIMITED** on the financial statements for the year ended 31/03/2018]

(i) As per the records and information and explanations given to us, the Company does not have any fixed assets. Therefore, clause (i) of paragraph 3 of the said order is not applicable to the Company.

(ii) As per records and information and explanations given to us, the Company does not have any inventory, hence, clause (ii) of the paragraph 3 of the said order is not applicable to the Company.

(iii) As informed, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions stated in paragraph 3(iii) (a) to (c) of the order are not applicable.

(iv) In our opinion and according to information & explanation given to us, the Company has neither given any loan, guarantee or security nor made any investment under the provisions of Section 185 of the Act. In respect of loan and investment made by the Company, Section 186 is not applicable since the Company is engaged in the business of acquisition of securities and lending activities.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, hence directives issued by the Reserve Bank of India and provision of Sections 73 to 76 of the Companies Act are not applicable.

(vi) As explained to us and to the best of our knowledge and belief, the maintenance of Cost records under Section 148(1) of the Companies Act, 2013 are not applicable to the Company.

(vii) (a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it and no undisputed amounts payable in respect thereof were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans & borrowings to a financial institution, bank, government or dues to debenture holders.

(ix) On the basis of our examination of records and according to the information and explanations given to us, the Company has neither raised any money by the way of initial public offer or further public offer (including debt instrument) nor taken any term loan during the year. Therefore, clause (ix) of the paragraph 3 of the said order is not applicable to the Company.

"ANNEXURE A" TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of **SCOPE VINIMOY PRIVATE LIMITED** on the financial statements for the year ended 31/03/2018]

(x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees has been noticed or reported during the year that causes the financial statements materially misstated.

(xi) In our opinion and according to the information and explanations given to us, the provisions of section 197 read with Schedule V to the Act are not applicable to the Company. Therefore, clause (xi) of paragraph 3 of the said order is not applicable to the Company.

(xii) The Company is not a Nidhi Company. Therefore, clause (xii) of paragraph 3 of the said order is not applicable to the Company.

(xiii) On the basis of our examination of records and according to the information and explanations given to us, for the related party transactions entered during the year, the Company has complied with provision of Section 188 of the Act, where applicable and the requisite details have been disclosed in the financial statements.

(xiv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, clause (xiv) of paragraph 3 of the said order is not applicable to the Company.

(xv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year under the provisions of section 192 of the Act. Therefore, clause (xv) of paragraph 3 of the said order is not applicable to the Company.

(xvi) In our opinion and according to the information and explanations given to us, the Company is in process of amalgamating itself with a Listed Public Company.

For M. R. Dhanuka & Co.
Chartered Accountants
Firm Registration No. 329303E

Mohit Dhanuka
(Partner)
Membership No. 069957

Place: Kolkata
Date : 26th May, 2018

INDEPENDENT AUDITORS' REPORT

To the Members of **SCOPE VINIMOY PRIVATE LIMITED**

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SCOPE VINIMOY PRIVATE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SCOPE VINIMOY PRIVATE LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Address: 9, Stephen House, 4.B.B.D. Bag (East), Kolkata 700001
Ph No. 2248-3328, 2243-5034, Fax: 2248-7060 E-mail:dhanukamr@gmail.com

To the Members of **SCOPE VINIMOY PRIVATE LIMITED**

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company ; and (3)provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or deposition of the Company's assets that could have a material effect on the financial statement.

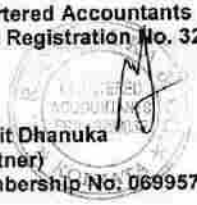
Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M. R. Dhanuka & Co.
Chartered Accountants
Firm Registration No. 329303E



Mohit Dhanuka
(Partner)
Membership No. 069957

Place: Kolkata
Date : 26th May, 2018

SCOPE VINIMOY PRIVATE LIMITED

Balance Sheet as at 31 March 2018

Particulars	Note No.	As at 31 March 2018 INR	As at 31 March 2017 INR
Equity and Liabilities			
Shareholders' Fund			
Share Capital	3	5,272,500.00	5,272,500.00
Reserves and Surplus	4	103,255,031.85	88,090,585.17
		108,527,531.85	93,363,085.17
Current Liabilities			
Other Current Liabilities	5	9,450.00	16,500.00
Short-Term Provisions	6	1,340,000.00	62,400.00
		1,349,450.00	78,900.00
Total		**109,876,981.85**	**93,441,985.17**
Assets			
Non-Current Assets			
Non-Current Investments	7	108,425,299.74	60,824,133.74
Long-Term Loans and Advances	8	-	2,000,000.00
		108,425,299.74	62,824,133.74
Current Assets			
Current Investments	9	93,767.58	30,323,970.36
Cash and Cash Equivalents	10	20,380.53	199,255.93
Other Current Assets	11	1,337,534.00	94,625.14
		1,451,682.11	30,617,851.43
Total		**109,876,981.85**	**93,441,985.17**
Significant Accounting Policies	1		
General Notes to the Financial Statements	2		

This is the Balance Sheet referred to in our report of even date.

For **M. R. DHANUKA & CO.**
Chartered Accountants
Firm Registration No. 329303E

(Mohit Dhanuka)
Partner
Membership No. 069957

Place : Kolkata
Date : 26th May, 2018

For and on behalf of the Board of Directors

G. L. Sultania	N Goenka
Director	Director
DIN: 00060931	DIN: 00060864

SCOPE VINIMOY PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31 March 2018

Particulars	Note No.	for the year ended 31 March 2018 INR	for the year ended 31 March 2017 INR
Revenue from Operations	12	74,372.86	270,882.00
Other Income	13	16,535,565.72	8,051,705.54
		16,609,938.58	**8,322,587.54**
Expenses			
Other Expenses	14	107,581.90	37,002.00
		107,581.90	**37,002.00**
Profit before Tax		**16,502,356.68**	**8,285,585.54**
Tax Expense			
- Current Tax		1,340,000.00	62,400.00
- Tax for earlier year adjustment		(2,090.00)	70.00
Profit after Tax		**15,164,446.68**	**8,223,115.54**
Earning Per Equity Share			
- Basic		28.76	15.60
- Diluted		28.76	15.60
Significant Accounting Policies	1		
General Notes to the Financial Statements	2		

This is the Statement of Profit and Loss referred to in our report of even date.

For **M. R. DHANUKA & CO.**
Chartered Accountants
Firm Registration No. 329303E

(Mohit Dhanuka)
Partner
Membership No. 069957

Place : Kolkata
Date : 26th May, 2018

For and on behalf of the Board of Directors

G. L. Sultania
Director
DIN: 00060931

N Goenka
Director
DIN: 00060864

SCOPE VINIMOY PRIVATE LIMITED

Notes annexed to and forming part of the Accounts as on 31st March, 2018

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation
The accounts are prepared under historical cost convention and on the basis of accounting principles of a going concern.

Revenue Recognition
Items of Income and Expenditure are being accounted for on accrual basis.

Fixed Assets
Fixed Assets are stated at cost less accumulated depreciation. However, the Company does not have any asset as on date.

Depreciation
Depreciation on fixed assets is provided on written down value method, considering the estimated useful lives as specified in Schedule II of the Companies Act, 2013. There is no depreciable asset as on date, hence, no depreciation has been provided.

Investments
a) Investments in Equity Shares and Mutual Fund are valued at Cost.
b) Provision for diminution in the value of Investments are made if such fall is considered permanent in nature.

Taxation
Provision is made for the income tax estimated to arise on the results for the year at current rates of tax in accordance with the Income Tax Act,1961.

Contingent liabilities
Contingent liabilities are not provided for and are disclosed by way of notes.

2. GENERAL NOTES TO THE FINANCIAL STATEMENTS

1. There is no contingent liabilities of the Company on the date of Balance Sheet.

2. Related Party Disclosure

Name and Nature of Relationship :
a) Shri Shreekant Somany - Director, Father of Shri Abhishek Somany
b) Shri Abhishek Somany - Director, Son of Shri Shreekant Somany
c) Shri Girdhari Lal Sultania - Director
d) Shri Niranjan Kumar Goenka - Director
e) Shri Ajay Kumar Dokania - Director

1) Transactions that have taken place during the period 01.04.2017 to 31.03.2018 with related parties by the Company

Director and their relative	Nature of Transaction	Amount
Shri Abhishek Somany	Sale of Investmets	905656

2) Amount written off or written back in respect of debts due from or to related parties: NIL

3. The Company has no foreign currency transactions during the period.

4. Earning Per Share

		As on 31.03.2018	As on 31.03.2017
Profit Attributable to the Equity Shareholders (Rs.)	(A)	15,164,447	8,223,116
Weighted Average No. of Equity Shares outstanding during the period	(B)	527250	527250
Nominal Value of Equity Shares (Rs.)		10/-	10/-
Basic/Diluted EPS (Rs.)	(A/B)	28.76	15.60

5. Retirement Benefit
The Company has no employee during the year under review, hence provision for liabilities for provident fund, gratuity and accrued leave benefits are not required to be made by the Company on the date of Balance Sheet.

6. Previous Year's figures have been regrouped/rearranged/reclassified wherever considered necessary.

Signature to Notes "1" to "14"

In terms of our report of even date

For **M. R. DHANUKA & CO.**
Chartered Accountants
Firm Registration No. 329303E

(Mohit Dhanuka)
Partner
Membership No. 069357

Place : Kolkata
Date : 26th May, 2018

G. L. Sultania
Director
DIN: 00060931

N Goenka
Director
DIN: 00060864

Singhi & Co.
Chartered Accountants

Unit No. 1704, 17th Floor, Tower B, World Trade Tower, DND Flyway, C-01, Sector 16, Noida-201301, Delhi-NCR (India) | Ph.:(0120) 2970805 Mob. 9205575306
E-mail : newdelhi@singhico.com | Website : www.singhico.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SOMANY CERAMICS LIMITED

Report on the Ind AS Standalone Financial Statements

We have audited the accompanying Ind AS standalone financial statements of Somany Ceramics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind-AS Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, the statement of changes in equity and the cash flows statement of the Company and in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made hereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS standalone financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS standalone financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS standalone financial statements.

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit including other comprehensive income, the statement of changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies' (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A statements on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Change in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid Ind-AS standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

   (e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 37 of the standalone Financial Statements.
      b. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
      c. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these Ind AS standalone financial statements, are based on the previously issued financial statements prepared in accordance with the Accounting Standards referred in section 133 of the Companies Act 2013 audited by the predecessor auditor whose report for the year ended March 31, 2017 and March 31, 2016 dated May 24, 2017 and May 21, 2016 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

B. K. Sipani
Partner
Membership No. 088926

Place: New Delhi
Date: May 24, 2018

Annexure-A

Annexure referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements (Re: Somany Ceramics Limited)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.

(b) The Company has a regular programme of physical verification of its property, plant and Equipment by which property, plant and Equipment are verified in a phased manner over a period of three years. In accordance with this programme, fixed assets were verified during the year. The discrepancies noticed on such physical verification were not material.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in fixed assets are held in the name of the Company.

(ii) The management has conducted physical verification of inventories except stock in transit during the year at reasonable interval and no material discrepancies were noticed on such physical verification.

(iii) The Company has granted unsecured loans to the companies covered in the register maintained under Section 189 of the Companies Act, 2013. The terms and conditions of the grant of such loans are not prejudicial to the interest of the Company. The Company has stipulated schedule of repayment of principal and payment of interest and repayment of principal and interest are regular. The Company has not granted any loan to Firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) The Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of loan granted and investments made. According to information and explanations given by the management, no loan or guarantee or security under section 185 and no guarantee or security under section 186 of the Companies Act, 2013 have given during the year.

(v) The Company has not accepted any deposits covered under section 76 of the Companies Act 2013 during the year. Therefore, the provisions of clause 3(v) of the Order are not applicable.

(vi) The maintenance of cost records has not been prescribed by the Central Government under the section 148 (1) of the Act read with companies (Cost Records and Audit) Rules, 2014 for the goods/product manufactured by the Company.

(vii) a. The Company is regular in depositing amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Service Tax, Duty of customs, Duty of excise, Value Added Tax, Cess and other material statutory dues with the appropriate authorities. There was no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable.

b. According to the records of the Company there are no dues outstanding on account of Income-tax, Sales-tax, Value Added Tax, Service Tax, Duty of customs, Duty of excise and Cess on account of any dispute except the followings :

Name of Statue	Nature of Dues	Period to which it relates	Amount (Rs. in Lakhs) *	Forum where dispute is pending
The Custom Act, 1962	Demand of Custom Duty	1997-1999	5.91	Deputy Commissioner of Customs, (Import) Tughlakabad
The Central Excise Act, 1944	Demand of Excise Duty	2005-2007	13.04	CESTAT, New Delhi
		1996-2000	9.33	CCE Appeals, Ahmedabad
		1994-1995	0.07	Asst. Commissioner, Kalol
The Sales Tax Act / The Value Added Tax	Demand of Local Area Development Tax	2002-2003	5.15	Haryana Tax Tribunal, Chandigarh
		2006-07 to 2017-18	805.63	Supreme Court of India
	Demand of Entry Tax	2013-2017	38.88	High Court of Kolkata
	Demand of Turnover Tax	2006-2008	81.37	Asst. Commissioner, Ahmedabad
		2012-2013	31.69	Deputy Commissioner, Commercial Taxes, Ahmedabad
		2012-2013	83.99	Maharashtra Sales Tax Tribunal, Mumbai
The Finance Act,1994	Demand of Service Tax	2007-2009	2.80	Asstt. Commissioner, Rohtak
The Income Tax Act, 1961	Demand of Income Tax	2013-2014	8.95	Commissioner of Income Tax (Appeal), Delhi

*net of payment

(viii) The Company has not defaulted in repayment of dues to bank and financial institution. The Company did not have any borrowing from Government and dues to debenture holders.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Further in our opinion and explanations given to us, term loans were applied for the purpose for which loans were raised.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company by its officers and employees has been noticed or reported during the year.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with directors. Therefore, the provisions of clause 3(xv) of the Order are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

B. K. Sipani
Partner
Membership No. 088926

Place: New Delhi
Date: 24th May,2018

Annexure - B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Somany Ceramics Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind-AS standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind-AS standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind-AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind-AS standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind-AS standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India and same can be further strengthened.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

B. K. Sipani
Partner
Membership No. 088926

Place: New Delhi
Date: May 24, 2018

Somany Ceramics Limited
Standalone Balance Sheet as at March 31, 2018
(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Assets				
Non-current Assets				
Property, Plant and Equipment	3	37,414.43	31,110.15	30,545.77
Capital work-in-progress		503.23	666.06	363.38
Intangible Assets	3	770.60	81.58	119.81
Intangible Assets under Development		4.20	405.25	191.38
Financial Assets				
(i) Investments	4	5,063.44	5,096.81	3,588.88
(ii) Loans	5	2,483.05	1,932.65	1,432.65
(iii) Other Financial Assets	6	740.36	801.98	787.40
Other Non-Current Assets	7	177.83	298.68	132.21
		47,157.14	40,393.16	37,161.48
Current Assets				
Inventories	8	15,651.52	13,188.40	12,120.43
Financial Assets				
(i) Investments	9	11,433.84	11,600.77	8,877.34
(ii) Trade Receivables	10	47,530.03	40,525.03	31,208.91
(iii) Cash and Cash Equivalents	11	139.92	785.37	1,399.90
(iv) Bank Balances other than (iii) above	12	304.91	38.20	69.41
(v) Loans	13	1,279.43	1,400.00	1,254.26
(vi) Other Financial Assets	14	408.91	526.03	257.40
Other Current Assets	15	3,738.38	2,820.41	3,445.52
		80,486.74	70,884.21	58,633.17
Total Assets		1,27,643.88	1,11,277.37	95,794.65
Equity and Liabilities				
Equity				
Equity Share Capital	16	847.59	847.59	847.59
Other Equity	17	55,125.38	50,008.42	42,365.26
		55,972.97	50,856.01	43,212.85
Liabilities				
Non- current Liabilities				
Financial Liabilities				
(i) Borrowings	18	7,910.91	7,237.94	8,367.02
(ii) Others Financial Liabilities	19	2,229.95	2,034.55	1,972.58
Provisions	20	472.31	438.46	359.58
Deferred Tax Liabilities (Net)	21	4,212.18	3,656.17	3,147.39
Other Non-Current Liabilities	22	282.72	233.31	118.16
		15,108.08	13,600.43	13,965.53
Current Liabilities				
Financial Liabilities				
(i) Borrowings	23	17,388.27	14,410.39	16,825.66
(ii) Trade Payables	24	27,567.25	21,151.68	11,256.74
(iii) Other Financial Liabilities	25	4,038.44	3,450.84	3,842.32
Other Current Liabilities	26	6,928.67	7,413.00	6,390.54
Provisions	27	65.08	122.34	141.66
Current Tax Liabilities (net)	28	575.12	272.68	159.35
		56,562.83	46,820.93	38,616.27
Total Equity and liabilities		1,27,643.88	1,11,277.37	95,794.65
Significant Accounting Policies and other Notes to Financial Statements.	1 to 53			
The accompanying Notes are an integral part of the Financial Statements.				

