



SOMA TEXTILES & INDUSTRIES LTD.

A GOVT. RECOGNISED EXPORT HOUSE

CIN : L51909WB1940PLC010070

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

TEL : (033) 2248-7406/07, FAX : (033) 2248-7045

E-mail : rssharma@somatextiles.com / investors@somatextiles.com

Website : www.somatextiles.com

10th September, 2021

| | |
|--|---|
| Department of Corporate Services, BSE Limited, Floor 25, P. J. Towers, Dalal Street, <u>Mumbai - 400 001</u> | The Secretary, National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Plot No. C/1, Bandra Kurla Complex, Bandra (East), <u>Mumbai - 400 051</u> |
|--|---|

Sub: Disclosure of voting results in terms of regulation 44(3) of SEBI (Listing Obligations) and Disclosure Requirements) Regulation, 2015 ("Listing Regulations")

Dear Sirs,

We hereby inform you that 83rd Annual General Meeting of Soma Textiles & Industries Limited was held on Friday, 10th September, 2021 at 2.00 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Pursuant to Regulation 44(3) of Listing Regulation Section 108 of the Companies Act, 2013, read with rule 20 of Companies (Management and Administration) Rules, 2015, please find enclosed herewith the disclosure of Voting Results of the AGM along with the Consolidated Scrutinizer's Report thereon.

This is for your reference and record.

Thanking You,

Yours faithfully,
For Soma Textiles & Industries Limited


(A. K. Mishra)

Company Secretary & Compliance Officer
Membership No.: A-47060

Encl: As above



SOMA TEXTILES & INDUSTRIES LIMITED

Details of voting results of E-voting on Resolutions contained in Notice dated 14th June, 2021, of 83rd Annual General Meeting of the Company held on Friday, 10th September, 2021 at 2.00 P.M. through Video Conferencing ("VC") and Other Audio Visual Means ("OVAM"), as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|--|----------------------|
| Date of the AGM | 10th September, 2021 |
| Total number of shareholders on record date i.e. 3rd September, 2021 | 12,237 |
| No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public: | N.A. |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group:* Public: | 6 32 |

* 1 Promoter and 2 Promoter group shareholders holding shares in 2 Client ID each with same PAN, we have counted them 1 for this voting report.

Agenda No. 1

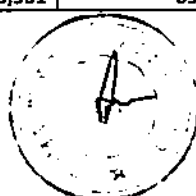
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.

| Resolution Required : (Ordinary/Special) | | | | | | | Ordinary | |
|--|---------------------|--------------------|--------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the Agenda/resolution | | | | | | | No | |
| 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 | Remote E-voting | 21,035,017 | 21,035,017 | 100.00 | 21,035,017 | - | 100.00 | - |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | 21,035,017 | 100.00 | 21,035,017 | - | 100.00 | - |
| Public-Institutions | Remote E-voting | 12,744 | - | - | - | - | - | - |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | Remote E-voting | 11,985,239 | 725,284 | 6.05 | 725,243 | 41 | 99.99 | 0.01 |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | 725,284 | 6.05 | 725,243 | 41 | 99.99 | 0.01 |
| Total | | 33,033,000 | 21,760,301 | 65.87 | 21,760,260 | 41 | 100.00 | 0.00 |

Agenda No. 2

To appoint a Director in place of Shri S. K. Somany (DIN: 00001131), who retires by rotation and being eligible, offers himself for re-appointment.

| Resolution Required : (Ordinary/Special) | | | | | | | Ordinary | |
|--|---------------------|--------------------|--------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the Agenda/resolution | | | | | | | No | |
| 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 | Remote E-voting | 21,035,017 | 21,035,017 | 100.00 | 21,035,017 | - | 100.00 | - |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | 21,035,017 | 100.00 | 21,035,017 | - | 100.00 | - |
| Public-Institutions | Remote E-voting | 12,744 | - | - | - | - | - | - |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | Remote E-voting | 11,985,239 | 725,284 | 6.05 | 725,193 | 91 | 99.99 | 0.01 |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | 725,284 | 6.05 | 725,193 | 91 | 99.99 | 0.01 |
| Total | | 33,033,000 | 21,760,301 | 65.87 | 21,760,210 | 91 | 100.00 | 0.00 |



Agenda No. 3

Re-appointment of Shri Shrikant Bhat as Whole-time Director, designated as Executive Director, being a Key Managerial Personnel for a term of three years effective from 18/01/2022 till 17/01/2025.

