



# SOMA TEXTILES & INDUSTRIES LTD.

27<sup>th</sup> September, 2025

Department of Corporate Services, BSE Limited, Floor 25, P. J. Towers, Dalal Street, <u>Mumbai - 400 001</u>	The Secretary, National Stock Exchange of India Limited, Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, Bandra Kurla Complex, Bandra (East), <u>Mumbai - 400 051</u>
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**Sub: Disclosure of Consolidated Scrutinizer's Report on remote e- voting**

Dear Sirs,

We hereby inform you that 87<sup>th</sup> Annual General Meeting of Soma Textiles & Industries Limited was held on Friday, the 26<sup>th</sup> September, 2025. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

In this Regard, please find enclosed herewith the Consolidated Report of the Scrutinizer dated 26<sup>th</sup> September, 2025, on remote e-voting and evoting during the AGM.

This is for your reference and record.

Thanking You,

Yours faithfully,  
**For Soma Textiles & Industries Limited**

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PRASAD

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**(Reena Prasad)**  
**Company Secretary**  
**Membership No.: A-53284**

Encl: As above



**Registered Office**

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

**Corporate Office**

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[www.somatextiles.com](http://www.somatextiles.com)

subject to ahmedabad jurisdiction

**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

**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) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

The Chairman,  
87<sup>th</sup> ANNUAL GENERAL MEETING,  
OF SOMA TEXTILES & INDUSTRIES LIMITED,  
(CIN: L51909WB1940PLC010070),  
2, Red Cross Place, Kolkata 700001

Dear Sir,

**Sub: Scrutinizer's report on consolidated remote e-voting conducted on resolutions mentioned in the notice dated 28<sup>th</sup> July, 2025 of 87<sup>th</sup> Annual General Meeting (AGM) of SOMA TEXTILES & INDUSTRIES LIMITED, held through video conferencing (VC)/other audio-visual means (OAVM) on Friday, the 26<sup>th</sup> day of September, 2025 from 3:00 P.M (IST) to 3.25 P.M. (IST)**

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362), Company Secretary in whole time practice of Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **SOMA TEXTILES & INDUSTRIES LIMITED** ("the Company") at their meeting held on 28<sup>th</sup> July 2025 for the purpose of Scrutinizing the votes cast through remote e-voting and ascertaining the results thereof in a fair and transparent manner in respect of following resolutions to be passed by the Members at the 87<sup>th</sup> AGM of the Company to be held **through video conferencing (VC)/other audio visual means (OAVM) on Friday, the 26<sup>th</sup> September, 2025 at 3.00 P.M.** as set out in the notice of AGM ("Notice") in terms of the provisions of section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with the relevant circulars issued by Ministry of Corporate Affairs (MCA vide latest Circular No. 09/2024 dated September 19, 2024 and the Securities Exchange Board of India (SEBI vide latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) permitting the holding of Annual General meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue.

Resolution Number	Type of Resolution	Particulars
<b>ORDINARY BUSINESS:</b>		
1.	<b>Ordinary resolution</b>	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2025 (both standalone and consolidated) together with the reports of the Auditors and the Board of Directors thereon.
2.	<b>Ordinary resolution</b>	To appoint a Director in place of Sri S. K, Somany (DIN: 00001131), who retires by rotation and being eligible, offers himself for re-appointment.
<b>SPECIAL BUSINESSES:</b>		
3	<b>Ordinary resolution</b>	To appoint Mr Parvin Kumar Drolia (Company Secretary in whole time practice) as secretarial auditors of the Company for a term of five consecutive years from FY 2025-26 to FY 2029-30

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4	<b>Special resolution</b>	To re appoint Shri A K Somany (DIN: 00024903) as a Managing Director for a period of three years w.e.f 22-01-2026 to 21-01-2029
5.	<b>Special resolution</b>	To approve the sale of Motor Vehicles owned by the Company to Sarvopari Investments Pvt Ltd a promoter group Company.
6.	<b>Special resolution</b>	To approve payment of ex gratia to Shri Arvind Kumar Somany (MD) of the Company

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars notified from time to time and SEBI Circulars and rules relating to holding of AGM and passing of resolutions set out in notice of AGM. My responsibility, as a scrutinizer to scrutinize the e-voting process is restricted to the extent of ascertaining requisite votes cast i.e., "in Favour" and "Against" the resolutions mentioned in the said notice of AGM. The deemed venue for the AGM shall be the registered office of the Company.