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

B. K. Sipani
Partner
M. No. 088926

Place: New Delhi
Date: May 24, 2018

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Abhishek Somany
Managing Director
DIN: 00021448

For Somany Ceramics Limited

Salkat Mukhopadhyay
Chief Financial Officer

Ambrish Kumar JULKA
Company Secretary
DGM (Legal) and Company Secretary

Somany Ceramics Limited
Standalone Statement of Profit & Loss for the Year Ended March 31, 2018
(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
Revenue from Operations	29	1,68,164.30	1,88,492.41
Other Income	30	1,904.56	1,724.45
Total Revenue		**1,70,068.86**	**1,90,216.86**
Expenses			
Cost of Materials Consumed	31	20,578.06	19,934.21
Purchases of Stock-in-Trade		83,259.09	92,658.39
Change in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	32	(2,214.11)	473.01
Excise duty on Sales		1,630.88	8,218.62
Employee Benefit Expense	33	15,329.33	14,163.71
Finance Costs	34	1,765.91	1,651.69
Depreciation and Amortization Expense	3	2,703.63	2,171.26
Other Expenses	35	36,463.53	36,955.97
Total Expenses		**1,59,516.32**	**1,76,226.86**
Profit Before Exceptional Items and Tax		**10,552.54**	**13,990.00**
Exceptional Items (Net)	47	440.41	406.25
Profit before tax		**10,112.13**	**13,583.75**
Tax Expense:			
(1) Current Tax	21		
- Current year		3,037.64	4,298.24
- For earlier years		-	30.45
(2) Deferred Tax Charge/(Credit)	21	564.51	484.54
Profit for the year		**6,509.98**	**8,770.52**
Other Comprehensive Income (OCI)			
(1) Items that will not be reclassified to profit & loss		(24.34)	70.04
Income Tax relating to above	21	8.50	(24.24)
(2) Items that will be reclassified to profit & loss		-	-
Total Comprehensive Income for the year		**6,494.14**	**8,816.32**
Earnings Per Equity Share (Per Share Value of Rs. 2 each)	36		
Basic		**15.36**	**20.70**
Diluted		**15.36**	**20.70**
Significant Accounting Policies and other Notes to Financial Statements.	1 to 53		
The accompanying Notes are an integral part of the Financial Statements.			

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

B. K. Sipani
Partner
M. No. 088926

Place: New Delhi
Date: May 24, 2018

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Saikat Mukhopadhyay
Chief Financial Officer

Abhishek Somany
Managing Director
DIN: 00021448

For Somany Ceramics Limited

Ambrish Julka
Company Secretary
AMBRISH JULKA
DGM (Legal) and Company Secretary

Somany Ceramics Limited

Standalone Cash Flow Statement for the Year ended March 31, 2018

(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
A. Cash Flow from Operating Activities		
Net Profit before Tax as per Statement of Profit & Loss	10,112.13	13,583.75
I. Adjusted For :		
Depreciation and Amortisation Expense	2,703.63	2,541.02
Finance Costs	1,765.90	1,651.69
Interest Income	(1,467.62)	(1,070.25)
(Profit)/Loss on Sales of Investments (Net)	(195.16)	(303.47)
Unrealized Foreign Exchange (Gain)/Loss (Net)	33.39	(116.60)
Movement in Fair Value of Investments	53.41	33.07
Provision for Doubtful Debts and Recoverables	119.65	49.66
Sundry Balances Written Off	15.54	(45.49)
Sundry Balance Written Back	(51.11)	-
(Profit)/Loss on sale / Discard of Property Plant and Equipments (Net)	249.28	59.53
Operating Profit Before Working Capital Changes	**13,339.04**	**16,382.91**
II. Adjusted For :		
Trade and Other Receivables	(8,654.46)	(9,408.16)
Inventories	(2,463.13)	(1,067.95)
Trade and Other Payables	6,165.33	11,228.93
Cash Generated from Operation	8,386.78	17,135.73
Income Taxes Refund /(Paid)	(2,735.19)	(4,215.36)
Net Cash Flow from Operating Activities (A)	**5,651.59**	**12,920.37**
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Intangible Assets	(9,329.05)	(4,556.57)
Sale of Property, Plant and Equipment	182.28	154.10
Proceeds from Redemption of Preference Shares	239.19	28.38
Investments in Subsidiaries	(323.64)	(1,507.94)
Purchase of Current Investments	(57,872.75)	(66,662.68)
Sale of Current Investments	58,299.46	64,181.26
Interest Received	1,591.83	841.43
Net Cash Outflow in Investing Activities (B)	**(7,212.68)**	**(7,522.02)**
C. Cash Flow from Financing Activities		
Proceeds from Non Current Borrowings	3,579.18	2,243.56
Repayment of Non Current Borrowings	(2,474.13)	(2,954.01)
Current Borrowings (net)	2,952.70	(2,415.27)
Interest Paid	(1,764.92)	(1,714.00)
Dividend Paid (including corporate dividend tax)	(1,377.19)	(1,173.16)
Net Cash Inflow from Financing Activities (C)	**915.64**	**(6,012.88)**
Net Increase/(Decrease) in Cash And Cash Equivalents (A+B+C)	**(645.45)**	**(614.53)**
Opening		
Cash and Cash Equivalents	785.37	1,399.90
Closing		
Cash and Cash Equivalents	139.92	785.37

Notes :

a) Cash & Cash Equivalents represents cash and bank balances.(Note No.11)

b) Figures for the previous year have been regrouped/rearranged wherever considered necessary.

c) Additional Disclosure required under amendment to Ind AS 7 effective April 1, 2017. Refer Note No. 52.

d) The accompanying Notes are an integral part of the Financial Statements.

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

B. K. Sipani
Partner
M. No. 088926

Place: New Delhi
Date: May 24, 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Abhishek Somany
Managing Director
DIN: 00021448

For Somany Ceramics Limited

Saikat Mukhopadhyay
Chief Financial Officer

Ambrish Julka AMBRISH JULKA
Company Secretary
Company Secretary

Somany Ceramics Limited
Standalone Statement of Change in Equity for the Year Ended March 31, 2018
(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount	No. of Shares	Amount
(a) Equity Share Capital & Reconciliation of number of shares outstanding at the beginning and end of the year :				
Balance at the beginning of the year	423,79,426	847.59	423,79,426	847.59
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	**423,79,426**	**847.59**	**423,79,426**	847.59

(b) Other Equity

Particulars	Reserves and Surplus				Other Comprehensive Income	Total
	Capital Redemption Reserve	Security Premium Reserve	General Reserve	Retained earnings	Remeasurement of defined benefit plans	
Restated balance at the beginning of the reporting period	0.03	16,389.03	5,035.33	20,983.31	(42.44)	42,365.26
Profit for the year	-	-	-	8,770.52	-	8,770.52
Other Comprehensive Income for the year	-	-	-	-	45.80	45.80
Total Comprehensive Income for the year	-	-	-	**8,770.52**	**45.80**	**8,816.32**
Dividend Paid	-	-	-	974.73	-	974.73
Dividend Distribution Tax	-	-	-	198.43	-	198.43
Balance at March 31, 2017	0.03	16,389.03	5,035.33	28,580.67	3.36	50,008.42
Profit for the year	-	-	-	6,509.98	-	6,509.98
Other Comprehensive Income for the year	-	-	-	-	(15.84)	(15.84)
Total comprehensive income for the year	-	-	-	6,509.98	(15.84)	6,494.14
Transfer to General Reserve	-	-	-	-	-	-
Dividend Paid	-	-	-	1,144.24	-	1,144.24
Dividend Distribution Tax	-	-	-	232.94	-	232.94
Balance at March 31, 2018	0.03	16,389.03	5,035.33	33,713.47	(12.48)	55,125.38

Capital Redemption Reserve: It represents the redemption of Preference Shares and can be utilized in accordance with the provisions of the Companies Act, 2013.
Securities Premium Reserve: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

The accompanying Notes are an integral part of the Financial Statements.

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

B.K. Sipani
Partner
M. No. 088926

Place: New Delhi
Date: May 24, 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Saikat Mukhopadhyay
Chief Financial Officer

Abhishek Somany
Managing Director
DIN: 00021448

For Somany Ceramics Limited

Ambrish Julka
Company Secretary

AMBRISH JULKA
DGM (Legal) and Company Secretary

Reconciliation of total equity as at March 31, 2017 and April 1, 2016

Particulars	Notes to first-time adoption	March 31, 2017	April 1, 2016
Total equity (shareholder's funds) as per previous GAAP		**50,584.11**	**41,975.29**
Adjustments:			
Proposed Dividend including Corporate Dividend Tax	2	(1,173.16)	1,173.16
Fair Valuation of Current Investment	1	(39.95)	93.68
Others	5	360.90	-
Deferred Tax on above adjustment	7	(113.46)	(29.28)
Total adjustments		(965.66)	1,237.56
Net impact brought forward from Opening balance sheet		1,237.56	-
Total equity as per Ind AS		50,856.01	43,212.85

Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2017

Particulars	Notes to first-time adoption	Previous GAAP*	Adjustments	Ind AS
Net cash flow from operating activities		12,920.37	-	12,920.37
Net cash flow from investing activities		(7,522.02)	-	(7,522.02)
Net cash flow from financing activities		(6,012.88)	-	(6,012.88)
Net increase/(decrease) in cash and cash equivalents		(614.53)	-	(614.53)
Cash and cash equivalents as at April 1, 2016		1,399.90	-	1,399.90
Cash and cash equivalents as at March 31, 2017		785.37	-	785.37

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

D. Notes to first-time adoption:

1 Fair valuation of investments
Under previous GAAP, current investments were stated at lower of cost and fair value. Under Ind AS, these financial assets have been classified as Fair Value through Profit or Loss (FVTPL) on the date of transition and fair value changes after the date of transition has been recognised in statement of profit and loss.

2 Proposed Dividend
Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting.

3 Remeasurements of post-employment benefit obligations
Under previous GAAP, actuarial gains and losses related to the defined benefit schemes for gratuity were recognised in profit or loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability/asset which is recognised in OCI. Consequently, the tax effect of the same has also been recognised in OCI instead of statement of profit and loss.

4 Retained earnings
Retained earnings as at April 1, 2016 has been adjusted consequent to the above Ind AS transition adjustments

5 Depreciation
Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. The Company has further reassessed and realigned the depreciation methodology as per the requirement of IND AS.

6 Other comprehensive income
Under Ind AS, all items of income and expense recognised in a period should be included in statement of profit & loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in statement of profit & loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans and tax thereon. The concept of other comprehensive income was not there under previous GAAP.

7 Deferred Tax
Deferred tax have been recognised on the adjustments made on transition to Ind AS.

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm registration No. - 302049E

B. K. Sipani
Partner
M. No. 088926

Place: New Delhi
Date: May 24, 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

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For Somany Ceramics Limited

Saikat Mukhopadhyay
Chief Financial Officer

Ambrish Julka
Company Secretary

AMBRISH JULKA
DGM (Legal) and Company Secretary

Singhi & Co.
Chartered Accountants

Unit No. 1704, 17th Floor, Tower B, World Trade Tower, DND Flyway, C-01, Sector 16, Noida-201301, Delhi-NCR (India) | Ph:(0120) 2970005 Mob. 9205575996
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INDEPENDENT AUDITOR'S REPORT

To the Members of Somany Ceramics Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS financial statements of Somany Ceramics Limited ('hereinafter referred to as "the Holding Company") and its subsidiary Companies (the Holding Company and its subsidiary Companies, including associates considered as subsidiary as per Ind As , together referred to as "the Group") comprising the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Ind-AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind-AS financial statements in terms of the requirements of the Companies Act, 2013 ("hereinafter referred to as the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the relevant rules issued under Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind-AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind-AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind-AS financial statements are free from material misstatement.

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind-AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind-AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind-AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind-AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports, referred in 'other matters' paragraph below, of other auditors on separate Ind-AS financials statements and other financial information of the subsidiaries, the aforesaid consolidated Ind-AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2018, and their consolidated profit (including other comprehensive income), consolidated statement of change in equity and their consolidated cash flows for the year ended on that date.

Other Matters

a. We did not audit the financial statements of six subsidiaries, whose Ind-AS financial statements reflect total assets of Rs. 8,632.34 Lakhs as at March 31, 2018, total revenues of Rs. 3,539.46 Lakhs and net cash inflows amounting to Rs. 93.81 Lakhs for the year ended on that date, as considered in the consolidated Ind-AS financial statements. These Ind-AS financial statements have been audited by other auditors, whose reports have been furnished to us by the management and our opinion on the consolidated Ind-AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the respective audit reports.

b. We did not audit the financial statements of six subsidiaries, whose Ind-AS financial statements reflect total assets of Rs. 37,949.07 Lakhs as at March 31, 2018, total revenues of Rs. 58,544.59 Lakhs and net cash outflows amounting to Rs. 358.47 Lakhs for the year ended on that date, whose audited Ind-AS financial statements were adjusted to align with accounting policies of the Holding Company for preparing consolidated Ind-AS financial statements of the Group. These adjusted financial statements were audited by other auditors whose fit for consolidation reports have been furnished to us by the Management and our opinion on the consolidated Ind-AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, is based solely on fit for consolidation report of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of other auditors on separate Ind-AS financial statements and other financial information of subsidiary companies , as noted in the 'other matters' paragraph ,we report to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind-AS financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind-AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, Consolidated Change in statement of Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with relevant books of account maintained for the purpose of preparation of the consolidated Ind-AS financial statements.

   (d) In our opinion, the aforesaid consolidated Ind-AS financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act 2013 read with the relevant rules issued under Companies (Indian Accounting Standards) Rules, 2015, as amended.

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India are disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure-A",

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate Ind-AS financial statements as also the other financial information of the Subsidiary companies ,as noted in the 'other matters' paragraph :

      i The Group has disclosed the impact of pending litigations on consolidated financial position of Group - Refer Note 38 to the consolidated Ind-AS financial statements.

Annexure - A to the Independent Auditor's Report of even date on the consolidated Ind-AS financial statements of Somany Ceramics Limited.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind-AS financial statements of Somany Ceramics Limited (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2018. We have audited the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind-As financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls system over financial reporting.

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

ii. The Group did not have any material foreseeable losses on long term contracts including derivative contracts during the year ended March 31, 2018

iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Group.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

B. K. Sipani
Partner
Membership No. 088926

Place: New Delhi
Date: May 24, 2018

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies ,which are incorporated in India , have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI and same can be further strengthened.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

B. K. Sipani
Partner
Membership No. 088926

Place: New Delhi
Date: 24th May, 2018

Somany Ceramics Limited
Consolidated Balance Sheet as at March 31, 2018
(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Assets				
Non-current Assets				
Property, Plant and Equipment	3	63,604.93	52,214.62	51,464.64
Capital work-in-progress		2,789.14	5,223.51	442.32
Intangible Assets	3	770.99	81.63	120.02
Intangible Assets under Development		4.20	405.25	191.38
Goodwill on Consolidation		441.32	441.32	441.22
Financial Assets				
(i) Investments	4	-	-	-
(ii) Loans	5	25.00	25.00	25.00
(iii) Other Financial Assets	6	1,073.66	1,236.48	1,627.30
Other Non-Current Assets	7	368.89	634.61	132.21
		69,078.13	**60,262.42**	**54,444.09**
Current Assets				
Inventories	8	25,971.99	22,075.62	19,568.27
Financial Assets				
(i) Investments	9	11,416.47	11,855.74	9,022.09
(ii) Trade Receivables	10	50,371.50	42,680.34	32,267.09
(iii) Cash and Cash Equivalents	11	578.19	1,488.28	1,855.25
(iv) Bank Balances other than (iii) above	12	782.07	914.69	706.95
(v) Loans	13	853.60	600.00	1,277.74
(vi) Other Financial Assets	14	489.23	557.95	321.78
Current Tax Assets (net)	15	144.74	43.08	30.30
Other Current Assets	16	4,221.77	3,850.03	4,279.25
		94,831.56	**84,065.73**	**69,328.72**
Total Assets		**1,63,909.69**	**1,44,328.15**	**1,23,772.81**
Equity And Liabilities				
Equity				
Equity Share Capital	17	847.59	847.59	847.59
Other Equity	18	57,220.66	51,569.41	43,363.03
		58,068.25	52,417.00	44,210.62
Non-controlling Interest		9,590.59	8,343.63	6,472.96
		67,658.84	**60,760.63**	**50,683.58**
Liabilities				
Non-current Liabilities				
Financial Liabilities				
(i) Borrowings	19	16,543.96	17,826.89	17,614.53
(ii) Other Financial Liabilities	20	2,229.95	2,377.55	3,346.38
Provisions	21	480.91	442.60	360.67
Deferred Tax Liabilities (Net)	22	5,235.99	4,738.98	3,541.78
Other Non-Current Liabilities	23	282.72	233.31	118.16
		24,773.53	**25,619.33**	**24,981.52**
Current Liabilities				
Financial Liabilities				
(i) Borrowings	24	31,179.28	26,172.00	21,426.36
(ii) Trade Payables	25	23,316.10	16,364.77	12,412.10
(iii) Other Financial Liabilities	26	7,419.85	6,057.79	6,220.07
Other Current Liabilities	27	8,886.42	8,869.52	7,588.44
Provisions	28	65.08	122.34	141.66
Current Tax Liabilities (net)	29	610.59	361.77	319.08
		71,477.32	**57,948.19**	**48,107.71**
Total Equity and Liabilities		**1,63,909.69**	**1,44,328.15**	**1,23,772.81**

Significant Accounting Policies and Other Notes on Financial Statements. 1 to 55
The accompanying Notes are an integral part of the Financial Statements.

