



SOMA TEXTILES & INDUSTRIES LTD.

7th September, 2024

Department of Corporate Services, BSE Limited, Floor 25, P. J. Towers, Dalal Street, <u>Mumbai - 400 001</u>	The Secretary, National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Plot No. C/1, Bandra Kurla Complex, Bandra (East), <u>Mumbai - 400 051</u>
--------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Sub: Disclosure of Consolidated Scrutinizer's Report on remote e- voting

Dear Sirs,


We hereby inform you that 86th Annual General Meeting of Soma Textiles & Industries Limited was held on Saturday, the 7th September, 2024. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

In this Regard, please find enclosed herewith the Consolidated Report of the Scrutinizer dated 7th September, 2024, on remote e-voting and evoting during the AGM.

This is for your reference and record.

Thanking You,

Yours faithfully,
For Soma Textiles & Industries Limited

REENA
PRASAD

(Reena Prasad)
Company Secretary
Membership No.: A-53284

Encl: As above



Registered Office

2, Red Cross Place, Kolkata - 700 001, India.
Tel.: +91 (33) 2248 7406 - 07
Email : investors@somatextiles.com
CIN : L51909WB1940PLC010070

Corporate Office

6, Vaswamin Mansion, Dinshaw Wachha Rd,
Backbay Reclamatn, Mumbai - 400 020, India
Tel.: +91 (22) 2282 6076 - 77
Email : rsharma@somatextiles.com

Head Office

A-244, 2nd Floor, Suvan Business Park,
Near Keval Kanta, Nagarvel Hanuman Road,
Rakhial, Ahmedabad - 380 023
Email : rsharma@somatextiles.com

www.somatextiles.com

subject to ahmedabad jurisdiction

CS PRAVIN KUMAR DROLIA
(Company Secretary in whole time practice)
Block D, 2nd floor, 13, Selimpur Road, Kolkata - 700031
Mobile: 9831196869; Email: droliapravin12@gmail.com

Form No. MGT-13
Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Chairman,
86th ANNUAL GENERAL MEETING,
OF SOMA TEXTILES & INDUSTRIES LIMITED,
(CIN: L51909WB1940PLC010070),
2, Red Cross Place, Kolkata 700001

Dear Sir,

Sub: Consolidated Scrutinizer's report on remote e-voting conducted on resolutions mentioned in the notice dated 22nd May, 2024 of 86th Annual General Meeting (AGM) of SOMA TEXTILES & INDUSTRIES LIMITED, held through video conferencing (VC)/other audio-visual means (OAVM) on Saturday, the 7th day of September, 2024 at 11:00 A.M (IST)

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362), Company Secretary in whole time practice of Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **SOMA TEXTILES & INDUSTRIES LIMITED** ("the Company") at their meeting held on 22nd May, 2024 for the purpose of Scrutinizing the votes cast through remote e-voting and ascertaining the results thereof in a fair and transparent manner in respect of following resolutions to be passed by the Members at the 86th AGM of the Company to be held **through video conferencing (VC)/other audio visual means (OAVM) on Saturday, the 7th September, 2024 at 11.00 A.M.** as set out in the notice of AGM ("Notice") in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with General Circular no.10/2022 dated 28th December, 2022, read with circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 5th May, 2022 (collectively referred to as MCA circulars) and Securities and Exchange Board of India (SEBI) vide its circular Nos: SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (collectively referred to as SEBI Circulars) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) permitting the holding of Annual General meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM) without the physical presence of Members at a common venue.

Resolution Number	Type of Resolution	Particulars
ORDINARY BUSINESS:		
1.	Ordinary resolution	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2024 (both standalone and consolidated) together with the reports of the Auditors and the Board of Directors thereon.
2.	Ordinary resolution	To appoint a Director in place of Sri S. B, Bhat (DIN: 00650380), who retires by rotation and being eligible, offers himself for re-appointment.
SPECIAL BUSINESS		
3	Special resolution	To re-appoint Mr Shrikant Bhat (DIN:00650380) as whole-time director designated as executive Director under category of KMP liable to retire by rotation for a period of three years w.e.f 18-01-2025

4	Special resolution	To appoint Mrs Rita Chatterjee (DIN: 07973942) as an Independent Director in causal vacancy caused by resignation of Mrs Nisha Singh for a period of five consecutive years w.e.f 10 th June 2024 till 9 th June,2029.
5.	Special resolution	To appoint Mr Omprakash Laxminarayan Kabra (DIN: 10636063) as an Independent Director for a period of five consecutive years w.e.f 29 th August, 2024 till 28 th August,2029.

