



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: 26th August, 2017

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 79th Annual General Meeting
(AGM) of the Company held on Friday 25th August, 2017.

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 at 12:30 P.M., along with Scrutinizer's Report dated 25th August, 2017, in regard to businesses transacted at the 79th 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 Friday, the 25th August, 2017 at 12:00 NOON.

Please take the same on your record.

Thanking you,

Yours faithfully,
For Soma Textiles & Industries Limited



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



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 : rs Sharma@somatextiles.com

Website : www.somatextiles.com

CIN : L51909WB1940PLC010070

DECLARATION OF VOTING RESULTS ON RESOLUTIONS CONTAINED IN NOTICE DATED 12TH JULY, 2017 AND THE ADDENDUM NOTICE DATED 3RD AUGUST, 2017 TO ORIGINAL NOTICE DATED 12TH JULY, 2017, OF THE 79TH ANNUAL GENERAL MEETING (AGM) OF SOMA TEXTILES & INDUSTRIES LIMITED (THE COMPANY) HELD ON FRIDAY, 25TH AUGUST, 2017 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,

On the basis of the Scrutinizer's Report dated 25th August, 2017, 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, I, A. K. Mishra, Company Secretary of the Company, duly authorized by the Board of Directors of 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 79th Annual General Meeting (AGM) held and 'voting through physical ballot papers' at the venue of 79th AGM held at Somany Conference Hall, MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001, on Friday, the 25th August, 2017, at 12-00 NOON, in respect of Ordinary and Special Resolutions set out at item nos. 1 to 4 in the Notice dated 12th July, 2017 and item no. 5 set out in the Addendum Notice dated 3rd August, 2017 to original Notice dated 12th July, 2017, of the 79th 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 Friday, the 18th August, 2017 and the Resolutions passed thereof, in the manner as given below:-

Resolution Nos. as per Notice dated 12.07.17 sent to Members and Addendum Notice dated 3 rd August, 2017	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	89	21227132	89	21227132	100.00	0	0	0.00	64.26	Carried Unanimously
2	89	21227132	89	21227132	100.00	0	0	0.00	64.26	Carried Unanimously
3	89	21227132	89	21227132	100.00	0	0	0.00	64.26	Carried Unanimously
4	89	21227132	89	21227132	100.00	0	0	0.00	64.26	Carried Unanimously
5	89	21227132	89	21227132	100.00	0	0	0.00	64.26	Carried Unanimously

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 79th AGM, I, the undersigned, declare today at 12:30 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 12th July, 2017 and the Addendum Notice dated 3rd August, 2017 to original Notice dated 12th July, 2017, convening the 79th AGM of the Company, as "Carried Unanimously" on the date of AGM, i.e. 25th August, 2017.

Place: Kolkata
Date: 26th August, 2017

By Order of the Board
For SOMA TEXTILES & INDUSTRIES LIMITED



A. K. Mishra
(A. K. Mishra)
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: 9831196869; 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) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) 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 79th Annual General Meeting (AGM) of M/s. SOMA TEXTILES & INDUSTRIES LIMITED, on the Resolutions set out in the AGM Notice dated 12th July, 2017 and the Addendum Notice dated 3rd August, 2017 to the original Notice of AGM dated 12th July, 2017.

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 30th May, 2017, 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 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 at the 79th Annual General Meeting (AGM) of the Company held on **Friday, the 25th day of August, 2017 at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta BASu Sarani, Kolkata – 700001 at 12-00 NOON** in a fair and transparent manner in respect of the following resolutions set out in the AGM Notice of the Company dated 12th July, 2017 and the Addendum Notice dated 3rd August, 2017 to the original Notice of 79th AGM dated 12th July, 2017 published through Newspaper publication in "Business Standard (English Edition)" and "Kalantar (Bengali Edition)" both dated 4th August, 2017 (hereinafter referred to "the said Addendum Notice"):

Resolution Number	Type of Resolution	Particulars
Ordinary Business:		
1.	Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2017 (both Standalone and Consolidated basis), together with the Reports of the Auditors and Board of Directors thereon.



