



# 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

Date: 3<sup>rd</sup> September, 2019

The Secretary,  
The BSE Limited,  
Phiroze Jeejeebhoy Towers,  
24<sup>th</sup> Floor, Dalal Street,  
Mumbai - 400 001

The Secretary,  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla, Complex (E)  
Mumbai - 400 051

Dear Sirs,

Sub: Declaration of voting results of the 81<sup>st</sup> Annual General Meeting  
(AGM) of the Company held on Monday 2<sup>nd</sup> September, 2019.

We are pleased to submit herewith the results of the votes declared at the Company's Registered Office at 2, Red Cross Place, Kolkata – 700 001 at 3:30 P.M., along with Scrutinizer's Report dated 3<sup>rd</sup> September, 2019, in regard to businesses transacted at the 81<sup>st</sup> Annual General Meeting of the Company held at Somany Conference Hall, MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, 2<sup>nd</sup> Floor, Kolkata – 700 001, on Monday, the 2<sup>nd</sup> September, 2019 at 3-00 P.M.

Please take the same on your record.

Thanking you,

Yours faithfully,

For Soma Textiles & Industries Limited



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

Encl. as above

Head Office & Works : Rakhial Road, Ahmedabad - 380 023, India  
Tel : (079) 2274-3285-8, Fax : (079) 2274 5653

Corporate Office : 6, Vaswani Mansion, Dinshaw Wachha Road, Backbay Reclamation, Mumbai - 400 020  
Tel : (022) 2283 6519-20, 2282 6076-77, Fax : (022) 2285 1173



A SOMANY ENTERPRISE



# SOMA TEXTILES & INDUSTRIES LTD.

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

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**DECLARATION OF VOTING RESULTS ON RESOLUTIONS CONTAINED IN NOTICE DATED 30<sup>TH</sup> MAY, 2019, OF THE 81<sup>ST</sup> ANNUAL GENERAL MEETING (AGM) OF SOMA TEXTILES & INDUSTRIES LIMITED (THE COMPANY) HELD ON MONDAY, 2<sup>ND</sup> SEPTEMBER, 2019 AT SOMANY CONFERENCE HALL OF MCC CHAMBER OF COMMERCE & INDUSTRY, 15B, HEMANTA BASU SARANI, KOLKATA – 700001 AT 3-00 P.M.**

To,  
The Members of the Company,

I, A. K. Mishra, Company Secretary of the Company, duly authorized by the Chairman of the Meeting for declaration of the Results on Voting and on the basis of the Scrutinizer's Report dated 3<sup>rd</sup> September, 2019, submitted by the Scrutinizer, Mr. Pravin Kumar Drolia (F.C.S. No. : 2366, C.P. No. : 1362) Proprietor of M/s Drolia & Co., Kolkata, appointed by the Company, do hereby announce the Voting Results in regard to votes cast by the Members of the Company **both by means of remote e-voting on the platform of CDSL prior to the AGM and voting through physical Ballot Paper at the AGM**, in respect of Ordinary and Special Resolutions set out at item nos. 1 to 9 in the Notice dated 30<sup>th</sup> May, 2019, of the 81<sup>st</sup> AGM, sent to all the Members of the Company, whose names appeared on the Register of Members/Record of Depositories as on the record date/cut-off date i.e. on Monday, the 26<sup>th</sup> August, 2019 and the Resolutions passed thereof, in the manner as given below:-

Resolution Nos. as per Notice dated 30.05.19 sent to Members	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	% of votes cast in favour in respect of total Paid-up Capital of the Company	Carried/ Carried Unanimously
1	79	21106455	69	21106294	100.00	10	161	0.00	63.89	Carried
2	79	21106455	69	21106294	100.00	10	161	0.00	63.89	Carried
3	79	21106455	71	21106324	100.00	8	131	0.00	63.89	Carried
4	79	21106455	70	21106304	100.00	9	151	0.00	63.89	Carried
5	79	21106455	70	21106304	100.00	9	151	0.00	63.89	Carried
6	79	21106455	69	21106294	100.00	10	161	0.00	63.89	Carried
7	79	21106455	69	21106294	100.00	10	161	0.00	63.89	Carried
8	79	21106455	71	21106324	100.00	8	131	0.00	63.89	Carried
9	79	21106455	71	21106324	100.00	8	131	0.00	63.89	Carried

Based on the Scrutinizer's Report on the Voting Results, on the Voting concluded by means of remote e-voting and voting through physical ballot papers at the venue of 81<sup>st</sup> AGM, I, the undersigned, declare today at 3:30 P.M. at the Company's registered office at 2, Red Cross Place, Kolkata – 700 001 that all the Resolutions (Ordinary and Special) contained in the Notice dated 30<sup>th</sup> May, 2019, convening the 81<sup>st</sup> AGM of the Company, as "Carried" on the date of AGM, i.e. 2<sup>nd</sup> September, 2019.

