



SOMA TEXTILES & INDUSTRIES LTD.

A GOVT. RECOGNISED EXPORT HOUSE

CIN : L51909WB1940PLC010070

REGD. OFFICE : 2, RED CROSS PLACE, KOLKATA - 700 001, INDIA

TEL : (033) 2248-7406/07, FAX : (033) 2248-7045

E-mail : rssharma@somatextiles.com / investors@somatextiles.com

Website : www.somatextiles.com

17th May, 2019

Department of Corporate Services, BSE Limited, Floor 25, P. J. Towers, Dalal Street, Mumbai – 400 001	The Secretary, National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
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Sub: Submission of Results of the Postal Ballot, along with the Consolidated Scrutinizer's Report on Voting on the Resolution as set out in the Postal Ballot Notice dated 13th February, 2019 of the Company.

(COMPANY ISIN: INE 314C01013)

Dear Sirs,


Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 as amended till date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations), please find enclosed the Results of voting on the resolutions declared by the Company Secretary of the Company, duly authorized by the Board of Directors of the Company, along with Scrutinizer's Report of Mr. Pravin Kumar Drolia, Practicing Company Secretary, (FCS: 2366, CP:1362) Proprietor of M/s. Drolia & Company, Kolkata, appointed as the Scrutinizer for scrutinizing the voting process including both Physical Ballot Forms and remote e-voting, in a fair and transparent manner with respect to Special Resolutions set out in the Postal Ballot Notice dated 13th February, 2019 and which was approved and passed with requisite majority on 16th May, 2019, in accordance with the terms of Secretarial Standard on General Meetings (SS-2).

This is for your information and record.

Thanking You,

Yours' Faithfully,

For **SOMA TEXTILES & INDUSTRIES LIMITED**


(A. K. Mishra)

Company Secretary & Compliance Officer



Encl. as above

Head Office & Works : Rakhial Road, Ahmedabad - 380 023, India
Tel : (079) 2274-3285-8, Fax : (079) 2274 5653

Corporate Office : 6, Vaswani Mansion, Dinshaw Wachha Road, Backbay Reclamation, Mumbai - 400 020
Tel : (022) 2283 6519-20, 2282 6076-77, Fax : (022) 2285 1173



A SOMANY ENTERPRISE



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DECLARATION OF RESULTS OF THE POSTAL BALLOT AND REMOTE E-VOTING IN RESPECT OF SPECIAL RESOLUTIONS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 13TH FEBRUARY, 2019, PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013 OF SOMA TEXTILES & INDUSTRIES LIMITED, ON FRIDAY, THE 17TH DAY OF MAY, 2019 AT 4.00 P.M. AT 2, RED CROSS PLACE, KOLKATA- 700 001.

To,
The Members of the Company,

I, A. K. Mishra, Company Secretary of the Company, duly authorized by the Board of Directors of the Company, for declaration of voting results, on the basis of the Consolidated Scrutinizers' Report dated 17th May, 2019, duly submitted by the Scrutinizer, Mr. Pravin Kumar Drolia, Practicing Company Secretary, (FCS: 2366, CP: 1362) Proprietor of M/s. Drolia & Company, Kolkata, do hereby announce the Voting Results on the votes cast by the Members of the Company, whose names appeared on the Register of Members/ Record of Depositories as on the **cut-off date i.e. on Friday, 29th May, 2019, both by means of Postal Ballot Forms and remote e-voting**, in respect of the Special Resolutions set out in the Postal Ballot Notice dated 13th February, 2019 as mentioned below and the details of Resolution approved, passed and voted thereof are provided hereunder:-

Resolution Numbers	Type of Resolution	Particulars
1.	Special Resolution	Fresh approval to the re-appointment of and remuneration payable to Shri Arvind Kumar Somany, as Managing Director of the Company, upon abatement of his earlier applications filed by Company to the Central Government, in terms of the MCA Notification No. S.O. 4823 (E) dated 12 th September, 2018 and the amended Sections 196, 197, 198, 200 and 201 of the Companies Act, 2013, as amended by sections 66 to 70 of the Companies (Amendment) Act, 2017 effective from 12 th September, 2018.
2.	Special Resolution	Fresh approval to the re-appointment of and remuneration payable to Shri Shrikant Bhairaveshwar Bhat, as Whole Time Director of the Company, upon abatement of his earlier applications filed by Company to the Central Government, in terms of the MCA Notification No. S.O. 4823 (E) dated 12 th September, 2018 and the amended Sections 196, 197, 198, 200 and 201 of the Companies Act, 2013, as amended by sections 66 to 70 of the Companies (Amendment) Act, 2017 effective from 12 th September, 2018.



