

Independent Auditor's Report on unaudited Standalone Financial Results of Soma Textiles & Industries Limited for the quarter ended 30th September, 2022 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015(as amended)

To
The Board of Directors of
SOMA TEXTILES & INDUSTRIES LIMITED

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **SOMA TEXTILES & INDUSTRIES LIMITED** (the "Company"), for the quarter ended on 30th September, 2022 (the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), including relevant circulars issued by SEBI from time to time, which has been initialled by us for identification purposes.
2. This statement, which is responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting"(IND AS 34"), prescribed under section 133 of the Companies Act 2013, and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 except for the possible impact of subsequent para of Material Uncertainty Related to Going Concern and Emphasis of matter para, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.



Mumbai Office :

#3, 13th Floor, Trade Link,
'E' Wing, 'A' Block,
Kamala Mills, Lower Parel,
Mumbai - 400013

Corporate Office :

Pipara Corporate House,
Near Gruh Finance,
Netaji Marg, Law Garden,
Ahmedabad - 380006

New York Office :

1270, Ave of Americas,
Rockefeller Center,
FL7, New York - 10020
(646) 387 2034

Delhi Office :

1602, 16th Floor,
Ambadeep Building,
K. G. Marg,
New Delhi - 110001

Surat Office :

D-612, International
Trade Center,
Majura Gate,
Surat - 395 003

Material Uncertainty Related to Going Concern

We draw attention to **Note No. 6** of the Unaudited Standalone Financial Results, due to Directions of Gujarat High Court dated 23rd September, 2021, the Ahmedabad Municipal Corporation (AMC) has disconnected water and drainage connection. Hence, the operations of the company are closed with effective from 26th November, 2021 and the same is still continuing and the company has profit of ` 3098 Lakhs during the quarter ended 30th September, 2022 and as of date negative net worth of the company stood at ` 5355 Lakhs. In the opinion of the management company's assets including cash & bank balance are sufficient to meet the liabilities of the company. Management of the company is also evaluating various options including starting new line of business. These conditions, along with other matter as set forth in aforesaid note, indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as going concern.

The Promoters of the company always helped the company at the time of financial crisis in the past and will back the company if needed, in the foreseeable future also. The management has assessed that the company continuous to be going concern.

Our opinion is not modified in respect of the above said matter.

Emphasis of Matter

We draw your attention to:

- a) We draw attention to **Note No. 8** of Unaudited Standalone Financial Results wherein Exceptional Items for the quarter ended 30th September, 2022 represent following components:

Sr. No.	Particulars	Amount (` In lakhs)	
		Quarter Ended 30.09.2022	Quarter Ended 30.06.2022
1.	Foreign Exchange Gain on Loan Given to Soma Textiles FZC (Associate Company)	203.00	285.00
2	Profit on Assignment of Lease Right of Land	-	135.00
3	Profit on Sale on Building	-	427.00
4	Secured Term Loan Balance not repayable	431.00	-
5	Term Loan Interest Liability no longer required written back	2995.00	-
	Total	3629.00	847.00

The company had advanced a loan to its associate company 'Soma Textiles FZC' (UAE) out of GDR proceeds*, classified as Non-Current Loan. The Closing Balance of the same Loan is ` 6536.07 Lakhs for the quarter ended 30th September, 2022 (Previous year ` 6882.90 Lakhs for year ended 31st March, 2022). The Company has quasi-equity in addition to the capital contribution to Soma Textiles FZC. When the said loan was given, the said company was a wholly owned subsidiary, however with effect from 31st March, 2010, the company's holding in this company has diluted from 100% to 40%. In the unaudited financial statement of Soma Textiles FZC ended 30th September, 2022 the accumulated loss reflects at AED 8,16,426 as against the total capital of AED 9,00,000 (including statutory reserves).

*SEBI has barred Soma Textiles & Industries Ltd, SK Somany, AK Somany, P Bandopadhyay, Prafull Anubhai, Sunil Patel and Whiteview Trading Corporation for indulging in fraudulent trading activities with respect to GDR issuance



by Soma Textiles & Industries Ltd vide order WTM/AB/IVD/10343/2020-21 dated 08.02.2021. An investigation was conducted by SEBI with respect to the GDR (Global Depository Receipt) issuance by the company during October, 2006. The company, Promoter Directors, Executive Director and others preferred an appeal against the order of SEBI before the Security Appellate Tribunal (SAT) and the matter is kept for hearing on 13th December, 2022, and therefore the matter is sub judice.