| Resolution Required : (Ordinary/Special) | | | | | | | Special | |
|--|---------------------|--------------------|--------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the Agenda/resolution | | | | | | | No | |
| 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 | Remote E-voting | 21,035,017 | 21,035,017 | 100.00 | 21,035,017 | - | 100.00 | - |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | 21,035,017 | 100.00 | 21,035,017 | - | 100.00 | - |
| Public-Institutions | Remote E-voting | 12,744 | - | - | - | - | - | - |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | Remote E-voting | 11,985,239 | 725,284 | 6.05 | 725,243 | 41 | 99.99 | 0.01 |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | 725,284 | 6.05 | 725,243 | 41 | 99.99 | 0.01 |
| Total | | 33,033,000 | 21,760,301 | 65.87 | 21,760,260 | 41 | 100.00 | 0.00 |

Agenda No. 4

To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2022.

| Resolution Required : (Ordinary/Special) | | | | | | | Ordinary | |
|--|---------------------|--------------------|--------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the Agenda/resolution | | | | | | | No | |
| 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 | Remote E-voting | 21,035,017 | 21,035,017 | 100.00 | 21,035,017 | - | 100.00 | - |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | 21,035,017 | 100.00 | 21,035,017 | - | 100.00 | - |
| Public-Institutions | Remote E-voting | 12,744 | - | - | - | - | - | - |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | Remote E-voting | 11,985,239 | 725,284 | 6.05 | 725,243 | 41 | 99.99 | 0.01 |
| | E-voting during AGM | | - | - | - | - | - | - |
| | Total | | 725,284 | 6.05 | 725,243 | 41 | 99.99 | 0.01 |
| Total | | 33,033,000 | 21,760,301 | 65.87 | 21,760,260 | 41 | 100.00 | 0.00 |



CS PRAVIN KUMAR DROLIA
(Company Secretary in whole time practice)

9, Crooked Lane, Kolkata - 700069

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

Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Chairman,
83rd ANNUAL GENERAL MEETING
OF SOMA TEXTILES & INDUSTRIES LIMITED,
(CIN: L51909WB1940PLC010070)
2, Red Cross Place,
Kolkata-700 001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted on resolutions mentioned in the notice dated 14th June 2021 of 83rd Annual General Meeting (AGM) of SOMA TEXTILES & INDUSTRIES LIMITED held through video conferencing (VC)/other audio-visual means (OAVM) on Friday, the 10th September, 2021 at 2:00 P.M. (IST)

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 **SOMANY TEXTILES & INDUSTRIES LIMITED** ("the Company") at their meeting held on 14th June, 2021 in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & 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 on following resolutions as mentioned in the notice of AGM by electronic means i.e. remote e-voting conducted before the AGM and during the course of AGM held **through video conferencing(VC)/other audio visual means (OAVM) on Friday, the 10th September 2021 at 2:00 P.M.** in a fair and transparent manner.

| Resolution Number | Type of Resolution | Particulars |
|---------------------------|----------------------------|--|
| ORDINARY BUSINESS: | | |
| 1. | Ordinary Resolution | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2021 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon. |
| 2. | Ordinary Resolution | To appoint a Director in place of Shri S. K. Somany (DIN: 00001131), who retires by rotation and being eligible, offers himself for re-appointment. |
| SPECIAL BUSINESS: | | |
| 3. | Special Resolution | Re-appointment of Shri Shrikant B Bhat (DIN: 00650380) as whole-time Director, designated as Executive Director, being a Key Managerial Personnel for a term of three years effective from 18/01/2022 till 17/01/2025. |

| | | |
|----------|----------------------------|---|
| 4 | Ordinary Resolution | To ratify the remuneration of the Cost Auditors for the financial year ending 31 st March, 2022. |
|----------|----------------------------|---|