2.	Ordinary Resolution	To appoint a Director in place of Shri S. K. Somany (DIN: 00001131), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Ordinary Resolution	To appoint the Auditors in place of the existing Auditors (who are not eligible to be re-appointed due to expiry of the maximum permissible tenure as the Auditors of the Company) and to fix their remuneration.
Special Business:		
4.	Ordinary Resolution	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018.
5.	Special Resolution	To authorizing the Company to charge for service of documents to Members of the Company pursuant to Section 20 of the Companies Act, 2013.

1. I submit my report as under:

- 1.1. The Company had completed the dispatch of Notice of AGM dated 30th May, 2017 along with attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing User ID and password and Annual Report for the financial year 2016-2017 through Courier and electronically (permitted mode) on 31st July, 2017, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 14th July, 2017 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 each 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 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 arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) to all its Shareholders to enable them to cast their votes electronically on the Resolutions set out in the AGM Notice dated 12th July, 2017 followed by "the said Addendum Notice". The Board of the Company has fixed 18th August 2017 as cut-off date for determining the names of Members, who are eligible to cast their vote through remote e voting. The Company had also provided voting facility to the Shareholders present at the 79th AGM to vote on the Resolutions set out in the Notice of the said AGM through Physical Ballot Paper who were Members of the Company as on 18th August 2017 and who did not vote by means of remote e-voting prior to the AGM.
- 1.3. An Advertisement was published in "Business Standard, Kolkata" (English Edition) and "Kalantar, Kolkata" (Bengali Edition) on 3rd August, 2017, pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, informing the Members about completion of dispatch of AGM Notice on 31st July, 2017 and other documents both by courier to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.



- 1.4. 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 79th AGM dated 12th July, 2017 followed by "the said Addendum Notice". 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 79th AGM dated 12th July, 2017 followed by "the said Addendum Notice".
- 1.5. The e-voting period was commenced on Tuesday, 22nd August, 2017 from 9:00 A.M. (IST) and concluded on Thursday, 24th August, 2017 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. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 18th August, 2017, fixed by the Company, were entitled to vote on the Resolutions set out in the Notice dated 12th July, 2017 of AGM of the Company followed by "the said Addendum Notice".
- 1.7. 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. Subhajit Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Ravi Kedia, 66/C, Nimtala Ghat Street, Kolkata – 700 006, who were not in the employment of the Company and the voting was diligently scrutinized.
- 1.8. The votes cast through remote e-voting facility were thereafter unlocked at 12:56 P M on 25th August, 2017, after conclusion of AGM, in the presence of 2 (two) witnesses, Mr. Subhajit Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Ravi Kedia, 66/C, Nimtala Ghat Street, Kolkata – 700 006, who were not in the employment of the Company.
- 1.9. 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 of 79th AGM dated 12th July, 2017 and "the said Addendum Notice", were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and scrutiny of physical Ballot received from the Members.
- 1.10. 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.

RESULTS:

There are 10721 numbers of eligible Members holding total 33033000 no(s) of Shares, who are entitled to vote electronically and /or physically as on cutoff date i.e. 18th August 2017 **as per details below**. All the resolutions mentioned in the notice of 79th Annual General Meeting dated 12th July, 2017 followed by "the said Addendum Notice" as per details given above stand passed under remote e-voting and voting conducted at AGM by way of Ballot papers with requisite majority and hence it be deemed to passed as on the date of Annual General Meeting.



I further report that as per the AGM Notice dated 12th July, 2017 followed by "the said Addendum Notice" and the Board Resolution dated 30th May, 2017, the Chairman or any other person as authorized by the Board in this regard may declare and confirm the above results of voting (remote e-voting and voting by means of Ballot Papers) at the Registered Office of the Company in respect of the resolutions referred to hereinabove.