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

B. K. Sipani
Partner
M. No. 088926

Place: New Delhi
Date: May 24, 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Abhishek Somany
Managing Director
DIN: 00021446

For Somany Ceramics Limited

Saikat Mukhopadhyay
Chief Financial Officer

Ambrish Julka
Company Secretary

AMBRISH JULKA
DGM (Legal) and Company Secretary

Somany Ceramics Limited
Consolidated Statement of Profit & Loss for the Year Ended March 31, 2018
(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
Revenue from Operations	30	1,74,718.64	1,90,517.84
Other Income	31	1,811.37	1,717.10
Total Revenue		**1,76,530.01**	**1,92,234.94**
Expenses			
Cost of Materials Consumed	32	45,568.90	46,896.20
Purchases of Stock-in-Trade		28,941.64	23,683.44
Change in Inventories of Finished Goods , Work-in-progress and Stock-in-Trade	33	(3,821.93)	117.64
Excise duty on Sales		3,447.91	17,431.69
Employee Benefit Expense	34	21,745.41	19,222.75
Finance Costs	35	3,992.04	3,897.39
Depreciation and Amortization Expense	3	4,128.02	3,128.04
Other Expenses	36	60,252.02	59,798.06
Total Expenses		**1,64,254.01**	**1,74,175.21**
Profit Before Exceptional Items and Tax		**12,276.00**	**18,059.73**
Exceptional Items (Net)		440.41	406.25
Profit before tax		**11,835.59**	**17,653.48**
Tax Expense:			
1) Current Tax	22		
- Current year		3,422.01	4,978.16
- For earlier years		(2.06)	(1.13)
2) Deferred Tax Charge/(Credit)	22	505.51	1,172.96
Profit for the year		**7,910.13**	**11,503.49**
Other Comprehensive Income (OCI)			
(1) Items that will not be reclassified to profit & loss		(24.34)	70.04
Income Tax relating to above		8.50	(24.24)
(2) Items that will be reclassified to profit & loss		-	-
Total Comprehensive Income for the year		**7,894.29**	**11,549.29**
Profit for the year attributable to:			
Owners of the Company		7,044.42	9,815.80
Non controlling interests		865.71	1,687.69
Other Comprehensive Income attributable to:			
Owners of the Company		(15.84)	45.80
Non controlling interests		-	-
Total Comprehensive Income attributable to:			
Owners of the Company		7,028.58	9,861.60
Non controlling interests		865.71	1,687.69
Earnings Per Equity Share (Per Share Value of Rs. 2 each)	37		
Basic (In Rs)		16.62	23.15
Diluted (In Rs)		16.62	23.15
Significant Accounting Policies and Other Notes on Financial Statements.	1 to 55		
The accompanying Notes are an integral part of the Financial Statements.			

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

B. K. Sipani
Partner
M. No. 088926

Place: New Delhi
Date: May 24, 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Abhishek Somany
Managing Director
DIN: 00021448

For Somany Ceramics Limited

Saikat Mukhopadhyay
Chief Financial Officer

Ambrish Julka
Company Secretary

AMBRISH JULKA
DGM (Legal) and Company Secretary

Somany Ceramics Limited
Consolidated Cash Flow Statement for the Year ended March 31, 2018
(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
A. Cash Flow From Operating Activities		
Net Profit before Tax as per Statement of Profit & Loss	11,835.59	17,653.48
I. Adjusted for:		
Depreciation and Amortization Expense	4,128.02	3,497.81
Finance Costs	3,992.04	3,897.39
Interest Income	(1,281.70)	(975.97)
(Profit)/Loss on Sales of Investment (Net)	(213.57)	(359.83)
Unrealized Foreign Exchange (Gain)/Loss (Net)	33.39	116.60
Movement in Fair Value of Investments	61.27	84.96
Provision for Doubtful Debts and Recoverables	119.65	49.66
Sundry Balances Written Off	17.94	0.05
Sundry Balances Written Back	(52.09)	(50.62)
(Profit)/Loss on sale / discard of Property, Plant and Equipment (net)	536.96	58.07
Operating Profit Before Working Capital Changes	**19,177.49**	**23,971.60**
II. Adjusted For :		
Trade and Other Receivables	(8,125.66)	(9,197.64)
Inventories	(3,896.37)	(2,507.35)
Trade and Other Payables	7,205.35	4,404.88
Cash Generated from Operation	**14,360.81**	**16,671.49**
Income Taxes Refund /(Paid)	(3,272.79)	(4,947.12)
Net Cash Flow From Operating Activities (A)	**11,088.02**	**11,724.37**
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Intangible Assets	(13,541.89)	(10,738.34)
Sale of Property, Plant and Equipment	553.15	286.62
Acquisition of Non Controlling Interest in Subsidiaries	(0.15)	(896.50)
Purchase of Current Investments	(57,899.72)	(66,899.17)
Sale of Current Investments	58,489.29	64,340.39
Interest Received	1,358.26	779.61
Net Cash Outflow From Investing Activities (B)	**(11,041.06)**	**(13,127.39)**
C. Cash Flow from Financing Activities		
Proceeds from Non Current Borrowings	5,050.64	6,148.20
Repayment of Non Current Borrowings	(5,816.02)	(5,323.88)
Current Borrowings (net)	4,982.09	4,745.64
Proceeds from issue of Equity shares by subsidiaries to Non Controlling Interest shareholders	381.25	597.32
Redemption of Preference Shares	(229.81)	-
Interest Paid	(3,955.29)	(3,962.41)
Dividend Paid (including dividend distribution tax)	(1,369.91)	(1,168.82)
Net Cash Inflow From Financing Activities (C)	**(957.05)**	**1,036.05**
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	**(910.09)**	**(366.97)**
Opening		
Cash and Cash Equivalents	1,488.28	1,855.25
Closing		
Cash and Cash Equivalents	578.19	1,488.28

a) Cash and Cash Equivalents represents cash and bank balances.(Note No. 11)
b) Figures for the previous year have been regrouped/rearranged wherever considered necessary.
c) Additional Disclosure required under amendment to Ind AS 7 w.e.f. April 1, 2017. Refer Note No. 52.
d) The accompanying Notes are an integral part of the Financial Statements.

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

B. K. Sipani
Partner
M. No. 088926

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

Place: New Delhi
Date: May 24, 2018

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Abhishek Somany
Managing Director
DIN: 00021448

Saikat Mukhopadhyay
Chief Financial Officer

For Somany Ceramics Limited

Ambrish Julka
Company Secretary

AMBRISH JULKA
DGM (Legal) and Company Secretary

Somany Ceramics Limited
Consolidated Statement of Change in Equity for the Year Ended March 31, 2018
(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount	No. of Shares	Amount
(a) Equity Share Capital & Reconciliation of number of shares outstanding at the beginning and end of the year :				
Balance at the beginning of the year	4,23,79,426	847.59	4,23,79,426	847.59
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the year	**4,23,79,426**	**847.59**	**4,23,79,426**	**847.59**

(b) Other Equity

Particulars	Reserves and Surplus				Other Comprehensive Income	Owner's Other Equity	Non Controlling Interest	Total Other Equity
	Capital Redemption Reserve	Security Premium Reserve	General Reserve	Retained earnings	Remeasurement of defined benefit plans			
Restated balance at the beginning of the year	**0.03**	**16,389.03**	**5,114.38**	**21,902.03**	**(42.44)**	**43,363.03**	**6,472.96**	**49,835.99**
Profit for the year	-	-	-	9,815.80	-	9,815.80	1,687.69	11,503.49
Acquisition of Non Controlling Interest	-	-	-	(482.06)	-	(482.06)	(414.34)	(896.40)
Shares issued by Subsidiaries to Non Controlling Interest shareholders	-	-	-	-	-	-	597.32	597.32
Other Comprehensive Income for the year	-		-	-	45.80	45.80	-	45.80
Total Comprehensive Income for the year	-	-	-	**9,333.74**	**45.80**	**9,379.54**	**1,870.67**	**11,250.21**
Dividend Paid	-	-	-	974.73	-	974.73	-	974.73
Dividend Distribution Tax	-	-	-	198.43	-	198.43	-	198.43
Balance at March 31, 2017	**0.03**	**16,389.03**	**5,114.38**	**30,062.61**	**3.36**	**51,569.41**	**8,343.63**	**59,913.04**
Balance at the beginning of the year	**0.03**	**16,389.03**	**5,114.38**	**30,062.61**	**3.36**	51,569.41	**8,343.63**	59,913.04
Profit for the year	-	-	-	7,044.42	-	7,044.42	865.71	7,910.13
Acquisition of Non Controlling Interest	-	-	-	(0.15)	-	(0.15)	-	(0.15)
Shares Issued by Subsidiaries to Non Controlling interest shareholders	-	-	-	-	-	-	381.25	381.25
Other comprehensive income for the year	-	-	-	-	(15.84)	(15.84)	-	(15.84)
Total Comprehensive Income for the year	-	-	-	**7,044.27**	(15.84)	**7,028.43**	**1,246.96**	**8,275.39**
Transfer to Capital Redemption Reserve	239.19	-	-	(239.19)	-	-	-	-
Dividend Paid	-	-	-	1,144.24	-	1,144.24	-	1,144.24
Dividend Distribution Tax	-	-	-	232.94	-	232.94	-	232.94
Balance at March 31, 2018	**239.22**	**16,389.03**	**5,114.38**	**35,490.51**	**(12.48)**	**57,220.66**	**9,590.59**	**66,811.25**

Capital Redemption Reserve: It represents the redemption of Preference shares and can be utilized in accordance with the provisions of the Companies Act, 2013.
Securities Premium Reserve: It represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

The accompanying Notes are an integral part of the Financial Statements.

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

B. K. Sipani
Partner
M. No. 088926

Place: New Delhi
Date: May 24, 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Saikat Mukhopadhyay
Chief Financial Officer

Abhishek Somany
Managing Director
DIN: 00021448

Ambrish Julka
Company Secretary

Somany Ceramics Limited
Notes to Consolidated Financial Statements for the year ended March 31, 2018
(All amounts are in rupees Lakhs, unless otherwise stated)

55 Disclosure of the additional information as required by the Schedule III:

a) As at and for the year ended March 31, 2018

	Net Assets,i.e., total assets minus total liabilities		Share in profit or loss		Other Comprehensive Income		Total Comprehensive Income	
Name of the Entity	**As % of consolidated net assets**	**Amount**	**As % of consolidated Profit/(Loss)**	**Amount**	**As % of consolidated Other**	**Amount**	**As % of consolidated Total Comprehensive**	**Amount**
Parent								
Somany Ceramics Limited	96.89%	55,972.98	92.41%	6,510.01	100%	(15.84)	91.40%	6,494.17
Subsidiaries (Indian)								
SR Continental Ltd	0.25%	145.65	-0.10%	(6.78)	0%	-	-0.10%	(6.78)
Somany Global Ltd.	0.14%	81.94	0.08%	5.59	0%	-	0.08%	5.59
Amora Tiles Pvt. Ltd.	3.53%	2,051.18	4.08%	287.24	0%	-	4.09%	287.24
Somany Fine Vitrified Pvt. Ltd.	3.73%	2,165.80	2.64%	186.27	0%	-	2.65%	186.27
Somany Sanitaryware Pvt. Ltd.	1.83%	1,064.08	-0.45%	(31.52)	0%	-	-0.45%	(31.52)
Somany Excel Vitrified Pvt. Ltd	0.23%	133.74	-0.01%	(0.50)	0%	-	-0.01%	(0.50)
Vintage Tiles Pvt. Ltd.	2.79%	1,620.14	-3.79%	(267.19)	0%	-	-3.80%	(267.19)
Commander Vitrified Pvt. Ltd.	4.13%	2,397.18	0.76%	53.41	0%	-	0.76%	53.41
Acer Granito Pvt. Ltd.	3.79%	2,199.10	1.56%	110.98	0%	-	1.56%	110.98
Vicon Ceramic Pvt. Ltd.	0.99%	577.66	-3.68%	(259.31)	0%	-	-3.69%	(259.31)
Sudha Somany Ceramics Pvt Ltd.	1.18%	686.75	-0.10%	(6.85)	0%	-	-0.10%	(6.85)
Amora Ceramics Pvt Ltd.	0.83%	484.74	-0.19%	(13.63)	0%	-	-0.19%	(13.62)
Non Controlling Interest in All Subsidiaries	-16.52%	(9,590.60)	-12.29%	(865.72)	0%	-	-12.32%	(865.72)
Eliminations	-8.00%	(4,645.43)	-0.18%	(12.85)	0%	-	-0.18%	(12.85)
Other Adjustments	4.69%	2,723.33	18.96%	1,335.23	0%	-	19.00%	1,335.23
	100.00%	58,088.25	100.00%	7,044.42	100.00%	(15.84)	100.00%	7,028.58

b) As at and for the year ended March 31, 2017

	Net Assets,i.e., total assets minus total liabilities		Share in profit or loss		Other Comprehensive Income		Total Comprehensive Income	
Name of the Entity	**As % of consolidated net assets**	**Amount**	**As % of consolidated Profit/(Loss)**	**Amount**	**As % of consolidated Other**	**Amount**	**As % of consolidated Total Comprehensive**	**Amount**
Parent								
Somany Ceramics Limited	97.02%	50,855.99	89.35%	8,770.50	100%	45.80	89.40%	8,816.30
Subsidiaries (Indian)								
SR Continental Ltd.	0.28%	152.39	-0.14%	(13.58)	0%	-	-0.14%	(13.58)
Somany Global Ltd.	0.15%	76.35	0.05%	5.34	0%	-	0.05%	5.34
Amora Tiles Pvt. Ltd.	3.37%	1,763.94	3.17%	311.26	0%	-	3.16%	311.26
Somany Fine Vitrified Pvt. Ltd.	3.78%	1,979.53	3.35%	328.41	0%	-	3.33%	328.41
Somany Sanitaryware Pvt. Ltd.	2.09%	1,095.60	1.10%	108.07	0%	-	1.10%	108.07
Somany Excel Vitrified Pvt. Ltd	0.26%	134.24	-0.03%	(2.79)	0%	-	-0.03%	(2.79)
Vintage Tiles Pvt. Ltd.	3.60%	1,887.33	1.64%	160.92	0%	-	1.63%	160.92
Commander Vitrified Pvt. Ltd.	4.47%	2,343.77	0.93%	90.88	0%	-	0.92%	90.88
Acer Granito Pvt. Ltd.	3.95%	2,068.12	2.44%	239.83	0%	-	2.43%	239.83
Vicon Ceramic Pvt. Ltd.	1.60%	836.97	1.20%	117.89	0%	-	1.20%	117.89
Sudha Somany Ceramics Pvt Ltd.	0.93%	487.22	-0.15%	(14.39)	0%	-	-0.15%	(14.39)
Non Controlling Interest in All Subsidiaries	-15.94%	(8,354.89)	-17.19%	(1,687.69)	0%	-	-17.11%	(1,687.69)
Eliminations	-8.20%	(4,297.66)	0.13%	13.06	0%	-	0.13%	13.06
Other Adjustments	2.65%	1,388.10	14.14%	1,388.09	0%	-	14.08%	1,388.09
	100.00%	52,417.00	100.00%	9,815.80	100.00%	45.80	100.00%	9,861.60

As per our report of even date

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

B. K. Sipani
Partner
M. No. 088926

Place: New Delhi
Date: May 24, 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Abhishek Somany
Managing Director
DIN: 00021448

For Somany Ceramics Limited

Saikat Mukhopadhyay
Chief Financial Officer

Ambrish Julka
Company Secretary

AMBRISH JULKA
DGM (Legal) and Company Secretary

SPA
THE FINANCIAL ADVISORS
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Fax : 011-25532644
Email : info@spacapital.com

To,
The Board of Directors,
Somany Ceramics Limited
2, Red Cross Place,
Kolkata – 700 001

Sub: Certificate on adequacy and accuracy of disclosure of information pertaining to Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited in relation to proposed Scheme of Amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited, Scope Vinimoy Private Limited and Somany Ceramics Limited.

Dear Sirs,

We, SPA Capital Advisors Limited, refer to our engagement letter whereby Somany Ceramics Limited (hereinafter referred as "SCL" or "Transferee Company") has appointed us for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to Bhilwara Holdings Limited (hereinafter referred to as "BHL" or the "Transferor Company 1"), Sarvottam Vanijya Limited (hereinafter referred to as "SVL" or the "Transferor Company 2") and Scope Vinimoy Private Limited (hereinafter referred to as "SVPL" or the "Transferor Company 3"), collectively referred to as the "Transferor Companies" pursuant to the proposed Scheme of Amalgamation of Transferor Companies into SCL pursuant to Section 230-232 of Companies Act, 2013.

Regulatory Requirement
SEBI vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular) prescribed requirements to be fulfilled by the listed entities when they propose a Scheme of Arrangement. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a Scheme of Arrangements with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for Abridged Prospectus as provided in Part D of schedule VIII of SEBI(ICDR) Regulations,2009.

