



SOMA TEXTILES & INDUSTRIES LTD.

A GOVT. RECOGNISED EXPORT HOUSE

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

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

E-mail : rssharma@somatextiles.com

Website : www.somatextiles.com

CIN : L51909WB1940PLC010070

Date: 8th September, 2016

The Secretary,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
24th Floor, Dalal Street,
Mumbai - 400 001

The Secretary,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla, Complex (E)
Mumbai - 400 051

Dear Sirs,

Sub: Declaration of voting results of the 78th Annual General Meeting
(AGM) of the Company held on Wednesday 7th September, 2016.

We are pleased to submit herewith the results of the votes declared at the Company's Registered Office at 2, Red Cross Place, Kolkata – 700 001, in regard to 78th Annual General Meeting of the Company held at Somany Conference Hall, MCC Chamber of Commerce & Industry, 15B, Hemanta BAsu Sarani, 2nd Floor, Kolkata – 700 001, on Wednesday, the 7th September, 2016 at 4-15 P.M., along with the Scrutinizer's Report.

Please take the same on your record.

Thanking you,

Yours faithfully,
For Soma Textiles & Industries Limited

R. S. Sharma.
Company Secretary

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 VOTING RESULTS ON RESOLUTIONS CONTAINED IN NOTICE DATED 27TH MAY, 2016 OF THE 78TH ANNUAL GENERAL MEETING (AGM) OF SOMA TEXTILES & INDUSTRIES LIMITED (THE COMPANY) HELD ON WEDNESDAY, 7TH SEPTEMBER, 2016 AT SOMANY CONFERENCE HALL OF MCC CHAMBER OF COMMERCE & INDUSTRY, 15B, HEMANTA BASU SARANI, KOLKATA – 700001 AT 12.00 NOON.

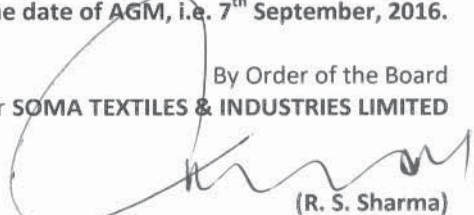
To,
The Members of the Company,

I, R. S. Sharma, Company Secretary of the Company, duly authorized by the Board of Directors of the Company, on the basis of the Scrutinizer's Report dated 7th September, 2016, submitted by the Scrutinizer, Mr. Pravin Kumar Drolia (F.C.S. No. : 2366, C.P. No. : 1362) Proprietor of M/s Drolia & Co., Kolkata, appointed by the Company, do hereby announce the Voting Results in regard to votes cast by the Members of the Company, on the platform of CDSL through 'remote e-voting' prior to 78th Annual General Meeting (AGM) held and 'voting through physical ballot papers' at the venue of 78th AGM held at Somany Conference Hall, MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001, on Wednesday, the 7th September, 2016, at 12-00 NOON, in respect of Ordinary and Special Resolutions set out at item nos. 1 to 5 in the Notice dated 27th May, 2016 of the 78th AGM, sent to all the Members of the Company, whose names appeared on the Register of Members/Record of Depositories as on the record date/cut-off date i.e. on Wednesday, the 31st August, 2016 and the Resolutions passed thereof, in the manner as given below:-

| Resolution Nos. as per Notice dated 27.05.16 sent to Members | 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 | % of votes cast in favour in respect of total Paid-up Capital of the Company | Carried/ Carried Unanimously |
|--|-------------------------------|----------------------------|--------------------------------|--|----------------------------|------------------------------|------------------------------------|--------------------------|--|------------------------------|
| 1 | 77 | 21348777 | 76 | 21347182 | 99.99 | 1 | 1595 | 0.01 | 64.62 | Carried |
| 2 | 77 | 21348777 | 76 | 21347182 | 99.99 | 1 | 1595 | 0.01 | 64.62 | Carried |
| 3 | 77 | 21348777 | 76 | 21347182 | 99.99 | 1 | 1595 | 0.01 | 64.62 | Carried |
| 4 | 76 | 21222146 | 75 | 21220551 | 99.99 | 1 | 1595 | 0.01 | 64.24 | Carried |
| 5 | 77 | 21348777 | 76 | 21347182 | 99.99 | 1 | 1595 | 0.01 | 64.62 | Carried |

Based on the Scrutinizer's Report on the Voting Results, on the Voting concluded by means of remote e-voting and voting through physical ballot papers at the venue of 78th AGM, I, the undersigned, declare today at 4-15 P.M. at the Company's registered office at 2, Red Cross Place, Kolkata – 700 001 that all the Resolutions (Ordinary and Special) contained in the Notice dated 27th May, 2016, convening the 78st AGM of the Company, as "passed with requisite majority" on the date of AGM, i.e. 7th September, 2016.

