



SOMA TEXTILES & INDUSTRIES LIMITED

CIN: L51909WB1940PLC010070

Registered Office: 2, Red Cross Place, Kolkata – 700 001; Phone: 033 - 22487406/7

Share Dept.: Rakhial Road, Ahmedabad - 380 023; Phone : 079 - 2274 3285-8

E-mail: investors@somatextiles.com; Website: www.somatextiles.com

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Standard 16 Secretarial Standard - 2 (SS-2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time, to pass the resolution as appended below by the Members of Soma Textiles & Industries Limited through Postal Ballot which includes electronic voting (remote e-voting):-

Members consent is sought for the Special Resolution as appended below. The Statement pertaining to the below mentioned Resolution under Section 102 of the Act setting out the material facts and the reasons thereof is annexed to this Notice and is being sent to you along with a Postal Ballot Form for your consideration.

To approve, ratify and confirm, the variation/ alteration/ amendment in the terms of Use of proceeds, in the Offering Circular for Issuance of GDRs.

The Board of Directors have appointed **Mr. Pravin Kumar Drolia, Practicing Company Secretary, Kolkata** as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Members are thus requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope (if posted in India), so as to reach the Scrutinizer **on or before the close of business hours at 5.00 p.m. on Monday, the 12th June, 2017 (the closing date)**, the last date for receipt of the duly completed Postal Ballot Forms. The postage on the enclosed self-addressed pre-paid postage envelope shall be borne and paid by the Company. Postal Ballot Form(s), if sent at the expenses of the member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said **closing date**, it will be considered that no reply has been received from the member in terms of aforesaid Rules.

We are pleased to offer remote e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of sending physical Postal Ballot Form. Remote E-voting is optional. Please carefully read and follow the instructions on remote e-voting printed in this Notice.

The Scrutinizer will submit his report to the Chairman or in his absence to any other Director / any other person duly authorized by the Chairman, after completion of scrutiny of Postal Ballots (including votes casted through remote e-voting) in a fair and transparent manner and **the result of the Postal Ballot / Remote E-voting will be announced on Friday, the 16th June, 2017 at 4.00 p.m.** at the Registered Office of the Company at 2, Red Cross Place, Kolkata - 700 001. **The Resolution(s), if passed with requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or remote e-voting i.e., Monday, the 12th June, 2017.** The results declared along with the Scrutinizer's Report shall be displayed at the aforesaid registered office and on the Notice Board of the Registered office and the Corporate office of the Company, on its website, www.somatextiles.com and on the website of CDSL, www.cdslindia.com for information of the Members, besides being communicated to National Stock Exchange of India Ltd. (NSE) and BSE Limited (BSE), where the shares of the Company continued to be presently listed. The result of the Postal Ballot shall also be announced through newspaper advertisement.

PROPOSED SPECIAL BUSINESS:

To approve, ratify and confirm, the variation/ alteration/ amendment in the terms of Use of proceeds, in the Offering Circular for Issuance of GDRs.

To consider, and if thought fit, to pass with or without modification, the following resolution by Postal Ballot:

As a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 81(1A) and all other applicable provisions of the Erstwhile Companies Act, 1956, Memorandum and Articles of Association of the Company, Listing Agreements entered in to Stock Exchange(s) and subject further to the approval of Reserve Bank of India and other such approvals, as applicable, the Company had offered issued and allotted 1,850,000 Global Depository Receipts (GDRs) at a price of US \$ 9.35 per GDR (including premium) representing 18,500,000 Equity Shares of Rs. 10 each, at a premium of Rs. 33/- each, upon obtaining the consent of the Shareholders of the Company, by way of a Special Resolution passed at an Extra Ordinary General Meeting (EOGM) of the Members of the Company held on 6th July, 2006 and upon the terms and conditions set out in the Offering Circular for GDR Issue dated 16th October, 2006, duly modified by way of erratum dated 3rd November, 2006 to the original Offering Memorandum/ Circular dated 16th October, 2006.

