



SOMA TEXTILES & INDUSTRIES LTD.

25th February, 2025

The Corporate Relationship Dept.
BSE Ltd.,
Pirozejeebhoy Towers, 1st Floor,
New Trading Ring, Rotunda, Dalal Street,
Mumbai - 400 001

The Secretary,
National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor, Plot No.C/1, G-Block
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir(s),

This is to inform that pursuant to Section 110 of the Companies Act, 2013, read with Rules 22 of the Companies (Management and Administration) Rules, 2014, as amended up to date, the Company has sent the Postal Ballot Notice ("Notice") to all the Members whose name appear in the Register of Members/ Beneficial owners received from the Registrar and Share Transfer Agent, MUFG Intime India Private Limited. as on 21st February, 2024 (Cut-off date), seeking approval of the Members of the Company by way of Special Resolution through Postal Ballot, for the matters set out in the Notice dated 7th February, 2025. Copy of Postal Ballot Notice is sent for your information and record.

Mr. Pravin Kumar Drolia, Practicing Company Secretary has been appointed as the Scrutinizer by the Board of Directors of the Company for conducting the Postal Ballot Process.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for purpose of providing e-voting facility to all its Members. The voting through Postal Ballot and through e-voting will commence from Thursday, February 27, 2025 at 9:00 A.M. (IST) and end on Friday, March 28, 2025 at 5:00 P.M. (IST). The results of the Postal Ballot will be announced within 48 hours from the last date of e-voting i.e. on or before March 30, 2025.

The Notice of Postal Ballot with the explanatory statement, instructions for e-voting and Postal Ballot form are available on the website of the Company www.somatextiles.com.

This is for your information and record.

Thanking you,

Yours faithfully,

For Soma Textiles & Industries Limited

(Reena Prasad)
Company Secretary & Compliance officer
M.No.-A53284



Registered Office

2, Red Cross Place, Kolkata - 700 001, India.
Tel.: +91 (33) 2248 7406 - 07
Email : investors@somatextiles.com
CIN : L51909WB1940PLC010070

Corporate Office

6, Vaswamin Mansion, Dinshaw Wachha Rd,
Backbay Reclamatin, Mumbai - 400 020, India
Tel.: +91 (22) 2282 6076 - 77
Email : rsharma@somatextiles.com

Head Office

A-244, 2nd Floor, Suvan Business Park,
Near Keval Kanta, Nagarvel Hanuman Road,
Rakhial, Ahmedabad – 380 023
Email : rsharma@somatextiles.com

SOMA TEXTILES & INDUSTRIES LIMITED

CIN: L51909WB1940PLC010070

Registered Office: 2, Red Cross Place, Kolkata – 700 001, Phone: 033-22487406/07

Share Dept.: Rakhial Road, Ahmedabad - 380 023, Phone: 079-22743285-8

E-mail: investors@somatextiles.com ; Website: www.somatextiles.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, 27 th February, 2025 at 09.00 a.m.(IST)	Friday, 28 th March, 2025 at 05.00 p.m.(IST)

Dear Shareholder(s),

Notice is hereby given to the Members of the Soma Textiles & Industries Limited (“the Company”) that pursuant to Sections 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) as amended, Secretarial Standard - 2 (SS-2) on General Meetings, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 Circular No 22/ 2020 Dated June 15, 2020 Circular No. 33/2020 dated September 28, 2020, and Circular 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (“MCA Circulars”), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force and as amended from time to time), the Company is seeking approval of the Members for the matters as considered in the resolution appended below, through Postal Ballot i.e., voting by electronic means (e-voting).

“Appointment of Shri Amit Nandkishore Shah (DIN: 00915449), as an Independent Director.”

A statement pursuant to Section 102 and other applicable provisions of the Act, setting out the material facts and the reasons thereof (the Statement) is annexed hereto for your consideration. The Notice along with the Statement is also available on the website of the Company www.somatextiles.com.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode only to those Members whose e-mail addresses are registered with the Company/Depository Participant (DP)/Depository/MUFG Intime India Private Limited (MUFG Intime), the Company’s Registrar & Transfer Agent (RTA). Further, the Shareholders would have the option to vote only through e-voting and voting through physical ballot papers will not be provided. Shareholders can vote only through e-voting process. Accordingly, the Company is pleased to offer the e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the Section “Voting Instructions” in this Postal Ballot Notice to cast their votes electronically. Shareholders are requested to cast their votes through e-voting process not later than Friday, 28th March, 2025, to be eligible to be considered, failing which it will be strictly considered that no vote has been received from the Shareholder. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), for the purpose of providing e-voting facility to all its Members.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholder to register their email address. Therefore, those shareholders who have not yet registered their email addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors, has appointed Mr. Pravin Kumar Drolia , Practicing Company Secretary, (ICSI Membership No. F2366, CP No. - 1362) of Kolkata as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and Rules made there under.

