## ANNEXURE I

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity **-** **Soma Textiles & Industries Limited**
2. Quarter ending **- 30-Sep-2019**
3. **Composition Of Board Of Director**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Title (Mr./Ms) | Name of the Director | DIN  | PAN | Category (Chairperson/Executive/Non- Executive/Independent/Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Date of cessation | Tenure | Date of Birth | No. of Directorship in listed entities including this listed entity | No of Independent Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Membership in Committees of the Company | Remarks |
| Mr. | Surendra Kumar Somany | 00001131 | AAGPS6467H | C & NED |  | 01-Apr-1949 | 25-Aug-2017 |  |  | 29-Mar-1931 | 4 | 3 | 2 | 3 | AC,SC,NRC |  |
| Mr. | Arvind Kumar Somany | 00024903 | ACBPS8983M | ED | CEO-MD | 29-Sep-1988 | 22-Jan-2017 |  |  | 04-Nov-1955 | 2 | 1 | 1 | 0 | AC,SC,NRC |  |
| Mr. | Shrikant Bhairaveshwar Bhat | 00650380 | ACGPB2132C | ED |  | 18-Jan-2008 | 18-Jan-2019 |  | 36 | 22-May-1965 | 1 | 0 | 0 | 0 | AC,SC,NRC |  |
| Mr. | Bijkishore Ramniwas Hurkat | 02005896 | AAAPH6170N | ID |  | 29-Aug-2014 | 29-Aug-2019 |  | 60 | 27-Jun-1942 | 1 | 1 | 1 | 1 | AC,SC,NRC |  |
| Mr. | Malay Harshadbhai Shah | 01394920 | ACAPS5248L | ID |  | 10-Feb-2015 | 10-Feb-2015 |  | 60 | 07-Jul-1962 | 1 | 1 | 2 | 0 | AC,SC,NRC |  |
| Mrs. | Nisha Singh | 07094208 | ABPPL5968C | ID |  | 11-Feb-2015 | 11-Feb-2015 |  | 60 | 02-May-1978 | 1 | 1 | 2 | 0 | AC,SC,NRC |  |

|  |  |
| --- | --- |
| Company Remarks | SAME AS PREVIOUS QUARTER |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

1. **Composition of Committees**
2. **Audit Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Surendra Kumar Somany | C & NED | Member | 25-Jan-2001 |  |
| 2 | Nisha Singh | ID | Member | 11-Feb-2015 |  |
| 3 | Malay Harshadbhai Shah | ID | Member | 10-Feb-2015 |  |
| 4 | Bijkishore Ramniwas Hurkat | ID | Chairperson | 30-Jan-2009 |  |

|  |  |
| --- | --- |
| Company Remarks | SAME AS PREVIOUS QUARTER |
| Whether Permanent chairperson appointed | Yes |

1. **Stakeholders Relationship** **Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Malay Harshadbhai Shah | ID | Member | 10-Feb-2015 |  |
| 2 | Arvind Kumar Somany | ED | Member | 28-Jun-2001 |  |
| 3 | Nisha Singh | ID | Member | 11-Feb-2015 |  |
| 4 | Surendra Kumar Somany | C & NED | Chairperson | 28-Jun-2001 |  |
| 5 | Bijkishore Ramniwas Hurkat | ID | Member | 30-Jan-2009 |  |

|  |  |
| --- | --- |
| Company Remarks | SAME AS PREVIOUS QUARTER |
| Whether Permanent chairperson appointed | Yes |

1. **Risk Management** **Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed |  |

1. **Nomination and Remuneration** **Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Nisha Singh | ID | Member | 11-Feb-2015 |  |
| 2 | Surendra Kumar Somany | C & NED | Member | 31-Jan-2002 |  |
| 3 | Bijkishore Ramniwas Hurkat | ID | Chairperson | 30-Jan-2009 |  |
| 4 | Malay Harshadbhai Shah | ID | Member | 10-Feb-2015 |  |

|  |  |
| --- | --- |
| Company Remarks | SAME AS PREVIOUS QUARTER |
| Whether Permanent chairperson appointed | Yes |

1. **Meeting of Board of Directors**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Date(s) of Meeting (if any) in the previous quarter** | **Date(s) of Meeting (if any) in the relevant quarter** | **Whether requirement of Quorum met** | **Number of Directors present** | **Number of Independent Directors present** |
| 30-May-2019 | 09-Aug-2019 | Yes | 6 | 3 |
| 30-May-2019 | 06-Sep-2019 | Yes | 3 | 2 |

|  |  |
| --- | --- |
| Company Remarks |  |
| Maximum gap between any two consecutive (in number of days) | 70 |

1. **Meeting of Committees**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Name of the Committee** | **Date(s) of meeting during of the committee in the previous quarter** | **Date(s) of meeting of the committee in the relevant quarter** | **Whether requirement of Quorum met (Yes/No)** | **Number of Directors present** | **Number of independent directors present** |
| Audit Committee | 30-May-2019 | 09-Aug-2019 | Yes | 4 | 3 |
| Audit Committee | 30-May-2019 | 06-Sep-2019 | Yes | 2 | 2 |

|  |  |
| --- | --- |
| Company Remarks |  |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 70 |

1. **Related Party Transactions**

|  |  |  |
| --- | --- | --- |
| ***Subject*** | ***Compliance status (Yes/No/NA)*** | ***Remark*** |
| Whether prior approval of audit committee obtained | Yes |  |
| Whether shareholder approval obtained for material RPT | Not Applicable |  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Not Applicable |  |

|  |  |
| --- | --- |
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions |  |

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
	1. Audit Committee - **Yes**
	2. Nomination & remuneration committee - **Yes**
	3. Stakeholders relationship committee - **Yes**
	4. Risk management committee (applicable to the top 100 listed entities) **- Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **- Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.**- Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **- Yes**

b. Any comments/observations/advice of Board of Directors may be mentioned here:

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|  |

**Name : Abhishek Kumar Mishra**

**Designation : Company Secretary & Compliance Officer**

## ANNEXURE III

**Affirmations**

|  |  |  |  |
| --- | --- | --- | --- |
| ***Broad Heading*** | ***Regulation Number*** | ***Compliance Status*** | ***Company Remark*** |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |  |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |  |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |  |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes |  |
| Whether “Corporate Governance Report” disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |  |

Note:

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|  |

**Name : Abhishek Kumar Mishra**

**Designation : Company Secretary**