RESOLVED FURTHER THAT in the context of the above GDR Issue that subject to the applicable provisions of the Companies Act, 2013 read with rules made thereunder and all applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Associations of the Company, listing agreements entered into with Stock Exchanges on which the equity shares of the Company are listed, the applicable rules, regulations, notifications, circulars, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities, and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI), the Company hereby approves, ratify and confirms variation/ alteration/ amendment/ substitution, so carried out/ made by the Company, as felt necessary or expedient, in the original terms and conditions, relating to use of proceeds arising out of GDRs Proceeds, as originally set out in the Offering Memorandum/ Circular dated 16th October, 2006, as per the Drafts approved by the Board of Directors of the Company ('the Board') at its Meeting held on 27th July, 2006 and the Notice of EOGM, duly approved by the Board at its Meeting held on 9th June, 2006 issued to the Members of the Company, calling an Extra-Ordinary General Meeting (EOGM) on 6th July, 2006 for seeking Members approval to Company's proposal of Issuance of GDR's by a Special Resolution on the terms & conditions (including utilization of proceeds of GDRs) set out thereto in the said Notice of EOGM.

RESOLVED FURTHER THAT all the acts, deeds, matters and things so acted upon, performed and done by the Company relating to and giving effect to the utilization of proceeds, received out of GDR Issue, in variation to the Objects as to use/utilization of proceeds, set forth in the Offering Memorandum/Circular dated 16th October, 2006 and the Notice dated 9th June, 2006 referred to above be and are hereby expressly approved, confirmed and ratified effective from the date of the original approval, so accorded by the Shareholders, through Special Resolution passed at the EOGM held on 6th July, 2006 (said EOGM) and the Members be deemed to have given their approval thereto expressly by the authority of the Resolution passed at the said EOGM.

**By order of the Board
For Soma Textiles & Industries Limited**

Place : Kolkata
Date : 25th April, 2017

**(A. K. Mishra)
Company Secretary**

NOTES:

1. The Statement giving reasons for the above proposed special business pursuant to Section 102 of the Companies Act, 2013, setting out material facts is appended to the Notice.
2. The Board of Directors has appointed Mr. Pravin Kumar Drolia, Practicing Company Secretary, as the Scrutinizer to conduct the postal ballot/ remote e-voting process in a fair and transparent manner.
3. A Postal Ballot Form along with pre-paid self-addressed 'Business Reply Envelope' is attached hereto.
4. A Member entitled to vote is entitled to fill in and sign the Postal Ballot Form and send it to the Scrutinizer.
5. Voting right by a Postal Ballot cannot be exercised by a Proxy.
6. The Notice is being sent to all the Members by post (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company) whose names appear in the Register of Members/Record of Depositories as on 28th April, 2017. The voting shall be reckoned in proportion to the shares held by a Member in the paid up equity share capital of the Company as on 28th April, 2017.
7. The Notice is being published in Business Standard, Kolkata (English Edition) and Kalantar, Kolkata (Bengali Edition).
8. The Notice has also been made available on the website of the Company i.e. www.somatextiles.com.
9. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also providing e-voting facility as an alternate for its Members, to enable them to cast their votes electronically, instead of dispatching physical Postal Ballot Form(s).
10. The Members can opt for only one mode of voting, i.e., either by Physical Ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

Instructions for Voting:

Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal Ballot Form with Assent (For) or Dissent (Against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before Monday, the 12th June, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
3. Shareholders who do not receive the Postal Ballot Form may write to the Company's Registrar –Link Intime India Private Ltd. at 5th Floor, 506 – 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad - 380 009 or to the e-mail id: Ahmedabad@linkintime.co.in and obtain a duplicate thereof.

Voting through electronic means

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members, to enable them to cast their votes on the resolution proposed to be passed, electronically.
2. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide remote e-voting facilities.
3. Members are requested to carefully read the instructions for remote e-voting before casting their votes.
4. The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for remote e-voting:

Commencement of remote e-voting	9.00 a.m., Sunday, the 14th May, 2017
End of remote e-voting	5.00 p.m., Monday, the 12th June, 2017

5. The instructions for members for e-voting are as under:

- (a) Shareholders should log on to the e-voting website www.evotingindia.com
- (b) Click on “Shareholders” tab.
- (c) Now, select the “**Soma Textiles& Industries Limited**” from the drop down menu and click on “**SUBMIT**”.
- (d) Now Enter your User ID.
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) For Physical Form: Member should enter Folio Number registered with the Company.
- (e) Next enter the Captcha Code (Image Varification Code) as displayed and Click on Login.
- (f) 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.
- (g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. The sequence number is printed on the Postal Ballot Form address to the shareholder individually, containing particulars of remote e-voting sent along with Notice of Postal Ballot. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ravi Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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 member id/ folio number in the Dividend Bank details field.