The Scrutinizer will submit his report to the Chairperson or any person authorized by him after the completion of the scrutiny of the postal ballots. The result of the postal ballot shall be declared within 48 hours from receipt of the Scrutiniser's Report, i.e. on or before 5:00 pm on Monday, the 30th day of March, 2025 at the registered office of the Company and shall be placed along with the Scrutinizer's Report on the Company's website www.somatextiles.com. The results shall also be communicated to the Stock Exchanges where shares of the Company are listed (viz., BSE: www.bseindia.com and NSE: www.nseindia.com) and CDSL www.evotingindia.com. **The Resolution(s), if passed with requisite majority, shall be deemed to have been passed on the last date for e-voting i.e., Friday, the 28th day of March, 2025.**

PROPOSED SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT PROCESS:

SPECIAL BUSINESS:

1. Appointment of Shri Amit Nandkishore Shah (DIN: 00915449), as an Independent Director

To consider, and if thought fit, to pass with or without modification, the following as a Special resolution: -

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Shri Amit Nandkishore Shah (DIN: 00915449), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from February 10, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from February 10, 2025 till February 09, 2030 and not liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

Place : Kolkata

Date : 7th day of February, 2025

**By order of the Board
For Soma Textiles & Industries Limited
Sd/-
(Reena Prasad)
Company Secretary
Membership No.: ACS 53284**

NOTES:

1. **The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 read with relevant rules made thereunder ('the Act') in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed hereto.**
2. The Postal Ballot Notice is being sent to all Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on close of business hours on 21st February, 2025, being cut-off date. In compliance with the MCA Circulars, the Postal ballot notice is being sent only in electronic mode to those shareholders who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MUFGE Intime India Private Limited ("MUFGE Intime"). **A person who is not a Member on 21st February, 2025 i.e., the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.**
3. Voting right by a Postal Ballot cannot be exercised by a Proxy.
4. The Board has appointed Mr. Pravin Kumar Drolia (Membership No. F2366, CP No. - 1362), of M/sDrolia & Company, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
5. The e-voting period commences on Thursday, 27th February, 2025 at 09.00 A.M. (IST) and ends on Friday, the 28th day of March, 2025 at 05.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, 21st February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
6. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 11 am to 1 pm on all working days except Sundays and Public Holidays from the date of dispatch of Notice till the last date for e-voting.
7. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Business Standard, Kolkata (English Edition); and (ii) Ekdin, Kolkata (Bengali Edition), having wide circulation in the district where the Registered Office of the Company is situated.
8. The Notice will be displayed on the website of the Company viz., www.somatextiles.com and on the website of CDSL viz. www.evotingindia.com. The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
9. Institutional investors are encouraged to vote on the postal ballot. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to droliapravin@yahoo.co.in with a copy marked to CDSL on helpdesk.evoting@cdslindia.com.
10. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
11. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
12. Members who have not registered/uploaded their e-mail IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company's RTA, MUFGE Intime India Private Limited, by sending an email at ahmedabad@linkintime.co.in along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (Self-attested scanned copy) and Aadhar Card (Self-attested scanned copy).
Demat Holding	Contact respective Depository Participant(s).
13. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.

INSTRUCTION FOR VOTING THROUGH ELECTRONIC MEANS:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, the SEBI (LODR) Regulations, 2015 and Secretarial Standard (SS) -2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post, on resolution set forth in the Notice of Postal Ballot. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility.

The voting period begins on Thursday, 27th February, 2025 at 09.00 A.M. (IST) and ends on Friday, the 28th day of March, 2025 at 05.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 21st February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The e-voting facility is available at www.evotingindia.com. Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Postal ballot notice.

Procedure to Login through Websites of Depositories (CDSL/NSDL)

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<p>A. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>B. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") for casting his/her vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all ESPs i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the websites of ESPs directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed to complete registration using your DP ID, Client ID etc. After successful registration, please follow steps given above to cast your vote.</p> <p>D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ul style="list-style-type: none">(i) Click the on link www.cdslindia.com or on https://evoting.cdslindia.com/Evoting/EvotingLogin(ii) Provide demat account number and PAN.(iii) The system will authenticate the user by sending an OTP on registered mobile number and e-mail id as recorded in the demat account.(iv) After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also to directly access the system of all ESPs.