- b) We draw your attention to the fact that liabilities due to Invent Assets Securitisation & Reconstruction Pvt. Ltd. are subject to test of fair valuation, as there was stipulation in agreement, between the Company and Invent Assets Securitisation & Reconstruction Pvt. Ltd., that any default in installment will cause the arrangement settlement to be withdrawn and all the liabilities as per original terms of contract shall be restored. Considering the same, the Company had continued the entire exposure at the time of restructuring less payment already made to Invent ARC. Company had accounted for the interest on the borrowings as appearing in the accompanying Unaudited Standalone Financial Results amounting to ₹ 290.02 Lakhs for the Quarter ended 30th September, 2022. We have relied upon internal working done by management. As per management assessment, the differential portion of borrowings will be accounted as income (remission of bank liability and interest provision) in the financial year in which the Company will make full and final payment towards the restricting plan to Invent ARC.
- c) We draw your attention to Note no. 11 of Unaudited Standalone Financial Results which states Events occurring after reporting period: Dena Bank (after merger now known as Bank of Baroda hereinafter called BOB) had assigned loan of the Company to Invent Assets Securitisation & Reconstruction Pvt. Ltd., a company incorporated under the Companies Act, 1956 and registered as Securitization and Asset Reconstruction Company registered under Section 3 of SARFAESI ACT, 2002 (hereinafter called as INVENT). In the year 2016 the company entered into Settlement Agreement for reconstruction of outstanding debt with Invent. As per the terms of the restructure, the company cannot take the benefit of the restructure till the last installment is repaid. Therefore the company continued to provide interest in the books of account. The company prepaid the entire loan to INVENT/1516/S70 Trust on 31st October 2022 on NPV basis (Net Present Value) by calculating NPV at 12% on the outstanding loan as on 1st October 2022 which is sum of Rs.50,40,22,630/- paid as a full and final settlement amount and the net effect of this settlement will be accounted in the books of accounts in the coming quarter ending 31st December 2022. Considering the above circumstances, management has considered the said prepayment of above loan as non-adjusting event.

Our conclusion is not modified in respect of the above matters.

Other Matter

- a) The company has filed application for voluntary delisting its share in terms of Regulation 6(a) and Regulation 7 of SEBI (Delisting of Equity Shares) Regulations, 2009, however approval is pending on the BSE's part. Further, the Equity Shares of the company will continue to be listed on National Stock Exchange of India Limited.


Our conclusion is not modified in respect of the above matters.

Date: 11th November 2022

Place: Mumbai



For, Pipara & CO LLP
CHARTERED ACCOUNTANTS
F.R.N. No.: 107929W/W100219


Bhawik Madrecha
PARTNER
M. No.: 163412
UDIN:22163412BCUZH4985

SOMA TEXTILES & INDUSTRIES LIMITED

Regd. Office: 2, Red Cross Place, Kolkata-700 001

CIN:L51908WB1942PLC010070

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2022

(₹ in lakhs)

	Quarter Ended			Six Months Ended		Year Ended
	30.09.2022	30.06.2022	30.09.2021	30.09.2022	30.09.2021	31.03.2022
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Income	15	26	495	41	776	1,450
II Other Income	384	295	447	678	669	587
III Total Income (I+II)	399	321	942	728	1,445	2,142
IV Expenses:						
a) Cost of Materials consumed:						
i) Raw material	-	-	207	-	512	525
- Dyes, Chemical and Packing material	-	-	-	-	-	-
b) Purchases of stock-in-trade	-	-	-	-	7	155
c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	12	-	-	-
d) Employees benefits expense	40	53	107	93	109	357
e) Finance Costs	500	457	464	757	821	1,875
f) Depreciation and amortisation expenses	17	19	22	36	49	88
g) Other Expenses	573	48	559	621	577	891
Total Expenses	930	587	1,401	1,517	2,366	3,891
V Profit / (Loss) before exceptional items and tax (III-IV)	(531)	(266)	(459)	(789)	(901)	(1,749)
VI Exceptional Items	3,629	847	(10)	4,476	114	200
VII Profit / (Loss) before tax (V+VI)	3,098	581	(469)	3,679	(787)	(1,549)
VIII Tax expense	-	-	-	-	-	(60)
(a) Deferred tax	-	-	-	-	-	(41)
(b) Tax in respect of earlier years	-	-	-	-	-	-
IX Net Profit / (Loss) for the period (VII-VIII)	3,098	581	(469)	3,679	(787)	(1,549)
X Other Comprehensive Income:						
Items that will not be reclassified to profit or loss						
(a) Remeasurement of post employment benefits obligation	-	-	-	-	-	4
XI Total Comprehensive Income (IX+X)	3,098	581	(469)	3,679	(787)	(1,543)
XII Paid up equity share capital	3,303	3,303	3,303	3,303	3,303	3,303
XIII Reserves excluding Revaluation Reserve (as per Balance sheet of previous accounting period)						(11,385)
XIV Face value of the share	10	10	10	10	10	10
XV Earning Per Equity Share (of Rs. 10/- each) (not annualised):						
(a) Basic	9.38	1.76	(1.42)	11.14	(2.38)	(4.97)
(b) Diluted	9.38	1.76	(1.42)	11.14	(2.38)	(4.97)

