

SOMA TEXTILES & INDUSTRIES LTD.

A GOVT. RECOGNISED EXPORT HOUSE

CIN : L51909WB1940PLC010070

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

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

Website : www.somatextiles.com

20th May, 2022

The Secretary, National Stock Exchange of India Ltd, Exchange Plaza, 5 th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051	The Corporate Relationship Dept., BSE Limited, Piroze Jeejeebhoy Towers, 1st Floor, New Trading Ring Rotunda, Dalal Street, Mumbai - 400 001
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Dear Sir/Ma'am,

Re: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 - Annual Secretarial Compliance Report for the year ended 31st March, 2022

With reference to the above circular and in compliance with the new Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, we are submitting herewith the Annual Secretarial Compliance Report of the Company, for the year ended 31st March, 2022, issued by M/s. Drolia & Co. (Proprietor Pravin Kumar Drolia), Practicing Company Secretaries and Secretarial Auditor of the Company, as per the framework provided in the aforesaid circular.

Kindly take the above information on your record.

Thanking you,

Yours faithfully,
For Soma Textiles & Industries Ltd.

Reena Prasad
(Reena Prasad)

Company Secretary & Compliance Officer



Encl: as stated

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

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

Block D, 2nd floor, 13, Selimpur Road, Kolkata - 700031
Mobile: 09831196869; Email: droliapravin12@gmail.com

Secretarial Compliance Report of M/s Soma Textiles & Industries Limited
(CIN: L51909WB1940PLC010070) for the year ended 31st March, 2022

(Pursuant to Regulation 24A of SEBI (LODR) 2015 and Circular No. CIR/CFD/CMD/1/27/2019 dated 09/2/19

I, Pravin Kumar Drolia (Company Secretary in whole time practice) have examined digitally:

- (a) All the documents and records made available to me and explanation provided by M/s Soma Textiles & Industries Ltd. ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"); and

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder and applicable to the above listed entity, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and other regulations as applicable and circulars/ guidelines issued thereunder.

The Company has not carried out any activities during the review period under the following Regulations: -

- (a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (b) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021;
- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



and based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with all the provisions of the above applicable Regulations and circulars/ guidelines issued thereunder during the period under review. The Company has received notices from National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), regarding contravention and non-compliance/delayed compliance of Regulations 23(9) of SEBI (LODR) regulation 2015 relating to disclosure of related party transactions beyond statutory time limit and circulars/ guidelines issued thereunder during the financial year 2021-22 as per details in Annexure "A". Subsequently, the Company made requests to both the stock exchanges i.e. NSE & BSE, for waiver of said notices and fines and the said requests was approved by both the stock exchanges vide NSE letter Ref. No. NSE/LIST/SOP/SOMATEX dated May 20, 2021 and BSE email dated July 20, 2021.
- (b) The listed entity has maintained proper records under the provisions of the above applicable Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of these records digitally.
- (c) Following actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder during the period under review as per details in Annexure "B"
- (d) The listed entity has taken the actions to comply with the observations made in previous reports:

Annexure "A"

Sr. No.	Observations of the practicing Company Secretary in the previous report	Observation made in the secretarial compliance report for the current year	Actions taken by the listed entity, if any	Comments of the practicing Company Secretary on the actions taken by the listed entity
1	Disclosure of half year statement of Related Party Transactions Compliant under Regulation 23(9) of SEBI (LODR) Regulations 2015 were submitted beyond statutory time limit	NIL	The Company has paid fine of Rs 110000/- plus applicable GST each to NSE and BSE respectively	The Company was made requests to both the stock exchanges i.e. NSE & BSE, for waiver of said fines and the said requests was approved by both the stock exchanges vide NSE letter Ref. No. NSE/LIST/SOP/SOMATEX dated May 20, 2021 and BSE email dated July 20, 2021. The amount of said fine was refunded by NSE and the amount of fine paid to BSE is to be adjusted with the listing fees of the FY 2022-23.



Annexure "B"

Sr No	Observations of the SEBI in their final order under Sections 11,11(4) and 11B of SEBI Act 1992 dated February 08, 2021	Observation made in the secretarial compliance report for the current year	Actions taken by the SEBI	Comments of the practicing Company Secretary on the actions taken by the listed entity
1	The above mentioned Company violate the provisions of section 12A (a), (b) & (c) of SEBI Act 1992 read with Regulations 3(a),(b) ,(c) and (d) and 4(1) of PFUTP Regulations 2003 in respect of issue of Global Depository Receipts (GDR) of 17.2975 million US Dollar on 20/10/2006	NONE	The Company has been restrained from accessing the securities market or otherwise dealing in securities and Mutual fund for a period of three years from the date of the said order of SEBI and Mr. S. K. Somany and Mr. A. K. Somany promoters of the Company have been restrained from accessing the securities market or otherwise dealing in securities and Mutual fund for a period of two years from the date of the said order of SEBI	The Company has made an Appeal in Securities Appellate Tribunal (SAT) against the said Order of SEBI.

Date :30/04/2022
Place: Kolkata



FOR PRAVIN KUMAR DROLIA

(Company Secretary in whole time practice)

Proprietor
UDIN: F002366D000329781

FCS: 2366, CP: 1362

Peer review registration : 1928/2022

Note: My attendance for the purpose of physical verification and examination of relevant records in relation to the issue of above report was impracticable due to the prevailing restrictions caused by CORONA Pandemic and I relied on the records and information as made available to me by the Company through digital mode only.