



SOMA TEXTILES & INDUSTRIES LTD.

A GOVT. RECOGNISED EXPORT HOUSE

REGD. OFFICE : 2, RED CROSS PLACE, KOLKATA - 700 001, INDIA

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CIN : L51909WB1940PLC010070

DECLARATION OF RESULTS OF THE POSTAL BALLOT AND REMOTE E-VOTING IN RESPECT OF SPECIAL RESOLUTION SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 25TH APRIL, 2017, PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013 OF SOMA TEXTILES & INDUSTRIES LIMITED, ON WEDNESDAY, THE 14TH DAY OF JUNE, 2017 AT 4.00 P.M. AT 2, RED CROSS PLACE, KOLKATA- 700 001.

To,
The Members of the Company,

I, A. K. Mishra, Company Secretary of the Company, duly authorized by the Board of Directors of the Company, for declaration of voting results, on the basis of the Consolidated Scrutinizers' Report dated 13th June, 2017, duly submitted by the Scrutinizer, Mr. Pravin Kumar Drolia, Practicing Company Secretary, (FCS: 2366, CP: 1362) Proprietor of M/s. Drolia & Company, Kolkata, do hereby announce the Voting Results on the votes cast by the Members of the Company, whose names appeared on the Register of Members/ Record of Depositories as on the **cut-off date i.e. on Friday, 28th April, 2017, both by means of Postal Ballot Forms and remote e-voting**, in respect of the Special Resolution set out in the Postal Ballot Notice dated 25th April, 2017 as mentioned below and the details of Resolution approved, passed and voted thereof are provided hereunder:-

Resolution Number	Type of Resolution	Particulars
1.	Special Resolution	To approve, ratify and confirm the variation/ alteration/ amendment in the terms of use of proceeds, in the offering circular for issuance of GDRs.

Resolution No.	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	No. of Members who abstain from voting	Shares held by Members who abstain from voting	% of votes cast in favour in respect of total Paid-up Capital of the Company	Carried/ Carried Unanimously
1	74	21220488	73	21219988	100.00	1	500	0.00	-	-	64.24	Carried

I declare that the Special Resolution contained in the Postal Ballot Notice dated 25th April, 2017 is duly approved and passed with requisite majority on 12th June, 2017, in accordance with the terms of Secretarial Standard on General Meetings (SS-2).

For SOMA TEXTILES & INDUSTRIES LIMITED



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

Place: Kolkata
Date: 14th June, 2017



DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 9831196869; Email: droliapravin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Sections 110 & 108 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Amendment Rules, 2015 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 on the Resolutions set out in the Postal Ballot Notice dated 25th April, 2017 of M/s. Soma Textiles & Industries Limited.

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") through resolution passed by circulation dated 25th April, 2017, in terms of the provisions of Sections 110 and 108 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 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 in a fair and transparent manner in respect of the following resolutions set out in the Postal Ballot Notice dated 25th April, 2017.

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and rules relating to the Postal Ballot Process on the resolution set out in Postal Ballot Notice dated 25th April 2017. My responsibility, as a scrutinizer for Postal Ballots and e- voting process is restricted to the extent of ascertaining requisite vote casts i.e "in Favour" or "Against" the resolution mentioned in the Postal Ballot Notice dated 25th April 2017.

Resolution Number	Type of Resolution	Particulars
1	Special Resolution	To approve, ratify and confirm the variation/ alteration/ amendment in the terms of use of proceeds, in the offering circular for issuance of GDRs.



1. I submit my report as under:

- 1.1. The Company had completed the dispatch of physical Postal Ballot Notice dated 25th April, 2017 along with Postal Ballot Forms and self-addressed pre-paid postage envelopes through registered post and courier on 12th May, 2017, in accordance with Companies Act, 2013 read with rules made thereunder, to those Members who held shares in physical form and whose names appeared in the Register of Members as on 28th April, 2017, being the cut-off date fixed by the Board.

In addition to the above, Postal Ballot Notice dated 25th April, 2017 was also sent via electronic mode by the RTA/ Company, to the Members at their respective e-mail id's registered with the depository participants or with the Company, as per the data downloaded from National Security Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 28th April, 2017 (the cut-off date). I, further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company had fixed 12th June, 2017 till 5:00 P.M. as the last date for receipt of Postal Ballot Forms and remote e-voting.

- 1.2. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has also provided e-voting facility to all its Members to enable them to cast their votes electronically. Central Depository Services (India) Limited (CDSL) provided the e-voting services. The e-voting period was commenced on Sunday, 14th May, 2017 from 9:00 A.M. (IST) and concluded on Monday, 12th June, 2017 at 5:00 P.M. (IST). The vote cast by the Shareholders through e-voting facility, were scrutinized, by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 1.3. As per the Resolution passed by circulation by the Board of Directors of M/s. Soma Textiles & Industries Limited on 25th April, 2017, Mr. A. K. Mishra, Company Secretary and Shri S. B. Bhat, the Executive Director of the Company, was made responsible for the entire postal ballot process conducted and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process.
- 1.4. An Advertisement was published in "Business Standard, Kolkata" (English Edition) and "Kalantar, Kolkata" (Bengali Edition) on 13th May, 2017, pursuant to Rules 22 and 20 of the Companies (Management and Administration) Amendment Rules, 2015 informing the Members about completion of dispatch of Postal Ballot Notice both by registered post and electronically, wherever applicable along with other information as specified in the rules.
- 1.5. I have received the Postal Ballot Forms from the Members during the period starting from Sunday, 14th May, 2017 till Monday, 12th June, 2017. All the Physical Postal Ballot Forms and Votes cast by e-voting through CDSL received up to 5.00 P.M. on Monday, the 12th June, 2017, being the last date and time fixed by the Company for receipt of the physical ballot forms and remote e-voting were considered for my scrutiny.