Place: Kolkata  
Date: 3<sup>rd</sup> September, 2019

By Order of the Board  
For SOMA TEXTILES & INDUSTRIES LIMITED



*A.K. Mishra*  
(A. K. Mishra)  
Company Secretary  
Mem. No.: 47060

**Head Office & Works :** Rakhial Road, Ahmedabad - 380 023, India  
Tel : (079) 2274-3285-8, Fax : (079) 2274 5653

**Corporate Office :** 6, Vaswani Mansion, Dinshaw Wachha Road, Backbay Reclamation, Mumbai - 400 020  
Tel : (022) 2283 6519-20, 2282 6076-77, Fax : (022) 2285 1173



A SOMANY ENTERPRISE

**DROLIA & COMPANY**  
**(Company Secretaries)**

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) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Chairman,  
**81<sup>st</sup> ANNUAL GENERAL MEETING**  
**OF M/S 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 at the 81<sup>th</sup> Annual General Meeting (AGM) of M/s. SOMA TEXTILES & INDUSTRIES LIMITED on the resolutions set out in the AGM notice dated 30<sup>th</sup> May, 2019 held at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata – 700001 on Monday, the 2<sup>nd</sup> September, 2019 at 3-00 P.M.**

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") in their meeting held on 30<sup>th</sup> May, 2019, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amendments 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 at the 81<sup>st</sup> AGM of the Company held on **Monday, the 2<sup>nd</sup> September, 2019, at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, at 3-00 P.M.** in a fair and transparent manner in respect of the following resolutions set out in the AGM notice of the Company :

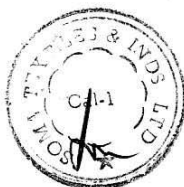
Resolution Number	Type of Resolution	Particulars
<b>ORDINARY BUSINESS:</b>		
1.	Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 (both Standalone and Consolidated basis), together with the Reports 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.
<b>SPECIAL BUSINESS:</b>		
3.	Special Resolution	Continuation of Directorship of Shri S. K. Somany, who has attended the age of more than 75 years.
4.	Special Resolution	Continuation of Directorship of Shri B. K. Hurkat, who has attended the age of more than 75 years.



5.	<b>Special Resolution</b>	Re-appointment of Shri B. K. Hurkat, as an Independent Director, not liable to retire by rotation, to hold office for a Second term of five consecutive years commencing from 29 <sup>th</sup> August, 2019.
6.	<b>Special Resolution</b>	Re-appointment of Shri M. H. Shah, as an Independent Director, not liable to retire by rotation, to hold office for a Second term of five consecutive years commencing from 10 <sup>th</sup> February, 2020.
7.	<b>Special Resolution</b>	Re-appointment of Mrs. N. Singh, as an Independent Director, not liable to retire by rotation, to hold office for a Second term of five consecutive years commencing from 11 <sup>th</sup> February, 2020.
8.	<b>Special Resolution</b>	Re-appointment of Shri A. K. Somany (DIN:00024903), as Managing Director, being a Key Managerial Personnel.
9.	<b>Ordinary Resolution</b>	To ratify the remuneration of the Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2020.

1. I submit my report as under:

- 1.1. The Company had completed the dispatch of notice of AGM dated 30<sup>th</sup> May, 2019 along with attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing User ID and password and Annual Report for the financial year 2018-2019 through permitted mode on 8<sup>th</sup> August, 2019, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 26<sup>th</sup> July, 2019 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the number of vote 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.
- 1.2. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company has fixed 26<sup>th</sup> August, 2019 as cut-off date for determining the names of Members, who are eligible to cast their vote through remote e voting .The Company had also provided voting facility to the Shareholders present at the AGM to vote on the resolutions set out in the notice of the said AGM through physical ballot who were Members of the Company as on 26<sup>th</sup> August, 2019, who did not vote by means of remote e-voting prior to the AGM.
- 1.3. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) on 9<sup>th</sup> August, 2019, pursuant to Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Members about completion of dispatch of AGM notice and other documents both by courier/ registered post to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.
- 1.4. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (LODR) regulations 2015 relating to remote e-voting and voting through physical ballot at the AGM on the resolutions contained in the notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through physical ballot at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" and "against" the resolutions after taking the effect of "invalid" and "abstained" votes polled by the Members in respect of the said resolutions set forth in the notice of the said AGM of the Company.
- 1.5. The e-voting period was commenced on Friday, 30<sup>th</sup> August, 2019 from 09:00 A.M. (IST) and concluded on Sunday, 1<sup>st</sup> September, 2019 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company physically and/or electronically as on the "cut-off" date i.e., 26<sup>th</sup> August, 2019, fixed by the Company, were