1. I submit my report as under:

- 1.1. As per information provided, the RTA of the Company had completed the dispatch of notice of AGM inter-alia containing user id, password, and annual report along with other necessary information for the financial year 2024-2025 through electronic mode only, on 4<sup>th</sup> September, 2025 to all the eligible Member as on cut-off date in terms of MCA circulars and also sent letter through registered post on 5<sup>th</sup> September, 2025 to all eligible members, whose email addresses were not registered with the RTA and Depositories, providing the web-link including the exact path from where complete details of the Annual Report for the financial year 2024-25 can be accessed. As per provisions of the Companies Act, 2013, Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / Beneficial owners as on the cut-off date. One share held is equal to one vote. The Board of Directors had fixed 19<sup>th</sup> September, 2025 as record date for entitlement of voting right of Members in this connection
- 1.2. The Members holding shares in physical mode as well as in electronic mode and not having their email ID registered with Registrar & Share Transfer Agent and Depositories were given facility to get their email ID registered with RTA and their respective depositories to receive the notice of AGM electronically and participate in remote e-voting process. The Company through public notice published on 31<sup>st</sup> August 2025 in "Financial Express Kolkata" (all India English Edition) and "Ekdin, Kolkata" (Bengali Edition) informing the Members about update their credentials with Company, RTA, and depositories for getting Annual Report and other details regarding e voting through email and participate in e voting process as per mca and SEBI circulars. The Company again through public notice published on 5<sup>th</sup> September, 2025 in "Financial Express, Kolkata" (all India English Edition) and "Ekdin, Kolkata" (Bengali Edition) informing the Members about completion of dispatch of notice electronically, along with other information as specified in the rules as prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended.
- 1.3. In compliance with provisions of rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company had arranged remote e-voting facility through Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company had fixed 19<sup>th</sup> September, 2025 as cut-off date for determining the names of Members, who were eligible to cast their vote through remote e-voting. The Company had also provided electronic voting facility through RTA'S INSTAPOLL platform to the Shareholders during the Annual General Meeting, who had attended the meeting through above process and did not vote on resolutions by means of remote e-voting prior to the AGM. Members attended this meeting through VC or OAVM had been counted for the purpose of reckoning the requisite quorum under section 103 of the Companies Act 2013. **UDIN: F002366G001354651**

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- 1.4. The e-voting period was commenced on Tuesday, 23<sup>rd</sup> September, 2025 from 09:00 A.M. (IST) and concluded on Thursday, 25<sup>th</sup> September, 2025 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 19<sup>th</sup> September, 2025, fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM of the Company by electronic mode only.
- 1.5. At the meeting of the Board of Directors of the Company held on 28<sup>th</sup> July, 2025, Ms. Reena Prasad, Company Secretary and Compliance Officer, was made responsible for conducting the entire e- voting process and was authorized to do all things and to take all incidental and necessary steps for conducting the AGM through VC/OAVM.
- 1.6. The votes cast through remote e-voting facility were unblocked after 15 minutes time allocated for venue e voting through Insta Poll after conclusion of AGM in the presence of two (2) witnesses, Ms. Sangita Drolia of Flat 23G, Tower 1, 375, Prince Anwar Shah Road, Kolkata 700068, and Mr. Arun Jalan of 28, Southern Avenue, Kolkata 700026, who were not in the employment of the Company. The votes casted by the Shareholders were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website. The details of vote cast by the attending Members during AGM were provided by RTA. No any vote cast by the Members during 15 minutes time allotted after conclusion of the meeting.
- 1.7. The report inter alia containing details such as list of equity shareholders, 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 were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> in respect of remote e-voting and vote cast during the course of AGM .
- 1.8. The result of consolidated voting on the resolutions through electronic means is as per "Annexure - A" attached herewith.

**RESULT:**

There are 16697 numbers of eligible Members holding total 33033000 no(s) of Shares, who were entitled to vote electronically as on cut-off date i.e., 19<sup>th</sup> September, 2025. All the resolutions mentioned in the notice of AGM as per details given above stand carried with requisite majority. I further report that Company Secretary and Compliance officer as authorized by the Chairman of the meeting will declare and confirm the above results of e voting at the registered office of the Company within stipulated time as permitted by relevant rule of the applicable law in respect of the resolutions referred hereinabove.