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Resolution Nos.	Number of Members valid votes	Number of Valid Votes cast	No. of Members voted in favour	Valid Number of votes cast in favour of the resolution	% in valid votes in favour	No. of Members voted against	Valid Number of Votes cast against	% of valid votes against	No. of Members who abstain from voting	Shares held by Members who abstain from voting	% of votes cast in favour in respect of total Paid-up Capital of the Company	Carried/ Carried Unanimously
1	60	21123771	59	21123571	100.00	1	200	0.00	*	*	63.95	Carried
2	60	21123771	59	21123571	100.00	1	200	0.00	*	*	63.95	Carried

I declare that the Special Resolutions contained in the Postal Ballot Notice dated 13th February, 2019 is duly approved and passed with requisite majority on 16th May, 2019, in accordance with the terms of Secretarial Standard on General Meetings (SS-2).

Place: Kolkata
Date: 17th May, 2019



For SOMA TEXTILES & INDUSTRIES LIMITED

A.K. Mishra
(A. K. Mishra)
Company Secretary

Head Office & Works : Rakhial Road, Ahmedabad - 380 023, India
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A SOMANY ENTERPRISE

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 9831196869; Email: droliapravin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Sections 110 & 108 of the Companies Act, 2013 read with Rules 22 & 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,

SOMA TEXTILES & INDUSTRIES LIMITED

CIN: L51909WB1940PLC010070

2, Red Cross Place,

Kolkata-700 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper on the resolution set out in the Postal Ballot notice dated 13th February, 2019.

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of M/s. Soma Textiles & Industries Limited ("the Company") at their meeting held on 13th February 2019, in terms of the provisions of Sections 110 and 108 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended up to date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Forms in a fair and transparent manner in respect of the following resolution set out in the Postal Ballot notice of the Company dated 13th February, 2019.

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and rules relating to the Postal Ballot Process on the resolution set out in Postal Ballot notice dated 13th February, 2019. My responsibility, as a scrutinizer for Postal Ballots (Physical) and e- voting process is restricted to the extent of ascertaining requisite vote casts i.e. "in Favour" or "Against" the resolution mentioned in the aforesaid Postal Ballot notice dated 13th February, 2019.

Resolution Number	Type of Resolution	Particulars
1.	Special Resolution	Fresh approval to the re-appointment of and remuneration payable to Shri Arvind Kumar Somany, as Managing Director of the Company, upon abatement of his earlier applications filed by Company to the Central Government, in terms of the MCA Notification No. S.O. 4823 (E) dated 12 th September, 2018 and the amended Sections 196, 197, 198, 200 and 201 of the Companies Act, 2013, as amended by sections 66 to 70 of the Companies (Amendment) Act, 2017 effective from 1 st September, 2018.



2.	Special Resolution	Fresh approval to the re-appointment of and remuneration payable to Shri Shrikant Bhairaveshwar Bhat, as Whole Time Director of the Company, upon abatement of his earlier applications filed by Company to the Central Government, in terms of the MCA Notification No. S.O. 4823 (E) dated 12 th September, 2018 and the amended Sections 196, 197, 198, 200 and 201 of the Companies Act, 2013, as amended by sections 66 to 70 of the Companies (Amendment) Act, 2017 effective from 12 th September, 2018.
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1. I submit my report as under:

- 1.1 The Company had completed the dispatch of Postal Ballot Notice dated 13th February, 2019 along with Postal Ballot forms and self-addressed pre-paid stamped envelopes through permitted mode on 16th April 2019, in accordance with Companies Act, 2013 read with rules made thereunder, to those Members whose names were appeared on the Register of Members/List of beneficiaries on 29th March 2019 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the numbers of vote cast in respect of the aforesaid resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
- 1.2 In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended till date read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has also provided e-voting facility to all its Members to enable them to cast their votes electronically. Central Depository Services (India) Limited (CDSL) was engaged to provide the e-voting services platform to the Members. The e-voting period was commenced on Wednesday, 17th April, 2019 from 9:00 A.M. (IST) and concluded on Thursday, 16th May, 2019 at 5:00 P.M. (IST). The votes casted by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website "www.evotingindia.com".
- 1.3 As per the resolution passed at the meeting of the Board of Directors of the Company held on 13th February 2019, Mr. A. K. Mishra, Company Secretary of the Company or Mr. S. B. Bhat, the Executive Director of the Company, were made responsible for the entire Postal Ballot process conducted in transparent and fair manner and were authorized to do all things and to take all incidental and necessary steps for the Postal Ballot process.
- 1.4 An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) on 17th April, 2019, pursuant to Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended till date, informing the Members about completion of dispatch of Postal Ballot Notice both by registered post, speed post and electronically, wherever applicable along with other information as specified in the Rules.
- 1.5 I have started receiving the Postal Ballot Forms from the Members from Monday, 22nd April, 2019. All the Postal Ballot forms and votes cast by e-voting through CDSL platform received up to 5.00 P.M. on Thursday, the 16th May, 2019, being the time and last date fixed by the Company were considered for my scrutiny. Particulars of votes cast through the Postal Ballot forms and the votes cast electronically by the Members have been entered in a register separately maintained for the purpose in electronic mode.



- 1.6 All the Postal Ballot forms received from the shareholders were kept under the safe custody of the Company. The Company had not issued any duplicate Postal Ballot Form
- 1.7 No Envelopes containing Postal Ballot forms received after working hours (5:00 P.M.) on 16th May, 2019 considered for my scrutiny. Envelopes containing Postal Ballot forms which were returned undelivered were not opened and not considered for scrutiny. I have not found any Defaced/Mutilated Postal Ballot form
- 1.8 Scrutiny of Postal Ballots forms were commenced at 10.00 A. M. on 17th May, 2019 in presence of my authorized representative and continued till 1.00 P.M. on same day. The details of votes exercised through Postal Ballots forms were duly scrutinized and specimen signatures of the Members on these have been verified with the specimen signature records maintained by the RTA M/s. Link Intime India Private Limited.
- 1.9 The e-voting facility provided by CDSL was unblocked after update on the e voting platform at about 8.40 P.M. on 16th May, 2019 by me as a Scrutinizer in the presence of two witnesses, Mr. Naveen Saraf and Mrs Sangita Drolia who were not in the employment of the Company as prescribed in sub rule 4(xii) of rule 20 of the said rules.

On scrutiny, I report that out of 11141 shareholders holding 33033000 shares, 56 shareholders holding 21123396 shares have exercised their vote through e-voting and 4 shareholders holding 375 shares have exercised their votes through Postal Ballot forms. The details of consolidated polling results for the items placed for consideration by the Members are enclosed and marked as **Annexure – “A”**

RESULTS:

The number of votes casted (both electronically and physically) in favors of the resolutions is 100 %. Hence special resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014, as amended till date, set out in the notice of Postal Ballot dated 13th February, 2019 has been passed by the shareholders with requisite majority. The resolutions are deemed to be passed as on the last date of receipt of duly completed Postal Ballots forms and e-voting i.e. Thursday, the 16th May, 2019.

I further report that as per the Postal Ballot notice dated 13th February, 2019 and the Board resolution of the same date, the Chairman or in his absence by the Executive Director or Company Secretary of the Company, in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on 17th May, 2019 at 4.00 P.M. at 2, Red Cross Place, Kolkata – 700001.

In determining the validity or otherwise of the Postal Ballot forms received, I have adopted the following criteria:

- a) Where the date and place has been left blank, the signed ballot has been treated as valid
- b) Where the number of shares has been left blank, I have accounted for the total holding for the purpose of either assent or dissent to the relevant resolution as indicate by the member.