Disclaimer and Limitation:

- This Certificate is a specific purpose certificate issued in terms of and in compliance with SEBI circular and hence it should not be used for any other purpose or transaction.
- This certificate contains the certification on adequacy and accuracy of disclosure of information pertaining to the unlisted entity viz., BHL, SVL and SVPL - the Transferor Companies and is not an opinion on the Scheme of Amalgamation or its success.
- This Certificate is issued on the basis of examination of information and documents provided by BHL, SVL and SVPL - the Transferor Companies and information which is available in the public domain and wherever required, the appropriate representation from BHL, SVL and SVPL- the Transferor Companies has also been obtained.
- We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
- Our opinions is not nor should it be constructed as our opining or certifying the compliance of the proposed Scheme of Amalgamation with the provision of any law including companies, taxation, capital market, related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

SPA
THE FINANCIAL ADVISORS

Certification:

We state and confirm as follows:

- We have examined various documents and other materials in connection with finalization of draft disclosure of information dated April 5, 2018, pertaining to BHL, SVL and SVPL - the Transferor Companies ("Abridged Prospectus") which will be circulated to the members of SCL at the time of seeking their consent to the proposed scheme of amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited into Somany Ceramics Limited as a part of explanatory statement to the notice.
- On the basis of such examination and the discussion with the management of Bhilwara Holdings Limited, Sarvottam Vanijya Limited, and Scope Vinimoy Private Limited, their directors, others officers and on independent verification of contents of Abridged Prospectus and other paper furnished to us, we state that:
  - The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to BHL, SVL and SVPL- the Transferor Companies.
  - The Abridged Prospectus contains applicable information pertaining to BHL, SVL and SVPL- the Transferor Companies as required in terms of SEBI Circulars which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme of Amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited, and Scope Vinimoy Private Limited into Somany Ceramics Limited.

For SPA Capital Advisors Limited

Anchal Lohia

Date: April 05, 2018
Place: Delhi

2

Abridged Prospectus/ Memorandum containing information pertaining to Bhilwara Holdings Limited which is a party to the Scheme of Amalgamation proposed to be made between Somany Ceramics Limited (hereinafter referred as **" SCL"** or **"Transferee Company"**) and Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited (hereinafter referred as **"BHL", "SVL" AND "SVPL"** respectively or **"Transferor Company 1", "Transferor Company 2", "Transferor Company 3"** respectively or collectively as **"Transferor Companies"**) and their respective shareholders pursuant to Section 230-232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme")**

This document is prepared pursuant to paragraph I.A.3 (a) of Annexure I of the Securities and Exchange Board of India (**"SEBI"**) Circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017 (**"SEBI Circular"**) and Regulation 37 of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015 (**"LODR"**) read with the said SEBI Circular and contains the applicable information in the format for abridged prospectus as provided in Part D of Schedule VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR**"). You are also encouraged to read the other details in the Scheme and other documents available on the website of Somany Ceramics Limited (www.somanyceramics.com).

THIS ABRIDGED PROSPECTUS CONSISTS OF 8 PAGES. PLEASE ENSURE YOU HAVE READ ALL THE PAGES.

This document is prepared to comply with the requirements of Regulation 37 of LODR read with SEBI Circular and in accordance with disclosures in abridged prospectus as provided in Part D of Schedule VIII of ICDR, to the extent available. Somany Ceramics Limited is listed with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Equity Shares are to be issued under the Scheme by the Transferee Company only to the shareholders of BHL, SVL and SVPL. In terms of the Scheme, there is no issue of equity shares to the public at large. Therefore the requirements with respect to GID (General Information Document) are not applicable and this abridged prospectus should be read accordingly.

You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of Bhilwara Holdings Limited (Transferor Company 1), Sarvottam Vanijya Limited (Transferor Company 2), Scope Vinimoy Private Limited (Transferor Company 3) dated March 05, 2018 respectively, and Somany Ceramics Limited (hereinafter referred as "Transferee Company" or "Issuing Company") dated March 05, 2018 and the Audit Committee of the Somany Ceramics Ltd. vide their resolution dated March 05, 2018 and copy of the Valuation report issued by Jain Jindal & Co., Chartered Accountants dated March 03, 2018, Fairness Report issued by Finshore Management Services Limited dated March 04, 2018 from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares being issued pursuant to the Scheme are proposed to be listed. A copy of Abridged Prospectus shall be submitted to the Securities and Exchange Board of India ("SEBI").

DISCLOSURE INFORMATION PERTAINING TO BHILWARA HOLDINGS LIMITED

Bhilwara Holdings Limited
Registered Office : 2, Red Cross Place, Kolkata-700001, India
Phone No. +91-033-2248-7406/5913
Email: : ngoenka@somanytiles.co.in ; **Website:** Not available
Corporate Identity Number : U65993WB1980PLC033007
Contact Person : Mr. Niranjan Kumar Goenka
Email ID : ngoenka@somanytiles.co.in;
Phone No. +91-033-22487406/5913

PROMOTERS OF BHILWARA HOLDINGS LIMITED:
ANJANA SOMANY, ABHISHEK SOMANY, MINAL SOMANY, SHREEKANT SOMANY, SHREEKANT SOMANY (HUF), SHRIVATSA SOMANY, SCOPE VINIMOY PRIVATE LIMITED, SARVOTTAM VANIJYA LIMITED

BHILWARA HOLDINGS LIMITED

ISSUE DETAILS, LISTING AND PROCEDURE

Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited (collectively referred to as the Promoter Group) forms part of the promoter group of the Somany Ceramics Limited. Bhilwara Holdings Limited currently holds 92,02,200 equity shares of Rs. 2/- each fully paid up constituting 21.71% of the paid up equity share capital of Somany Ceramics Limited. Also Bhilwara Holdings Limited holds 1,74,143 equity shares of Rs. 10/- each fully paid up constituting 49.03% of total paid up capital of Sarvottam Vanijya Limited and 2,60,000 equity shares of Rs. 10 /- each comprising 49.31% of total paid up capital of Scope Vinimoy Private Limited.

Pursuant to the proposed scheme of amalgamation the Investment as of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited in the Equity Shares of the Somany Ceramics Limited as the promoter Group shall stand cancelled and simultaneously be issued to the Equity shareholders of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited respectively. Further, there will be no dilution in the stake of public shareholders in Somany Ceramics Limited. **Such equity shares (issued by Somany Ceramics Limited to the shareholders of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited) will be listed on both NSE and BSE.**

Details about the basis for the swap of shares in accordance with the scheme and the share swap ratio report and fairness opinion will be available on the websites of the Issuing Company, BSE and NSE.

PROCEDURE

The procedure with respect to Public Issue/ Offer would not be applicable as this issue is only to the shareholders of Transferor Company, pursuant to the Scheme of Amalgamation without any cash consideration. Hence, the procedure with respect to GID may be applicable only to the limited extent as specifically provided.

ELIGIBILTY FOR THE ISSUE – REGULATION 26(1) / 26(2) OF SEBI (ICDR) REGULATION, 2009

- Whether the company is compulsorily required to allot at least 75% of the net offer to public, to qualified institutional buyers - **Not Applicable**
- The percentage of shareholding, of pre-scheme public shareholders, of the Issuing Company, in the post scheme shareholding pattern of the Resulting Company shall not be less than 25%
- The equity shares sought to be listed are to be allotted by the listed issuer (SCL) to the holders of securities of the unlisted Company (BHL, SVL and SVPL) in terms of the Scheme of Amalgamation to be sanctioned by the National Company Law Tribunal ("NCLT") pursuant to Section 232 of Companies Act, 2013.

INDICATIVE TIMELINE

The Abridged Prospectus is issued pursuant to the Scheme and is not an offer to public at large. Shares would be issued as above upon the Scheme coming into effect after requisite statutory approvals are accorded thereto, including sanction of the Scheme by NCLT. The time frame cannot be established with absolute certainty. However, it is reasonably expected to come into effect in the financial year 2018-19.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation to this Scheme of Amalgamation. For taking an investment decision, investors must rely on their own examination of the Scheme of Amalgamation, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of the information given herein. Specific attention of the investors is invited to the section titled "Risk Factors" at page 7 of this document.

PRICE INFORMATION OF LEAD MANAGER

Not Applicable since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme.

BHILWARA HOLDINGS LIMITED

Merchant Banker – SPA Capital Advisors Limited **Contact person** – Anchal Lohia **Telephone** - +91 011 45675500 **Email ID** – anchal.lohia@spagroupindia.com	**Statutory Auditors** **BHILWARA HOLDINGS LIMITED** P.K Drolia & Co. Chartered Accountants **Address** – 9, Crooked Lane, 3rd Floor, Kolkata 700069 **Telephone** - +91-9830099491 ; **Fax** – NA **Email Id** - pradeepdrolia@gmail.com **Registration No.** - 316057E
Syndicate Members - Not Applicable **Credit Rating Agencies** - Not Applicable **Debenture Trustee** - Not Applicable **Self-Certified Syndicated Banks** - Not Applicable	**Registrar** - Not Applicable **Non-Syndicate Registered Brokers** – Not Applicable

PROMOTERS OF BHILWARA HOLDINGS LIMITED

Mr. Shreekant Somany, Son of Late Sh. Hiralall Somany, aged 69 years, has more than 45 years of experience in the field of Ceramic Tiles, Sanitary Ware and Glass Ware. A Science Graduate from Calcutta University. He did his training in SIMILOR, SA Geneva (Switzerland). He is the Chairman and Managing Director of Somany Ceramics Ltd.

Mrs. Anjana Somany, wife of Shreekant Somany, aged 65 years, is a Director of Somany Ceramics Limited since March 24, 2015 and became Whole Time Director w.e.f May 21, 2016. She has dedicated 32 years of her life working at the grass root level in the area of crafts and textiles. Heading various organizations of repute, she has worked for the empowerment of women at the top and middle level of women in business. She has done her Bachelor of Arts in History and Political Science; Diploma on Porcelain and Ceramic Creation- Switzerland; Diploma in Textile Designing, New Delhi Polytecnique.

Mr. Abhishek Somany, son of Mr. Shreekant Somany, aged 45 years. He has more than 21 years of experience in the field of Ceramic Tiles manufacturing industry. He is Managing Director of Somany Ceramics Limited. He holds a Bachelor of Business Administration from Richmond University, U.K. with specialisation in Finance & Marketing.

Smt. Minal Somany, Aged about 43 years, is wife of Mr. Abhishek Somany. She is Head Showrooms of Somany Ceramics Limited since May, 1 2009.

Mr. Shrivatsa Somany, son of Mr. Shreekant Somany, aged 28 years. He is Masters of computer science from Penn State University. He is one of the promoters of Hello World Labs, a startup focused on building the next wave of smart apps in India. He has also worked with Zomato India as a Software Engineer and IBM Poughkeepsie, NY as a Software Developer.

Scope Vinimoy Private Limited was incorporated on December 15, 2004. The registered office of the Company is situated at 2, Red Cross Place, Kolkata, West Bengal 700001. The Company is not involved in any business activity other than holding investments in the share capital of group companies including Somany Ceramics Limited.

Sarvottam Vanijya Limited was incorporated on October 26, 1981. The registered office of the Company is situated at 2, Red Cross Place, Kolkata, West Bengal 700001. The Company is currently into the business of dealing in shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by Company and deals in debentures, stocks, bonds, obligations and securities issued or guaranteed by government, public body, authority etc. in India or elsewhere and to promote, acquire, purchase interest in any Company and transfer such company, any property out of its own funds.

Name of the Top 5 (five) largest listed group company: Somany Ceramics Limited and Schablona India Limited

BHILWARA HOLDINGS LIMITED

BUSINESS MODEL/OVERVIEW AND STRATERGY
Bhilwara Holdings Limited is a Public Limited Company incorporated under the provisions of Companies Act, 1956 on September 23, 1980 by the Registrar of Companies, Calcutta, West Bengal and received certificate of commencement of business dated November 15, 1980.The registered office of the Company is located at 2, Red Cross Place, Kolkata West Bengal 700001. Mr. Akhileshwar Prasad, Mr. Krishna Kumar Goenka, Mr. Roopchand Chhajar, Mr. Dinesh Mehta, Mr. Jyoti Narayan Guha, Mr. Shanti Lal Chhajer and Mr. Krishan Gopal Maheshwari are the first subscriber to Memorandum and Articles of Association of the Company. Currently the Authorised Share Capital of the Company is Rs. 1,23,00,000/- divided into 12,30,000 Equity Shares of Rs 10/- each and the Paid Up Share Capital of the Company is Rs. 50,96,860/- divided into 5,09,686 equity shares of Rs. 10/- each. The Company is a non-deposit taking non-banking financial company registered with Reserve Bank of India vide registration number 05.00956. The Company is currently into the business to invest in, acquire, hold and otherwise deal in shares securities, debentures, bonds etc. in India.

BOARD OF DIRECTORS				
S.NO	NAME	DIN	DESIGNATION (Independent/ Whole Time/ Executive/ Nominee	QUALIFICATION AND EXPERIENCE
1	Mr. Niranjan Kumar Goenka	00060864	Director- Non Executive	A Commerce Graduate, has over 27 years of experience in the field of finance and secretarial compliances. He holds directorship in Schablona India Limited; Sarvottam Vanijya Limited; Paco Exports Limited; Bhilwara Holdings Limited; AGI Glasspack Limited; Hindware Home Retail Private Limited; Blackberry Distributors Private Limited; Textool Mercantile Private Limited; Scope Vinmoy Private Limited; Pioneer Resins & Aromatics Private Limited; Metallite Suppliers Private Limited; Mango Tree Tours and Exhibitions Private Limited; Raipur Agrotech Private Limited; Stepping Stones Infocom Private Limited.; T K Ghosh Investment Private Limited; Somany Home Innovation Limited; Brilloca Limited; Luxxis Heating Solutions Private Limited; HSIL Associates Limited
2	Mrs. Anjana Somany	00133542	Director Non Executive	A Bachelor of Arts in History and Political Science; Diploma in Textile Designing, New Delhi Polytecnique, has dedicated 32 years of her life working at the grass root level in the area of crafts and textiles. She is Whole Time Director of Somany Ceramics Limited and holds Directorship in Sarvottam Vanijya Limited; Bhilwara Holdings Limited; Mango Tree Tours and Exhibitions Private Limited
3	Mrs. Minal Somany	00133466	Director -Non Executive,	A Commerce Gradaute, is Head Showrooms of Somany Ceramics Limited since May 1, 2009. She holds Directorships in none other Company.

BHILWARA HOLDINGS LIMITED

OBJECTS PURSUANT TO THE SCHEME

Pursuant to the proposed Scheme, BHL, SVL and SVPL would be ceased to form part of the Promoter Group of SCL and individual promoters of SCL ("Promoters") would directly hold the equity shares in SCL in the same proportion as they hold in BHL, SVL and SVPL which will be dissolved without the process of winding up.

The Amalgamation of BHL, SVL and SVPL into SCL would not only lead to simplification of the shareholding structure and reduction of the shareholding tiers, but also demonstrate the promoter group direct commitment to and engagement with SCL.

There would be no change in the promoter shareholding of SCL. The promoters would continue to hold the same percentage of shares collectively in SCL, pre and post amalgamation of BHL, SVL and SVPL into SCL.
All costs and charges of any nature arising or incurred in connection with and implementing this Scheme shall be borne by BHL, SVL and SVPL and or / its members.

Further Scheme of Amalgamation also provides that Promoters shall indemnify SCL and keep SCL indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be instituted by any third party (ies) including governmental authorities on SCL and are directly relatable to BHL, SVL and SVPL or which may devolve on SCL on account of the Scheme of Amalgamation.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years - Not Applicable

Name of monitoring agency, if any: As the equity shares are issued pursuant to Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 and the size of such issue is less than Rs. 100 crores, the appointment of a monitoring agency is not required. Accordingly, no monitoring agency has been appointed in respect of the Offer.