- 1.6. The sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company.
- 1.7. The Company had not issued any duplicate Postal Ballot Form.
- 1.8. No Envelopes containing Postal Ballot Forms were received after working hours (5:00 P.M.) on 12th June, 2017.
- 1.9. Envelopes containing Postal Ballot Forms which were returned undelivered were not opened and not considered for scrutiny. I have not found any Defaced/Mutilated Postal Ballot Form.
- 1.10. The e-voting facility provided by CDSL was unblocked at 7.17 P.M. on 12th June, 2017, by me as a Scrutinizer in the presence of two witnesses, Mr. Subhajit Dutta, residing at Dharapara, Chandannagar, Hooghly-712136 and Mr. Bishnu Kumar Megotia, residing at 2/52A, Ashoknagar, Tallygunj, Kolkata - 700 040, who were not in the employment of the Company as prescribed in sub rule 4(xii) of rule 20 of the said rules
- 1.11. Scrutiny of Physical Postal Ballots Forms was commenced at 11.00 A. M. on 13th June, 2017 in presence of my authorized representative and continued till 1.00 P.M. on same day. The details of votes exercised through postal ballots were duly scrutinized and specimen signatures of the Members on these have been verified with the specimen signature records maintained by the RTA M/s. Link Intime India Private Limited.
- 1.12. Particulars of votes cast through all the valid Postal Ballot Forms received from the Members and the votes casted by means of remote e-voting through the e-voting platform provided by CDSL, by the Members, were entered in the register maintained separately for the purpose in electronic mode.

On scrutiny, I report that out of 10,994 shareholders, 71 shareholders have exercised their vote through e-voting and 3 shareholders have exercised their votes through Postal ballot Forms, as received. The details of Polling results for the items placed for consideration by the members are enclosed and marked as **Annexure – "A"**.

RESULTS:

In terms of Section 108 and 110 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015, the Special Resolution as set out in the Notice of Postal Ballot dated 25th April, 2017 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the last date of receipt of duly completed postal ballots forms and e-voting i.e. Monday, the 12th June, 2017.

I, further report that as per the Postal Ballot Notice dated 25th April, 2017 and the resolution passed by circulation on the same date, the Chairman or in his absence by the Executive Director or Company Secretary of the Company, as authorized by the Board in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on 14th June, 2017 at 4.00 P.M. at 2, Red Cross Place, Kolkata-700 001.



In determining the validity or otherwise of the Postal Ballot forms received, I have adopted the following criteria:

- a) Where the date and place has been left blank, the signed ballot has been treated as valid.
- b) Where the number of shares has been left blank, I have accounted for the total holding for the purpose of either assent or dissent to the relevant resolution as indicate by the member.
- c) In respect of certain ballot forms and e-voting, the members have exercised their voting rights by partially voting for assent/dissent. In such cases the votes have been considered on the basis of votes cast and such ballot papers and e-voting have been included in valid postal ballot form and e-vote with both assent and dissent to the resolution respectively.
- d) Members who have exercised the votes in physical as well as in electronic modes, the vote by electronic only has been considered and voting by postal ballot was treated as in valid.

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: 13th June, 2017

Consolidated Scrutinizer(s) Report of Voting on the Resolutions as set out in the Postal Ballot Notice dated 25th April, 2017 of SOMA TEXTILES & INDUSTRIES LIMITED, deemed to be passed on the last date of receipt of Postal Ballot Forms, i.e., 12th June, 2017

Special Resolution

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

Total No. of Shareholders	10,994		
Total No. of Shares	33,033,000		
Duration of receipt of Postal Ballot Forms and e	From 14th May, 2017 to 12th June, 2017		
		Number of Members	Number of Shares
Total Votes cast through e-Voting	A	71	21219992
Total Votes cast through Postal Ballot Forms Received	B	3	496
Grand Total of e-voting/Postal Ballot Form (A+B)	C	74	21220488
Less: Invalid e-voting/Postal Ballot Forms	D	0	0
Net e-voting /Postal Ballot Forms (C-D)	E	74	21220488

Table showing Bifurcation of voting by promoters/Financial Institutions and others

Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	21,030,017	21,030,017	100.00	21,030,017	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		21,030,017	100.00	21,030,017	-	100.00	-
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	190,471	189,975	99.74	189,475	500	99.74	0.26
	Postal Ballot		496	0.26	496	-	100.00	-
	Total		190,471	100.00	189,971	500	99.74	0.26
Total		21,220,488	21,220,488	100.00	21,219,988	500	100.00	0.00

Note :

- Invalid Postal Ballot was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

We the undersigned witness that the votes were unlocked from the evoting website of CDSL(<http://www.evotingindia.com>) in our presence at 7.17 P.M. on the 12th June, 2017.

Subhajit Dutta

(i) Mr. Subhajit Dutta
Dharapara, Chandannagar
Hooghly - 712 136

Bishnu Kumar Megotia

(ii) Mr. Bishnu Kumar Megotia
2/52A, Ashoknagar, Tallygunj
Kolkata - 700040

FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor

F.C.S No.2366, Certificate of Practice No.1362



Place: Kolkata

Date: 13th June, 2017