Individual Shareholders holding shares in demat mode with NSDL	<p>A. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP, and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to website of e-Voting service provider for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding shares in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to the website of e-Voting service provider for casting your vote during the remote e-Voting period.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned websites.

Dedicated helpdesk for individual shareholders holding shares in demat mode for any technical issues related to login through Depository(ies) i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no. 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and nonindividual shareholders in demat mode.

1. The shareholders should log on to the e-Voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c) Shareholders holding shares in physical form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in demat form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders, if any) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on "SUBMIT" tab.
 8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For shareholders holding shares in physical form the details can be used only for e-Voting on the resolutions contained in this Notice.
 - (ii) Click on the EVSN (Electronic Voting Sequence Number): 250221001 for the relevant "Soma Textiles & Industries Limited" on which you choose to vote.
 - (iii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (iv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (v) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (vi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (vii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
 - (viii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Process for those shareholders whose email addresses and mobile numbers are not registered with the company/depositories for obtaining login credentials for e-Voting for the resolutions proposed in this notice:

1. **For physical shareholders** - Contact Company's RTA, MUG Intime India Private Limited, by sending an email at ahmedabad@linkintime.co.in along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (Selfattested scanned copy) and Aadhar Card (Self-attested scanned copy).
2. **For demat shareholders** - Contact respective Depository Participant(s).

Note for Non-Individual Members and Custodians

1. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com/

3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their votes.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
6. Non-Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address drolipravin@yahoo.co.in and to the Company at the email address investors@somatextiles.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

Once the vote on the Resolution is cast by the Shareholders, they shall not be allowed to change it Subsequently.

The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off on Friday, 21st February, 2025

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

ANNEXURE TO THE NOTICE
(Statement pursuant to the provisions of Section 102 of the Companies Act, 2013)

To comply with the adequate number of independent directors on the Board and considering the expertise & diverse experience of Shri. Amit Nandkishore Shah and pursuant to the provisions of Section 152, 149, 150 and 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors approved the appointment as Independent Director of the Company for the following terms which is subject to approval of the Members:

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and Regulation 25(2A) of the Listing Regulations, the appointment of Independent Directors requires approval of the members by passing Special Resolution. Additionally, in accordance with Regulation 17 (1C) of listing regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier:

Shri. Amit Nandkishore Shah (Shri. Shah), was appointed by the Board of Directors ('the Board') as an Independent Director of the Company with effect from 10th February, 2025, pursuant to the provisions of Section 161(4) of the Companies Act, 2013, read with Regulation 17(1)(1E) and Regulation 25(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 92 of the Articles of Association of the Company.

Further, Shri. Shah has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company and he has given his consent to act as a Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri. Shah as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution set out in this Postal Ballot Notice for the approval of the members in relation to appointment of Shri. Amit Nandkishore Shah as an Independent Director of the Company for a period of five years from 10th February, 2025 not be liable to retire by rotation.

Except Shri Amit Nandkishore Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in this resolution.

Brief profile of Shri Amit Nandkishore Shah, nature of his expertise in Specific functional areas and other disclosures required under Regulation 36 of Listing Regulations, read together with Secretarial Standards – 2 are provided in the attached Annexure A

Place : Kolkata
Date : 7th day of February, 2025

By order of the Board
For Soma Textiles & Industries Limited
Sd/-
(Reena Prasad)
Company Secretary
Membership No. : ACS 53284

ANNEXURE A

BREIF PROFILE OF DIRECTOR SEEKING APPOINTMENT IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Shri. Amit Nandkishore Shah
Director Identification Number	00915449
Category & Designation	Non-Executive- Independent Director
Date of Birth	2 nd July, 1957
Age in years	67 Years
Date of appointment on the Board	10 th February, 2025
Educational Qualification	Master Degree in Commerce (M.COM.)
Experience & Expertise	He has more than 45 years business and trading experience and has a rich and vast all- round knowledge and experience in the business of Textiles Industry both in the public and the private sector.
Directorships held in other companies and excluding foreign companies as of the date of this Notice.	2(Two)
Memberships/ Chairmanships of Committees across companies	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	Nil
Shareholding (%) in the Company	Nil
Remuneration last drawn (FY 22-23)	NA
Terms and Conditions of appointment / reappointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Names of Listed Companies from which the Director has resigned in the past three years	Nil