Terms of issuance of convertible security, if any – Not applicable

Shareholding Pattern of Bhilwara Holdings as on January 31, 2018

S No.	Shareholders name	Pre-issue No. of Equity Shares	% holding in Pre-issue
1	Smt. Anjana Somany	1,45,266	28.50
2	Shri Abhishek Somany	84,517	16.58
3	Smt. Minal Somany	1,965	0.39
4	Shri. Shreekant Somany	38,050	7.47
5	Shreekant Somany (HUF)	14,700	2.88
6	Shri Shrivatsa Somany	47,599	9.34
7	Scope Vinimoy Private Limited	61,755	12.12
8	Sarvottam Vanijya Limited	1,15,827	22.73
9	Shri Ajay Kumar Dokania*	1	0.00
10	Shri Girdhari Lal Sultania*	1	0.00
11	Shri Manoj Kumar Agarwal*	1	0.00
12	Shri Niranjan Kumar Goenka*	1	0.00
13	Shri Pawan Kumar Khaitan*	1	0.00
14	Shri Radhey Shyam Sharma*	1	0.00
15	Shri Ravi Kedia*	1	0.00
	TOTAL	5,09,686	100.00

*Shares held as Nominee of Sarvottam Vanijya Limited

BHILWARA HOLDINGS LIMITED

Shareholding Pattern of Somany Ceramics Limited as on January 31, 2018 and indicative Post Scheme Shareholding is as follows:

S No.	Shareholders name	Pre-issue No. of Equity Shares	% holding in Pre-issue	Post-issue No. of Equity Shares	% holding of Post issue
(A)	**Promoter & Promoter Group**				
1	Shreekant Somany (HUF)	45,500	0.11	21,56,235	5.09
2	Anjana Somany	94,150	0.22	63,27,589	14.93
3	Minal Somany	6,25,900	1.48	7,51,656	1.77
4	Shrivatsa Somany	13,21,370	3.12	51,25,693	12.09
5	Anushree Chopra	150,000	0.35	1,50,000	0.35
6	Shreekant Somany	4,29,740	1.01	30,51,681	7.20
7	Abhishek Somany	85,500	0.20	24,27,413	5.73
8	Abhishek Somany (HUF)	0	0.00	18,49,093	4.36
9	Bhilwara Holdings Limited	92,02,200	21.71	0	0.00
10	Scope Vinimoy Private Limited	35,52,500	8.38	0	0.00
11	Sarvottam Vanijya Limited	63,32,500	14.94	0	0.00
	Total Promoter Shareholding(A)	2,18,39,630	51.53	2,18,39,630	51.53
(B)	**Non-Promoter**				
12	Public Shareholding	2,05,40,066	48.47	2,05,40,066	48.47
	Total	**4,23,79,426**	**100.00**	**4,23,79,426**	**100.00**

FINANCIAL PERFORMANCE						(₹ in Lakhs)
STANDALONE	Period upto January 31, 2018	FY 2017	FY 2016	FY 2015	FY 2014	FY 2013
Revenue From Operations	1.38	5.11	5.00	0.22	0.08	0.004
Other Income	613.87	253.82	217.02	152.58	129.60	93.02
Total Revenue (Including Other Income)	615.25	258.93	222.02	152.80	129.68	93.02
Net Profit / Loss Before Tax And Extraordinary Items	593.29	254.09	207.71	140.32	106.09	90.97
Extra Ordinary Items	-	-	-	-	-	-
Net Profit Loss After Tax And Extraordinary Items	521.37	251.68	195.94	143.52	106.09	88.63
Dividend (INR)/ Share	-	-	-	-	-	-
Equity Share Capital (Issued Subscribed & Paid Up)	50.97	50.97	50.97	50.97	50.97	50.97
Reserves And Surplus	2144.54	1623.17	1371.49	1175.55	1032.04	925.95
Net Worth	2195.51	1674.14	1422.46	1226.52	1083.01	976.92
Basic Earnings Per Share (INR) After Tax	102.29	49.38	38.44	28.16	20.82	17.39
Diluted Earnings Per Share After Tax	102.29	49.38	38.44	28.16	20.82	17.39
Return On Net Worth %	23.75	15.03	13.77	11.70	9.80	9.07

BHILWARA HOLDINGS LIMITED

INTERNAL RISK FACTORS RELATED TO BHL
1. The Company is primarily engaged into investing activity and the only source of Income is dividend/interest from the entities in which it has investment. Any default on the operations of these investee companies shall affect the profitability/growth of the company
2. More than 95% of the Assets of the Company (as per the Balance Sheet as on January 31st 2018) comprise of Investment in Equity/loans and advances for listed and other entities. Thus the Company has exposure to volatility in the stock market.
3. The Company is subject to various taxes and avail tax benefits offered by the Government. The profitability of the Company would decrease due to any adverse change in general tax policies or if the tax benefits were reduced or withdrawn.
4. The Business of the Company depends heavily upon Key Managerial Personnel's and loss of service of such KMP's shall effect the performance of the company.
5. The Company is presently an unlisted company and its equity shares are presently not available for trading on any stock exchange.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved – **None**
B. Brief details of top 5 material outstanding litigations against the Company and amount involved - **None**
C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any – **None**
D. Brief details of outstanding criminal proceedings against Promoters - **None**

ANY OTHER IMPORTANT INFORMATION AS PER THE ISSUER COMPANY

CAPITAL STRUCTURE OF BHL AS ON JANUARY 31, 2018	
Particulars	**Amount in INR**
Authorized share capital	
12,30,000 Equity shares of Rs.10/- each	1,23,00,000
Total	**1,23,00,000**
Issued, subscribed, paid up entity share capital	
5,09,686 equity shares of Rs.10/- each	50,96,860
Total	**50,96,860**

NATURE OF ANY FAMILY RELATIONSHIP BETWEEN ANY OF THE DIRECTORS OF BHL	
Mrs. Anjana Somany	Mother-in-law of Mrs. Minal Somany
Mrs. Minal Somany	Daughter-in-law of Mrs. Anjana Somany

BHILWARA HOLDINGS LIMITED

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus/Memorandum are true and correct.

Date: April 05, 2018
Place: Noida

Abridged Prospectus/ Memorandum containing information pertaining to Sarvottam Vanijya Limited which is a party to the Scheme of Amalgamation proposed to be made between Somany Ceramics Limited (hereinafter referred as **"SCL"** or **"Transferee Company"**) and Bhilwara Holdings Limited,SarvottamVanijya Limited and Scope Vinimoy Private Limited (hereinafter referred as **"BHL", "SVL" AND "SVPL"** respectively or **"Transferor Company 1", "Transferor Company 2", "Transferor Company 3"** respectively or collectively as **"Transferor Companies"**)and their respective shareholders pursuant to Section 230-232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme"**)

This document is prepared pursuant to paragraph I.A.3 (a) of Annexure I of the Securities and Exchange Board of India (**"SEBI"**) Circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017 (**"SEBI Circular"**) and Regulation 37 of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015 (**"LODR"**) read with the said SEBI Circular and contains the applicable information in the format for abridged prospectus as provided in Part D of Schedule VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**"ICDR"**). You are also encouraged to read the other details in the Scheme and other documents available on the website of Somany Ceramics Limited (www.somanyceramics.com).

THIS ABRIDGED PROSPECTUS CONSISTS OF 8 PAGES. PLEASE ENSURE YOU HAVE READ ALL THE PAGES.

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Equity Shares are to be issued under the Scheme by the Transferee Company only to the shareholders of BHL, SVL and SVPL. In terms of the Scheme, there is no issue of equity shares to the public at large. Therefore the requirements with respect to GID (General Information Document) are not applicable and this abridged prospectus should be read accordingly.

You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of Bhilwara Holdings Limited (Transferor Company 1),SarvottamVanijya Limited (Transferor Company 2), Scope Vinimoy Private Limited (Transferor Company 3) dated March 05, 2018 respectively, and Somany Ceramics Limited (hereinafter referred as "Transferee Company" or "Issuing Company") dated March 05, 2018 and the Audit Committee of the Somany Ceramics Limited vide their resolution dated March 05, 2018and copy of the Valuation report issued by Jain Jindal & Co., Chartered Accountants dated March 03, 2018, Fairness Report issued by Finshore Management Services Limited dated March 04, 2018from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares being issued pursuant to the Scheme are proposed to be listed. A copy of Abridged Prospectus shall be submitted to the Securities and Exchange Board of India ("SEBI").

DISCLOSURE OF INFORMATION PERTAINING TO SARVOTTAM VANIJYA LIMITED

SarvottamVanijya Limited
Registered Office :2, Red Cross Place, Kolkata-700001, India
Phone No.+91-033-22487406/5913
Email: ngoenka@somanytiles.co.in ;**Website:** Not available
Corporate Identity Number :U51109WB1981PLC034233
Contact Person :Mr. Niranjan Kumar Goenka
Email ID: ngoenka@somanytiles.co.in;
Phone Mo. - +91-033-22487406/5913

PROMOTERS OF SARVOTTAM VANIJYA LIMITED:
ANJANA SOMANY, MINAL SOMANY, SHREEKANT SOMANY, SHRIVATSA SOMANY, SCOPE VINIMOY PRIVATE LIMITED ANDBHILWARA HOLDINGS LIMITED

SARVOTTAM VANIJYA LIMITED

ISSUE DETAILS, LISTING AND PROCEDURE

Bhilwara Holdings Limited, SarvottamVanijya Limited and Scope Vinimoy Private Limited (collectively referred to as the promoter group) forms part of the promoter group of the Somany Ceramics Limited. SarvottamVanijya Limited currently holds 63,32,500 equity shares of Rs. 2/- each fully paid up constituting 14.94% of the paid up equity share capital of Somany Ceramics Limited. Also SarvottamVanijya Limited holds 1,15,827 equity shares of Rs. 10/- each fully paid up constituting 22.73% of total paid up capilal of Bhilwara Holdings Limited and 1,87,995 equity shares of Rs. 10 /- each comprising 35.66% of total paid up capital of Scope Vinimoy Private Limited.

Pursuant to the proposed scheme of amalgamation the Investment of Bhilwara Holdings Limited, SarvottamVanijya Limited and Scope Vinimoy Private Limited in the Equity Shares of the Somany Ceramics Limited shall stand cancelled and simultaneously be issuedto the Equity shareholders of Bhilwara Holdings Limited, SarvottamVanijya Limited and Scope Vinimoy Private Limited. Further, there will be no dilution in the stake of public shareholders in Somany Ceramics Limited. **Such equity shares (issued by Somany Ceramics Limited to the shareholders of Bhilwara Holdings Limited, SarvottamVanijya Limited and Scope Vinimoy Private Limited) will be listed on both NSE and BSE.**

Details about the basis for the swap of shares in accordance with the scheme and the share swap ratio report and fairness opinion will be available on the websites of the Issuing Company, BSE and NSE.

PROCEDURE

The procedure with respect to Public Issue/ Offer would not be applicable as this issue is only to the shareholders of Transferor Company, pursuant to the Scheme of Amalgamation without any cash consideration. Hence, the procedure with respect to GID may be applicable only to the limited extent as specifically provided.

ELIGIBILITY FOR THE ISSUE – REGULATION 26(1) / 26(2) OF SEBI (ICDR) REGULATIONS, 2009

- Whether the company is compulsorily required to allot at least 75% of the net offer to public, to qualified institutional buyers - **Not Applicable**
- The equity shares sought to be listed are to be allotted by the listed issuer (SCL) to the holders of securities of the unlisted Company (BHL, SVL and SVPL) in terms of the Scheme of Amalgamation to be sanctioned by the National Company Law Tribunal ("NCLT") pursuant to Section 230 to 232 of Companies Act, 2013.
- The percentage of shareholding, of pre-scheme public shareholders, of the Issuing Company, in the post scheme shareholding pattern of the Resulting Company shall not be less than 25%

INDICATIVE TIMELINE

The Abridged Prospectus is issued pursuant to the Scheme and is not an offer to public at large. Shares would be issued as above upon the Scheme coming into effect after requisite statutory approvals are accorded thereto, including sanction of the Scheme by NCLT. The time frame cannot be established with absolute certainty. However, it is reasonably expected to come into effect in the financial year 2018-19.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation to this Scheme of Amalgamation. For taking an investment decision, investors must rely on their own examination of the Scheme of Amalgamation, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the information given herein. Specific attention of the investors is invited to the section titled "Risk Factors" at page 7 of this document

PRICE INFORMATION OF LEAD MANAGER

Not Applicable since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme.

SARVOTTAM VANIJYA LIMITED

SPA **Merchant Banker** – SPA Capital Advisors Limited **Contact person** – Anchal Lohia **Telephone** - +91 011 45675500 **Email ID** - anchal.lohia@spagroupindia.com	**Statutory Auditors** **SARVOTTAM VANIJYA LIMITED** P.K Drolia& Co., Chartered Accountants **Address** – 9, Crooked Lane, 3rd Floor, Kolkata 700069 **Telephone** - +91-9830099491 **Fax** – NA ; **Email Id** - pradeepdrolia@gmail.com **Registration No.** - 316057E
Syndicate Members - Not Applicable **Credit Rating Agencies** - Not Applicable **Debenture Trustee** - Not Applicable **Self-Certified Syndicated Banks** - Not Applicable	**Registrar** - Not Applicable **Non-Syndicate Registered Brokers** – Not Applicable

PROMOTERS OF SARVOTTAM VANIJYA LIMITED

Mr. Shreekant Somany, Son of Late Sh. Hiralall Somany, aged 69 years, has more than 45 years of experience in the field of Ceramic Tiles, Sanitary Ware and Glass Ware. A Science Graduate from Calcutta University. He did his training in SIMILOR, SA Geneva (Switzerland).He is the Chairman and Managing Director of Somany Ceramics Limited.He has been associated with various Federations and Associations namely Founder & Past Chairman of Confederation of Constructions Products and Services (CCPS), twice he was the Chairman of Indian Council for Ceramic Tiles and Sanitary ware (ICCTAS), and serving as Vice President of the Indian Ceramic Society, A Trustee of the Ceramic & Glass Industry Foundation of the American Ceramic Society and also the Chairman of the Confederation of Indian Industry Northern Region. Mr. Somany is a recipient of the prestigious Corporate Technical Achievement award from the American Ceramic Society in the field of ceramics for development of Somany Veil Craft Shield Floor Tiles.

Mrs. Anjana Somany, wife of Mr. Shreekant Somany, has been Director of Somany Ceramics Limited since March 24, 2015 and became Whole Time Director w.e.f 21st May, 2016. Mrs. Somany serves as a Director at SarvottamVanijya Ltd and Bhilwara Holdings Ltd. She has dedicated 32 years of her life working at the grass root level in the area of crafts and textiles. Heading various organizations of repute, she has worked for the empowerment of women at the top and middle level of women in business. She has done her Bachelor of Arts in History and Political Science; Diploma on Porcelain and Ceramic Creation- Switzerland; Diploma in Textile Designing, New Delhi Polytecnique.

Mrs.Minal Somany, Aged about 43 years, wife of Shri Abhishek Somany, is Head of Showrooms of Somany Ceramics Limited since May, 1, 2009

Mr. Shrivatsa Somany, son of Mr.Shreekant Somany, aged 28 year. He is Masters of computer science from Pennsylvania. He is one of the promoters of Hello World Labs, a startup focused on building the next wave of smart apps in India. He has also worked with Zomato India as a Software Engineer and IBM Poughkeepsie, NY as a Software Developer.

Scope Vinimoy Private Limitedwas incorporated on December 15, 2004. The registered office of the Company is situated at 2, Red Cross Place, Kolkata, West Bengal 700001.The Company is not involved in any business activity other than holding investments in the share capital of group companies including Somany Ceramics Limited.

Bhilwara Holdings Limitedwas incorporated on September 23, 1980. The registered office of the Company is situated at 2, Red Cross Place, Kolkata, West Bengal 700001. The company is engaged in the business to invest in, acquire, hold and otherwise deal in shares securities, debentures, bonds etc. in India

Name of the Top 5 (five) largest listed group company: Somany Ceramics Limited and Schablona India Limited

SARVOTTAM VANIJYA LIMITED

BUSINESS MODEL/OVERVIEW AND STRATERGY
SarvottamVanijya Limited is a Public Limited Company incorporated under the provisions of Companies Act, 1956 on October 26, 1981 by the Registrar of Companies, Calcutta, West Bengal and received certificate of commencement of business dated January25, 1982.The registered office of the Company is located at 2, Red Cross Place, Kolkata, West Bengal 700001. Mr. Girdhari Lal Sultania, Mr. Om Prakash Agarwal, Mr. Mahendra Singh Jain, Mr. RadheyShyam Sharma, Mr. Shree Lal Nathani, Mr.Rajendra Kumar Sharma and Mr. Harish Lodha are the first subscriber to Memorandum and Articles of Association of the Company. Currently the Authorised Share Capital of the Company is Rs. 36,00,000/- divided into 3,60,000 Equity Shares of Rs 10/- each and the Paid Up Share Capital of the Company is Rs. 35,52,100/- divided into 3,55,210 equity shares of Rs. 10/- each. The company is a non-deposit taking non-banking financial company registered with Reserve Bank of India vide registration number 05.02798. The Company is currentlyengaged into the business of dealing in shares, stocks debentures, bonds, obligations and securities issued or guaranteed by Company and deals in debentures, stocks, bonds, obligations and securities issued or guaranteed by government, public body, authority etc. in India or elsewhere and to promote, acquire, purchase interest in any Company and transfer such company, any property out of its own funds.

BOARD OF DIRECTORS				
S.NO	**NAME**	**DIN**	**DESIGNATION (INDEPENDENT/ WHOLE TIME / EXECUTIVE/ NOMINEE**	**QUALIFICATION AND EXPERIENCE**
1	Mr. Shreekant Somany	00021423	Director – Nine Executive	A Science Graduate from Calcutta University. He did his training in SIMILOR, SA Geneva (Switzerland).He has over 45years experience of business and Ceramic Industry. He is Chairman and Managing Director of Somany Ceramics Limited and holds Directorship inShree Cement Limited; Cosmo Ferrites Limited; J K Tyre& Industries Limited; SarvottamVanijya Limited; Somany Global Limited; Scope Vinimoy Private Limited; SR Continental Limited
2	Mr. Abhishek Somany	00021448	Director – Non Executive	He is a Bachelor of Business Administration from Richmond University, U.K. with specialization in Finance & Marketing.He is Managing Director of Somany Ceramics Limited and holds directorship inSarvottamVanijya Limited; Somany Global Limited; Scope Vinmoy Private Limited
3 .	Ms. Anjana Somany	00133542	Director – Non Executive	A Bachelor of Arts in History and Political Science, Diploma in Textile Designing, New Delhi Polytecnique, has dedicated 32 years of her life working at the grass root level in the area of crafts and textiles. She is Whole Time Director of Somany Ceramics Limited and holds Directorship in SarvottamVanijya Limited; Bhilwara Holdings Limited; Mango Tree Tours and Exhibitions Private Limited
4	Mr. Niranjan Kumar Goenka	00060864	Director – Non Executive	A Commerce Graduate and has over 27 years of experience in the field of finance and secretarial compliances.He holds directorship in Schablona India Limited; SarvottamVanijya Limited; Paco Exports Limited; Bhilwara Holdings Limited; AGI Glasspack Limited; Hindware Home Retail Private Limited; Blackberry Distributors Private Limited;Textool Mercantile Private Limited; Scope Vinmoy Private Limited; Pioneer Resins & Aromatics Private Limited; Metallite Suppliers Private Limited; Mango Tree Tours and Exhibitions Private Limited; Raipur Agrotech Private Limited; Stepping Stones Infocom Private Limited.;T K Ghosh Investment Private Limited; Somany Home

SARVOTTAM VANIJYA LIMITED

				Innovation Limited; Brilloca Limited; Luxxis Heating Solutions Private Limited; HSIL Associates Limited

OBJECTS PURSUANT TO THE SCHEME

Pursuant to the proposed Schemeof Amalgamation, BHL, SVL and SVPL would be ceased to form part of the Promoter Group of SCL and individual promoters of SCL ("Promoters") would directly hold the equity shares in SCL in the same proportion as they hold in BHL, SVL and SVPL which will be dissolved without the process of winding up.

