

POSTAL BALLOT FORM

Sr. No :

(To be returned to Scrutinizer appointed by the Company)

1. Name(s) and Registered Address of the Sole/First Named Shareholder :

2. Name(s) of the Joint-Holder(s), if any (in block letters) :

3. Registered Folio Number#/ DP ID No.&Client ID No.* :
 #(Applicable to shareholders holding Shares in physical form)
 *(Applicable to investors holding Shares in dematerialized form)

4. Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through postal ballot/e-voting, in respect of the business stated in the Postal Ballot Notice dated August 14, 2014 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Resolution Number	Description of Resolution	No. of shares	Please mark the tick	
			I / We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution seeking approval under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, for Borrowing powers of the Board of Directors			
2	Special Resolution seeking approval under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, for Sale, lease, transfer or otherwise dispose of or dealing with Company's properties or undertaking and for creation of charge(s) / mortgage(s) / hypothecation(s) on movable and immovable properties of the Company, both present and future			

Place: _____
 Date: _____
 Signature of the Member or the Authorised Representative (as per instructions overleaf)

Note :

1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is Tuesday, 14th October, 2014
2. Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. GENERAL INFORMATION

- a) Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies rules made thereunder, the assent/dissent of the members in respect of the "Special Resolutions" shall be determined through postal ballot.
- b) There will be one Postal Ballot Form/e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- c) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through E-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid.
- d) Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives accompanied by a certified copy of the relevant board resolution with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e) The e-voting period commences on Monday, 15th September, 2014 (9-00 a.m. IST) and ends on Tuesday, 14th October, 2014 (6-00 p.m. IST). During this period, members of the Company, holding shares in either in physical form or in dematerialised form, as on the Cut-off Date (Record Date) August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- f) The Board of Directors has appointed Mr. Pravin Kumar Drolia, FCS, Practising Company Secretary, Kolkata as the Scrutinizer for conducting the voting process (voting through Postal Ballot as well as e-voting) in a fair and transparent manner.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- d) Completed Postal Ballot Forms should reach the Scrutinizer at the Registered Office of the Company at 2, Red Cross Place, Kolkata – 700 001 not later than the close of working hours i.e. at 6-00 p.m. IST on Tuesday, 14th October, 2014.
- e) The Postal Ballot Form received after Tuesday, 14th October, 2014, shall be treated as if reply from the member has not been received.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) The Board of Directors of the Company has appointed Mr. Shreekanth Bhat, Executive Director and Mr. R.S. Sharma, Company Secretary of the Company as the persons responsible for the entire postal ballot voting process.
- h) The Scrutinizer will submit his final report as soon as possible after the last date of receipt of postal ballot but not later than seven days thereof i.e. Friday, the 17th October, 2014.
- i) Non-Resident Members, having foreign address, as their registered address, may send, duly completed and signed Postal Ballot Form by paying applicable postage, so as to reach the Scrutinizer not later than the close of business hours on Tuesday, the 14th October, 2014.
- j) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrar-Sharepro Services (India) Private Limited at 13AB, Samitha Warehousing Complex, Sankinaka Telephone Lane, Sankinaka, Andheri East, Mumbai – 400072 or to the e-mail ids: sharepro@shareproservices.com or sharepro.ahmedabad@shareproservices.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours i.e. 6-00 p.m. on Tuesday, 14th October, 2014.
- k) Members are requested not to send any paper (other than the resolution/authority as mentioned under "General Information" point 1(d) above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelopes all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- l) All the Postal Ballot form should be delivered on or before Tuesday, the 14th October, 2014 at the following address :-
"Mr. P. K. Drolia (Scrutinizer)
C/O. Soma Textiles & Industries Ltd.,
2, Red Cross Place, (1st Floor)
KOLKATA – 700 001"

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab
- (iii) Now, select the "Electronic Voting Sequence Number EVSN No. 140904105 along with "SOMA TEXTILES AND INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now enter your User ID :-
 - (a) For CDSL – 16 digits beneficiary ID,
 - (b) For NSDL – 8 Characters DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Captcha Code (Image Verification Code) as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below (Applicable for both demat shareholders as well as physical shareholders).
- (viii) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
	• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and last 8 digits of the demat account/folio number in the PAN Field.	
	• In case folio number is less than 8 digits enter the applicable number of 0's (Zero's) before the number, after the first two characters of the name in CAPITAL letters. Eg: If your name is Ravi Kumar with number 1 then enter RA00000001 in the PAN Field.	
#DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
#Bank Details	Enter the Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	
	• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field or enter value 29/08/2014 in DOB Column.	

- # Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or Company please enter the member id/folio number in the Bank details field.
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen.
- (xi) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) You can also update your mobile number and E-mail ID in the user profile details of the folio, which may be used for future Communication(s).
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- (xiv) Click on the EVSN (Electronic Voting Sequence Number) of "SOMA TEXTILES & INDUSTRIES LIMITED" to vote.
- (xv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- (xvii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xx) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code (Image Verification Code) and click on Forgot Password & enter the details as prompted by the system.
- (xxi) (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - (b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details they have to create a User ID to able to link the account(s) which they wish to vote and then cast their vote on.
 - (d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xxii) Once the vote on the Resolution is cast by the Shareholders, they shall not be allowed to change it subsequently.
- (xxiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxiv) The voting rights of the Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the cut-off (Record Date) on Friday, the 29th August, 2014.