Notes:

- The above financial results for the quarter and half year ended 30th September, 2022 were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 11th November, 2022.
- This statement has been prepared in accordance with Indian Accounting Standard (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016.
- Income Tax including deferred tax will be determined and provided for at the end of the financial year.
- Earning Per Share (EPS) has been calculated as per Indian Accounting Standard (IND AS - 33) issued by the Institute of Chartered Accountants of India.
- The Company has identified 'Textile' Business as its only primary reportable segment in accordance with the requirement of Ind AS 108, 'Operating Segments'. Accordingly, no separate segment information has been provided.
- Due to the direction of the Gujarat High Court Dt. 23rd September, 2021, the Ahmedabad Municipal Corporation (AMC) has disconnected water and drainage connection of the company. Hence, the operations of the company are closed with effective from 26th November, 2021 and the same is still continuing and the company has profit of ₹ 3097 lakhs during the quarter ended 30th September, 2022 and as of date negative net worth of the company stood at ₹ 5355 lakhs. In the opinion of the management, company's assets including cash & bank balance are sufficient to meet the liabilities of the company. The management of the company is also evaluating various options including starting new line of business. The Promoters of the company always helped the company at the time of financial crisis in the past and will back the company if needed, in the foreseeable future also. Considering these factors, the results have been prepared on a going concern basis.
- The Hon'ble Gujarat High Court directed to close down the operations of polluting industries in and around Ahmedabad in the state of Gujarat and the decision of the High Court was upheld by Hon'ble Supreme Court of India, due to which the Company has discontinued its operations, hence there is no separate reportable business or geographical segments as per Ind AS 108 'Indian Accounting Standard on Operating Segments'.



8. Exceptional items for the quarter ended 30th September, 2022 represent following components:

Particulars	Amount (₹ In Lakhs)			Remarks, if any
	Quarter Ended 30.09.2022	Quarter Ended 30.06.2022	Year Ended 31.03.2022	
1. Foreign Exchange Gain on Loan Given to Soma Textiles FZC (Associate Company)	203.00	286.00	264.00	-
2. Provision for Obsolete Inventory	-	-	(78.00)	Fair Value Assessment as per Ind As 113
3. Provision for diminution in value of investment	-	-	(34.00)	Fair Value Assessment as per Ind As 109
4. Net Balance Written off for Receivables and Payables	-	-	52.00	Fair Value Assessment as per Ind As 109
5. Profit on Assignment of Lease Right of Land	-	135.00	-	-
6. Profit on Sale of Building	-	427.00	-	-
7. Secured Term Loan Balance not repayable	431.00	-	-	-
8. Term Loan Interest Liab no longer required written off	2,965.00	-	-	-
Total Exceptional Items	3629.00	847.00	203.00	

9. Security Exchange Board of India (SEBI) vide its Order Number: WTM/AB/ID/10343/2020 dated 08th February 2021 declared the GDR issue made by the company in October 2006 violated provisions of Section 12 A (a) of SEBI Act 1992 read with regulations 3(i) and 4 (i) of PFUTP regulations, 2003 and directed that Soma Textiles & Industries Limited, Promoter Directors, Executive Director and other of that period (2006-07) are debarred respectively for 3.2 years from the date of the order from accessing the security market and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds directly or indirectly or being associated with the security market in any manner. The company, Promoter Directors, Executive Director and others preferred an appeal against the order of SEBI before the Security Appellate Tribunal (SAT) and the matter is kept for hearing on 13th December, 2022 and therefore the matter is sub judice.
10. Due to continuous loss incurred by the company, net worth of the company is eroded. However, various initiatives undertaken by the Company in relation to saving cost, enhance ancillary revenues are expected to result in improved operating performance. Further, company is in the process of identifying surplus assets and will monetise the same in due course to result in sustainable cash flows addressing any uncertainties.
11. Events occurring after reporting period: Dena Bank (after merger now known as Bank of Baroda hereinafter called BOB) had assigned loan of the Company to Invent Assets Securitisation & Reconstruction Pvt. Ltd., a company incorporated under the Companies Act, 1956 and registered as Securitization and Asset Reconstruction Company registered under Section 3 of SARFAESI ACT, 2002 (hereinafter called as INVENT). In the year 2019 the company entered into Settlement Agreement for reconstruction of outstanding debt with Invent. As per the terms of the restructure, the company cannot take the benefit of the restructure till the last instalment is repaid. Therefore the company continued to provide interest in the books of account. The company prepaid the entire loan to INVENT/1516/579 Trust on 31st October 2022 on NPV basis (Net Present Value) by calculating NPV at 12% on the outstanding loan as on 1st October 2022 which is sum of Rs.50,40,22,830/- paid as a full and final settlement amount and the net effect of this settlement will be accounted in the books of accounts in the coming quarter ending 31st December 2022. Considering the above circumstances, we have concluded that prepayment of above loan is non-adjusting event.
12. Previous period's figures have been regrouped/reclassified/reclassified, wherever necessary, to correspond with the current period's classification/disclosure.

