



# SOMA TEXTILES & INDUSTRIES LTD.

30<sup>th</sup> December, 2024

<i>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</i>	<i>The Corporate Relationship Dept. BSE Ltd., Piroze Jeejeebhoy Towers, 1st Floor, New Trading Ring, Rotunda, Dalal Street, Mumbai - 400 001</i>
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**Sub: Submission of Results of the Postal Ballot, along with the Scrutinizer's Report on Voting on the Resolution as set out in the Postal Ballot Notice dated 12<sup>th</sup> November, 2024 of the Company.**

**(COMPANY ISIN: INE 314C01013)**

Dear Sirs,

Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 as amended till date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations), please find enclosed the Results of voting on the resolution declared by the Company Secretary of the Company, duly authorized by the Board of Directors of the Company, along with Scrutinizer's Report of Mr. Pravin Kumar Drolia, Practicing Company Secretary, (FCS: 2366, CP:1362) Proprietor of M/s. Drolia & Company, Kolkata, appointed as the Scrutinizer for scrutinizing the voting process through remote e-voting, in a fair and transparent manner with respect to Special Resolution set out in the Postal Ballot Notice dated 12<sup>th</sup> November, 2024 and which was approved and passed on 28<sup>th</sup> December, 2024.

Please take the same on your records.

Thanking you,

Yours faithfully,

For Soma Textiles & Industries Limited

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

**Encl.as above**



**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 Reclamatoin, 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

CS PRAVIN KUMAR DROLIA  
(Company Secretary in whole time practice)  
2<sup>nd</sup> Floor, Block D, 13, Selimpur Road, Kolkata -700031  
MOBILE NO: 9831196869, EMAIL ID: droliapravin12@gmail.com

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**Report of Scrutinizer**

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Chairman and Managing Director,  
**SOMA TEXTILES & INDUSTRIES LIMITED,**  
**CIN: L51909WB1940PLC010070,**  
2 Red Cross Place,  
Kolkata-700 001.

Dear Sir,

**Sub: Scrutinizer's report on remote e-voting conducted on the resolution mentioned in the postal ballot notice dated 12<sup>th</sup> November, 2024**

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I, Pravin Kumar Drolia, (Membership No. F2366 & CP 1362) Company Secretary in whole time practice, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of your at their meeting held on 12<sup>th</sup> November, 2024 for the purpose of scrutinizing the votes to be cast through remote e-voting and ascertaining the result thereof in a fair and transparent manner in respect of the following resolution as set out in the aforementioned postal ballot notice of the Company in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, read with MCA General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 and 9/2023 dated 25/09/2023 ("MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Sl. No.	Type of Resolution	Particulars
1	Ordinary resolution	<b>Approval of Material Related Party transaction with Patodia Overseas Exports LLP</b>

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to postal ballot process on the resolution set out in the notice. My responsibility, as scrutinizer for scrutinize the e-voting process is restricted to the extent of ascertaining requisite votes casted i.e., "in Favour" and "Against" the resolution mentioned in the notice of postal ballot.

UDIN: F002366F003519321

PRAVIN KUMAR  
DROLIA

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1. I submit my report as under:

- 1.1. As per the information provided by the Management, the RTA had completed the dispatch of notice of Postal Ballot dated 12<sup>th</sup> November, 2024 along with other details through electronic mode only latest by 27<sup>th</sup> November, 2024 to 12901 numbers of Members whose names were appeared in the Register of Members/List of Beneficiaries with registered e-mail addresses as on 22<sup>nd</sup> November, 2024 being the cut-off date fixed by the Board, in terms of MCA Circulars.
- 1.2. The Members holding shares in physical mode and not having email ID registered with Registrar & Share Transfer Agent were also given facility to get their email ID registered to receive the notice of Postal Ballot electronically and participate in remote e-voting process. Voting rights have been reckoned on the paid-up value of the shares registered in the name of the Members / Beneficial Owners as on the cut-off date i.e 22<sup>nd</sup> November'2024. One fully paid share held is equal to one vote.
- 1.3. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended read with above mentioned Circular, public notices were published in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) on 28<sup>th</sup> November, 2024 informing the Members about completion of dispatch of Postal Ballot notice by electronically, along with other information as specified in the rules.
- 1.4. In compliance of the provisions of rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company had provided only remote e-voting facility to all its Members to enable them to cast their votes electronically.
- 1.5. The Company had appointed Central Depository Services (India) Limited (CDSL) to provide the e-voting services platform for facilitating e-voting to enable the Members to cast their votes electronically. The e-voting period commenced on Friday, 29<sup>th</sup> November, 2024 from 9:00 A.M. (IST) and concluded on Saturday, 28<sup>th</sup> December, 2024 at 5:00 P.M. (IST) and e voting module was disabled thereafter. The e voting facility provided by CDSL was unlocked after closure of voting period at 5 PM in presence of two witnesses Mr Naveen Saraf and Mr Anirudh Saraf both residents of 58/26, prince Anwar Shah Road, Kolkata 700045, who were not in employment of the Company. Votes casted by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website and were counted thereafter. The details of e voting have been duly entered in a register separately maintained.
- 1.6. At the meeting of the Board of the Company on 12<sup>th</sup> November, 2024, Ms. Reena Prasad , Company Secretary and Compliance Officer, was made responsible for conducting the entire postal ballot process through remote e-voting and to take all incidental and necessary steps in this regard.
- 1.7. I have relied on confirmation provided by the Registrar and Share Transfer Agent (RTA) of the Company in relation to details regarding number of shares held by the respective shareholders who have participated in remote e voting process against their respective Folio Number/ Client ID.
- 1.8. There were 16333 numbers of eligible Members holding total 33033000 no(s) of Equity Shares of Rs 10/- each to vote as on cut-off date i.e., 22<sup>nd</sup> November, 2024. On scrutiny, I report that out of these shareholders, 130 shareholders have exercised their right through remote e-voting. The details of e voting on the proposed resolution as mentioned above are provided in the **Annexure "A"** attached to this report.