- 1.1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to the passing of resolutions set out in notice dated 14th June, 2021 as provided under General Circular No 17/2020 dated 13 April 2020 and General Circular No 20/2020 dated 5 May 2020 (MCA Circulars) and other circulars issued by the MCA regarding this in view of the current extra ordinary circumstances due to COVID -19 pandemic requiring social distancing and have advised the Companies to take all decisions requiring Members approval, other than items of ordinary business or businesses where any person has a right to heard, through the mechanism of postal ballot / e voting in accordance with the provisions of the Companies Act 2013 without holding a general meeting that requires physical presence of Members at a common venue. My responsibility, as a scrutinizer for e-voting process is restricted to the extent of ascertaining requisite votes casted i.e. “in Favour” and “Against” the resolutions mentioned in the said notice by the Members after taking the effect of “invalid” and “abstained” votes in respect of the resolutions set forth in the notice of the said AGM of the Company. The deemed venue for the AGM shall be the Registered Office of the Company.
- 2.** I submit my report as under:
- 2.1. As per information provided, the Company had completed the dispatch of notice of AGM inter-alia containing User ID, password and Annual Report for the financial year 2020-2021 through electronic mode only on 17th August, 2021 to those Members whose names appeared in the Register of Members/List of beneficiaries as on 13th August, 2021 being the cut-off date for dispatch of notice along with other necessary information and whose email address were registered with the Company and Registrar and Transfer Agents (RTA) in terms of MCA Circulars. As per provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
- 2.2. The Members holding shares in physical mode or not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent were given special facility to get their email ID registered either with RTA or with the Company to receive the notice of AGM electronically and participate in remote e-voting process. The Company through public notices published on 14th August 2021 and 19th August 2021 (both days) in “Financial Express, Kolkata” (English Edition) and “Ekdin, Kolkata” (Bengali Edition) informing the Members about update their credentials with Company and RTA, completion of dispatch of notice electronically along with other information as specified in the rules as prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended and read with above mentioned Circulars of MCA.
- 2.3. In compliance with provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has arranged remote e-voting facility through Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company had fixed 3rd September, 2021 as cut-off date for determining the names of Members, who were eligible to cast their vote through remote e-voting. The Company had also provided

electronic voting facility through Link Intime India Private Limited ('Link Intime') platform to the Shareholders during the course of the Annual General Meeting, who had attended the meeting through above process and did not vote on resolutions by means of remote e-voting prior to the AGM. Members attended this meeting through VC or OAVM had been counted for the purpose of reckoning the requisite quorum under section 103 of the Companies Act 2013.

- 2.4. The e-voting period was commenced on Tuesday, 7th September, 2021 from 09:00 A.M. (IST) and concluded on Thursday, 9th September, 2021 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 3rd September, 2021, fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM of the Company by electronic mode only.
- 2.5. At the meeting of the Board of Directors of the Company held on 14th June, 2021, Mr. Abhishek Kumar Mishra, Company Secretary and Compliance Officer, was made responsible for conducting the entire e-voting process and was authorized to do all things and to take all incidental and necessary steps for conducting the AGM through VC/OAVM.
- 2.6. The votes cast through remote e-voting facility were unblocked after the conclusion of AGM in the presence of two (2) witnesses, Ms. Sangita Drolia of Tower 1, 378, P A Saha Road, Kolkata 700068 and Mr. Naveen Saraf of 58/35, Prince Anwar Saha Road, Kolkata 700045 who were not in the employment of the Company. The votes cast by the Shareholders were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website. The details of vote cast by the attending Members during the course of AGM were provided by RTA Link Intime India Private Limited ('Link Intime')
- 2.7. The report inter alia containing details such as list of equity shareholders, who voted "for" and "against", on each of the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> in respect of remote e-voting and details provided to me by the RTA of the Company in respect of vote cast during the course of AGM .
- 2.8. The result of consolidated voting on the resolutions through electronic means is as per "Annexure - A" attached herewith.

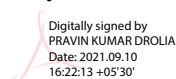
RESULTS:

There are 12237 numbers of eligible Members holding total 33033000 no(s) of Shares, who are entitled to vote electronically as on cut-off date i.e., 3rd September, 2021. All the resolutions mentioned in the notice of Annual General Meeting as per details given above stand carried under remote e voting with requisite majority. I further report that the Chairman of the meeting or any other person as authorized by him in this regard may declare and confirm the above results of voting at the registered office of the Company latest by 12th September, 2021 in respect of the resolutions referred hereinabove.

I hereby also confirm that I am maintaining the register electronically in respect of details of vote cast through remote e voting downloaded from CDSL portal and details of vote cast during the course of AGM by the attending members provided by RTA and will be handed over to the Company Secretary of the Company for safe keeping after declaration of result.