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars notified from time to time and SEBI Circulars and rules relating to holding of AGM and passing of resolutions set out in notice of AGM. My responsibility, as a scrutinizer to scrutinize the e-voting process is restricted to the extent of ascertaining requisite votes cast i.e., “in Favour” and “Against” the resolutions mentioned in the said notice of AGM. The deemed venue for the AGM shall be the Registered Office of the Company.

1. I submit my report as under:

- 1.1. As per information provided, the RTA of the Company had completed the dispatch of notice of AGM inter-alia containing user id, password, and annual report along with other necessary information for the financial year 2023-2024 through electronic mode only, on 13th August 2024 to those Members whose names appeared in the Register of Members/List of beneficiaries with registered e-mail addresses as on 9th August, 2024 being the cut-off date in terms of MCA circulars. As per provisions of the Companies Act, 2013, Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / Beneficial owners as on the cut- off date. One share held is equal to one vote. The Board of Directors had fixed 31st August, 2024 as record date for entitlement of voting right of Members in this connection
- 1.2. The Members holding shares in physical mode as well as in electronic mode and not having their email ID registered with Registrar & Share Transfer Agent and Depositories were given facility to get their email ID registered with RTA and their respective depositories to receive the notice of AGM electronically and participate in remote e-voting process. The Company through public notice published on 10th August 2024 in “Financial Express Kolkata” (all India English Edition) and “Ekdin, Kolkata” (Bengali Edition) informing the Members about update their credentials with Company, RTA, and depositories for getting Annual Report and other details regarding e voting through email and participate in e voting process as per mca and SEBI circulars. The Company again through public notice published on 14th August 2024 in “Financial Express, Kolkata” (all India English Edition) and “Ekdin, Kolkata” (Bengali Edition) informing the Members about completion of dispatch of notice electronically, along with other information as specified in the rules as prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended.
- 1.3. In compliance with provisions of rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company had arranged remote e-voting facility through Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company had fixed 31st August, 2024 as cut-off date for determining the names of Members, who were eligible to cast their vote through remote e-voting. The Company had also provided electronic voting facility through RTA’S INSTAPOLL platform to the Shareholders during the Annual General Meeting, who had attended the meeting through above process and did not vote on resolutions by means of remote e-voting prior to the AGM. Members attended this meeting through VC or OAVM had been counted for the purpose of reckoning the requisite quorum under section 103 of the Companies Act 2013.No any e voting was done during time slot of 15 minutes after conclusion of AGM at 11.45 A.M.

- 1.4. The e-voting period was commenced on Wednesday, 4th September, 2024 from 09:00 A.M. (IST) and concluded on Friday, 6th September, 2024 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 31st August, 2024, fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM of the Company by electronic mode only.
- 1.5. At the meeting of the Board of Directors of the Company held on 22nd May, 2024, Ms. Reena Prasad, Company Secretary and Compliance Officer, was made responsible for conducting the entire e- voting process and was authorized to do all things and to take all incidental and necessary steps for conducting the AGM through VC/OAVM.
- 1.6. The votes cast through remote e-voting facility were unblocked after the conclusion of AGM in the presence of Two (2) witnesses, Ms. Sangita Saraf of 58/35, P A Saha Road, Kolkata 700045, and Mr. Naveen Saraf of 58/35, Prince Anwar shah Road, Kolkata 700045, who were not in the employment of the Company. The votes cast by the Shareholders were scrutinized by verifying it using the Scrutinizer's login on the CDSL e- voting website. The details of vote cast by the attending Members during AGM were provided by RTA. No any vote cast by the Members during course of meeting.
- 1.7. The report inter alia containing details such as list of equity shareholders, who voted "for" and "against", on each of the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> in respect of remote e-voting and vote cast during the course of AGM .
- 1.8. The result of consolidated voting on the resolutions through electronic means is as per "Annexure - A" attached herewith.

RESULT:

There are 13339 numbers of eligible Members holding total 33033000 no(s) of Shares, who were entitled to vote electronically as on cut-off date i.e., 31st August, 2024. All the resolutions mentioned in the notice of AGM as per details given above stand carried with requisite majority . I further report that Company Secretary and Compliance officer as authorized by the Chairman of the meeting will declare and confirm the above results of e voting at the registered office of the Company not later than 9th September, 2024 in respect of the resolutions referred hereinabove.

