



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 OF THE 77th ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON THURSDAY, THE 17th SEPTEMBER, 2015

To,

The Members of the Company,

I, Surendra Kumar Somany, Chairman of the Company, on the basis of the Scrutinizer's Consolidated Report dated 17th September, 2015, 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' and 'voting through physical ballot papers' at the venue of 77th Annual General Meeting (AGM) held at Somany Conference Hall, MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, 2nd Floor, Kolkata- 700 001, on Thursday, the 17th September, 2015, at 2-30 P.M., in respect of Ordinary and Special Resolutions set out at item nos. 1 to 7 in the Notice dated 30th May, 2015 of the 77th 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 14th August, 2015 and the Resolutions passed thereof in the manner as given below:-

RESULTS OF THE VOTES DECLARED AT THE COMPANY'S REGISTERED OFFICE AT 2, RED CROSS PLACE, KOLKATA - 700 001, IN REGARD TO 77TH 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 THURSDAY, THE 17TH SEPTEMBER, 2015, AT 2-30 P.M. :-

Resolution Nos. as per Notice dated 30.05.15 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	44	16213172	42	16213142	100.00	2	30	0.00	49.08	Carried
2	44	16213172	42	16213142	100.00	2	30	0.00	49.08	Carried
3	44	16213172	42	16213142	100.00	2	30	0.00	49.08	Carried
4	44	16213172	42	16213142	100.00	2	30	0.00	49.08	Carried
5	44	16213172	42	16213142	100.00	2	30	0.00	49.08	Carried
6	44	16213172	42	16213142	100.00	2	30	0.00	49.08	Carried
7	44	16213172	44	16213172	100.00	0	0	0.00	49.08	Carried Unanimously

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



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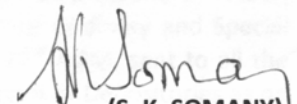
E-mail : rssharma@somatextiles.com

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Based on the Scrutinizer's Consolidated 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 77th AGM, I, the undersigned, declare the Resolutions (Ordinary and Special) contained in the Notice dated 30th May, 2015, convening the 77st AGM of the Company, as passed with requisite majority on the date of AGM, i.e. 17th September, 2015.

By Order of the Board
For **SOMA TEXTILES & INDUSTRIES LIMITED**

Place: Kolkata.
Date: 18th September, 2015


(S. K. SOMANY)
Chairman

Sl. No.	Number of Shares	Number of Votes	Sl. No.	Number of Shares	Number of Votes	Sl. No.	Number of Shares	Number of Votes	Sl. No.	Number of Shares	Number of Votes
1	1000000	1000000	11	1000000	1000000	21	1000000	1000000	31	1000000	1000000
2	1000000	1000000	12	1000000	1000000	22	1000000	1000000	32	1000000	1000000
3	1000000	1000000	13	1000000	1000000	23	1000000	1000000	33	1000000	1000000
4	1000000	1000000	14	1000000	1000000	24	1000000	1000000	34	1000000	1000000
5	1000000	1000000	15	1000000	1000000	25	1000000	1000000	35	1000000	1000000
6	1000000	1000000	16	1000000	1000000	26	1000000	1000000	36	1000000	1000000
7	1000000	1000000	17	1000000	1000000	27	1000000	1000000	37	1000000	1000000
8	1000000	1000000	18	1000000	1000000	28	1000000	1000000	38	1000000	1000000
9	1000000	1000000	19	1000000	1000000	29	1000000	1000000	39	1000000	1000000
10	1000000	1000000	20	1000000	1000000	30	1000000	1000000	40	1000000	1000000

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A SOMANY ENTERPRISE

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

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

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Amended Rules, 2015]

To,
The Chairman,
SOMA TEXTILES & INDUSTRIES LIMITED
2, Red Cross Place,
Kolkata-700001

Dear Sir,

SUB: SCRUTINIZER REPORT FOR RESOLUTIONS PASSED AT 77TH ANNUAL GENERAL MEETIN OF THE COMPANY

I, **Pravin Kumar Drolia**, having F.C.S. No. : 2366 & C.P. No. : 1362, proprietor of Drolia & Company, Company Secretaries, Kolkata, have been appointed as a Scrutinizer by the Board of Directors of **M/s. Soma Textiles & Industries Limited (CIN: L51909WB1940PLC010070)** ("the Company") at their meeting held on 30th May, 2015, for the purpose of scrutinizing the remote e-voting process and physical voting through ballot paper at the venue of 77th Annual General Meeting ('AGM'), to ascertain the results on votes carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act'), read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, on the Resolutions contained in the AGM Notice dated 30th May, 2015 (hereinafter referred to as "the resolutions") of the 77th AGM of the Members of the Company, held on **Thursday, the 17th September, 2015 at 2.30 P.M. at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata-700001.**

1. The notice dated 30th May, 2015 convening the 77th Annual General Meeting ('AGM') of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent on 22nd August, 2015 to those shareholders whose names appeared in the Register of Members/Beneficial Owners as on 14th August, 2015 in respect of the resolutions to be passed at the said AGM of the Company.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physically (i.e. by remote e-voting and voting through physical ballot papers at the venue of AGM) for the resolutions contained in the Notice of the 77th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and voting through physical ballot paper at the venue of the AGM) is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting process system provided by Central Depository Services (India) Limited (CDSL), the Agency



authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and voting through physical ballot paper at the venue of the AGM. There was no demand for poll on any resolution by the Shareholders at the said AGM.