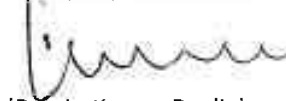
- c) In respect of certain ballot forms and e-voting, the members have exercised their voting rights by partially voting for assent/dissent. In such cases the votes have been considered on the basis of votes cast and such ballot papers and e-voting have been included in valid postal ballot form and e-vote with both assent and dissent to the resolution respectively.
- d) Members who have exercised the votes in physical as well as in electronic modes, the vote by electronic only has been considered and voting by postal ballot was treated as in valid.

Thanking You,

Yours faithfully,

FOR DROLIA & COMPANY

(Company Secretaries)


(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362



Place: Kolkata

Date: 17th May, 2019

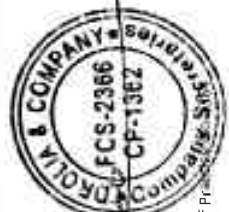
ANNEXURE - A

Consolidated Scrutinizer(s) Report of Voting on the Resolutions passed as mentioned in Postal Ballot Notice dated 13th February, 2019 of M/s Soma Textiles & Industries Limited

Total number of shareholders as on record date 29th March, 2019: 11141
Total number of paid up shares as on 29th March 2019 : 33033000

SL No.	Resolution	Mode	No of folios/ Ballots Received	Total no. of Shares held		Valid votes		% of Valid votes		Invalid votes		% of Invalid votes		Vote cast in favour of resolutions		% of Valid Votes in favour of the resolution		Vote cast against the resolutions		% of Valid votes against the resolution		Abstain		
				No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received	No. of Votes	No. of folios/ Ballots received
1	Fresh approval to the re-appointment of and remuneration payable to Shri Arvind Kumar Somany, as Managing Director of the Company, upon abatement of his earlier applications filed by Company to the Central Government, in terms of the MCA Notification No. S.O. 4823 (E) dated 12th September, 2018 and the amended Sections 196, 197, 198, 200 and 201 of the Companies Act, 2013, as amended by sections 66 to 70 of the Companies (Amendment) Act, 2017 effective from 12th September, 2018.	Electronic	56	21123396	56	21123396	100	0	0	0	0	0	0	0	55	21123196	100	1	200	0	0	0	0	0
		Physical	4	375	4	375	100	0	0	0	0	0	0	4	375	100	0	0	0	0	0	0	0	0
		TOTAL	60	21123771	60	21123771	100	0	0	0	0	0	0	59	21123571	100	1	200	0	0	0	0	0	0
2	Fresh approval to the re-appointment of and remuneration payable to Shri Shrikant Bhairaveshwar Bhat, as Whole Time Director of the Company, upon abatement of his earlier applications filed by Company to the Central Government, in terms of the MCA Notification No. S.O. 4823 (E) dated 12th September, 2018 and the amended Sections 196, 197, 198, 200 and 201 of the Companies Act, 2013, as amended by sections 66 to 70 of the Companies (Amendment) Act, 2017 effective from 12th September, 2018.	Electronic	56	21123396	56	21123396	100	0	0	0	0	0	0	55	21123196	100	1	200	0	0	0	0	0	0
		Physical	4	375	4	375	100	0	0	0	0	0	0	4	375	100	0	0	0	0	0	0	0	0
		TOTAL	60	21123771	60	21123771	100	0	0	0	0	0	0	59	21123571	100	1	200	0	0	0	0	0	0

We the undersigned witness that the votes were unlocked from the voting website of CDSL (<http://www.evotingindia.com>) in our presence at 8.40 P.M. on 16th May, 2019



FOR DROLIA & COMPANY
(Company Secretaries)
{Pravin Kumar Drolia}
Proprietor
F. C. S No 2366, Certificate of Pr
Place: Kolkata
Date 17th May, 2019

N. Naveen Saraf
(i) Mr. Naveen Saraf
58/21, Prince Anwar Shah Road,
Kolkata 700045

S. Sangita Drolia
(ii) Mrs Sangita Drolia
375, Prince Anwar Shah Road
South City Residency, Tower 1, 23G
Kolkata 700068