Place: Kolkata
Date: 8th September, 2016

By Order of the Board
For SOMA TEXTILES & INDUSTRIES LIMITED

(R. S. Sharma)
Company Secretary

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

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 09831196869; Email: droliapraavin@yahoo.co.in

Report of Scrutinizer

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, 2015)

To,
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 at the 78th Annual General Meeting of M/s SOMA TEXTILES & INDUSTRIES LIMITED held on Wednesday, the 7th day of September, 2016 at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata – 700001, at 12.00 Noon

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as a Scrutinizer, by the Board of Directors of **SOMA TEXTILES & INDUSTRIES LIMITED** ("the Company") at its meeting held on 27th May, 2016, in terms of the provisions of Section 108 of the Companies Act, 2013("Act"), read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, 2015, for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Paper at the 78th Annual General Meeting (AGM) of the Company on the Resolutions set out in the Notice of the AGM dated 27th May, 2016 of the Company held on **Wednesday, the 7th September, 2016 at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata – 700001 at 12.00 Noon.**

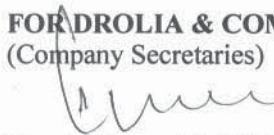
1. The Notice dated 27th May, 2016 convening AGM of the Company along with the Statement under Section 102 of the Act was sent on 13th August, 2016 to those Shareholders whose names appeared in the Register of Members/Beneficial Owners as on 5th August, 2016 in respect of the Resolutions to be passed at the said AGM of the Company and an Advertisement was published in "Business Standard, Kolkata" (English Edition) and "Kalantar, Kolkata" (Bengali Edition) on 14th August, 2016, pursuant to Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, read with Regulation 44 of the SEBI Listing Regulations, 2015.
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting facility to the Shareholders present at the AGM to vote on the Resolutions set out in the Notice of the said AGM through Physical Ballot Paper, who were not able to cast their votes by means of remote e-voting prior to the AGM.



3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting and voting through Physical Ballot Paper at the AGM on the Resolutions contained in the Notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through Physical Ballot Paper at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" and "against" the Resolutions after taking the effect of "invalid" and "abstained" votes polled by the Members in respect of the said Resolutions set forth in the Notice of the said AGM of the Company.
4. Further to the above, I submit my report as under:-
- The remote e-voting period commenced on Sunday, 4th September, 2016 from 9.00 A.M. (IST) and ended on Tuesday, 6th September, 2016 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, 2016, fixed by the Company, were entitled to vote on the Resolutions set out in the Notice dated 27th May, 2016 of AGM of the Company.
 - After conclusion of voting by Physical Ballot Paper at the said AGM, the Ballot Box was opened by me in presence of 2 (two) witnesses, Mr. Gopal Agrawal, 3rd Floor, Room No. 19, 9, Crooked Lane, Kolkata – 700 069 and Mr. Santosh Agarwal, 3rd Floor, 59, N. S. Road, Kolkata – 700 001, who were not in the employment of the Company and the voting was diligently scrutinized.
 - The votes cast through remote e-voting facility were thereafter unlocked on 7th September, 2016, after conclusion of AGM, in the presence of 2 (two) witnesses, Mr. Subhjit Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Sudipta Sur, Palpara, Chandannagar, Hooghly - 712136, who were not in the employment of the Company.
 - The Report inter alia containing details such as list of Equity Share Holders, 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 dated 27th May, 2016 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>.
 - The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot Papers at the said AGM of the Company is as per "Annexure - A" attached herewith.