The Amalgamation of BHL, SVL and SVPL into SCL would not only lead to simplification of the shareholding structure and reduction of the shareholding tiers, but also demonstrate the promoter group direct commitment to and engagement with SCL.

There would be no change in the promoter shareholding of SCL. The promoters would continue to hold the same percentage of shares collectively in SCL, pre and post amalgamation of BHL, SVL and SVPL into SCL.

All costs and charges of any nature arising or incurred in connection with and implementing this Scheme shall be borne by BHL, SVL and SVPL and or / its members.

Further the Scheme also provides that Promoters shall indemnify SCL and keep SCL indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be instituted by any third party (ies) including governmental authorities on SCL and are directly relatable to BHL, SVL and SVPL or which may devolve on SCL on account of the Scheme of Amalgamation.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years - Not Applicable
Name of monitoring agency, if any: As the equity shares are issued pursuant to Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 and the size of such issue is less than Rs. 100 crores, the appointment of a monitoring agency is not required. Accordingly, no monitoring agency has been appointed in respect of the Offer.

Terms of issuance of convertible security, if any – Not applicable

Shareholding Pattern of SarvottamVanijya Limited as on January 31, 2018

S No.	Shareholders name	Pre-issue No. of Equity Shares	% holding in Pre-issue
1	Smt. AnjanaSomany	38,400	10.81
2	Smt. MinalSomany	1,240	0.35
3	Shri ShrivatsaSomany	43,220	12.17
4	Shri. Shreekant Somany	27,260	7.67
5	Bhilwara Holdings Limited	1,74,143	49.03
6	Scope Vinmoy Pvt Limited	70,940	19.97
7	Shri Ajay Kumar Dokania*	1	0.00
8	Shri Manoj Kumar Agarwal*	1	0.00
9	Shri Girdhari Lal Sultania*	1	0.00
10	Shri Niranjan Kumar Goenka*	1	0.00
11	Shri Pawan Kumar Khaitan*	1	0.00
12	Shri RadheyShyam Sharma*	1	0.00
13	Shri Ravi Kedia*	1	0.00
	TOTAL	**3,55,210**	**100.00**

* Shares held as nominee of Bhilwara Holdings Limited

SARVOTTAM VANIJYA LIMITED CAL-1

Shareholding Pattern of Somany Ceramics Limited as on January31, 2018 and indicative Post Scheme Shareholding is as follows:

S No.	Shareholders name	Pre-issue No. of Equity Shares	% holding in Pre-issue	Post-issue No. of Equity Shares	% Holding of Post issue
(A)	**Promoter & Promoter Group**				
1	Shreekant Somany (HUF)	45,500	0.11	21,56,235	5.09
2	AnjanaSomany	94,150	0.22	63,27,589	14.93
3	MinalSomany	6,25,900	1.48	7,51,656	1.77
4	ShrivatsaSomany	13,21,370	3.12	51,25,693	12.09
5	Anushree Chopra	150,000	0.35	1,50,000	0.35
6	Shreekant Somany	4,29,740	1.01	30,51,681	7.20
7	Abhishek Somany	85,500	0.20	24,27,413	5.73
8	Abhishek Somany (HUF)	0	0.00	18,49,093	4.36
9	Bhilwara Holdings Limited	92,02,200	21.71	0	0.00
10	Scope Vinimoy Private Limited	35,52,500	8.38	0	0.00
11	SarvottamVanijya Limited	63,32,500	14.94	0	0.00
	Total Promoter Group (A)	2,18,39,360	51.53	2,18,39,360	51.53
(B)	**Non-Promoter**				
12	Public Shareholding	2,05,40,066	48.47	2,05,40,066	48.47
	Total	**4,23,79,426**	**100.00**	**4,23,79,426**	**100.00**

FINANCIAL PERFORMANCE (₹ in Lakhs)						
STANDALONE	Period upto January 31, 2018	FY 2017	FY 2016	FY 2015	FY 2014	FY 2013
Revenue From Operations	0.32	1.18	1.18	1.18	1.22	1.18
Other Income	327.34	176.35	170.07	94.92	82.61	52.61
Total Revenue (Including Other Income)	327.66	177.53	171.25	96.10	83.83	53.79
Net Profit / Loss Before Tax And Extraordinary Items	325.19	172.30	169.17	95.26	77.09	51.37
Extra Ordinary Items	-	-	-	-	-	-
Net Profit Loss After Tax And Extraordinary Items	295.17	169.82	158.98	97.18	75.63	51.10
Dividend (INR)/ Share	-	-	-	-	-	-
Equity Share Capital (Issued Subscribed & Paid Up)	35.52	35.52	35.52	35.52	35.52	35.52
Reserves And Surplus	1545.80	1250.63	1080.81	921.83	824.65	749.02
Net Worth	1581.32	1286.15	1116.33	957.35	860.17	784.54
Basic Earnings Per Share (INR) After Tax	83.10	47.81	44.76	27.36	21.29	14.38

SARVOTTAM VANIJYA LIMITED

Diluted Earnings Per Share After Tax	83.10	47.81	44.76	27.36	21.29	14.38
Return On Net Worth %	18.67	13.20	14.24	10.15	8.79	6.51

RISK FACTORS RELATED TO SVL

1. The Company is primarily engaged into investing activity and the only source of Income is dividend/interest from the entities in which it has investment. Any default on the operations of these investee companies shall affect the profitability/growth of the Company.
2. More than 95% of the Assets of the Company (as per the Balance Sheet as on January 31st, 2018) comprise of Investment in Equity/loans and advances for listed and other entities. Thus the Company has exposure to volatility in the stock market.
3. The Company is subject to various taxes and avail tax benefits offered by the Government. The profitability of the Company would decrease due to any adverse change in general tax policies or if the tax benefits were reduced or withdrawn.
4. The Business of the Company depends heavily upon Key Managerial Personnel's and loss of service of such KMP's shall effect the performance of the Company.
5. The Company is presently an unlisted Company and its equity shares are presently not available for trading on any stock exchange.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

SARVOTTAM VANIJYA LIMITED

A. Total number of outstanding litigations against the company and amount involved - **None**

B. Brief details of top 5 material outstanding litigations against the company and amount involved -**None**

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any - **None**

D. Brief details of outstanding criminal proceedings against Promoters- **None**

ANY OTHER IMPORTANT INFORMATION AS PER THE ISSUER COMPANY

CAPITAL STRUCTURE OF SVL AS ON JANUARY 31, 2018	
Particulars	**Amount in INR**
Authorized share capital	
3,60,000 Equity shares of Rs.10/- each	36,00,000
Total	**36,00,000**
Issued, subscribed, paid up entity share capital	
3,55,210 equity shares of Rs.10/- each	35,52,100
Total	**35,52,100**

NATURE OF ANY FAMILY RELATIONSHIP BETWEEN ANY OF THE DIRECTORS OF SVL	
Mr. Shreekant Somany	Husband of Mrs.AnjanaSomany and Father of Mr. Abhishek Somany
Mrs.AnjanaSomany	Wife of Mr. ShreekantSomany and Mother of Mr. Abhishek Somany
Mr. Abhishek Somany	Son of Mr. ShreekantSomany and Mrs.AnjanaSomany

SARVOTTAM VANIJYA LIMITED

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus/Memorandum are true and correct.

Date: April 05, 2018
Place: Noida

Abridged Prospectus/ Memorandum containing information pertaining to Scope Vinimoy Private Limited which is a party to the Scheme of Amalgamation proposed to be made between Somany Ceramics Limited (hereinafter referred as **"SCL"** or **"Transferee Company"**) and Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited (hereinafter referred as **"BHL", "SVL" AND "SVPL"** respectively or **"Transferor Company 1", "Transferor Company 2", "Transferor Company 3"** respectively or collectively as **"Transferor Companies"**)and their respective shareholders pursuant to Section 230-232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme"**)

This document is prepared pursuant to paragraph 1.A.3 (a) of Annexure I of the Securities and Exchange Board of India (**"SEBI"**) Circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017 (**"SEBI Circular"**) and Regulation 37 of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015 (**"LODR"**) read with the said SEBI Circular and contains the applicable information in the format for abridged prospectus as provided in Part D of Schedule VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**"ICDR"**). You are also encouraged to read the other details in the Scheme and other documents available on the website of Somany Ceramics Limited (www.somanyceramics.com)

THIS ABRIDGED PROSPECTUS CONSISTS OF 8 PAGES. PLEASE ENSURE YOU HAVE READ ALL THE PAGES.

This document is prepared to comply with the requirements of Regulation 37 of LODR read with SEBI Circular and in accordance with disclosures in abridged prospectus as provided in Part D of Schedule VIII of ICDR, to the extent available. Somany Ceramics Limited is listed with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Equity Shares are to be issued under the Scheme by the Transferee Company only to the shareholders of BHL, SVL and SVPL. In terms of the Scheme, there is no issue of equity shares to the public at large. Therefore the requirements with respect to GID (General Information Document) are not applicable and this abridged prospectus should be read accordingly.

You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of Bhilwara Holdings Limited (Transferor Company 1),Sarvottam Vanijya Limited (Transferor Company 2), Scope Vinimoy Private Limited (Transferor Company 3) dated March 05, 2018 respectively, and Somany Ceramics Limited (hereinafter referred as "Transferee Company" or "Issuing Company") dated March 05, 2018 and the Audit Committee of the Somany Ceramics Ltd. vide their resolution dated March 05, 2018 and copy of the Valuation report issued by Jain Jindal & Co., Chartered Accountants dated March 03, 2018, Fairness Report issued by Finshore Management Services Limited dated March 04, 2018 from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares being issued pursuant to the Scheme are proposed to be listed. A copy of Abridged Prospectus shall be submitted to the Securities and Exchange Board of India ("SEBI").

DOSCLOSURE INFORMATION PERTAINING TO SCOPE VINIMOY PRIVATE LIMITED

Scope Vinimoy Private Limited
Registered Office- 2, Red Cross Place, Kolkata-700001, India
Phone No. - 033 22487406/5913
Email: ngoenka@somanytiles.co.in;**Website**: Not available
Corporate Identity Number- U51909WB2004PTC100718
Contact Person- Mr. Niranjan Kumar Goenka
Email ID: ngoenka@somanytiles.co.in;**Phone No. -** +91-033-22487406/5913

PROMOTERS OF SCOPE VINIMOY PRIVATE LIMITED:
ABHISHEK SOMANY (HUF), SHREEKANT SOMANY (HUF), SARVOTTAM VANIJYA LIMITED AND BHILWARA HOLDINGS LIMITED

Scope Vinimoy Private Limited Kolkata

ISSUE DETAILS, LISTING AND PROCEDURE

Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited (collectively referred to as the promoter group) forms part of the promoter group of the Somany Ceramics Limited. Bhilwara Holdings Limited currently holds 92,02,200 equity shares of Rs. 2/- each fully paid up constituting 21.71%, Scope Vinmoy Private Limited holds 35,52,500 constituting 8.38% and Sarvottam Vanijya Limited holds 63,32,500 constituting 14.94% of the paid up equity share capital of Somany Ceramics Limited. Also Scope Vinimoy Private Limited holds 70,940 equity shares of Rs. 10/- each fully paid up constituting 19.97% of total paid up capital of Sarvottam Vanijya Limited and 61,755 equity shares of Rs. 10 /- each comprising 12.12% of total paid up capital of Bhilwara Holdings Limited.

Pursuant to the proposed scheme of amalgamation the Investment of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited in the Equity Shares of the Somany Ceramics Limited shall stand cancelled and simultaneously be issued to the Equity shareholders of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited. Further, there will be no dilution in the stake of public shareholders in Somany Ceramics Limited. **Such equity shares (issued by Somany Ceramics Limited to the shareholders of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited) will be listed on both NSE and BSE.**

Details about the basis for the swap of shares in accordance with the scheme and the share swap ratio report and fairness opinion will be available on the websites of the Issuing Company, BSE and NSE.

PROCEDURE

The procedure with respect to Public Issue/ Offer would not be applicable as this issue is only to the shareholders of Transferor Company, pursuant to the Scheme of Amalgamation without any cash consideration. Hence, the procedure with respect to GID may be applicable only to the limited extent as specifically provided.

ELIGIBILITY FOR THE ISSUE – REGULATION 26(1) / 26(2) OF SEBI (ICDR) REGULATIONS, 2009

- Whether the Company is compulsorily required to allot at least 75% of the net offer to public, to qualified institutional buyers - **Not Applicable**
- The equity shares sought to be listed are proposed to be allotted by the Issuing Company/Transferee Company to the shareholders of the Transferor Company pursuant to a Scheme of Amalgamation to be sanctioned by NCLT under Section 230 to 232 of the Companies Act, 2013; and
- The percentage of shareholding, of pre-scheme public shareholders, of the Issuing Company, in the post scheme shareholding pattern of the Resulting Company shall not be less than 25%

INDICATIVE TIMELINE

The Abridged Prospectus is issued pursuant to the Scheme and is not an offer to public at large. Shares would be issued as above upon the Scheme coming into effect after requisite statutory approvals are accorded thereto, including sanction of the Scheme by NCLT. The time frame cannot be established with absolute certainty. However, it is reasonably expected to come into effect in the financial year 2018-19.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation to this Scheme of Amalgamation. For taking an investment decision, investors must rely on their own examination of the Scheme of Amalgamation, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the information given herein. Specific attention of the investors is invited to the section titled "Risk Factors" at page 7 of this document.

PRICE INFORMATION OF LEAD MANAGER

Not Applicable since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme.

SPA **Merchant Banker** – SPA Capital Advisors Limited **Contact person** – Anchal Lohia **Telephone** - +91 011 45675500 **Email ID** – anchal.lohia@spagroupindia.com	**Statutory Auditors** **SCOPE VINIMOY PRIVATE LIMITED** M.R. Dhanuka & Co. , Chartered Accountants **Address** – 9, Stephen House, 4 B.B.D Bag(East), Kolkata 700001;**Telephone** - +91-033-22483328, 22435034 **Fax** –+91-033-22487060 ; **Email Id**- dhanukamr@gmail.com **Registration No.** - 329303E
Syndicate Members - Not Applicable **Credit Rating Agencies** - Not Applicable **Debenture Trustee** - Not Applicable **Self-Certified Syndicated Banks** - Not Applicable	**Registrar** - Not Applicable **Non-Syndicate Registered Brokers** – Not Applicable

PROMOTERS OF SCOPE VINIMOY PRIVATE LIMITED

Mr. Shreekant Somany, Karta in Shreekant Somany (HUF), Son of Late Sh. Hiralall Somany, aged 69 years.A Science Graduate from Calcutta University. He did his training in SIMILOR, SA Geneva (Switzerland). He has more than 45 years of experience in the field of Ceramic Tiles, Sanitary Ware and Glass Ware. He is the Chairman and Managing Director of Somany Ceramics Limited. He has been associated with various Federations and Associations namely Founder & Past Chairman of Confederation of Constructions Products and Services (CCPS), twice he was the Chairman of Indian Council for Ceramic Tiles and Sanitary ware (ICCTAS), and serving as Vice President of the Indian Ceramic Society, A Trustee of the Ceramic & Glass Industry Foundation of the American Ceramic Society and also the Chairman of the Confederation of Indian Industry Northern Region. Mr. Somany is a recipient of the prestigious Corporate Technical Achievement award from the American Ceramic Society in the field of ceramics for development of Somany Veil Craft Shield Floor Tiles.

Mr. Abhishek Somany, Karta of Abhishek Somany (HUF), son of Sh. Shreekant Somany, aged 45 years. He has more than 21 years of experience in the field of Ceramic Tiles manufacturing industry. He is Managing Director of Somany Ceramics Limited. He holds a Bachelor of Business Administration from Richmond University, U.K. with specialization in Finance & Marketing.

Sarvottam Vanijya Limitedwas incorporated on October 26, 1981. The registered office of the Company is situated at 2, Red Cross Place, Kolkata, West Bengal 700001.The Company is currently into the business of dealing in shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by Company and deals in debentures, stocks, bonds, obligations and securities issued or guaranteed by government, public body, authority etc. in India or elsewhere and to promote, acquire, purchase interest in any Company and transfer such company, any property out of its own funds.

Bhilwara Holdings Limited was incorporated on September 23, 1980. The registered office of the Company is situated at 2, Red Cross Place, Kolkata, West Bengal 700001. The Company is engaged in the business to invest in, acquire, hold and otherwise deal in shares securities, debentures, bonds etc. in India

Name of the Top 5 (five) largest listed group company: Somany Ceramics Limited and Schablona India Limited.