Thanking You,
Yours faithfully,

PRAVIN
KUMAR
DROLIA



Digitally signed by
PRAVIN KUMAR DROLIA
Date: 2021.09.10
16:22:13 +05'30'

(Pravin Kumar Drolia)
F.C.S No.2366, CP 1362

Place: Kolkata
Date: 10/09/2021

UDIN: F002366C000931316

Consolidated Scrutinizer(s) report of remote e -voting on the resolutions passed at virtual Annual General Meeting held on 10th September , 2021 of Soma Textiles & Industries Limited

Total No. of Shareholder as on record date i.e. 3rd September, 2021 = 12,237
 Total No. of paid up Shares as on 3rd September, 2021 = 3,30,33,000

| SL No. | Resolution | Mode | No. of folios/ Ballots Received | Total no.of Shares held | Valid votes | | | Invalid votes | | | Vote cast in favour of resolutions | | % of Valid Votes in favour of the resolutions | Vote cast against the resolutions | | % of Valid votes against the resolutions | Abstain | |
|--------|---|------------------------------|---------------------------------|-------------------------|--|-----------------|------------------|--|----------|--------------------|------------------------------------|-----------------|---|-----------------------------------|-----------|--|-------------------------------|----------|
| | | | | | No. of folios/ No. of Ballots received | Votes | % of Valid votes | No. of folios/ No. of Ballots received | Votes | % of Invalid votes | No. of folios/ No. of Ballots | Votes | | No. of folios/ no. of Ballots | Votes | | No. of folios/ no. of Ballots | Votes |
| 1 | 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.(passed as an ordinary resolution) | Remote e-voting prior to AGM | 81 | 21760301 | 81 | 21760301 | 100.00 | 0 | 0 | 0.00 | 77 | 21760260 | 100.00 | 4 | 41 | 0.00 | 0 | 0 |
| | | Remote e-voting during AGM | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 |
| | | TOTAL | 81 | 21760301 | 81 | 21760301 | 100.00 | 0 | 0 | 0.00 | 77 | 21760260 | 100.00 | 4 | 41 | 0.00 | 0 | 0 |
| 2 | 2. To appoint a Director in place of Shri S. K. Somany (DIN: 00001131), who retires by rotation and being eligible, offers himself for re-appointment. (passed as an ordinary resolution) | Remote e-voting prior to AGM | 81 | 21760301 | 81 | 21760301 | 100.00 | 0 | 0 | 0.00 | 76 | 21760210 | 100.00 | 5 | 91 | 0.00 | 0 | 0 |
| | | Remote e-voting during AGM | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 |
| | | TOTAL | 81 | 21760301 | 81 | 21760301 | 100.00 | 0 | 0 | 0.00 | 76 | 21760210 | 100.00 | 5 | 91 | 0.00 | 0 | 0 |
| 3 | To Re-appoint Shri Shrikant Bhat as Whole time Director, designated as Executive Director, being a Key Managerial Personnel for a term of three years effective from 18/01/2022 till 17/01/2025.(passed as a special resolution) | Remote e-voting prior to AGM | 81 | 21760301 | 81 | 21760301 | 100.00 | 0 | 0 | 0.00 | 77 | 21760260 | 100.00 | 4 | 41 | 0.00 | 0 | 0 |
| | | Remote e-voting during AGM | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 |
| | | TOTAL | 81 | 21760301 | 81 | 21760301 | 100.00 | 0 | 0 | 0.00 | 77 | 21760260 | 100.00 | 4 | 41 | 0.00 | 0 | 0 |
| 4 | To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2022. (passed as an ordinary resolution) | Remote e-voting prior to AGM | 81 | 21760301 | 81 | 21760301 | 100.00 | 0 | 0 | 0.00 | 77 | 21760260 | 100.00 | 4 | 41 | 0.00 | 0 | 0 |
| | | Remote e-voting during AGM | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 |
| | | TOTAL | 81 | 21760301 | 81 | 21760301 | 100.00 | 0 | 0 | 0.00 | 77 | 21760260 | 100.00 | 4 | 41 | 0.00 | 0 | 0 |

PRAVIN KUMAR DROLIA
 Digitally signed by PRAVIN KUMAR DROLIA
 Date: 2021.09.10 17:21:43 +05'30'

Pravin Kumar Drolia
 (Company Secretary in whole time practice)
 F.C.S No.2366, C P 1362
 UDIN: F002366B000931316
 Place: Kolkata, Date: 10/09/2021

1 sd/- witness
 Sangita Drolia
 375, Prince Anwar Saha Road,
 Tower 1, Kolkata 700068

2 sd/- witness
 Naveen Saraf
 58/35, Prince anwar Saha Road,
 Kolkata 700045