I hereby also confirm that I am maintaining the register electronically in respect of details of vote cast through remote e voting downloaded from CDSL portal and will be handed over to the Company Secretary of the Company for safe keeping after declaration of result.

Thanking You,

yours faithfully,

For Pravin Kumar Drolia,

(Practicing Company Secretary)

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(Pravin Kumar Drolia)

F.C.S No.2366, CP 1362

UDIN: F002366G001354651

Date: 26/09/2025

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**(Note: Remote e -voting term mentioned in my above report means the vote cast electronically during the tenure of 3 days e voting period provided before the AGM and vote cast electronically during 15 minutes period allocated after conclusion of Annual General Meeting.)**

## Consolidated result of remote e-voting on the resolutions passed by the Members at the virtual AGM of Soma Textiles &amp; Industries Ltd held on 26th September, 2025 from 3.00 P.M.(IST) to 3.25 P.M.(IST)

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes			Invalid votes			Vote casted in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote casted against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes	% of Valid votes	No. of folios/ No. of Ballots received	Votes	% of Invalid votes	No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	Approval and adoption of the Audited Financial Statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2025 and reports of Board of Directors and Auditors thereon. (passed as an ordinary resolution)	Remote E-Voting	47	19894953	47	19894953	100.00	0	0	0.00	30	19894698	100.00	17	255	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>47</b>	<b>19894953</b>	<b>47</b>	<b>19894953</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>30</b>	<b>19894698</b>	<b>100.00</b>	<b>17</b>	<b>255</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
2	Re-appointment of Sri S. K, Somany (DIN: 00001131) as a Director liable to retire by rotation (passed as an ordinary resolution)	Remote E-Voting	47	19894953	47	19894953	100.00	0	0	0.00	29	19894658	100.00	18	295	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>47</b>	<b>19894953</b>	<b>47</b>	<b>19894953</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>29</b>	<b>19894658</b>	<b>0.00</b>	<b>18</b>	<b>295</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
3	Appointment of Mr Parvin Kumar Drolia (Company Secretary in whole time practice) as secretarial auditors of the Company for a term of five consecutive years from FY 2025-26 to FY 2029-30 (passed as an ordinary resolution) .	Remote E-Voting	47	19894953	47	19894953	100.00	0	0	0.00	30	19894698	100.00	17	255	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>47</b>	<b>19894953</b>	<b>47</b>	<b>19894953</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>30</b>	<b>19894698</b>	<b>100.00</b>	<b>17</b>	<b>255</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
4	Re appointment of Shri A K Somany (DIN: 00024903) as a Managing Director for a period of three years w.e.f 22-01-2026 to 21-01-2029.(passed as a special resolution )	Remote E-Voting	47	19894953	47	19894953	100.00	0	0	0.00	29	19894658	100.00	18	295	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>47</b>	<b>19894953</b>	<b>47</b>	<b>19894953</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>29</b>	<b>19894658</b>	<b>100.00</b>	<b>18</b>	<b>295</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

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5	Approval for sale of Motor Vehicles owned by the Company to Sarvopari Investments Pvt Ltd a promoter group Company (passed as a special resolution)	Remote E-Voting	47	19894953	47	19894953	100.00	0	0	0.00	30	19894698	100.00	17	255	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>47</b>	<b>19894953</b>	<b>47</b>	<b>19894953</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>30</b>	<b>19894698</b>	<b>100.00</b>	<b>17</b>	<b>255</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

6	Approval for payment of ex gratia to Shri Arvind Kumar Somany (MD) of the Company(passed as a special resolution)	Remote E-Voting	47	19894953	47	19894953	100.00	0	0	0.00	30	19894698	100.00	17	255	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>47</b>	<b>19894953</b>	<b>47</b>	<b>19894953</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>30</b>	<b>19894698</b>	<b>100.00</b>	<b>17</b>	<b>255</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

For Pravin Kumar Drolia,

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DROLIA

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(Pravin Kumar Drolia)

Company Secretary in whole time practice,  
F.C.S No.2366, Certificate of Practice No.1362,  
Peer review unit regn: 1928/2022  
UDIN: F002366G001354651, Date:26/09/2025

sd/-

1 Witness

Sangita Drolia,  
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Kolkata : 700068.

sd/-

2 Witness

Arun Jalan,  
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