For, Soma Textiles & Industries Limited

(A. K. Somany)
(DIN: 00024503)
(Managing Director)

Place: Ahmedabad
Date: 1st November, 2022



SOMA TEXTILES & INDUSTRIES LTD.

Regd. Office: 2, Red Cross Place, Kolkata-700 001

CIN:L51909WB1940PLC010070

UNAUDITED STATEMENT OF ASSETS AND LIABILITIES AS AT 30th SEPTEMBER, 2022

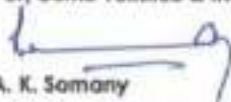
(₹ in lakhs)

Particulars	Standalone		Consolidated	
	As at 30th September, 2022	As at 31st March, 2022	As at 30th September, 2022	As at 31st March, 2022
	Unaudited	Audited	Unaudited	Audited
A ASSETS				
1 Non-current assets				
(a) Property, plant and equipments	360	1,103	360	1,103
(b) Intangible assets	8	8	8	8
(c) Financial assets				
(i) Investments	150	144	150	144
(ii) Loan	6,536	6,883	6,536	6,883
(iii) Other financial assets	95	224	95	224
(d) Deferred tax assets (net)	1,414	1,414	1,414	1,414
(e) Income tax assets (net)	380	366	380	366
Total non-current assets	8,943	10,142	8,943	10,142
2 Current assets				
(a) Inventories	26	26	26	26
(b) Financial assets				
(i) Investment	39	39	39	39
(ii) Trade receivables	7	8	7	8
(iii) Cash and cash equivalents	4,465	4,277	4,465	4,277
(iv) Bank balance other than (iii) above	200	135	200	135
(v) Other financial assets	13	7	13	7
(c) Other current assets	179	475	179	475
(d) Assets classified as held for sale	-	43	-	43
Total current assets	4,929	5,010	4,929	5,010
Total Assets	13,872	15,152	13,872	15,152
B EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	3,323	3,323	3,323	3,323
(b) Other equity	(8,677)	(11,895)	(8,677)	(11,895)
Total equity	(5,354)	(8,572)	(5,354)	(8,572)
Liabilities				
1 Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	5,025	9,658	5,025	9,658
(ii) Lease Liabilities	4	4	4	4
(b) Long-term provisions	27	20	27	20
Total non-current liabilities	5,056	9,682	5,056	9,682
2 Current liabilities				
(a) Financial Liabilities				
(i) Borrowing	3,328	1,163	3,328	1,163
(ii) Trade payables				
- total outstanding dues of micro enterprise and small enterprise	-	-	-	-
- total outstanding dues of creditors other than micro enterprise and small enterprise	18	44	18	44
(b) Other current liabilities	10,800	12,811	10,800	12,811
(c) Short-term provisions	24	24	24	24
Total current liabilities	14,170	14,042	14,170	14,042
Total liabilities	19,226	23,724	19,226	23,724
Total equity and liabilities	13,872	15,152	13,872	15,152

Place: Ahmedabad
Date: 11th November, 2022



For, Soma Textiles & Industries Ltd.



A. K. Somany
Managing Director

UNAUDITED STANDALONE STATEMENT OF CASH FLOW FOR THE SIX MONTHS ENDED 30th SEPTEMBER, 2022

(₹ in lakhs)

Particulars	Six months ended 30th September, 2022	Six months ended 30th September, 2021	Previous year ended 31st March, 2022
	Unaudited	Unaudited	Audited
A Cash flow from operating activities			
Profit/(Loss) before exceptional items & tax	(797)	(901)	(1,749)
Adjustment for:			
- Depreciation	36	49	88
- (Profit) / loss on sale of fixed assets (net)	61	(12)	(139)
- Interest (Net)	541	703	1,440
- Other comprehensive income	-	-	4
	638	740	1,393
Operating profit/(Loss) before working capital changes	(159)	(161)	(356)
Adjustment for:			
- Trade receivables	-	(17)	26
- Other receivables	158	113	3,369
- Inventories	-	9	260
- Trade payables	(58)	118	(151)
	100	223	3,504
Cash generated from operations	(59)	62	3,148
- Direct Taxes paid	-	-	(41)
	-	-	(41)
Cash flow before prior period items, exceptional items & extraordinary items	(59)	62	3,107
- Exceptional items	4,476	114	203
Net Cash generated from operating activities (A)	4,417	176	3,310
B Cash flow from investing activities :			
- Purchase of fixed assets	-	(20)	(20)
- Sale of fixed assets	646	458	644
- Net off Sales & Purchase of Current investments	(5)	(15)	10
- Interest received	338	151	328
Net cash inflow / (Outflow) from investing activities (B)	979	574	962
C Cash flow from financing activities :			
- Total proceeds from borrowings (net of repayments)	(2,450)	(87)	(189)
- Interest paid	(2,758)	(36)	(103)
Net cash inflow / (Outflow) from financing activities (C)	(5,208)	(123)	(292)
Net increase / (Decrease) in cash and cash equivalents [D=A+B+C]	188	627	3,980
Cash and cash equivalent as at the beginning of the year (E)	4,277	297	297
Cash and cash equivalent as at the end of the period (D+E)	4,465	924	4,277

