

**Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies  
(Management and Administration) Rules, 2014]




The Chairman,  
**SOMA TEXTILES & INDUSTRIES LIMITED,**  
**2, RED CROSS PLACE,**  
**Kolkata-700 001**

Dear Sir,

I, Pravin Kumar Drolia (M/N: F 2366 & CP 1362) proprietor of Drolia & Company, Company Secretaries, of Kolkata. appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **M/S SOMA TEXTILES & INDUSTRIES Limited** ("the Company") (CIN: L51909WB1940PLC010070) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 76th Annual General Meeting of the Company to be held on **August 29, 2014** submit my report as under: I was appointed by the Board of Directors of the Company in their meeting held on 30th May'2014.

1. The e-voting period commenced on 20<sup>th</sup> August, 2014 from 9.00 AM and concluded on 22nd August, 2014 at 6.00 PM, The e-voting services were provided by Central Depository Services (India) Limited (CDSL).
2. The Shareholders holding shares as on the "relevant date" i.e. **JULY 25, 2014** were entitled to vote on the proposed resolutions stated in the notice of the Company. As per provisions of the Companies Act 2013, the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned Shareholders. One share held will be equal to one vote.
3. The votes were unblocked on 22nd August 2014 around 7:30 p.m in the presence of two witnesses **Ms. Chetana Goel** residing at 146, Bangur Avenue, Block A, 3rd Floor, Kolkata-700055 and **Mr. Keshav Rathi** residing at 9, Atindra Mukherjee Lane, 2<sup>nd</sup> Floor, Howrah-711102 who are not in the employment of the Company.
4. The results of e-Voting along with the list of Shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of CDSL.

The results of the e-voting are as under:

**A. RESOLUTION NO. 1-ORDINARY RESOLUTION**

**To receive, consider and adopt the Audited Accounts for the financial year ended March 31,2014 and Reports of the Directors and the Auditors.**

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	16277343	100

(ii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

**B. RESOLUTION NO.2 – ORDINARY RESOLUTION**

**To appoint a Director in place of Shri Shrikant Bhat(DIN-00650380), who retires by rotation and, being eligible, offers himself for re-appointment.**

(iv) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	16277343	100

(v) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(vi) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE



**C. RESOLUTION NO.3 – ORDINARY RESOLUTION**

**Appointment of PIPARA & COMPANY Chartered Accountant (firm registration no-107929W) as Auditors of the Company and to fix their remuneration.**

(vii) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	16277343	100

(viii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(ix) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

**D. RESOLUTION NO.4 – ORDINARY RESOLUTION**

**To appoint Mr. B.K Hurkat (DIN:02005896), as an Independent Director of The Company as per the provision of Section 149,150,152 and any other applicable provisions of the Companies Act 2013.**

(x) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
13	16277243	100

(xi) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	100	0

(xii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE



**E. RESOLUTION NO.5 – ORDINARY RESOLUTION**

**To appoint Shri B.L.Dhoot (DIN:02690250) as an Independent Director of The Company as per the provision of Section 149,150,152 and any other applicable provisions of the Companies Act 2013.**

(xiii) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
13	16277243	100

(xiv) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	100	0

(xv) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

**F. RESOLUTION NO.6 – ORDINARY RESOLUTION**

**Erosion of Fifty percent(50%) or more of the peak net worth of the Company under Section 23 of the Sick Industrial Companies(special provision)Act 1985(SICA),the applicable provisions of the Companies Act 1956 or the new Companies Act 2013.**

(xvi) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	16277343	100

(xvii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(xviii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE



**G. RESOLUTION NO.7 – ORDINARY RESOLUTION**

**Remuneration to M/S. N. D.Birla & Company ,the cost Auditor for the Financial year 31<sup>st</sup> March 2015 as per the provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and the Companies(Audit and Auditors)Rules ,2014.**

(xix) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	16277343	100

(xx) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(xxi) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

The relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 76<sup>th</sup> Annual General Meeting and the same shall be thereafter be handed over to the Company Secretary for safe keeping.

FOR DROLIA & COMPANY

(Company Secretaries)

(Pravin Kumar Drolia)

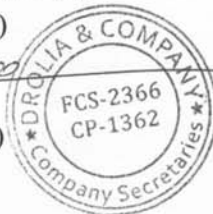
Proprietor

F.C.S No.2366,

Certificate of Practice No.1362

Place: Kolkata

Date: 25 -08-2014



We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in our presence at 7:30 P.M. on 22<sup>nd</sup> August'2014 at the office of the Scrutinizer.

