



# 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

17<sup>th</sup> June, 2021

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 <sup>th</sup> Floor, BandraKurla Complex, Bandra (E), Mumbai – 400 051
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**Sub: Submission of Results of the Postal Ballot, along with the Scrutinizer's Report on Voting on the Resolution as set out in the Postal Ballot Notice dated 11<sup>th</sup> May, 2021 of the Company.**

**(COMPANY ISIN: INE 314C01013)**

Dear Sirs,

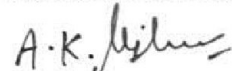
Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 as amended till date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations), please find enclosed the Results of voting on the resolution 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 through remote e-voting, in a fair and transparent manner with respect to Special Resolution set out in the Postal Ballot Notice dated 11<sup>th</sup> May, 2021 and which was approved and passed with requisite majority on 16<sup>th</sup> June, 2021, 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

Membership No.: ACS 47060



**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 THROUGH REMOTE E-VOTING IN RESPECT OF SPECIAL RESOLUTION SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 11<sup>TH</sup> MAY, 2021, PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013 OF SOMA TEXTILES & INDUSTRIES LIMITED, ON THURSDAY, THE 17<sup>TH</sup> DAY OF JUNE, 2021 AT 1.00 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 Scrutinizers' Report dated 16<sup>th</sup> June, 2021, 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, 14<sup>th</sup> May, 2021, by means of electronic voting**, in respect of the Special Resolution set out in the Postal Ballot Notice dated 11<sup>th</sup> May, 2021 as mentioned below and the details of Resolution approved, passed and voted thereof are provided hereunder:-

Type of Resolution	Particulars
Special Resolution	Authorize and approve investment by way of acquisition/purchase of non-agricultural lands, factory, shops, godowns, residential apartments/ buildings, guest house, offices, establishments or any other immovable property located in or around Gujarat, for the purpose of Commercial/Other Corporate Objectives, in the name of Company.

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
65	21643031	61	21642990	100.00	4	41	0.00	-	-	65.52%	Carried

I declare that the Special Resolution contained in the Postal Ballot Notice dated 11<sup>th</sup> May, 2021 is duly approved and passed with requisite majority on 16<sup>th</sup> June, 2021, in accordance with the terms of Secretarial Standard on General Meetings (SS-2).

Place: Kolkata  
Date: 17<sup>th</sup> June, 2021

For SOMA TEXTILES & INDUSTRIES LIMITED



*A. K. Mishra*  
(A. K. Mishra)

Company Secretary  
Membership No.: ACS 47060

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

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Tel : (022) 2283 6519-20, 2282 6076-77, Fax : (022) 2285 1173



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 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Chairman and Managing Director,  
**Soma Textiles & Industries Limited,**  
CIN: L51909WB1940PLC010070,  
2, Red Cross Place,  
Kolkata:700001  
Dear Sir,

**Sub: Scrutinizer's report on remote e-voting on the resolution set out in the Postal Ballot notice dated 11<sup>th</sup> May, 2021.**

I, CS Pravin Kumar Drolia, (FCS No. 2366 & CP No. 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, have been appointed as the Scrutinizer, by the Board of Directors of M/s **Soma Textiles & Industries Limited** ("the Company") at their meeting held on 11<sup>th</sup> May, 2021 in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020, General Circular No. 22/ 2020 dated 15th June, 2020, General Circular No. 33/ 2020 dated 28th September, 2020 and General Circular No. 39/ 2020 dated 31st December, 2020 respectively (**collectively referred to as "MCA circulars"**) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of monitoring the e-voting process, scrutinizing the votes casted through remote e-voting and ascertaining the results thereof in a fair and transparent manner in respect of the following resolutions set out in the postal ballot notice of the Company dated 11<sup>th</sup> May, 2021 ("**Notice**").

Type of Resolution	Particulars
<i>Special Resolution</i>	Approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to make investment by way of acquisition /purchase or otherwise any non-agricultural land, factory, shops, godowns, residential apartments/ buildings, guest house, offices, establishments or any other immovable property located in or around Gujarat, for business purpose of the commercial/other corporate objectives, on such terms and conditions as may be consider appropriate and in the best interest of the Company at an estimated total cost not exceeding Rs. 15 Crores as per applicable provisions of the Companies Act, 2013.



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 resolutions set out in notice dated 11<sup>th</sup> May, 2021 including "MCA Circulars" issued by the Ministry of Corporate Affairs, Government of India, from time to time in view of the current extra ordinary circumstances due to COVID-19 pandemic requiring social distancing. Companies have been advised to take all decisions requiring Member's approval, other than items of ordinary business or businesses where any person has a right to heard, through the mechanism of postal ballot/e-voting process in accordance with the provisions of the Companies Act 2013 without holding a general meeting that requires physical presence of Members at a common venue. My responsibility, as a scrutinizer for resolutions passed through e-voting process is restricted to the extent of ascertaining requisite vote casted i.e., "in Favour" and "Against" the resolutions mentioned in the postal ballot notice.

1.I submit my report as under:

1.1.As per the information provided to me, the Company had completed the dispatch of above postal ballot notice along with all necessary information and annexures through electronic mode only on May 15, 2021 to those Members whose names were appeared on the Register of Members/List of Beneficiaries in the register of NSDL /CDSL on close of working hours on May 14, 2021 being the cut-off date fixed by the Board and whose email address were registered with RTA and respective Depositories in terms of referred MCA Circulars.

1.2.The Members holding shares in physical mode or not having email ID registered with their Depository participants or Registrar & Share transfer agent were given special facility to get their email ID registered with the said Agencies to receive the above postal ballot notice electronically and participate in remote e-voting process.