For, Soma Textiles & Industries Ltd.


A. K. Somany
Managing Director

Place: Ahmedabad
Date: 11th November, 2022



Independent Auditor's Report on unaudited Consolidated Financial Results of Soma Textiles & Industries Limited for the quarter ended 30th September, 2022 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(as amended)

To
The Board of Directors of
SOMA TEXTILES & INDUSTRIES LIMITED

1. We have reviewed the accompanying Statement of unaudited Consolidated Financial Results of **SOMA TEXTILES & INDUSTRIES LIMITED** (the Holding Company) and its Associate (the Company and its associate together referred to as the "Group") for the quarter ended 30th September, 2022, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), including relevant circulars issued by SEBI from time to time, which has been initialled by us for identification purposes.
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29th March, 2019 issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to the extent applicable.

4. The Statement includes the results of the entities mentioned:

Sr. No.	Company Name	Controlling Stake of holding company	Nature of Relationship
1.	Soma Textiles and Industries Limited	N.A.	Holding Company
2.	Soma Textiles FZC	40%	Associate Company

Mumbai Office :
#3, 13th Floor, Trade Link,
E' Wing, 'A' Block,
Kamala Mills, Lower Parel,
Mumbai - 400013

Corporate Office :
Pipara Corporate House,
Near Gruh Finance,
Netaji Marg, Law Garden,
Ahmedabad - 380006

New York Office :
1270, Ave of Americas,
Rockefeller Center,
FL7, New York - 10020
(646) 387 2034

Delhi Office :
1602, 16th Floor,
Ambadeep Building,
K. G. Marg,
New Delhi - 110001

Surat Office
D-612, International
Trade Center,
Majura Gate,
Surat - 395 003

5. Based on our review conducted as stated in paragraph 3 except for the possible impact of subsequent para of Material Uncertainty Related to Going Concern and Emphasis of matter para, and upon consideration of the review reports of the other auditors referred to in paragraph 5 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

Material Uncertainty Related to Going Concern

We draw attention to **Note No.6** of the Unaudited Consolidated Financial Results, due to Directions of Gujarat High Court dated 23rd September, 2021, the Ahmedabad Municipal Corporation (AMC) has disconnected water and drainage connection of the company for flouting the norms for effluent discharge. Hence, the operations of the company are closed with effective from 26th November, 2021 and the same is still continuing and the company has profit of ₹ 3098 Lakhs during the quarter ended 30th September, 2022 and as of date negative net worth of the company stood at ₹ 5355 Lakhs. In the opinion of the management company's assets including cash & bank balance are sufficient to meet the liabilities of the company. Management of the company is also evaluating various options including starting new line of business. These conditions, along with other matter as set forth in aforesaid note, indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as going concern.

The Promoters of the company always helped the company at the time of financial crisis in the past and will back the company if needed, in the foreseeable future also. The management has assessed that the company continuous to be going concern.

Our opinion is not modified in respect of the above said matt

Emphasis of Matter

We draw your attention to:

- a) We draw attention to **Note No. 8** of Unaudited Consolidated Financial Results wherein Exceptional items for the quarter ended 30th September, 2022 represent following components:

Sr. No.	Particulars	Amount (In lakhs)	
		Quarter Ended 30.09.2022	Quarter Ended 30.06.2022
1.	Foreign Exchange Gain on Loan Given to Soma Textiles FZC (Associate Company)	203.00	285.00
2.	Profit on Assignment of Lease Right of Land	-	135.00
3.	Profit on Sale on Building	-	427.00
4.	Secured Term Loan Balance not repayble	431.00	-
5.	Term Loan Interest Liability no longer required written off	2995.00	-
Total		3629.00	847.00

The holding company had advanced a loan to its associate company "Soma Textiles FZC" (UAE) out of GDR proceeds*, classified as Non-Current Loan. The Closing Balance of the same Loan is ₹ 6536.07 Lakhs for the quarter ended 30th September, 2022 (Previous year ₹ 6882.90 Lakhs for year ended 31st March, 2022). The Company has quasi-equity in addition to the capital contribution to Soma Textiles FZC. When the said loan



was given, the said company was a wholly owned subsidiary, however with effect from 31st March, 2010, the company's holding in this company has diluted from 100% to 40%. In the unaudited Consolidated Financial Statement of Soma Textiles FZC ended as at 30th September, 2022 the accumulated loss reflects at AED 8,16,426 as against the total capital of AED 9,00,000 (including statutory reserves).