3. Further to the above, I submit herewith my Consolidated Scrutinizer's Report on the results of voting through electronic means and voting through physical ballot paper at the venue of the AGM as under:-


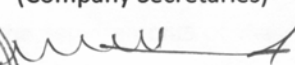
- i. The remote e-voting period commenced on Monday, the 14th September, 2015 at 9.00 A.M. (IST) and ended on Wednesday, the 16th September, 2015 till 5.00 P.M. (IST).
- ii. The Members who were on record of the Company as well as whose particulars provided by the Depositories on the "cut-off" date i.e., 10th September, 2015, were entitled to vote through remote e-voting process on the resolutions set out in the notice of the 77th AGM of the Company.
- iii. The votes cast through remote e-voting were unlocked on 17th September, 2015 in the presence of 2 (two) witnesses, **Ms. Chetana Goel**, resident of 146, Bangur Avenue, Block A, 3rd Floor, Kolkata - 700055 and **Ms. Neha Daga** resident of 114/1, D.J. Street, Bhadrakali, Hindmotor, Hooghly-712232 who are not in the employment of the Company.
- iv. The physical voting facility through ballot papers was provided at the venue of 77th Annual General Meeting held on Thursday, 17th September, 2015 for those members who attended the meeting but not participate in remote e-voting were considered for the purpose of this report accordingly. The Ballot box was opened by me in the presence of two witnesses, **Ms. Chetana Goel**, resident of 146, Bangur Avenue, Block A, 3rd Floor, Kolkata - 700055 and **Ms. Neha Daga** resident of 114/1, D.J. Street, Bhadrakali, Hindmotor, Hooghly-712232, after the voting process was over at the said AGM of the Company.
- v. The details containing inter alia, list of Equity Share holders, who voted "for" or "against", on each of the resolutions that were put to vote and whose votes became invalid, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com> and is based on such reports generated thereof.
- vi. The combined result of the voting considering remote e-voting and votes casted through physical ballot papers at the venue of the 77th AGM, is annexed.

Thanking You,

Place: Kolkata

Date: 17th September, 2015

FOR DROLIA & COMPANY
(Company Secretaries)



(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366,
Certificate of Practice No.1362

Soma Textiles & Industries Limited - 77th Annual General Meeting Held on 17th September, 2015
Consolidated Results (E-voting and Physical Ballot)

SL NO	Description	Mode	No. of folios/ Ballots Received	Total no. of votes cast	Valid votes			Votes cast in favour of the resolutions			Votes cast against the resolutions			Invalid votes	
					No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ no. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of Directors and Auditors thereon. (As an Ordinary Resolution)	E-voting Physical Ballot Paper	39 5	16213022 150	39 5	16213022 150	100.00 100.00	39 3	16213022 120	100.00 80.00	0 2	0 30	0.00 20.00	0 0	0 0
TOTAL			44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	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)	E-voting Physical Ballot Paper	39 5	16213022 150	39 5	16213022 150	100.00 100.00	39 3	16213022 120	100.00 80.00	0 2	0 30	0.00 20.00	0 0	0 0
TOTAL			44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	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)	E-voting Physical Ballot Paper	39 5	16213022 150	39 5	16213022 150	100.00 100.00	39 3	16213022 120	100.00 80.00	0 2	0 30	0.00 20.00	0 0	0 0
TOTAL			44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0
4	Appointment of Shri M. H. Shah, as an Independent Director. (As an Ordinary Resolution)	E-voting Physical Ballot Paper	39 5	16213022 150	39 5	16213022 150	100.00 100.00	39 3	16213022 120	100.00 80.00	0 2	0 30	0.00 20.00	0 0	0 0
TOTAL			44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0
5	Appointment of Ms. N. Loyalka, as an Independent Director. (As an Ordinary Resolution)	E-voting Physical Ballot Paper	39 5	16213022 150	39 5	16213022 150	100.00 100.00	39 3	16213022 120	100.00 80.00	0 2	0 30	0.00 20.00	0 0	0 0
TOTAL			44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0



Soma Textiles & Industries Limited - 77th Annual General Meeting Held on 17th September, 2015
Consolidated Results (E-voting and Physical Ballot)

SL NO	Description	Mode	No. of folios/ Ballots Received	Total no. of votes cast	Valid votes			Votes cast in favour of the resolutions			Votes cast against the resolutions			Invalid votes	
					No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ no. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes
6	Re-appointment of Shri Shrikant Bhat as Whole-time Director, designated as Executive Director, being a Key Managerial Personnel. (As a Special Resolution)	E-voting	39	16213022	39	16213022	100.00	39	16213022	100.00	0	0	0.00	0	0
		Physical Ballot Paper	5	150	5	150	100.00	3	120	80.00	2	30	20.00	0	0
		TOTAL	44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0
7	Remuneration to the Cost Auditors for the Financial Year ending 31st March, 2016 (As an Ordinary Resolution)	E-voting	39	16213022	39	16213022	100.00	39	16213022	100.00	0	0	0.00	0	0
		Physical Ballot Paper	5	150	5	150	100.00	5	150	100.00	0	0	0.00	0	0
		TOTAL	44	16213172	44	16213172	100.00	44	16213172	100.00	0	0	0.00	0	0

We the undersigned witness that the votes were unlocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in our presence at 3:45 P.M. on the 17th September, 2015.

(i) Chetana Goel
146 Bangur Avenue, Block A,
3rd Floor, Kolkata-700055

(ii) Neha Daga
114/1, D.J. Street, Bhadrakali,
Hindmotor, Hooghly-712232

For Drolia & Company
(Company Secretaries)
(Raviv Kumar Drolia)
Proprietor
F.C.S No.: 2366
Certificate of Practice No.: 1362



Date: 17th September, 2015
Place: Kolkata