- (h) After entering these details appropriately, click on “SUBMIT” tab.
- (i) Members holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (j) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolution contained in this Notice.
- (k) Click on the EVSN (Electronic Voting Sequence Number) for the relevant “Soma Textiles & Industries Limited” on which you choose to vote.
- (l) 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.
- (m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (r) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (s) Once the vote on the Resolution is cast by the Shareholders, they shall not be allowed to change it subsequently.
- (t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com.
- (u) The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off on 28th April, 2017.

ANNEXURE TO THE NOTICE

(Statement pursuant to the provisions of Section 102 of the Companies Act, 2013)

The Company had passed a Special Resolution on 6th July, 2006 in the Extra-Ordinary General Meeting held on 6th July, 2006 for Issue and Allotment of 18,50,000 Global Depository Receipts (GDRs) representing 1,85,00,000 underlying Equity Shares of the face value of Rs. 10/- each at a premium of Rs. 33/- each. The Board thereupon in exercise of the authority(ies) and power(s) conferred upon the Board of Directors of the Company issued and allotted 1,85,00,000 Equity Shares of the face value of Rs. 10/- each at a premium of Rs. 33/- per share against the Global Depository Receipts (GDRs) so issued and allotted by the Company at its meeting held on 20th October, 2006. The total realization of US \$ 17.2975 million was received by the Company against the offering of GDRs.

The main object for raising funds through GDR issue was to utilize the same for Spinning Plant for Denim in Ahmedabad (US\$ 8.59 million), Garment manufacture (US\$ 7.48 million), contingency provision (US\$ 0.71 million) and US\$ 0.51 million was considered as GDR issue expenses, as originally given in the Offering Memorandum/Circular dated 16th October, 2006.

Considering the significant business opportunities and potential abroad it was felt prudent at that stage to tap the foreign/international market for expanding Company's business activities and operations in the best interest of the Company and its Shareholders and to meet the challenges and competition in the global market, the Board keeping in mind the desired goal, felt it desirable to incorporate a Company, in any free zone in UAE as 100% Subsidiary of the Company to explore and tap the business opportunities by way of investment/business/trading activities, through its subsidiary(ies) in UAE and overseas acquisition/investments or otherwise, considered to be advantageous and beneficial for the Company. The Board further considered and decided that the funds raised out of the issue of GDRs were to be used and utilized by the Company in order to facilitate investment/give loan to Subsidiary Company established/ to be established in any free zone in UAE.

And the Board of Directors thereafter in their meeting held on 31st October, 2006 resolved to utilize the funds raised through GDRs Issue to the tune of US\$ 17.2975 million for Spinning Plant for denim in Ahmedabad, garment manufacturing through its subsidiary in India, establishing subsidiary in Dubai, trading in general merchandise, investing GDR proceeds for overseas acquisition/investments and/or buying cotton (which is the basic raw material), including contingency provisions and US\$ 0.51 Million as GDR issue expenses and consequent upon the variation(s)/alteration(s)/amendment(s) were made as required under the terms and conditions as to utilization of proceeds originally stated in Offering Memorandum/Circular dated 16th October, 2006 through erratum dated 3rd November, 2006.

Your Board therefore recommend passing of the above 'Special Resolution' as set out in the Notice to approve, ratify and confirm the alteration(s)/ amendment(s)/ variation(s) so made in the original Offering Memorandum/Circular dated 16th October, 2006, by way of erratum dated 3rd November, 2006. The applicable provisions of the Companies Act, 2013 do not have any requirement to take shareholders' approval in case of change in the utilization of GDR Proceeds.

The Special Resolution proposed to be passed by the Members shall be deemed to be a confirmation, ratification and authorization by the Members in terms of applicable provisions of the Companies Act, 2013, read with rules made thereunder.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

**By order of the Board
For Soma Textiles & Industries Limited**

Place : Kolkata
Date : 25th April, 2017

**(A. K. Mishra)
Company Secretary**