BUSINESS MODEL/OVERVIEW AND STRATERGY

Scope Vinimoy Private Limited is a Private Limited Company incorporated under the provisions of Companies Act, 1956 on December 15, 2004 by the Registrar of Companies, Calcutta, West Bengal. The registered office of the Company is located at 2, Red Cross Place, Kolkata,West Bengal 700001. Mr. Pramod Kumar Sinhal and Ms. Minal Sinhal are the first subscriber to Memorandum and Articles of Association of the Company. Currently the Authorised Share Capital of the Company is Rs. 71,00,000/- divided into 7,10,000 Equity Shares of Rs 10/- each and the Paid Up Share Capital of the Company is Rs. 52,72,500/- divided into 5,27,250 equity shares of Rs. 10/- each. The Company is not involved in any business activity other than holding investments in the share capital of group companies including Somany Ceramics Limited.

Scope Vinimoy Private Limited Kolkata

BOARD OF DIRECTORS				
S.NO	**NAME**	**DIN**	**DESIGNATION (Independent/ Whole Time/ Executive/ Nominee**	**QUALIFICATION AND EXPERIENCE**
1	Mr. Shreekant Somany	00021423	Director- Non Executive	A Science Graduate from Calcutta University. He did his training in SIMILOR, SA Geneva (Switzerland).He has over 45 years experience of business and Ceramic Industry. He is Chairman and Managing Director of Somany Ceramics Limited and holds Directorship in Shree Cement Limited; Cosmo Ferrites Limited; J K Tyre & Industries Limited; Sarvottam Vanijya Limited; Somany Global Limited; Scope Vinimoy Private Limited; SR Continental Limited
2	Mr.Abhishek Somany	00021448	Director- Non Executive	He is a Bachelor of Business Administration from Richmond University, U.K. with specialization in Finance & Marketing. He has more than 21 years of experience in the field of Ceramic Tiles manufacturing industry.He is Managing Director of Somany Ceramics Limited and holds directorship in Sarvottam Vanijya Limited; Somany Global Limited; Scope Vinimoy Private Limited
3	Mr.Niranjan Kumar Goenka	00060864	Director- Non Executive	A Commerce Graduate and has over 27 years of experience in the field of finance and secretarial compliances. He holds directorship in Schablona India Limited; Sarvottam Vanijya Limited; Paco Exports Limited; Bhilwara Holdings Limited; AGI Glasspack Limited; Hindware Home Retail Private Limited; Blackberry Distributors Private Limited; Textool Mercantile Private Limited; Scope Vinimoy Private Limited; Pioneer Resins & Aromatics Private Limited; Metallite Suppliers Private Limited; Mango Tree Tours and Exhibitions Private Limited; Raipur Agrotech Private Limited; Stepping Stones Infocom Private Limited;T K Ghosh Investment Private Limited;Somany Home Innovation Limited; Brilloca Limited; Luxxis Heating Solutions Private Limited; HSIL Associates Limited
4	Mr. Girdhari Lal Sultania	00060931	Director- Non Executive	He is a Chartered Account and a Company Secretary. He possesses vast knowledge and experience in the fields of financial restructurings, corporate laws and legal compliances. He is a Fellow Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He hold directorship in Somany Ceramics Limited; HSIL Limited; The United Province Sugar Company Limited; Paco Exports Limited; AGI Glasspack Limited; Somany Global Limited; SR Continental Limited; Somany Home Innovation Limited; Scope Vinimoy Private Limited;Brilloca Limited; Luxxis Heating Solutions Private Limited; Ayshri Health Products Limited; Textool Mercantile Private Limited; Pioneer Resins & Aromatics Private Limited; Raipur Agrotech Private Limited; T K Ghosh Investment Private Limited; LNR Exports Private Limited; LNR Investments and Trades Private Limited;Anand Apartment Maintainence Private

Vinimoy Private Limited Scope

				Limited; Adarsh Barter Private Limited
5	Mr. Ajay Kumar Dokania	00164485	Director- Non Executive	He holds a graduate degree in Commerce and has over 15 years of experience in Taxation. He holds directorships in Scope Vinimoy Private Limited; HSIL Associates Limited; Mashaal Suppliers Private Limited; Blackberry Distributors Private Limited; AGI Glasspack Limited; Stepping Stones Infocom Private Limited

OBJECTS PURSUANT TO THE SCHEME

Pursuant to the proposed Scheme, BHL, SVL and SVPL would be ceased to form part of the Promoter Group of SCL and individual promoters of SCL ("Promoters") would directly hold the equity shares in SCL in the same proportion as they hold in BHL, SVL and SVPL which will be dissolved without the process of winding up.

The Amalgamation of BHL, SVL and SVPL into SCL would not only lead to simplification of the shareholding structure and reduction of the shareholding tiers, but also demonstrate the promoter group direct commitment to and engagement with SCL.

There would be no change in the promoter shareholding of SCL. The promoters would continue to hold the same percentage of shares collectively in SCL, pre and post amalgamation of BHL, SVL and SVPL into SCL.
All costs and charges of any nature arising or incurred in connection with and implementing this Scheme shall be borne by BHL, SVL and SVPL and or / its members.

Further the Scheme of Amalgamation also provides that Promoters shall indemnify SCL and keep SCL indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be instituted by any third party (ies) including governmental authorities on SCL and are directly relatable to BHL, SVL and SVPL or which may devolve on SCL on account of the Scheme of Amalgamation.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years - Not Applicable

Name of monitoring agency, if any: As the equity shares are issued pursuant to Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 and the size of such issue is less than Rs. 100 crores, the appointment of a monitoring agency is not required. Accordingly, no monitoring agency has been appointed in respect of the Offer.

Terms of issuance of convertible security, if any – Not applicable

Shareholding Pattern of Scope Vinimoy Private Limited as on January 31, 2018

S No.	Shareholders name	Pre-issue No. of Equity Shares	% holding in Pre-issue
1	Abhishek Somany (HUF)	41,250	7.82
2	Shreekant Somany (HUF)	38,000	7.21
3	Bhilwara Holdings Limited	26,0000	49.31
4	Sarvottam Vanijya Limited	1,87,995	35.66
6	Shri Girdhari Lal Sultania*	1	0.00
7	Shri Manoj Kumar Agarwal*	1	0.00
8	Shri Niranjan Kumar Goenka*	1	0.00
9	Shri Pawan Kumar Khaitan*	1	0.00
10	Shri Ravi Kedia*	1	0.00
	Grand Total	**5,27,250**	100.00

*Shares held as Nominee of Sarvottam Vanijya Limited

Shareholding Pattern of Somany Ceramics Limited as on January, 31st 2018 and indicative Post Scheme Shareholding is as follows:

S No.	Shareholders name	Pre-issue No. of Equity Shares	% holding in Pre-issue	Post-issue No. of Equity Shares	% Holding of Post issue
(A)	**Promoter & Promoter Group**				
1	Shreekant Somany (HUF)	45,500	0.11	21,56,235	5.09
2	Anjana Somany	94,150	0.22	63,27,589	14.93
3	Minal Somany	6,25,900	1.48	7,51,656	1.77
4	Shrivatsa Somany	13,21,370	3.12	51,25,693	12.09
5	Anushree Chopra	150,000	0.35	1,50,000	0.35
6	Shreekant Somany	4,29,740	1.01	30,51,681	7.20
7	Abhishek Somany	85,500	0.20	24,27,413	5.73
8	Abhishek Somany (HUF)	0	0.00	18,49,093	4.36
9	Bhilwara Holdings Limited	92,02,200	21.71	0	0.00
10	Scope Vinimoy Private Limited	35,52,500	8.38	0	0.00
11	Sarvottam Vanijya Limited	63,32,500	14.94	0	0.00
	Total Promoter Shareholding(A)	2,18,39,360	51.53	2,18,39,360	51.53
(B)	**Non-Promoter**				
12	Public Shareholding	2,05,40,066	48.47	2,05,40,066	48.47
	Total	**4,23,79,426**	**100.00**	**4,23,79,426**	**100.00**

FINANCIAL PERFORMANCE (₹ in Lakhs)						
STANDALONE	**Period Ended January 31, 2018**	**FY 2017**	**FY 2016**	**FY 2015**	**FY 2014**	**FY 2013**
Revenue From Operations	0.74	2.71	2.71	2.71	2.71	2.71
Other Income	165.25	80.52	71.00	52.43	42.01	28.97
Total Revenue (Including Other Income)	165.99	83.23	73.71	55.14	44.72	31.68
Net Profit / Loss Before Tax And Extraordinary Items	164.98	82.86	73.27	54.70	44.30	31.34
Extra Ordinary Items	-	-	-	-	-	-
Net Profit Loss After Tax And	151.63	82.23	72.65	54.09	43.67	30.47

Vinimoy Private Limited Kolkata Scope

Extraordinary Items						
Dividend (INR)/ Share	-	-	-	-	-	-
Equity Share Capital (Issued Subscribed & Paid Up)	52.73	52.73	52.73	52.73	52.73	52.73
Reserves And Surplus	1032.53	880.90	798.67	726.02	671.93	628.26
Net Worth	1085.26	933.63	851.40	778.75	724.66	680.99
Basic Earnings Per Share After Tax	28.76	15.60	13.78	10.26	8.28	5.78
Diluted Earnings Per Share After Tax	28.76	15.60	13.78	10.26	8.28	5.78
Return On Net Worth %	13.97	8.81	8.53	6.95	6.03	4.47

RISK FACTORS RELATED TO SVPL

1. The Company is primarily engaged into investing activity and the only source of Income is dividend/interest from the entities in which it has investment. Any default on the operations of these investee companies shall affect the profitability/growth of the Company.
2. More than 95% of the Assets of the Company (as per the Balance Sheet as on January 31st, 2018) comprise of Investment in Equity/loans and advances for listed and other entities. Thus the Company has exposure to volatility in the stock market.
3. The Company is subject to various taxes and avail tax benefits offered by the Government. The profitability of the Company would decrease due to any adverse change in general tax policies or if the tax benefits were reduced or withdrawn.
4. The Business of the Company depends heavily upon Key Managerial Personnel's and loss of service of such KMP's shall effect the performance of the Company.
5. The Company is presently an unlisted company and its equity shares are presently not available for trading on any stock exchange.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

SCOPE VINIMOY PRIVATE LIMITED

A. Total number of outstanding litigations against the Company and amount involved - **None**

B. Brief details of top 5 material outstanding litigations against the Company and amount involved - **None**

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any - **None**

D. Brief details of outstanding criminal proceedings against Promoters- **None**

Vinimoy Private Limited Scope Ludhiana

ANY OTHER IMPORTANT INFORMATION AS PER THE ISSUER COMPANY

CAPITAL STRUCTURE OF SVPL AS ON JANUARY 31, 2018	
Particulars	**Amount in INR**
Authorized share capital	
7,10,000 Equity shares of Rs.10/- each	7,100,000
Total	**7,100,000**
Issued, subscribed, paid up entity share capital	
5,27,250 equity shares of Rs.10/- each	5,272,500
Total	**5,272,500**

NATURE OF ANY FAMILY RELATIONSHIP BETWEEN ANY OF THE DIRECTORS OF SVPL	
Mr. ShreekantSomany	Father of Mr. Abhishek Somany
Mr. Abhishek Somany	Son of Mr. Shreekant Somany

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus/Memorandum are true and correct.

Date: April 05, 2018
Place: Noida

Pre-Shareholding as on 01.03.2018 and Post Share Holding as on 05.03.2018 Annexure - 20

		Transferee Company – (Somany Ceramics Limited)					
			Pre-Scheme			Post-Scheme	
Sr	Description	Name of Shareholder	No. of shares	%	Name of Shareholder	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group						
1	Indian						
	individuals/ Hindu Undivided Family	Names of Promoter			Names of Promoter		
		Shreekant Somany	429,740	1.01	Shreekant Somany	3,051,681	7.20
		Shreekant Somany (HUF)	45,500	0.11	Shreekant Somany (HUF)	2,156,235	5.09
		Abhishek Somany	85,500	0.20	Abhishek Somany	2,427,413	5.73
		Anjana Somany	94,150	0.22	Abhishek Somany (HUF)	1,849,093	4.36
		Minal Somany	625,900	1.48	Anjana Somany	6,327,589	14.93
		Shrivatsa Somany	1,321,370	3.12	Minal Somany	751,656	1.77
		Anushree Chopra	150,000	0.35	Shrivatsa Somany	5,125,693	12.09
					Anushree Chopra	150,000	0.35
(b)	Central Government/ State Government(s)		-	-		-	-
(c)	Bodies Corporate	Names			Names		
		Bhilwara Holdings Ltd	9,202,200	21.71			
		Sarvottam Vanijya Ltd	6,332,500	14.94			
		Scope Vinimoy Pvt. Ltd	3,552,500	8.38			
(d)	Financial Institutions/ Banks		-	-		-	-
(e)	Any Others		-	-		-	-
	Sub Total(A)(1)		21,839,360	51.53		21,839,360	51.53
2	Foreign						
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals		-	-		-	-
(b)	Bodies Corporate		-	-		-	-
(c)	Institutions		-	-		-	-
(d)	Any Others		-	-		-	-
	Sub Total(A)(2)		-	-		-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		21,839,360	51.53		21,839,360	51.53
(B)	Public shareholding						
1	Institutions						
(a)	Mutual Funds/ UTI		8,593,992	20.28		8,593,992	20.28
(b)	Financial Institutions / Banks		14,190	0.03		14,190	0.03
(c)	Central Government/ State Government(s)		-	-		-	-
(d)	Venture Capital Funds		-	-		-	-
(e)	Insurance Companies		-	-		-	-
(f)	Foreign Institutional Investors		-	-		-	-
(g)	Foreign Venture Capital Investors		-	-		-	-
(h)	Any Other						
	Foreign Portfolio Investors		1,624,020	3.83		1,624,020	3.83
	Alternate Investment Funds		475,470	1.12		475,470	1.12
	Sub-Total (B)(1)		10,707,672	25.27		10,707,672	25.27
2	Non-Institutions						
(a)	Bodies Corporate		2,517,103	5.94		2,517,103	5.94
(b)	Individuals						
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		4,002,628	9.44		4,002,628	9.44
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		1,988,798	4.69		1,988,798	4.69
(c)	Any Other						
	Investor Education and Protection Fund Authority (IEPF)		106,089	0.25		106,089	0.25
	NBFCs registered with RBI		150	0.00		150	0.00
	Clearing Member		20,214	0.05		20,214	0.05
	Non Resident Individual		97,703	0.23		97,703	0.23
	Trusts		29,601	0.07		29,601	0.07
	Foreign Company		1,070,108	2.53		1,070,108	2.53
	Sub-Total (B)(2)		9,832,394	23.20		9,832,394	23.20
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)		20,540,066	48.47		20,540,066	48.47
	TOTAL (A)+(B)		42,379,426	100.00		42,379,426	100.00
(C)	Shares held by Custodians and against which DRs have been issued		-	-		-	-
	GRAND TOTAL (A)+(B)+(C)		42,379,426	100.00		42,379,426	100.00

Singhi & Co.
Chartered Accountants

Unit No. 1704, 17th Floor, Tower B, World Trade Tower, DND FLyway, C-01, Sector 16, Noida-201301, Delhi-NCR (India) | Ph:(0120) 2970005 Mob. 9205575996
E-mail : newdelhi@singhico.com | Website : www.singhico.com

Annexure - 21

Auditor's Certificate

To
The Board of Directors,
Somany Ceramics Limited
2, Red Cross Place
Kolkata-700001

We, the statutory auditors of M/s Somany Ceramics Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Clause 17 of the Draft Scheme of Amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited with Somany Ceramics Limited in terms of the provisions of section(s) 230 and 232 of the Companies Act 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparations of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Somany Ceramics limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to NCLT and any other Regulatory Authorities in relation thereto. This Certificate should not be used for any other purpose without our prior written consent.

For Singhi & Co.
Chartered Accountants
Firm Reg. No.302049E

B.K. Sipani
Partner
Membership No. 088926

Place: Noida (Delhi NCR)
Date: December 01, 2018

P.K.Drolia & Co.
Chartered Accountants
9,Crooked Lane,3rd Floor
Kolkata-700069
Mobile +91 9830099491 Email: pradeepdrolia @gmail.com

To,
The Board of Directors,
Bhilwara Holdings Limited
2, Red Cross Place,
Kolkata - 700001

We, the statutory auditors of Bhilwara Holdings Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Part D Clause 17 of the Draft Scheme of Amalgamation amongst Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited ("the Transferor Companies") and Somany Ceramics Limited ("the Transferee Company") and their respective Shareholders and Creditors ("the Draft Scheme") in terms of the provisions of section 230 to 232, read with section 66 and other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016 (IND AS) and the Generally Accepted Accounting Principles in India.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Accounting Treatment as contained in the Draft Scheme complies with the applicable Indian Accounting Standards and The Generally Accepted Accounting Principles in India. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised), issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in Part D Clause 17 of the aforesaid Draft Scheme is in compliance with all the applicable Indian Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016 (IND AS), the Generally Accepted Accounting Principles in India.

This Certificate is issued at the request of the Company pursuant to the requirements of provisions of section 230 of The Companies Act 2013 for onward submission to the Stock Exchange, National Company Law Tribunal, Regional Director, Ministry of Corporate Affairs (i.e. Registrar of Companies), or any other regulatory authorities in relation to this Draft Scheme. This Certificate should not be used for any other purpose without our prior written consent.