**SEBI has barred Soma Textiles & Industries Ltd, SK Somany, AK Somany, P Bandopadhyay, Prafulla Anubhai, Sunil Patel and Whiteview Trading Corporation for indulging in fraudulent trading activities with respect to GDR issuance by Soma Textiles & Industries Ltd. An investigation was conducted by SEBI with respect to the GDR (Global Depository Receipt) issuance by the company during October, 2006. The company, Promoter Directors, Executive Director and others preferred an appeal against the order of SEBI before the Security Appellate Tribunal (SAT) and the matter is kept for hearing on 13th December, 2022, and therefore the matter is sub judice.*

- b) We draw your attention to the fact that liabilities due to Invent Assets Securitisation & Reconstruction Pvt. Ltd. are subject to test of fair valuation, as there was stipulation in agreement, between the Company and Invent Assets Securitisation & Reconstruction Pvt. Ltd., that any default in installment will cause the arrangement settlement to be withdrawn and all the liabilities as per original terms of contract shall be restored. Considering the same, the Company had continued the entire exposure at the time of restructuring less payment already made to Invent ARC. Company had accounted for the interest on the borrowings as appearing in the accompanying Unaudited Consolidated Financial Results amounting to 290.02 Lakhs for the quarter ended 30th September, 2022. We have relied upon internal working done by management. As per management assessment, the differential portion of borrowings will be accounted as income (remission of bank liability and interest provision) in the financial year in which the Company will make full and final payment towards the restructuring plan to Invent ARC.
- c) We draw your attention to Note no. 12 of Unaudited Consolidated Financial Results which states Events occurring after reporting period: Dena Bank (after merger now known as Bank of Baroda hereinafter called BOB) had assigned loan of the Company to Invent Assets Securitisation & Reconstruction Pvt. Ltd., a company incorporated under the Companies Act, 1956 and registered as Securitization and Asset Reconstruction Company registered under Section 3 of SARFAESI ACT, 2002 (hereinafter called as INVENT). In the year 2016 the company entered into Settlement Agreement for reconstruction of outstanding debt with Invent. As per the terms of the restructure, the company cannot take the benefit of the restructure till the last installment is repaid. Therefore the company continued to provide interest in the books of account. The company prepaid the entire loan to INVENT/1516/S70 Trust on 31st October 2022 on NPV basis (Net Present Value) by calculating NPV at 12% on the outstanding loan as on 1st October 2022 which is sum of Rs.50,40,22,630/- paid as a full and final settlement amount and the net effect of this settlement will be accounted in the books of accounts in the coming quarter ending 31st December 2022. Considering the above circumstances, management has considered the said prepayment of above loan as non-adjusting event.

Our conclusion is not modified in respect of the above matters.

Other Matter

- a) We draw attention to **Note No. 9** of Consolidated Unaudited Financial Results regarding the share of losses of an associate that exceeds its interest in the associate, the Company discontinues recognising its share of further losses. The amount of investment has been fully impaired, hence there is no impact in Unaudited Consolidated Financial Result. If the associate subsequently reports profits, the entity will resume recognising its share of those profits only after its share of the profits equals the share of losses not recognised.



- b) The company has filed application for voluntary delisting its share in terms of Regulation 6(a) and Regulation 7 of SEBI (Delisting of Equity Shares) Regulations, 2009, however approval is pending on the BSE's part. Further, the Equity Shares of the company will continue to be listed on National Stock Exchange of India Limited.

Our conclusion is not modified in respect of the above matters.

Date: 11th November 2022

Place: Mumbai



For, Pipara & Co LLP
CHARTERED ACCOUNTANTS
F.R.N. No.: 107929W/W100219

Bhawik Madrecha
PARTNER
M. No.: 163412

UDIN:22163412BCVAVS7748

SOMA TEXTILES & INDUSTRIES LIMITED
Regd. Office: 2, Red Cross Place, Kolkata-700 001
CIN L51909WB1940PLC010070

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2022

(₹ in lakhs)

