



# SOMA TEXTILES & INDUSTRIES LTD.

(A GOVT. RECOGNISED EXPORT HOUSE)

Head Office & Unit No. 1 : Rakhial Road, Ahmedabad-380 023, India.

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20<sup>th</sup> September, 2023

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 <sup>th</sup> Floor, Plot No. C/1, Bandra Kurla Complex, Bandra (East), <u>Mumbai - 400 051</u>
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**Sub: Disclosure of Consolidated Scrutinizer's Report on remote e- voting**

Dear Sirs,

We hereby inform you that 85<sup>th</sup> Annual General Meeting of Soma Textiles & Industries Limited was held on Tuesday, the 19<sup>th</sup> September, 2023. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

In this Regard, please find enclosed herewith the Consolidated Report of the Scrutinizer dated 20<sup>th</sup> September, 2023, 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  
Digitally signed by  
Reena Prasad  
Date: 2023.09.19  
17:51:09 +05'30'

**(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 7406-7

Fax : +91 (33) 2248 7045, e-mail : [rsharma@somatextiles.com](mailto:rsharma@somatextiles.com)

Corporate Office : 6, Vaswani Manton, Dinshaw Wachha Road, Backbay Reclamation, Mumbai-400 020, India.

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CIN : L51909WB1940PLC010070

Subject to Ahmedabad Jurisdiction



**A SOMANY ENTERPRISE**

**CS PRAVIN KUMAR DROLIA**  
**(Company Secretary in whole time practice)**  
Block D, 2<sup>nd</sup> 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,  
**85<sup>th</sup> 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 25<sup>th</sup> May, 2023 of 85<sup>th</sup> Annual General Meeting (AGM) of SOMA TEXTILES & INDUSTRIES LIMITED, held through video conferencing (VC)/other audio-visual means (OAVM) on Tuesday, the 19<sup>th</sup> day of September, 2023 at 3:00 P.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 25<sup>th</sup> May, 2023 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 passed by the Members at the 85<sup>th</sup> AGM of the Company held **through video conferencing (VC)/other audio visual means (OAVM) on Tuesday, the 19<sup>th</sup> September, 2023 at 3.00 P.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 28<sup>th</sup> December, 2022, read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021 and 5<sup>th</sup> 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 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> 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
<b>ORDINARY BUSINESS:</b>		
1.	Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2023 (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 K Somany (DIN: 00001131), who retires by rotation and being eligible, offers himself for re-appointment.
<b>SPECIAL BUSINESS</b>		
3	Special Resolution	Consent of the Members given to the Board to borrow money to an amount not exceeding together with the money already borrowed to the tune of Rs 300 Crores over and above the aggregate of the paid up capital and its free reserve as per provisions of section 180(1)(c) of the Companies Act 2013 .

4	<b>Special Resolution</b>	Sale, lease, transfer or otherwise dispose of or dealing with the Company's properties or undertaking and creation of charges/mortgage/hypothecation on moveable and immoveable assets of the Company both present and future u/s 180(1) (a) of the Companies Act 2013.
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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 2022-2023 through electronic mode only, on 25<sup>th</sup> August 2023 to those Members whose names appeared in the Register of Members/List of beneficiaries with registered e-mail addresses as on 18<sup>th</sup> August, 2023 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 i.e on 12<sup>th</sup> September, 2023. One share held is equal to one vote.
- 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 23<sup>rd</sup> August 2023 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 26<sup>th</sup> August 2023 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 12<sup>th</sup> September, 2023 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.
- 1.4. The e-voting period was commenced on Saturday, 16<sup>th</sup> September, 2023 from 09:00 A.M. (IST) and concluded on Monday, 18<sup>th</sup> September, 2023 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 12<sup>th</sup> September, 2023, 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 25<sup>th</sup> May, 2023, 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 14172 numbers of eligible Members holding total 33033000 no(s) of Shares, who are entitled to vote electronically as on cut-off date i.e., 12<sup>th</sup> September, 2023. The resolutions number 1 to 2 mentioned in the notice of Annual General Meeting as per details given above stand carried with requisite majority and resolutions number 3 to 4 stand carried with 75 percent 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 21<sup>st</sup> September, 2023 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)

PRAVIN KUMAR DROLIA  
Digitally signed by PRAVIN KUMAR DROLIA  
Date: 2023.09.20 13:18:07 +05'30'

(Pravin Kumar Drolia)

F.C.S No.2366, CP 1362

UDIN: F002366E001041118

Place: Kolkata

Date: 20/09/2023

**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.)**