For P.K.Drolia & Co.
Chartered Accountants
Firm Registration No.316057E

P.K.Drolia
Partner
Membership No.52629

Place: Kolkata
Date : 26/11/2018

P.K.Drolia & Co.
Chartered Accountants
9,Crooked Lane,3rd Floor
Kolkata-700069
Mobile +91 9830099491 Email: pradeepdrolia @gmail.com

To,
The Board of Directors,
Sarvottam Vanijya Limited
2, Red Cross Place,
Kolkata - 700001

We, the statutory auditors of Sarvottam Vanijya Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Part D Clause 17 of the Draft Scheme of Amalgamation amongst Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited ("the Transferor Companies") and Somany Ceramics Limited ("the Transferee Company") and their respective Shareholders and Creditors ("the Draft Scheme") in terms of the provisions of section 230 to 232, read with section 66 and other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016 (IND AS) and the Generally Accepted Accounting Principles in India.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Accounting Treatment as contained in the Draft Scheme complies with the applicable Indian Accounting Standards and The Generally Accepted Accounting Principles in India. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised), issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in Part D Clause 17 of the aforesaid Draft Scheme is in compliance with all the applicable Indian Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016 (IND AS), the Generally Accepted Accounting Principles in India.

This Certificate is issued at the request of the Company pursuant to the requirements of provisions of section 230 of The Companies Act 2013 for onward submission to the Stock Exchange, National Company Law Tribunal, Regional Director, Ministry of Corporate Affairs (i.e. Registrar of Companies), or any other regulatory authorities in relation to this Draft Scheme. This Certificate should not be used for any other purpose without our prior written consent.

For P.K.Drolia & Co.
Chartered Accountants
Firm Registration No.316057E

P.K.Drolia
Partner
Membership No.52629

Place: Kolkata
Date : 26/11/2018

M.R.DHANUKA & CO.
CHARTERED ACCOUNTANTS

To,
The Board of Directors,
Scope Vinimoy Private Limited
2, Red Cross Place,
Kolkata - 700001

We, the statutory auditors of Scope Vinimoy Private Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Part D Clause 17 of the Draft Scheme of Amalgamation amongst Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited ("the Transferor Companies") and Somany Ceramics Limited ("the Transferee Company") and their respective Shareholders and Creditors ("the Draft Scheme") in terms of the provisions of section 230 to 232, read with section 66 and other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016 (IND AS) and the Generally Accepted Accounting Principles in India.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Accounting Treatment as contained in the Draft Scheme complies with the applicable Indian Accounting Standards and The Generally Accepted Accounting Principles in India. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised), issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in Part D Clause 17 of the aforesaid Draft Scheme is in compliance with all the applicable Indian Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016 (IND AS), the Generally Accepted Accounting Principles in India.

This Certificate is issued at the request of the Company pursuant to the requirements of provisions of section 230 of The Companies Act 2013 for onward submission to the Stock Exchange, National Company Law Tribunal, Regional Director, Ministry of Corporate Affairs (i.e. Registrar of Companies), or any other regulatory authorities in relation to this Draft Scheme. This Certificate should not be used for any other purpose without our prior written consent.

For M. R. Dhanuka & Co.
Chartered Accountants
Firm Registration No. 329303E

Mohit Dhanuka
(Partner)
Membership No. 069957

Place: Kolkata
Date : 26th November, 2018

Address: 9, Stephen House, 4.B.B.D. Bag (East), Kolkata 700001
Ph No. 2248-3328, 2243-5034, Fax: 2248-7060 E-mail:dhanukamr@gmail.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
AT KOLKATA
COMPANY APPLICATION (CAA) No. - 1154 / KB OF 2018
(under Sections 230-232 of the Companies Act, 2013)
IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF AMALGAMATION OF BHILWARA HOLDINGS LIMITED, SARVOTTAM VANIJYA LIMITED, SCOPE VINIMOY PRIVATE LIMITED, THE TRANSFEROR COMPANIES WITH SOMANY CERAMICS LIMITED, THE TRANSFEREE COMPANY

AND

In the matter of **Bhilwara Holdings Limited,** an existing company under the Companies Act, 2013 having its registered office at 2, Red Cross Place, Kolkata - 700001

…Applicant Company 1/ Transferor Company 1

AND

In the matter of **Sarvottam Vanijya Limited,** an existing company under the Companies Act, 2013 having its registered office at 2, Red Cross Place, Kolkata - 700 001

…Applicant Company 2 / Transferor Company 2

AND

In the matter of **Scope Vinimoy Private Limited,** an existing company under the Companies Act, 2013 having its registered office at 2, Red Cross Place, Kolkata - 700 001

…Applicant Company 3 / Transferor Company 3

AND

In the matter of **Somany Ceramics Limited,** an existing company under the Companies Act, 2013 having its registered office at 2, Red Cross Place, Kolkata - 700 001

…Applicant Company 4 / Transferee Company

FORM OF PROXY

CIN:	L40200WB1968PLC224116
Name of the Company:	Somany Ceramics Limited
Registered Office:	2, Red Cross Place, Kolkata - 700001

Name of the Unsecured Creditors :……..…….....…….....……..
Registered Address:……..……..……..……..
Email ID:……..……..……..

I/ We, the undersigned as an unsecured creditors of Somany Ceramics Limited **("the Transferee Company")**, hereby appoint:

i. Name:……..……..
Address:……..
Email ID:…….....…… or failing him/her
ii. Name:……..……..
Address:……..
Email ID:…….....…… or failing him/her
iii. Name:……..……..
Address:……..
Email ID:…….....……

as my/ our proxy, to act for me/ us at the meeting of the unsecured creditors of Somany Ceramics Limited, the Transferee Company to be held at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata - 700 001 on Monday, the 27th day of May, 2019 at 1:30 P.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Bhilwara Holdings Limited, Sarvottam Vanijya Limited and Scope Vinimoy Private Limited, the transferor Companies with Somany Ceramics Limited, the transferee Company under Sections 230 to 232 of the Companies Act, 2013 **("Scheme")** and at such meeting and at an adjournment or adjournments thereof, to vote, for me/ us and in my/ our name(s) _____ *[here, 'if for', insert **'FOR';** 'if against' insert **'AGAINST'**, and in the latter case, strike out the words below after 'the said Scheme']* the said Scheme as my/our proxy.

Affix
Re 1/-
Revenue

Dated this _____ day of _____, 2019

_____
Signature of unsecured creditors

_____ _____ _____
Signature of first Proxy Holder Signature of second Proxy Holder Signature of third Proxy Holder

NOTES:

1. The Form of Proxy in order to be effective should be in the prescribed form, duly completed and signed or authenticated by the concerned person and deposited at the registered office of the Transferee Company at 2, Red Cross Place, Kolkata - 700001, **not later than 48 hours** before the scheduled time of the meeting.
2. In case of multiple proxies, proxy later in time shall be accepted.
3. Please affix a revenue stamp of Re. 1/- before signing across the same.
4. All alterations made in the Form of Proxy should be initialed.
5. Only an unsecured creditor of the Transferee Company is entitled to attend and vote at the Tribunal convened meeting of the unsecured creditors **("Meeting"),** either in person or by proxy or through an authorized representative, (in case the unsecured creditor is a body corporate) as the case may be. Where a body corporate which is an unsecured creditor authorises any person to act as its representative at the meeting, a copy of the resolution of the board of directors or other governing body of such body corporate authorising such person to act as its representative at the meeting, and certified to be a true copy by a director, the manager, the secretary, or other authorised officer of such body corporate shall be lodged with the Transferee Company at its registered office **not later than 48 hours before the scheduled time of the Meeting.**
6. Such unsecured creditor is entitled to appoint a proxy to attend and vote at the Meeting instead and on behalf of such unsecured creditors and such proxy need not be an unsecured creditor. Proxies to be valid and effective should be in the prescribed Form of proxy, duly completed and signed or authenticated by the concerned person and should be deposited at the registered office of the Transferee Company not later than 48 hours before the scheduled time of the Meeting.
7. An unsecured creditor/ its proxy, attending the Meeting, is requested to bring the Attendance Slip duly completed and signed or authenticated by the concerned person along with a copy of the deposited Form of Proxy (in case of a proxy).
8. An unsecured creditor (in case such unsecured creditor is an individual) or the authorized representative of the unsecured creditor (in cash such unsecured creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. PAN Card/ Aadhaar Card/ Passport/ Driving License / Voter ID Card). Additionally, an unsecured creditor (in case such unsecured creditor is a sole proprietorship) or the proxy should carry a valid document evidencing the individual as the proprietor of the sole proprietorship.

Somany Ceramics Limited

CIN : L40200WB1968PLC224116
Registered Office : 2, Red Cross Place, Kolkata, West Bengal - 700 001, India
T**el. No.** : 91-33-2248 7406 / 5913
E-mail : sclinvestors@somanytiles.co.in, Website : www.somanyceramics.com

ATTENDANCE SLIP

MEETING OF THE UNSECURED CREDITORS OF SOMANY CERAMICS LIMITED ON MONDAY, MAY 27, 2019 AT 1:30 P.M.

I hereby record my presence at the meeting of the unsecured creditors of Somany Ceramics Limited, convened pursuant to the order dated April 2, 2019 passed by the Hon'ble Bench of the National Company Law Tribunal at Kolkata in Company Application (CAA) No. 1154 / KB of 2018, at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata - 700 001 on Monday, the 27th day of May, 2019 at 1:30 P.M.

Name of the Unsecured Creditors : …….....

Signature of the Unsecured Creditors : …….....

OR

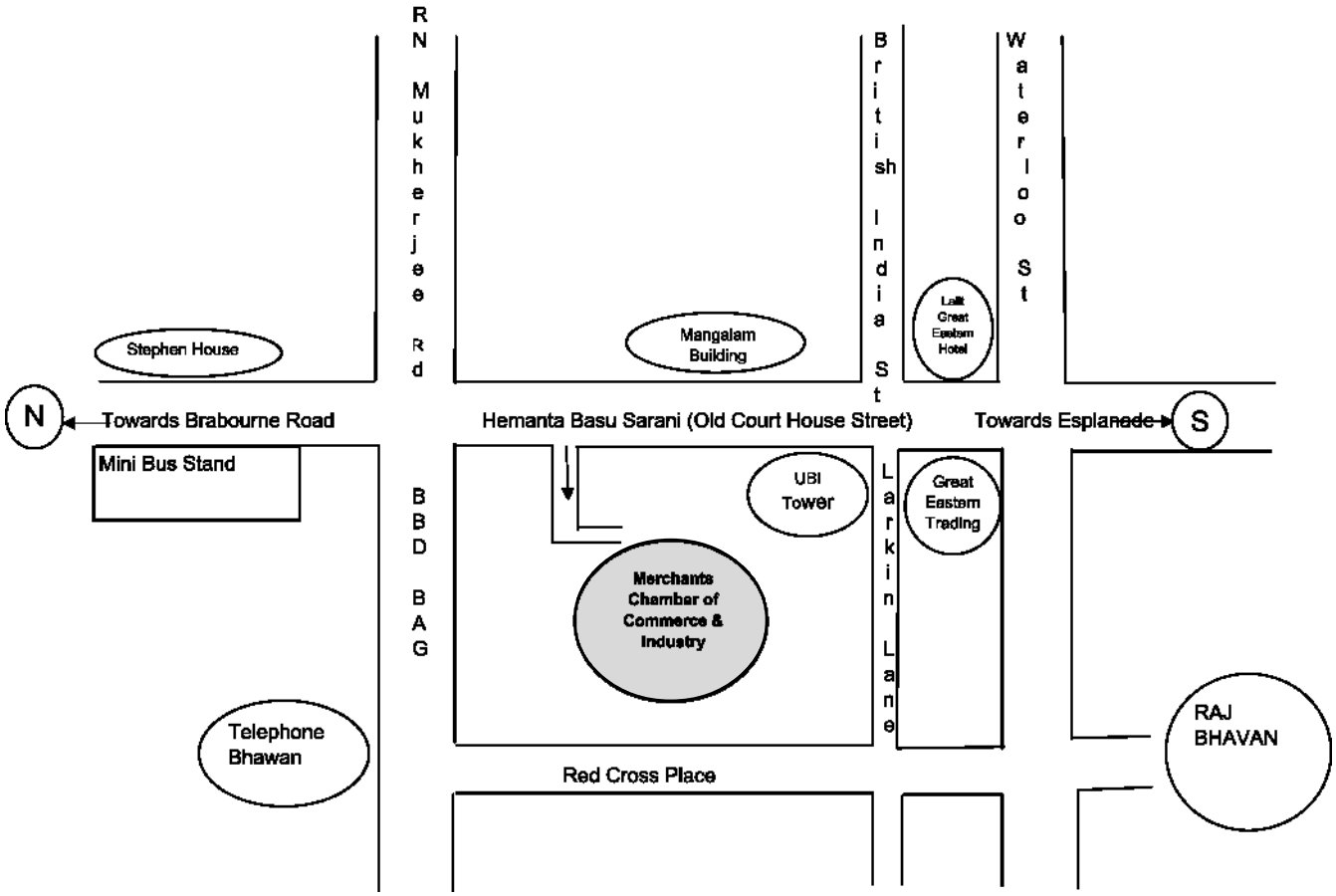
Name of the Proxy Holder : …….....

Signature of the Proxy Holder : …….....

NOTES:

1. Unsecured Creditors/ authorized representatives or their proxies attending the meeting must bring this attendance slip to the meeting and hand over the same at the entrance of the meeting venue after completing and signing the same.
2. Unsecured Creditors/ authorized representatives or their proxies desiring to attend the meeting should bring his/ her copy of the notice for reference at the meeting.

ROUTE MAP OF THE VENUE OF NCLT CONVEYED MEETING



SOMANY CERAMICS LIMITED

Registered Office : 2, Red Cross Place, Kolkata - 700 001
Phone : 91-33-2248 7406 / 5913
E-mail : sclinvestors@somanytiles.co.in
Website : www.somanyceramics.com
CIN : L40200WB1968PLC224116

POSTAL BALLOT FORM
Unsecured Creditors

1. Name(s) & Address of Unsecured Creditors of Somany Ceramics Limited

2. Principal Amount due as on September 30, 2018 :

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot, for the business stated in the Notice dated April 2, 2019 of the meeting of the unsecured Creditors of Somany Ceramics Limited by conveying my/our assent or dissent to the said Resolution by placing tick (") mark in the appropriate box below:

Description of Resolution	I / We assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
Approval for the proposed scheme of amalgamation of Bhilwara Holdings Limited, **Transferor Company 1,** Sarvottam Vanijya Limited, **Transferor Company 2,** Scope Vinimoy Private Limited**, Transferor Company 3** with Somany Ceramics Limited**, Transferee Company** and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.		

Place :

Date :

Signature of the Unsecured Creditors

Note :

1. Last date for receipt of Postal Ballot Forms by Scrutinizer is Sunday, May 26, 2019 at 5:00 P.M (IST).

2. Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. The Kolkata Bench of the Hon'ble National Company Law Tribunal ('NCLT'), vide Order dated April 2, 2019 has directed that a Meeting of the Unsecured Creditors of the Transferee Company be convened and held at Somany Conference Hall of, Merchants' Chamber of Commerce & Industry, 15-B, Hemanta Basu Sarani, Kolkata - 700 001, on Monday, May 27, 2019 at 1-30 P.M. for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Amalagation of Bhilwara Holdings Limited, **Transferor Company 1,** Sarvottam Vanijya Limited, **Transferor Company 2,** Scope Vinimoy Private Limited**, Transferor Company 3** with Somany Ceramics Limited**, Transferee** Company and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 .

2. Pursuant to Sections 230 to 232 and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, assent or dissent of the Unsecured Creditors in respect of the resolution detailed in the Notice dated April 8, 2019 is being additionally sought through Postal Ballot process.

3. The voting period for Postal Ballot shall commence on and from Saturday, April 27, 2019 at 9-00 a.m. and ends on Sunday, May 26, 2019 at 5-00 p.m. IST.

4. An Unsecured Creditor desiring to exercise vote by Postal Ballot Form is requested to carefully read these instructions and return the duly completed form in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer Mr. V. K Tulsyan, FCA, on or before 5-00 p.m. on Sunday, May 26, 2019. Unsecured creditors from whom no Postal Ballot Form in received or received after the aforesaid stipulated date shall not be counted for voting on the resolution.

5. Please convey your assent in column "FOR" or dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.

6. The voting right will be in proportion to the principal amount due in the name of the respective Unsecured Creditor as on September 30, 2018, being the cut-off date.

7. Voting by Postal Ballot can be exercised only by the Unsecured Creditor or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy. Unsecured Creditors can opt only one mode for voting i.e., Postal Ballot Form or Poll exercised at the Meeting.

8. Unsecured Creditors who have cast their votes by Postal Ballot can also attend the Meeting.

9. In case the Unsecured Creditor is an entity, the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.

10. Unscured Creditors are requested not to send any paper (other than the resolution/authority/POA) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

11. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected.

12. The proposed Scheme of Amalgamation, if assented by majority of Unsecured Creditors representing three-fourth in value of those Unsecured Creditors who have voted either by Postal Ballot or voting by Poll at the Meeting, shall be considered as passed on the date of the Meeting i.e., Monday, May 27, 2019. The result of the voting on the resolution will be declared on or before Wednesday, May 29, 2019.

13. The Scrutiniser's decision on the validity of the Postal Ballot Form shall be final.

14. Any query in relation to the resolution may be sent to sclinvestors@somanytiles.co.in