



SOMA TEXTILES & INDUSTRIES LTD.

A GOVT. RECOGNISED EXPORT HOUSE

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CIN : L51909WB1940PLC010070

STIL/SECY/KOL/16-17/

July 7, 2016

The Secretary,
National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block, Bandra-Kurla Complex,
Bandra (E)
Mumbai - 400 051

The Corporate Relationship Dept.,
BSE Limited,
Piroze Jeejeebhoy Towers,
1st Floor, New Trading Ring
Rotunda, Dalal Street,
Mumbai - 400 001

Attn': Ms. Neha Gada, DCS-CRD

Dear Sirs,

Sub: Quarterly Compliance Report on Corporate Governance

We are pleased to submit herewith the Compliance Report on Corporate Governance as per Annexure attached, for the quarter ended 30th June, 2016, as specified by SEBI vide it's Circular No. CIR/CFD/CMD/5/2015 dated September 24, 2015, in Compliance with the requirement made under Regulation 27(2) of SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,
For Soma Textiles & Industries Limited,

(R.S. Sharma)
Company Secretary & Compliance Officer

Encl: As Above



Quarterly Compliance Report on Corporate Governance:

Name of the Company : **Soma Textiles & Industries Ltd.**

Quarter ending on : **30th June, 2016**

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Surendra Kumar Somany	PAN:AAGPS64 67H & DIN:00001131	Chairperson/ Non-Executive	-	-	5	2	4
Mr.	Arvind Kumar Somany	PAN:ACBPS89 83M & DIN:00024903	Executive	-	-	2	1	None
Mr.	Shrikant Bhairaveshwar Bhat	PAN:ACGPB21 32C & DIN:00650380	Executive	-	-	1	None	None
Mr.	Brijkishore Ramniwas Hurkat	PAN:AAAPH6 170N & DIN:02005896	Non-Executive/ independent	29/08/2014	29/08/2014 - 28/08/2019 (5 Years)	1	2	1
Mr.	Malay Harshadbhai Shah	PAN:ACAPS52 48L & DIN:01394920	Non-Executive/ independent	10/02/2015	10/02/2015 - 09/02/2020 (5 Years)	1	2	None
Ms.	Nisha Loyalka	PAN:ABPPL59 68C & DIN:07094208	Non-Executive/ independent	11/02/2015	11/02/2015 - 10/02/2020 (5 Years)	4	2	None

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
1. Audit Committee	i) Mr. Surendra Kumar Somany	Non-Executive
	ii) Mr. Brijkishore Ramniwas Hurkat	Chairperson/ Non-Executive/ Independent
	iii) Mr. Malay Harshadbhai Shah	Non-Executive/ Independent
	iv) Ms. Nisha Loyalka	Non-Executive/ Independent
2. Nomination & Remuneration Committee	i) Mr. Surendra Kumar Somany	Non-Executive
	ii) Mr. Brijkishore Ramniwas Hurkat	Chairperson/ Non-Executive/ Independent
	iii) Mr. Malay Harshadbhai Shah	Non-Executive/ Independent
	iv) Ms. Nisha Loyalka	Non-Executive/ Independent
3. Risk Management Committee (if applicable)	N.A.	
4. Stakeholders Relationship Committee	i) Mr. Surendra Kumar Somany	Chairperson/ Non-Executive
	ii) Mr. Arvind Kumar Somany	Executive
	iii) Mr. Brijkishore Ramniwas Hurkat	Non-Executive/ Independent
	iv) Mr. Malay Harshadbhai Shah	Non-Executive/ Independent
	v) Ms. Nisha Loyalka	Non-Executive/ Independent

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
February 2, 2016	May 27, 2016	114 days

IV. Meeting of Committees			
Audit Committee:			
Date(s) of meeting of the committee in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days
February 2, 2016	Yes (4 members were present at the meeting, out of which 3 members are Independent directors)	May 27, 2016	114 days
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained		YES	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.	
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – YES</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 – YES</p> <p>a. Audit Committee – YES</p> <p>b. Nomination & remuneration committee – YES</p> <p>c. Stakeholders relationship committee – YES</p> <p>d. Risk Management Committee (Applicable to the Top 100 Companies) – NOT APPLICABLE</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – YES</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – YES</p> <p>5. This report and/or the report submitted in the previous quarter had been placed before Board of Directors – YES</p>			
<p>For Soma Textiles & Industries Limited</p>  <p>(Radhey Shyam Sharma) Company Secretary & Compliance Officer</p>			