I hereby also confirm that I am maintaining the register electronically in respect of details of vote cast through remote e voting downloaded from CDSL portal and will be handed over to the Company Secretary of the Company for safe keeping after declaration of result.

Thanking You,

Yours faithfully,

For Pravin Kumar Drolia,

(Practicing Company Secretary)

Digitally signed by
PRAVIN KUMAR DROLIA
Date: 2024.09.07
14:03:54 +05'30'

(Pravin Kumar Drolia)

F.C.S No.2366, CP 1362

UDIN: F002366F001169499

Place: Kolkata

Date: 07/09/2024

P R unit regn number: 1928/2022

(Note: Remote e -voting term mentioned in my above report means the vote cast electronically during the tenure of 3 days e voting period provided before the AGM and vote cast electronically during the course of Annual General Meeting.)

Consolidated result of remote e-voting on the resolutions passed by the Members at the virtual AGM of Soma Textiles & Industries Ltd held on 7th September, 2024 from 11.00 A.M.(IST) to 11.45A.M.(IST)

Total no. of Shareholders as on record date i.e. 31st August, 2024 = 13,339

Total no. of paid up Shares as on 31st August, 2024 = 3,30,33,000

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes			Invalid votes			Vote casted in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote casted against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes	% of Valid votes	No. of folios/ No. of Ballots received	Votes	% of Invalid votes	No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	Approval and adoption of the Audited Financial Statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2024 and reports of Board of Directors and Auditors thereon. (passed as an ordinary resolution)	Remote E-Voting	127	10308666	127	10308666	100.00	0	0	0.00	122	10308635	100.00	5	31	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	127	10308666	127	10308666	100.00	0	0	0.00	122	10308635	100.00	5	31	0.00	0	0
2	Re-appointment of Mr S. B.Bhat (DIN: 00650380) as a Director liable to retires by rotation (passed as an ordinary resolution)	Remote E-Voting	127	10308666	127	10308666	100.00	0	0	0.00	122	10308635	100.00	5	31	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	127	10308666	127	10308666	100.00	0	0	0.00	122	10308635	0.00	5	31	0.00	0	0
3	Re-appointment of Mr Shrikant Bhat (DIN: 00650380) as whole time director designated as executive Director under category of KMP liable to retire by rotation for a period of three years w.e.f 18-01-2025 (passed as a special resolution) .	Remote E-Voting	127	10308666	127	10308666	100.00	0	0	0.00	122	10308635	100.00	5	31	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	127	10308666	127	10308666	100.00	0	0	0.00	122	10308635	100.00	5	31	0.00	0	0
4	Appointment of Mrs Rita Chatterjee (DIN: 07973942) as an Independent Director in causal vacancy caused by resignation of Mrs Nisha Singh for a period of five consecutive years w.e.f 10th June 2024 till 9th June,2029.(passed as a special resolution)	Remote E-Voting	127	10308666	126	10298666	99.90	0	0	0.00	121	10298635	100.00	5	31	0.00	1	10000
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	127	10308666	126	10298666	99.90	0	0	0.00	121	10298635	100.00	5	31	0.00	1	10000

cont on page

2

UDIN: F002366F00116499

PRAVIN KUMAR
DROLIA

Digitally signed by
PRAVIN KUMAR DROLIA
Date: 2024.09.07
13:57:09 +05'30'

5	Appointment of Mr Omprakash Laxminarayan Kabra (DIN: 10636063) as an Independent Director for a period of five consecutive years w.e.f 29th August, 2024 till 28th August,2029. (passed as special resolution)	Remote E-Voting	127	10308666	126	10308666	100.00	0	0	0.00	122	10308635	100.00	5	31	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		TOTAL	127	10308666	126	10308666	100.00	0	0	0.00	122	10308635	100.00	5	31	0.00	0	0

For Pravin Kumar Drolia,

PRAVIN KUMAR DROLIA Digitally signed by PRAVIN KUMAR DROLIA Date: 2024.09.07 13:57:48 +05'30'

(Pravin Kumar Drolia)

Company Secretary in whole time practice,
F.C.S No.2366, Certificate of Practice No.1362,
Peer review unit regn: 1928/2002
UDIN: F002366F001169499, Date:07/09/2024

sd/-

1 Witness
Sangita Saraf,
58/35, Prince Anwar Saha Road,
Kolkata 700045.

sd/-

2 Witness
Naveen Saraf,
58/35, Prince Anwar Saha Road,
Kolkata 700045.