entitled to vote on the resolutions set out in the notice of AGM of the Company by either electronically or through physical ballot.

- 1.6. After the closure of the voting through physical ballot at the said AGM, the votes cast through remote e-voting facility provided by CDSL was duly unblocked by me as a Scrutinizer in presence of two (2) witnesses, who were not in the employment of the Company. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting website <https://www.evotingindia.com>
- 1.7. After the voting at the Annual General Meeting was concluded, the locked Ballot Box was subsequently opened in presence of two persons as witnesses who were not in the employment of the Company and Ballot Papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 1.8. The report inter alia containing details such as list of Equity Share holders, 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.
- 1.9. The combined result of voting through electronic means, i.e. remote e-voting and voting through physical ballot at the said AGM of the Company is as per "**Annexure - A**" attached herewith.

**RESULTS:**

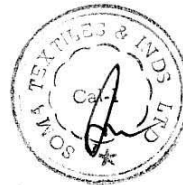
There are 10886 numbers of eligible Members holding total 33,033,000 no(s) of Equity Shares, who are entitled to vote electronically and /or physically as on cut-off date i.e. 26<sup>th</sup> August, 2019. All the resolutions mentioned in the notice of Annual General Meeting dated 30<sup>th</sup> May, 2019 as per details given above stand passed under remote e voting and voting conducted at AGM by way of physical ballot with requisite majority and hence to be passed as on the date of Annual General Meeting. As authorized by the chairman of AGM, Mr. A. K. Mishra, Company Secretary of the Company, is to declare and confirm the above results of voting (remote e-voting and voting by means of physical ballot) at the registered office of the Company, latest by 3<sup>rd</sup> September, 2019 in respect of the resolutions referred herein.

I hereby also confirmed that I am maintaining the register downloaded from CDSL electronically in respect of vote cast through remote e voting and register of physical ballot received from Members in respect of vote cast through physical ballot at Annual General Meeting. The ballot papers and all other relevant records relating to remote e voting and voting through ballot paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,  
Yours faithfully,

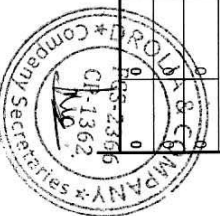
**FOR DROLIA & COMPANY**  
(Company Secretaries)