	Quarter Ended			Six Months Ended		Year Ended
	30.09.2022	30.09.2021	30.09.2021	30.09.2022	30.09.2021	31.03.2022
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Income	15	28	495	41	775	1,455
II Other Income	384	295	447	679	685	687
III Total Income (I+II)	399	323	942	720	1,460	2,142
IV Expenses:						
a) Cost of Materials consumed						
i) Raw material						
- Dyes, Chemical and Picking material	-	-	207	-	312	525
ii) Purchases of stock-in-trade	-	-	-	-	-	-
iii) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	12	-	7	155
iv) Employees benefits expense	40	53	107	93	199	357
v) Finance Costs	300	407	454	757	921	1,875
vi) Depreciation and amortisation expenses	17	19	22	38	49	88
vii) Other Expenses	573	48	589	621	877	881
Total Expenses	930	527	1,401	1,517	2,365	3,881
V Profit / (Loss) before exceptional items and tax (III-IV)	(531)	(204)	(459)	(797)	(905)	(1,739)
VI Exceptional Items	3,625	847	(10)	4,475	114	214
VII Profit / (Loss) before tax (V+VI)	3,094	643	(469)	3,678	(791)	(1,525)
VIII Tax expense						
(i) Deferred tax	-	-	-	-	-	(60)
(ii) Tax in respect of earlier years	-	-	-	-	-	(41)
IX Net Profit / (Loss) for the period (VII+VIII)	3,094	643	(469)	3,678	(791)	(1,634)
X Share of Profit/(Loss) of associates	-	-	-	-	(2)	(5)
XI Net Profit / (Loss) for the period (IX + X)	3,094	643	(469)	3,678	(789)	(1,641)
XII Other Comprehensive Income:						
Items that will not be reclassified to profit or loss						
(a) Remeasurement of post employment benefits obligation	-	-	-	-	-	4
XIII Total Comprehensive Income (XI+XII)	3,094	643	(469)	3,678	(789)	(1,637)
XIV Paid up equity share capital	3,303	3,303	3,303	3,303	3,303	3,303
XV Reserves excluding Revaluation Reserve (as per Balance sheet of previous accounting period)						
XVI Face value of the share	10	10	10	10	10	10
XVII Earning Per Equity Share (of Rs. 10/- each) (not annualised):						
(a) Basic	9.38	1.76	(1.42)	11.14	(2.38)	(4.95)
(b) Diluted	9.38	1.76	(1.42)	11.14	(2.38)	(4.95)

Notes:

- The above financial results for the quarter and half year ended 30th September, 2022 were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 11th November, 2022.
- This statement has been prepared in accordance with Indian Accounting Standard (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2019.
- Income Tax including deferred tax will be determined and provided for at the end of the financial year.
- Earning Per Share (EPS) has been calculated as per Indian Accounting Standard (IND AS-33) issued by the Institute of Chartered Accountants of India.
- The Company has identified 'Textile' business as its only primary reportable segment in accordance with the requirement of Ind AS 108, 'Operating Segments'. Accordingly, no separate segment information has been provided.
- Due to the direction of the Gujarat High Court Dt. 23rd September, 2021, the Ahmedabad Municipal Corporation (AMC) has disconnected water and drainage connection of the company. Hence, the operations of the company are closed with effect from 28th November, 2021 and the same is still continuing and the company has profit of ₹ 3097 lakhs during the quarter ended 30th September, 2022 and as of date negative net worth of the company stood at ₹ 5355 lakhs. In the opinion of the management, company's assets including cash & bank balance are sufficient to meet the liabilities of the company. The management of the company is also evaluating various options including starting new line of business. The Promoters of the company always helped the company at the time of financial crisis in the past and will back the company if needed, in the foreseeable future also. Considering these factors, the results have been prepared on a going concern basis.
- The Hon'ble Gujarat High Court directed to close down the operations of polluting industries in and around Ahmedabad in the state of Gujarat and the decision of the High Court was upheld by Hon'ble Supreme Court of India, due to which the Company has discontinued its operations, hence there is no separate reportable business or geographical segments as per Ind AS 108 'Indian Accounting Standard on Operating Segments'.



- 8 Exceptional items for the quarter ended 30th September, 2022 represent following components:

Particulars	Amount (₹ in Lakhs)			Remarks, if any
	Quarter Ended 30.09.2022	Quarter Ended 30.06.2022	Year Ended 31.03.2022	
1. Foreign Exchange Gain on Loan Given to Soma Textiles FZC (Associate Company)	203.00	285.00	254.00	-
2. Provision for Obsolete Inventory	-	-	(79.00)	Fair Value Assessment as per Ind As 113
3. Provision for diminution in value of investment	-	-	(23.00)	Fair Value Assessment as per Ind As 109
4. Net Balance Written off for Receivables and Payables	-	-	52.00	Fair Value Assessment as per Ind As 109
5. Profit on Assignment of Lease Right of Land	-	135.00	-	-
6. Profit on Sale of Building	-	427.00	-	-
7. Secured Term Loan Balance not repayable	431.00	-	-	-
8. Term Loan Interest Liability no longer required written off	2,595.00	-	-	-
Total Exceptional Items	3629.00	847.00	214.00	