I hereby also confirmed that I am maintaining the register received from CDSL electronically in respect of vote cast through remote e voting and physical Ballot received from Members in respect of vote cast through physical Ballot at the said 79th AGM. The Ballot Papers and all other relevant records relating to remote e voting and voting through Ballot Paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

		Number of Members	Number of Shares held
Total Votes cast through e-Voting	A	68	21226907
Total Votes cast through Ballot Forms Received	B	23	738
Grand Total of e-voting/Ballot Form (A+B)	C	91	21227645
Less: Invalid e-voting/Ballot Forms	D	2	500
Net e-voting /Ballot Forms (C-D)	E	89	21227132

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: 25th August, 2017

Consolidated Scrutinizer's Report of Voting on the Resolutions considered and transacted at the 79th Annual General Meeting of SOMA TEXTILES & INDUSTRIES LIMITED held on 25th August, 2017

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes on total no. of shares held	Invalid votes		% of Invalid votes on total no. of shares held	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/ Ballots received	Votes		No. of folios/ Ballots received	Votes		No. of folios/ Ballots	Votes		No. of folios/ Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 (both Standalone and Consolidated Basis) together with the Reports of the Auditors and the Board of Directors thereon. (As an Ordinary Resolution)	Electronic	68	21226907	68	21226907	100.00	0	0	0.00	68	21226907	100.00	0	0	0.00	0	0
		Physical	23	738	21	225	30.49	2	500	67.75	21	225	100.00	0	0	0.00	0	0
		TOTAL	91	21227645	89	21227132	100.00	2	500	0.00	89	21227132	100.00	0	0	0.00	0	0
2	To appoint a Director in place of Shri S. K. Somany (DIN: 00001131), who retires by rotation and being eligible, offers himself for re-appointment. (As an Ordinary Resolution)	Electronic	68	21226907	68	21226907	100.00	0	0	0.00	68	21226907	100.00	0	0	0.00	0	0
		Physical	23	738	21	225	30.49	2	500	67.75	21	225	100.00	0	0	0.00	0	0
		TOTAL	91	21227645	89	21227132	100.00	2	500	0.00	89	21227132	100.00	0	0	0.00	0	0
3	To appoint the Auditors in place of the existing Auditors (who are not eligible to be re-appointed due to expiry of the maximum permissible tenure as the Auditors of the Company) and to fix their remuneration. (As an Ordinary Resolution)	Electronic	68	21226907	68	21226907	100.00	0	0	0.00	68	21226907	100.00	0	0	0.00	0	0
		Physical	23	738	21	225	30.49	2	500	67.75	21	225	100.00	0	0	0.00	0	0
		TOTAL	91	21227645	89	21227132	100.00	2	500	0.00	89	21227132	100.00	0	0	0.00	0	0
4	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018. (As an Ordinary Resolution)	Electronic	68	21226907	68	21226907	100.00	0	0	0.00	68	21226907	100.00	0	0	0.00	0	0
		Physical	23	738	21	225	30.49	2	500	67.75	21	225	100.00	0	0	0.00	0	0
		TOTAL	91	21227645	89	21227132	100.00	2	500	0.00	89	21227132	100.00	0	0	0.00	0	0
5	To authorize the Company to charge for service of documents to Members of the Company pursuant to Section 20 of the Companies Act, 2013. (As a Special Resolution)	Electronic	68	21226907	68	21226907	100.00	0	0	0.00	68	21226907	100.00	0	0	0.00	0	0
		Physical	23	738	21	225	30.49	2	500	67.75	21	225	100.00	0	0	0.00	0	0
		TOTAL	91	21227645	89	21227132	100.00	2	500	0.00	89	21227132	100.00	0	0	0.00	0	0

We the undersigned witness that the votes were unlocked from the e-voting website of CDCL (http://www.evotingindia.com) in our presence at 12-56 P.M. on the 25th August, 2017.

(i) Mr. Subhajit Dutta
Dharapara, Chandannagar, Hooghly - 712 136(ii) Mr. Ravi Kedia
56/C, Nimala Ghat Street, Kolkata - 700 006