UDIN: F002366F003519321

PRAVIN KUMAR  
DROLIA

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**RESULT:**

Resolution as stated in the Postal Ballot notice dated 12<sup>th</sup> November, 2024 stand passed with requisite majority as on 28<sup>th</sup> December, 2024.

I further report that the Company Secretary and Compliance officer as authorized by the Board in this regard may declare and confirm the above results of e-voting at the registered office of the Company not later than 30<sup>th</sup> December, 2024 in respect of the resolution referred hereinabove.

All relevant records relating to remote e-voting will be handed over to the authorized person for safe keeping after the necessary compliances are made in terms of the rules.

Thanking You,

Place: Kolkata  
Date: 29<sup>th</sup> December, 2024

Yours faithfully,  
**FOR PRAVIN KUMAR DROLIA,**  
(Company Secretary in whole time practice)  
PRAVIN KUMAR Digitally signed by PRAVIN  
KUMAR DROLIA  
DROLIA Date: 2024.12.29 12:54:50  
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(Pravin Kumar Drolia)  
Proprietor.  
FCS:2366, CP 1362.  
UDIN: F002366F003519321  
Peer View Reg: 1928/2022

**Details of e-voting result on resolutions approved through Postal Ballot process on Saturday, 28th December, 2024 at 5.00 P.M by Shareholders of Soma Textiles & Industries Ltd.**

Total No. of Shareholder as on record date i.e. 22nd November, 2024 = 16,333

Total No. of paid up Shares as on 22nd November, 2024 = 3,30,33,000

SL No.	Resolution	Mode	No. of folio(s) received	Total no. of shares held	Valid votes		% of valid votes to total votes	Invalid votes		% of invalid Votes	Votes cast in favour of the resolution		% of valid votes in favour of the resolutions	Votes cast against the resolution		% of valid votes against the resolution	Abstain	
					No. of folio(s) received	Votes		No. of folio(s) received	Votes		No. of folio(s)	Votes		No. of folio(s)	Votes		No. of folio(s)	Votes
1	Approval of Material Related Party transaction with Patodia Overseas Exports LLP.(passed as an ordinary resolution)	Electronic	130	18,92,704	130	18,92,704	100.00	-	-	-	116	18,89,849	99.85	14	2,855	0.15	-	-
		TOTAL	130	18,92,704	130	18,92,704	100.00	-	-	-	116	18,89,849	99.85	14	2,855	0.15	-	-

**For Pravin Kumar Drolia,**  
(Company Secretary in whole time practice)

PRAVIN KUMAR  
DROLIA

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PRAVIN KUMAR DROLIA  
Date: 2024.12.29  
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( Pravin Kumar Drolia)  
Proprietor.  
FCS 2366, CP 1362  
Dated: 29/12/2024  
UDIN:F002366F003519321  
Peer review regn: 1928/2022

**Name and address of witnesses**

sd/-

1 Mr. Naveen Saraf of  
58/26, Prince Anwar Saha Road,  
Kolkata - 700045.

sd/-

2 Mr. Anirudh Saraf of  
58/26, Prince Anwar Saha Road,  
Kolkata - 700045.



**SOMA TEXTILES & INDUSTRIES LIMITED**

**Details of voting results of E-voting and Ballot Paper pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the Resolution as set out in the Postal Ballot Notice dated 12th November, 2024 of Soma Textiles & Industries Limited and passed by the Members of the Company by means of electronic voting on 28th December, 2024 duly declared by Mrs. Reena prasad, Company Secretary of the Company duly authorised by the Chairman of the Company on 29th December, 2024 at 5-00 P.M. at 2, Red Cross Place, Kolkata - 700 001.**

Date of declaration of Postal Ballot Result	29th December, 2024
Total number of shareholders on record date i.e. 22nd November, 2024	16,333
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NOT APPLICABLE
No. of Resolution passed in Meeting/ through Postal Ballot	1

Resolution Required : (Ordinary/Special)								Ordinary
Whether promoter/ promoter group are interested in the Agenda/resolution								Yes
Resolution No.1: Approval of Material Related Party Transaction with Patodia Overseas Exports LLP								
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	24,768,058	-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		-	-	-	-	-	-
Public-Institutions	E-voting	12,793	-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		-	-	-	-	-	-
Public-Non Institutions	E-voting	8,252,149	1,892,704	22.94	1,889,849	2,855	99.85	0.15
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>1,892,704</b>	<b>22.94</b>	<b>1,889,849</b>	<b>2,855</b>	<b>99.85</b>	<b>0.15</b>
<b>Total</b>		<b>33,033,000</b>	<b>1,892,704</b>	<b>5.73</b>	<b>1,889,849</b>	<b>2,855</b>	<b>99.85</b>	<b>0.15</b>