- 9 The share of losses of an associate exceeds its interest in the associate, the Company discontinues recognising its share of further losses. The amount of investment has been fully impaired hence Nil impact in Consolidated Result. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.
- 10 Security Exchange Board of India (SEBI) vide its Order Number WTM/AB/IND/4/10343/2020 dated 8th February 2021 declared the GDR issue made by the company in October 2006 violated provisions of Section 12 A (a) of SEBI Act 1992 read with regulations 3(b) and 4 (1) of PFUTP regulations, 2003 and directed that Soma Textiles & Industries Limited, Promoter Directors, Executive Director and other of that period (2006-07) are debarred respectively for 3,2 years from the date of the order from accessing the security market and further prohibited from buying, selling or otherwise dealing in securities including units of mutual funds directly or indirectly or being associated with the security market in any manner. The company, Promoter Directors, Executive Director and others preferred an appeal against the order of SEBI before the Security Appellate Tribunal (SAT) and the matter is kept for hearing on 13th December, 2022 and therefore the matter is sub judice.
- 11 Due to continuous loss incurred by the company, net worth of the company is eroded. However, various initiatives undertaken by the Company in relation to saving cost, enhance ancillary revenues are expected to result in improved operating performance. Further, company is in the process of identifying surplus assets and will monetise the same in due course to result in sustainable cash flows addressing any uncertainties.
- 12 Events occurring after reporting period: Dena Bank (after merger now known as Bank of Baroda hereinafter called BOB) had assigned loan of the Company to Invent Assets Securitisation & Reconstruction Pvt. Ltd., a company incorporated under the Companies Act, 1956 and registered as Securitisation and Asset Reconstruction Company registered under Section 3 of SARFAESI ACT, 2002 (hereinafter called as INVENT). In the year 2016 the company entered into Settlement Agreement for reconstruction of outstanding debt with Invent. As per the terms of the restructure, the company cannot take the benefit of the restructure till the last instalment is repaid. Therefore the company continued to provide interest in the books of account. The company prepaid the entire loan to INVENT/1516/STO Trust on 31st October 2022 on NPV basis (Net Present Value) by calculating NPV at 12% on the outstanding loan as on 1st October 2022 which is sum of Rs.60,40,22,636/- paid as a full and final settlement amount and the net effect of this settlement will be accounted in the books of accounts in the coming quarter ending 31st December 2022. Considering the above circumstances, we have concluded that prepayment of above loan is non-adjusting event.
- 13 Previous period's figures have been regrouped/recast/reclassified, wherever necessary, to correspond with the current period's classification/disclosure.

For, Soma Textiles & Industries Limited

(A. K. Somany)
(DIN: 00024903)
(Managing Director)

Place: Ahmedabad
Date: 11th November, 2022




UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOW FOR THE SIX MONTHS ENDED 30th SEPTEMBER, 2022

(₹ in lakhs)

Particulars	Six months ended 30th September, 2022	Six months ended 30th September, 2021	Previous year ended 31st March, 2022
	Unaudited	Unaudited	Audited
A Cash flow from operating activities			
Profit/(Loss) before exceptional items & tax	(797)	(901)	(1,749)
Adjustment for:			
- Depreciation	36	49	88
- (Profit) / loss on sale of fixed assets (net)	61	(12)	(139)
- Interest (Net)	541	703	1,440
- Other comprehensive income	-	-	4
	638	740	1,393
Operating profit/(Loss) before working capital changes	(159)	(161)	(356)
Adjustment for:			
- Trade receivables	-	(17)	26
- Other receivables	158	113	3,369
- Inventories	-	9	260
- Trade payables	(58)	118	(151)
	100	223	3,504
Cash generated from operations	(59)	62	3,148
- Direct Taxes paid	-	-	(41)
	-	-	(41)
Cash flow before prior period items, exceptional items & extraordinary items	(59)	62	3,107
- Exceptional items	4,476	114	203
Net Cash generated from operating activities (A)	4,417	176	3,310
B Cash flow from investing activities :			
- Purchase of fixed assets	-	(20)	(20)
- Sale of fixed assets	646	458	644
- Net off Sales & Purchase of Current investments	(5)	(15)	10
- Interest received	338	151	328
Net cash Inflow / (Outflow) from investing activities (B)	979	574	962
C Cash flow from financing activities :			
- Total proceeds from borrowings (net of repayments)	(2,450)	(87)	(189)
- Interest paid	(2,758)	(36)	(103)
Net cash Inflow / (Outflow) from financing activities (C)	(5,208)	(123)	(292)
Net increase / (Decrease) in cash and cash equivalents [D=A+B+C]	188	627	3,980
Cash and cash equivalent as at the beginning of the year (E)	4,277	297	297
Cash and cash equivalent as at the end of the period (D+E)	4,465	924	4,277

For, Soma Textiles & Industries Ltd.


A. K. Somany
 Managing Director

Place: Ahmedabad
 Date: 11th November, 2022