i>Ms. Chetana Goel

146, Bangur Avenue, Block A,  
3<sup>rd</sup> Floor, Kolkata-700055

ii>Mr. Keshav Rath

9, Atindra Mukherjee Lane ,  
2<sup>nd</sup> floor, Howrah- 711102

Number of Shares	Resolution Number	No. of Votes for Yes	No. of Votes for No	No. of Votes for Abstain	Voter	Vote Status
100	1	100	0	0	0 online(1:20300000047958)	VALID
100	2	100	0	0	0 online(1:20300000047958)	VALID
100	3	100	0	0	0 online(1:20300000047958)	VALID
100	4	0	100	0	0 online(1:20300000047958)	VALID
100	5	0	100	0	0 online(1:20300000047958)	VALID
100	6	100	0	0	0 online(1:20300000047958)	VALID
100	7	100	0	0	0 online(1:20300000047958)	VALID
1	1	1	0	0	0 online(1:204470002493542)	VALID
1	2	1	0	0	0 online(1:204470002493542)	VALID
1	3	1	0	0	0 online(1:204470002493542)	VALID
1	4	1	0	0	0 online(1:204470002493542)	VALID
1	5	1	0	0	0 online(1:204470002493542)	VALID
1	6	1	0	0	0 online(1:204470002493542)	VALID
1	7	1	0	0	0 online(1:204470002493542)	VALID
24239	1	24239	0	0	0 online(N30047640184880)	VALID
24239	2	24239	0	0	0 online(N30047640184880)	VALID
24239	3	24239	0	0	0 online(N30047640184880)	VALID
24239	4	24239	0	0	0 online(N30047640184880)	VALID
24239	5	24239	0	0	0 online(N30047640184880)	VALID
24239	6	24239	0	0	0 online(N30047640184880)	VALID
24239	7	24239	0	0	0 online(N30047640184880)	VALID
728217	1	728217	0	0	0 online(N30047640241649)	VALID
728217	2	728217	0	0	0 online(N30047640241649)	VALID
728217	3	728217	0	0	0 online(N30047640241649)	VALID
728217	4	728217	0	0	0 online(N30047640241649)	VALID
728217	5	728217	0	0	0 online(N30047640241649)	VALID
728217	6	728217	0	0	0 online(N30047640241649)	VALID
728217	7	728217	0	0	0 online(N30047640241649)	VALID
465695	1	465695	0	0	0 online(N30047640241657)	VALID
465695	2	465695	0	0	0 online(N30047640241657)	VALID
465695	3	465695	0	0	0 online(N30047640241657)	VALID
465695	4	465695	0	0	0 online(N30047640241657)	VALID
465695	5	465695	0	0	0 online(N30047640241657)	VALID
465695	6	465695	0	0	0 online(N30047640241657)	VALID
465695	7	465695	0	0	0 online(N30047640241657)	VALID
126631	1	126631	0	0	0 online(N30047640446748)	VALID
126631	2	126631	0	0	0 online(N30047640446748)	VALID
126631	3	126631	0	0	0 online(N30047640446748)	VALID
126631	4	126631	0	0	0 online(N30047640446748)	VALID
126631	5	126631	0	0	0 online(N30047640446748)	VALID
126631	6	126631	0	0	0 online(N30047640446748)	VALID
126631	7	126631	0	0	0 online(N30047640446748)	VALID
24920	1	24920	0	0	0 online(N30133017242165)	VALID
24920	2	24920	0	0	0 online(N30133017242165)	VALID
24920	3	24920	0	0	0 online(N30133017242165)	VALID
24920	4	24920	0	0	0 online(N30133017242165)	VALID
24920	5	24920	0	0	0 online(N30133017242165)	VALID
24920	6	24920	0	0	0 online(N30133017242165)	VALID
24920	7	24920	0	0	0 online(N30133017242165)	VALID
102579	1	102579	0	0	0 online(N30154917789058)	VALID
102579	2	102579	0	0	0 online(N30154917789058)	VALID
102579	3	102579	0	0	0 online(N30154917789058)	VALID
102579	4	102579	0	0	0 online(N30154917789058)	VALID
102579	5	102579	0	0	0 online(N30154917789058)	VALID
102579	6	102579	0	0	0 online(N30154917789058)	VALID
102579	7	102579	0	0	0 online(N30154917789058)	VALID
2500000	1	2500000	0	0	0 online(N30154934330847)	VALID
2500000	2	2500000	0	0	0 online(N30154934330847)	VALID
2500000	3	2500000	0	0	0 online(N30154934330847)	VALID
2500000	4	2500000	0	0	0 online(N30154934330847)	VALID
2500000	5	2500000	0	0	0 online(N30154934330847)	VALID
2500000	6	2500000	0	0	0 online(N30154934330847)	VALID
2500000	7	2500000	0	0	0 online(N30154934330847)	VALID
1620000	1	1620000	0	0	0 online(N300221414792419)	VALID
1620000	2	1620000	0	0	0 online(N300221414792419)	VALID
1620000	3	1620000	0	0	0 online(N300221414792419)	VALID
1620000	4	1620000	0	0	0 online(N300221414792419)	VALID
1620000	5	1620000	0	0	0 online(N300221414792419)	VALID
1620000	6	1620000	0	0	0 online(N300221414792419)	VALID

DRAMA & COMPANY

1362

CP-1362