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: 7th September, 2016



Consolidated Scrutinizer's Report of Voting on the Resolutions considered and transacted at the 78th Annual General Meeting of SOMA TEXTILES & INDUSTRIES LIMITED held on 7th September, 2016

| SL No. | Resolution | Mode | No. of folios/ Ballots Received | Total no. of Shares held | Valid votes | | | Invalid votes | | | Vote cast in favour of resolutions | | % of Valid Votes in favour of the resolutions | Vote cast 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 | Consideration and adoption of the financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon. (As an Ordinary Resolution) | Electronic | 45 | 21347627 | 45 | 21347627 | 100.00 | 0 | 0 | 0.00 | 44 | 21346032 | 99.99 | 1 | 1595 | 0.01 | 0 | 0 |
| | | Physical | 32 | 1163 | 32 | 1150 | 98.88 | 0 | 0 | 0.00 | 32 | 1150 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| | | TOTAL | 77 | 21348790 | 77 | 21348777 | 100.00 | 0 | 0 | 0.00 | 76 | 21347182 | 99.99 | 1 | 1595 | 0.01 | 0 | 0 |
| 2 | To appoint a Director in place of Shri S. B. Bhat (DIN: 00650380), who retires by rotation and being eligible, offers himself for re-appointment. (As an Ordinary Resolution) | Electronic | 45 | 21347627 | 45 | 21347627 | 100.00 | 0 | 0 | 0.00 | 44 | 21346032 | 99.99 | 1 | 1595 | 0.01 | 0 | 0 |
| | | Physical | 32 | 1163 | 32 | 1150 | 98.88 | 0 | 0 | 0.00 | 32 | 1150 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| | | TOTAL | 77 | 21348790 | 77 | 21348777 | 100.00 | 0 | 0 | 0.00 | 76 | 21347182 | 99.99 | 1 | 1595 | 0.01 | 0 | 0 |
| 3 | To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration. (As an Ordinary Resolution) | Electronic | 45 | 21347627 | 45 | 21347627 | 100.00 | 0 | 0 | 0.00 | 44 | 21346032 | 99.99 | 1 | 1595 | 0.01 | 0 | 0 |
| | | Physical | 32 | 1163 | 32 | 1150 | 98.88 | 0 | 0 | 0.00 | 32 | 1150 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| | | TOTAL | 77 | 21348790 | 77 | 21348777 | 100.00 | 0 | 0 | 0.00 | 76 | 21347182 | 99.99 | 1 | 1595 | 0.01 | 0 | 0 |
| 4 | Re-appointment of Shri A. K. Somany (DIN:00024903), as Managing Director, being a Key Managerial Personnel. (As a Special Resolution) | Electronic | 44 | 21220996 | 44 | 21220996 | 100.00 | 0 | 0 | 0.00 | 43 | 21219401 | 99.99 | 1 | 1595 | 0.01 | 1 | 126631 |
| | | Physical | 32 | 1163 | 32 | 1150 | 98.88 | 0 | 0 | 0.00 | 32 | 1150 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| | | TOTAL | 76 | 21222159 | 76 | 21222146 | 100.00 | 0 | 0 | 0.00 | 75 | 21220551 | 99.99 | 1 | 1595 | 0.01 | 1 | 126631 |
| 5 | Remuneration to the Cost Auditors for the Financial Year ending 31st March, 2017. (As an Ordinary Resolution) | Electronic | 45 | 21347627 | 45 | 21347627 | 100.00 | 0 | 0 | 0.00 | 44 | 21346032 | 99.99 | 1 | 1595 | 0.01 | 0 | 0 |
| | | Physical | 32 | 1163 | 32 | 1150 | 98.88 | 0 | 0 | 0.00 | 32 | 1150 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| | | TOTAL | 77 | 21348790 | 77 | 21348777 | 100.00 | 0 | 0 | 0.00 | 76 | 21347182 | 99.99 | 1 | 1595 | 0.01 | 0 | 0 |

We the undersigned witness that the votes were unlocked from the evoting website of CDSL(<http://www.evotingindia.com>) in our presence at 3-15 P.M. on the 7th September, 2016.

Subhajit Dutta

(i) Mr. Subhajit Dutta
Dharapara, Chandannagar,
Hooghly - 712 136

Sudipta Sur

(ii) Mr. Sudipta Sur
Palpara, Chandannagar,
Hooghly - 712 136

FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor

F.C.S No.2366, Certificate of Practice No.1362

Place: Kolkata

Date: 7th September, 2016