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



Place: Kolkata  
Date: 3<sup>rd</sup> September, 2019

Sl. No.	Resolutions	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		Vote cast against the resolutions		% of Valid votes against the resolutions		Abstain	
					No. of folios/ No. of Ballots received	Votes	No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots	Votes	No. of folios/ No. of Ballots	Votes	% of Valid votes against the resolutions	No. of folios/ No. of Ballots	Votes	
1	Approval for consideration and adoption of the Audited Financial Statements for the financial year ended on 31st March, 2019 (both Standalone and Consolidated), together with the reports of the Auditors and the Board of Directors thereon (passed as an ordinary resolution)	Electronic	55	21105925	55	21105925	0	0	0.00	55	21105925	0	0	0.00	0	0	0
		Physical	24	530	24	530	0	0	0.00	14	369	10	161	30.38	0	0	0
		TOTAL	79	21106455	79	21106455	0	0	0.00	69	21106294	10	161	0.00	0	0	0
2	Approval for re-appointment of Shri S. K. Somany (DIN: 00001131) as a Director liable to retire by rotation (passed as an Ordinary Resolution)	Electronic	55	21105925	55	21105925	0	0	0.00	55	21105925	0	0	0.00	0	0	0
		Physical	24	530	24	530	0	0	0.00	14	369	10	161	30.38	0	0	0
		TOTAL	79	21106455	79	21106455	0	0	0.00	69	21106294	10	161	0.00	0	0	0
3	Approval for continuation of Directorship of Shri S. K. Somany, who has attained the age of more than 75 years (passed as a Special Resolution)	Electronic	55	21105925	55	21105925	0	0	0.00	55	21105925	0	0	0.00	0	0	0
		Physical	24	530	24	530	0	0	0.00	16	399	8	131	24.72	0	0	0
		TOTAL	79	21106455	79	21106455	0	0	0.00	71	21106324	8	131	0.00	0	0	0
4	Approval for continuation of Directorship of Shri B. K. Hurkat, who has attained the age of more than 75 years (passed as a Special Resolution)	Electronic	55	21105925	55	21105925	0	0	0.00	55	21105925	0	0	0.00	0	0	0
		Physical	24	530	24	530	0	0	0.00	15	379	9	151	28.49	0	0	0
		TOTAL	79	21106455	79	21106455	0	0	0.00	70	21106304	9	151	0.00	0	0	0
5	Approval for re-appointment of Shri B. K. Hurkat as an Independent Director for a second term of five years effective from 29th August, 2019 (Passed as a special resolution)	Electronic	55	21105925	55	21105925	0	0	0.00	55	21105925	0	0	0.00	0	0	0
		Physical	24	530	24	530	0	0	0.00	15	379	9	151	28.49	0	0	0
		TOTAL	79	21106455	79	21106455	0	0	0.00	70	21106304	9	151	0.00	0	0	0
6	Approval for re-appointment of Shri M. H. Shah, as an Independent Director for a second term of five years effective from 10th February, 2020 (passed as a special resolution)	Electronic	55	21105925	55	21105925	0	0	0.00	55	21105925	0	0	0.00	0	0	0
		Physical	24	530	24	530	0	0	0.00	14	369	10	161	30.38	0	0	0
		TOTAL	79	21106455	79	21106455	0	0	0.00	69	21106294	10	161	0.00	0	0	0
7	Approval for re-appointment of Mrs. N. Singh, as an Independent Director for a second term of five years effective from 11th February, 2020 (passed as a special resolution)	Electronic	55	21105925	55	21105925	0	0	0.00	55	21105925	0	0	0.00	0	0	0
		Physical	24	530	24	530	0	0	0.00	14	369	10	161	30.38	0	0	0
		TOTAL	79	21106455	79	21106455	0	0	0.00	69	21106294	10	161	0.00	0	0	0
8	Approval for re-appointment of Shri A. K. Somany (DIN:00024903), as Managing Director, being a Key Managerial Personnel, w.e.f. 22nd January, 2020 to 21st January, 2023 (passed as a special resolution)	Electronic	55	21105925	55	21105925	0	0	0.00	55	21105925	0	0	0.00	0	0	0
		Physical	24	530	24	530	0	0	0.00	16	389	8	131	24.72	0	0	0
		TOTAL	79	21106455	79	21106455	0	0	0.00	71	21106324	8	131	0.00	0	0	0



SL No.	Resolutions	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of 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/ Ballots received	Votes		No. of folios/ Ballots received	Votes		No. of folios/ Ballots	Votes		No. of folios/ Ballots	Votes		No. of folios/ no. of Ballots	Votes
9	Approval for ratification of remuneration of the Cost Auditors for the financial year ending 31st March, 2020 as approved by the Board (passed as an ordinary resolution)	Electronic	55	21105925	55	21105925	100.00	0	0	0.00	55	21105925	100.00	0	0	0.00	0	0
		Physical	24	530	24	530	100.00	0	0	0.00	16	399	75.28	8	131	24.72	0	0
		TOTAL	79	21106455	79	21106455	100.00	0	0	0.00	71	21106324	100.00	8	131	0.00	0	0

We the undersigned witness that the votes were unlocked from the evoting website of CDSL (<http://www.evotingindia.com>) in our presence at 5:39:10 P.M. on the 2nd September, 2019.

FOR DROLIA & COMPANY  
(Company Secretaries)

(Pravin Kumar Drolia)  
Proprietor  
F.C.S No 2366, C.P. 1362  
Place: Kolkata  
Date: 3rd September, 2019



(i) Mr Animesh Drolia  
3rd Floor, Room No.19,  
9, Crooked Lane,  
Kolkata - 700069

*Animesh*

(ii) Ms. Sangita Drolia  
Flat No. 23G, Tower - I,  
375, P.A. Saha Road,  
Kolkata - 700068

*Sangita*