1.3.As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended read with MCA Circulars, the Company through public notices published on 17<sup>th</sup> May , 2021 in "Business Standard" (English Edition) and "Ekdin" (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) Rules, 2014 as amended and MCA circulars.

1.4.In compliance of the provisions of rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has provided remote e-voting facility to all its Members to enable them to cast their votes electronically. As per provisions of the Companies Act, 2013, the number of votes cast in respect of resolution has been counted according to the number of shares held by the concerned shareholder. One share held is equal to one vote.

1.5.The Company has appointed Central Depository Services India Limited (CDSL) to provide the e-voting services platform for facilitating e-voting to enable the Members to cast their votes electronically. The e-voting period commenced on Tuesday, May 18, 2021 from 09:00 A.M. (IST) and concluded on Wednesday, June 16, 2021 at 5:00 P.M. (IST). The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it, using the Scrutinizer's login on the CDSL e-voting website.



1.6. At the meeting of the Board of Directors of the Company held on 11<sup>th</sup> May, 2021, Mr. Abhishek Kumar Mishra, Company Secretary and Compliance Officer, was made responsible for conducting the entire postal ballot process and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process.

1.7. The e-voting facility provided by CDSL was unlocked at around 5:50 P.M.(IST) on 16<sup>th</sup> June, 2021 in presence of two witnesses Mr. Anirudh Saraf and Mr. Naveen Saraf both resident of, 375, Prince Anwar Saha Road, Kolkata 700068, who were not in the employment of the Company.

1.8. I have relied on information provided by the Registrar and Share Transfer Agent (RTA) of the Company in relation to details regarding number of shares held and other information of the shareholders, who have participated in the remote e-voting process to cast their votes on resolution as mentioned in the postal ballot notice. The details of the e-voting exercised by the Shareholders were duly scrutinized and shareholdings were matched/confirmed with the register of Members of the Company/list of beneficiaries as on May 14, 2021.

**RESULTS:**

There are 11484 numbers of eligible Members holding total 3,30,33,000 no(s) of Equity Shares of Rs.10.00 each to vote as on cut-off date i.e., May 14, 2021. On scrutiny, I report that out of these, 65 shareholders holding 2,16,43,031 shares have exercised their valid votes through e-voting process for resolution, as received up to 5.00 P.M. on Wednesday, 16<sup>th</sup> June, 2021. The details of vote cast through remote e voting with respect to the proposed resolution as mentioned above are provided in the **Annexure-A**, attached to this report.

Special resolution stated in the postal ballot notice dated 11<sup>th</sup> May, 2021 stand passed with requisite majority as on 16<sup>th</sup> June 2021, since more than three fourth of votes are being casted in favour of resolution.

As authorized by the Chairman of the Board meeting held on 11<sup>th</sup> May, 2021, Mr. Abhishek Kumar Mishra, Company Secretary and Compliance Officer is to declare the above results of e-voting latest by June 18, 2021 till 5.00 P.M. at the registered office of the Company in respect of the resolution referred herein above.

All relevant records relating to remote e-voting are under my safe custody and will be handed over to the authorized person for safe keeping after the necessary compliances be made in terms of the rules mentioned in Companies (Management and Administration) Rules, 2014 as amended.

Thanking You,

Yours faithfully,

**FOR DROLIA & COMPANY,**  
(Company Secretaries)

Digitally signed by  
PRAVIN KUMAR DROLIA  
Date: 2021.06.16  
20:15:47 +05'30'

(Pravin Kumar Drolia)

Proprietor

F.C.S :2366, CP 1362

UDIN: F002366C000475401

Place: Kolkata

Date: 16<sup>th</sup> June, 2021



Scrutinizer(s) report of voting on the resolution passed as contained in Postal Ballot notice dated 11th May, 2021 of Soma Textiles & Industries Ltd

Total No. of Shareholder as on record date i.e. 14th May, 2021 = 11,484  
 Total No. of paid up Shares as on 14th May, 2021 = 3,30,33,000

SL No.	Resolution	Mode	No. of Members participate in e voting	Total no. of Shares held	Valid vote cast		% of Valid votes	Invalid vote cast		% of Invalid votes	valid vote cast in favour of resolutions		% of Valid votes in favour of the resolutions	valid vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of Member s	Votes		No. of members	Votes		No. of Member s	Votes		No. of Member s	Votes		No. of member s	Votes
1	1) Approval accorded to the Board of Directors of the Company to make investment by way of acquisition /purchase or otherwise any non-agricultural land, factory, shops, godowns, residential apartments/buildings, guest house, offices, establishments or any other immovable property located in or around Gujarat, for business purpose of the commercial/other corporate objectives, on such terms and conditions as may be consider appropriate and in the best interest of the Company at an estimated total cost not exceeding Rs. 15 Crores as per applicable provisions of the Companies Act, 2013.(passed as a special resolution)	Electronic	65	21643031	65	21643031	100.00	0	0	0.00	61	21642990	100.00	4	41	0.00	0	0
		TOTAL	65	21643031	65	21643031	100.00	0	0	0.00	61	21642990	100.00	4	41	0.00	0	0

Place: Kolkata

Date: 16/06/2021

PRAVIN KUMAR  
 DROLIA

1. Anirudh Saraf  
 Tower 1, Flat 23G  
 375, Prince Anwar Saha Rd.  
 Kolkata 700068

(Pravin Kumar Drolia)

Scrutinizer

UDIN: F002366C000475401

sd/- witness

sd/- witness

2. Naveen Saraf  
 Tower 1, Flat 23G  
 375, Prince Anwar Saha Rd.  
 Kolkata 700068

