SOMA TEXTILES & INDUSTRIES LTD.

A GOVT. RECOGNISED EXPORT HOUSE

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CIN : L51909WB1940PLC010070

STIL/SECY/KOL/2014-15/29

11th September, 2014

The Corporate Relationship Dept.
Bombay Stock Exchange Ltd.,
Piroze Jeejeebhoy 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

Re: Passing of Special Resolutions seeking Members' approval under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 by Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir(s),

This has reference to Agenda item nos. (i) to (iv) of our Notice Ref. No. STIL:KOL:SECY:14-15/22 dated 5th August, 2014, regarding approval of notice for Postal Ballot, for seeking approval and/or consent of the Members of the Company for borrowing power of the Board under Section 180(1)(c) of the Companies Act, 2013 and to sell, lease or otherwise dispose of and to create charge, mortgage, hypothecation, over the properties of the Company under Section 180(1)(a) of the Companies Act, 2013, in renewal of earlier ordinary resolutions passed under the erstwhile Companies Act, 1956, and other applicable provisions, if any, of the Companies, Act, 1956.

The Board of Directors of the Company ('the Board') at their Meeting held on 14th August, 2014, decided, to recommend enabling Special Resolutions through Postal Ballot process to seek Members' approval/Consent, for borrowing power of the Board under Section 180(1)(c) of the Companies Act, 2013 ('the Act') and empowering the Board to sell, lease or otherwise dispose of and to create charge, mortgage, hypothecation, over the properties of the Company under Section 180(1)(a) of the said Act, in renewal of ordinary resolutions earlier passed under Section 293(1)(d) and Section 293(1)(a) respectively of the erstwhile Companies Act, 1956.

The Board at the said Meeting, for the purpose thereof considered and approved the Postal Ballot Notice along with the Postal Ballot Form and the Calendar of Events for Postal Ballot (Tentative), in terms of the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, by a resolution

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passed thereat comprising Special Resolutions seeking Members' approval/consent in regard to borrowing power of the Board up to Rs. 300 Crore u/s 180(1)(c) of the Act, and authorizing the Board, to sell, lease or otherwise dispose of and to create charge, mortgage, hypothecation, over the properties of the Company, both present and future, under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013 [A certify true copy of the Postal Ballot Notice (including Postal Ballot Form and Calendar of Events (Tentative)) are sent for your record **(ANNEXURE-I)]**.

The Board has at the said Meeting, appointed Mr. Pravin Kumar Drolia, FCS, Practicing Company Secretary of Kolkata, to conduct the Postal Ballot Voting process through E-voting and physical Assent/Dissent form, in a fair and transparent manner under a resolution passed by them (a copy thereof is attached **ANNEXURE-II**). Simultaneously the Board has also appointed the Company Secretary and a functional Director, making them responsible for the entire Postal Ballot process to be conducted in regard to the special resolutions proposed to be passed by way of Postal Ballot, in the manner as set out in the Notice of Postal Ballot and Postal Ballot Form and approved by the Board, as stated hereinabove. A certify true copy of the extract of the relevant resolution is attached herewith **(ANNEXURE-III).**

The Company has fixed 29th August, 2014, as Cut-off date (Record date) for determining the name of Members to whom notice of Postal Ballot will be sent through electronically and physically, by the permitted mode of dispatch.

Accordingly, we are taking necessary steps for obtaining Shareholders approval through Postal Ballot Process at the earliest, in compliance with Section 110 of the Companies act, 2013, read with the relevant rules made their under.

This is for your information and record.

Thanking you

Yours faithfully,
For Soma Textiles & Industries Ltd.,

(R.S. Sharma)
Company Secretary

CC :