

SOMA TEXTILES& INDUSTRIES LIMITED

CIN: L51909WB1940PLC010070

Registered Office: 2, Red Cross Place, Kolkata – 700 001, Phone: 033-22487406/07

Share Dept.: Rakhial Road, Ahmedabad - 380 023, Phone: 079-22743285-8

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

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given to the Members of the Soma Textiles & Industries Limited (“the Company”) that pursuant to Sections 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) as amended, Secretarial Standard - 2 (SS-2) on General Meetings, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 Circular No 22/ 2020 Dated June 15, 2020 Circular No. 33/2020 dated September 28, 2020, and Circular 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force and as amended from time to time), the Company is seeking approval of the Members for the matters as considered in the resolution appended below, through Postal Ballot i.e., voting by electronic means (e-voting).

“Authorize and approve investment by way of acquisition/purchase of non-agricultural lands, factory, shops, godowns, residential apartments/ buildings, guest house, offices, establishments or any other immovable property located in or around Gujarat, for the purpose of Commercial/Other Corporate Objectives, in the name of Company.”

A statement pursuant to Section 102 and other applicable provisions of the Act, setting out the material facts and the reasons thereof (the Statement) is annexed hereto for your consideration. The Notice along with the Statement is also available on the website of the Company www.somatextiles.com.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode only to those Members whose e-mail addresses are registered with the Company/Depository Participant (DP)/Depository/Link Intime India Private Limited (Link Intime), the Company’s Registrar & Transfer Agent (RTA). Further, the Shareholders would have the option to vote only through e-voting and voting through physical ballot papers will not be provided. Shareholders can vote only through e-voting process. Accordingly, the Company is pleased to offer the e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the Section “Voting Instructions” in this Postal Ballot Notice to cast their votes electronically. Shareholders are requested to cast their votes through e-voting process not later than Wednesday, 16th June, 2021, to be eligible to be considered, failing which it will be strictly considered that no vote has been received from the Shareholder. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), for the purpose of providing e-voting facility to all its Members.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholder to register their email address. Therefore, those shareholders who have not yet registered their email addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors, has appointed Mr. Pravin Kumar Drolia , Practicing Company Secretary, (ICSI Membership No. F2366, CP No. - 1362) of Kolkata as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and Rules made there under.

The Scrutinizer will submit his report to the Chairperson or any person authorized by him after the completion of the scrutiny of the postal ballots. The result of the postal ballot shall be declared within 48 hours from receipt of the Scrutiniser’s Report, i.e. on or before 5:00 pm on Friday, the 18th day of June, 2021 at the registered office of the Company and shall be placed along with the Scrutinizer’s Report on the Company’s website www.somatextiles.com. The results shall also be communicated to the Stock Exchanges where shares of the Company are listed (viz., BSE: www.bseindia.com and NSE: www.nseindia.com) and CDSL www.evotingindia.com. **The Resolution(s), if passed with requisite majority, shall be deemed to have been passed on the last date for e-voting i.e., Wednesday, the 16th day of June, 2021.**

PROPOSED SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT PROCESS:

Authorize and approve investment by way of acquisition/purchase of non-agricultural lands, factory, shops, godowns, residential apartments/ buildings, guest house, offices, establishments or any other immovable property located in or around Gujarat, for the purpose of Commercial/Other Corporate Objectives, in the name of Company.

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

As a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and/or Rules made there under, as applicable, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to all other approvals, permissions or sanctions, as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to make investment by way of acquisition/ purchase or otherwise, of non-agricultural lands, factory, shops, godowns, residential apartments/ buildings, guest house, offices, establishments or any other immovable property located in or around Gujarat, for the purpose of Commercial/Other Corporate Objectives, at an estimated total cost not exceeding Rs. 15 Crores, in the name of Company, on such terms and conditions as appropriate and suitable in the best interest of the Company.

RESOLVED FURTHER THAT Mr. Arvind Kumar Somany, Managing Director of the Company, INDIVIDUALLY and/or any two of Mr. Mahendra A Patel, General Manager(Engg.), Mr. Sharafathusen F. Saiyed, General Manager(Admin), Mr. Meghraj Parakh, Chief Financial Officer(CFO) and Mr. Ghanshyam B. Gattani, Manager(Accounts), of Ahmedabad Unit of the Company be and are hereby JOINTLY authorized and empowered to represent the Company before the Seller and take all effective steps including negotiating with the Seller and finalizing the deal, and also to sign and register Sale/Purchase deed of the said Property, to appoint an advocate and/or legal consultant to obtain Search Report of the subject property and to draft Sale/Purchase Deed in connection with purchase of the subject property and to do all such acts, things and deeds as may be necessary and incidental thereto to give effect to this transaction.

RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any one director of the Company be forwarded to the concerned authority and they be requested to act upon the same.”

Place : Kolkata
Date : 11th day of May, 2021

By order of the Board
For Soma Textiles & Industries Limited
Sd/-
(A. K. Mishra)
Company Secretary
Membership No.: ACS 47060

NOTES:

- 1. The The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 read with relevant rules made thereunder ('the Act') in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed hereto.**
- 2. Due to the current outbreak of COVID-19, the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December, 2020 ("the relevant Circulars"), has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only.**
- 3. The Postal Ballot Notice is being sent to all Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on close of business hours on 14th May, 2021 being cut-off date in view of the continuing restrictions of movements of persons at several places in the Country caused by outbreak of Covid-19 and MCA Circulars, the Postal ballot notice is being sent only in electronic mode to those shareholders who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("Link Intime"). **A person who is not a Member on 14th May, 2021 i.e., the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.****

4. Voting right by a Postal Ballot cannot be exercised by a Proxy.
5. The Board has appointed Mr. Pravin Kumar Drolia (Membership No. F2366, CP No. - 1362), of M/sDrolia & Company, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
6. The e-voting period commences on Tuesday, 18th May, 2021 at 09.00 A.M. (IST) and ends on Wednesday, the 16th day of June, 2021 at 05.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, 14th May, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 11 am to 1 pm on all working days except Sundays and Public Holidays from the date of dispatch of Notice till the last date for e-voting.
8. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Business Standard, Kolkata (English Edition); and (ii) Ekdin, Kolkata (Bengali Edition), having wide circulation in the district where the Registered Office of the Company is situated.
9. The Notice will be displayed on the website of the Company viz., www.somatextiles.com and on the website of CDSL viz. www.evotingindia.com. The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
10. Institutional investors are encouraged to vote on the postal ballot. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to drolipravin@yahoo.co.in with a copy marked to CDSL on helpdesk.evoting@cdslindia.com.
11. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
12. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
13. Members who have not registered/uploaded their e-mail IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company's RTA, Link Intime India Private Limited, by sending an email at ahmedabad@linkintime.co.in along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (Self-attested scanned copy) and Aadhar Card (Self-attested scanned copy).
Demat Holding	Contact respective Depository Participant(s).
14. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.

INSTRUCTION FOR VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, the SEBI (LODR) Regulations, 2015 and Secretarial Standard (SS) -2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post, on resolution set forth in the Notice of Postal Ballot. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility.
2. The voting period begins on Tuesday, 18th May, 2021 at 09.00 A.M. (IST) and ends on Wednesday, the 16th day of June, 2021 at 05.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 14th May, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. The e-voting facility is available at www.evotingindia.com. Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Postal ballot notice.
4. 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 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (e) Next enter the Captcha Code (Image Verification 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. • 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): **210511001** 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) Members can also cast their vote using CDSL's mobile app m-Voting available for android-based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(s) **Note for Non-Individual Members and Custodians**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.
- (t) Once the vote on the Resolution is cast by the Shareholders, they shall not be allowed to change it subsequently.
- (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 Friday, 14th May, 2021.
- (v) For queries, if any or issues regarding e-Voting, please 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (w) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

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

The board of directors of the Company had passed the resolution on Tuesday, the 11th day of May, 2021, for making investment by way of acquisition/ purchase of non-agricultural lands, shops, godowns, buildings, offices, establishments or any other immovable property, located in or around Gujarat, for the business purpose of the Company, on such terms and conditions as appropriate and suitable in the best interest of the Company.

Accordingly it is proposed that an amount of not exceeding Rs. 15 Crores be invested by the Company by way of acquisition/ purchase or otherwise, of non-agricultural lands, factory, shops, godowns, residential apartments/ buildings, guest house, offices, establishments or any other immovable property located in or around Gujarat, for the purpose of Commercial/Other Corporate Objectives, in the name of Company, on such terms and conditions as appropriate and suitable in the best interest of the Company, in order to get the benefits of low cost investments as per the current market situation.

The Board recommends passing of the Special Resolution set out in this Postal Ballot Notice for the approval of the members.

The Special Resolution proposed to be passed by the Members shall be deemed to be a confirmation, authorization and approval 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.

Place : Kolkata

Date : 11th day of May, 2021

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

Sd/-

(A. K. Mishra)

Company Secretary

Membership No. : ACS 47060