



# SOMA TEXTILES & INDUSTRIES LTD.

30<sup>th</sup> May, 2025

The Secretary, National Stock Exchange of India Ltd, Exchange Plaza, 5 <sup>th</sup> 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: **Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2025**

In compliance with the 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 31<sup>st</sup> March, 2025, 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)  
Company Secretary & Compliance Officer  
M.No.-A53284

**Encl: as stated**



**Registered Office**

2, Red Cross Place, Kolkata - 700 001, India.  
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Email : [investors@somatextiles.com](mailto:investors@somatextiles.com)  
CIN : L51909WB1940PLC010070

**Corporate Office**

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**Head Office**

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Email : [rsharma@somatextiles.com](mailto:rsharma@somatextiles.com)

**CS PRAVIN KUMAR DROLIA**  
**(Company Secretary in whole time practice)**  
3<sup>rd</sup>, Floor, R N 19, 9, Crooked Lane, Kolkata - 700069  
**Mobile: 9831196869; Email: droliapravin12@gmail.com**

**Annual Secretarial Compliance Report (ASCR) of SOMA TEXTILES & INDUSTRIES LTD**  
**(CIN: L51909WB1940PLC010070) for the financial year ended 31<sup>st</sup> March, 2025**

**(Pursuant to Regulation 24A(2) of SEBI (LODR) Regulations, 2015)**

I have examined:

- (a) all the documents and records made available to us and explanation provided by the 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 financial year ended 31/03/2025 (“Review Period”) in respect of compliance with the provisions of:
  - (a) Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - (b) 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 regulation, 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 (Issue of Capital and Disclosure Requirements Regulations 2018(not applicable during the Review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable during the Review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (not applicable during the Review period)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021(not applicable during the Review period)
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; to the extent applicable to the Company

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; to the extent applicable to the Company
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (not applicable during the Review Period)
- (k) And other Regulations as may be applicable to listed entity and circulars /guidelines issued thereunder
- and based on the above examination, I hereby report that, during the review period:

(a) (\* The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

<i>Sr. No.</i>	<i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i>	<i>Regulation/ Circular No.</i>	<i>Deviations</i>	<i>Action Taken by</i>	<i>Type of Action</i>	<i>Details of Violation</i>	<i>Fine Amount</i>	<i>Observations /Remarks of the Practicing Company Secretary (PCS)</i>	<i>Management Response</i>	<i>Remarks</i>
<b>NIL</b>										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sr. No.</i>	<i>Observations/Remarks of the Practicing Company Secretary (PCS) in the previous reports)</i>	<i>Observations made in the Secretarial Compliance report for the year ended ..... (The years are to be mentioned)</i>	<i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i>	<i>Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity</i>	<i>Remedial actions, if any, taken by the listed entity</i>	<i>Comments of the PCS on the actions taken by the listed entity</i>
<b>NOT APPLICABLE</b>						

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I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),</p>	Yes	
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	Yes  Yes  Yes	
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	

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5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The Listed Entity does not have any material subsidiary
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes  NA	No such instances were observed during the review period.
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	

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11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	No action has been taken against the company or any of its Promoters/ Directors by the SEBI or Stock Exchanges during the review period.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of Auditors during the review period.
13.	<b>Additional non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance was observed during the review period

I further, report that disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations is not applicable to the Listed Entity during the review period.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

**FOR PRAVIN KUMAR DROLIA**  
**(Company Secretary in whole time practice)**

PRAVIN KUMAR DROLIA  
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**(Pravin Kumar Drolia)**

**FCS;2366, CP: 1362**

**Peer view regn no: 1928/2022**

**UDIN: F002366G000434919**

**Date: 26/05/2025**

**Place: Kolkata**