



SOMA TEXTILES & INDUSTRIES LTD.

A GOVT. RECOGNISED EXPORT HOUSE

REGD. OFFICE : 2, RED CROSS PLACE, KOLKATA - 700 001, INDIA

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E-mail : rssharma@somatextiles.com

Website : www.somatextiles.com

CIN : L51909WB1940PLC010070

23rd September, 2015

Department of Corporate Services,
BSE Limited,
Floor 25, P. J. Towers,
Dalal Street,
Mumbai - 400 001

The Secretary,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Sub: Submission of Minutes of the proceedings of the
77th Annual General Meeting of the Company

Dear Sir,

In accordance with the provisions of Clause 31(d) of the Listing Agreement, we are pleased to forward herewith certified true copy of the Minutes of the proceedings of 77th Annual General Meeting of the Members of the Company held on Thursday, 17th September, 2015, along with Annexure 'A' (Consolidated Scrutinizer's Report on combined voting carried out by way of remote e-voting and voting through physical ballot papers), for your record.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For SOMA TEXTILES & INDUSTRIES LIMITED

(R.S. Sharma)
Company Secretary

Encl: As Above



SOMA TEXTILES & INDUSTRIES LIMITED

Minutes of the proceedings of the Seventy-seventh (77th) Annual General Meeting of the Members of Soma Textiles & Industries Limited, held on Thursday, the 17th September, 2015 at 2-30 P.M. at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata - 700001.

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P R E S E N T:

Shri S. K. Somany	- Chairman & Shareholder
Shri B. K. Hurkat	- Director & Chairman of Audit Committee
Smt. N. loyalka	- Director
Shri R. S. Sharma	- In attendance (Secretary & Shareholder)

Total Fifty-four (54) Members of the Company were present in person (including Four (4) proxies and Two (2) corporate representations) as per Attendance Register.

1. Shri S. K. Somany, the Chairman of the Board of Directors, took the Chair in accordance with the provisions of Article 67 of the Articles of Association of the Company.
2. The Chairman announced that the requisite quorum of the meeting in terms of Section 103 of the Companies Act, 2013, was present. The Chairman thereafter declared the meeting as properly constituted and called the meeting to order and commenced the formal proceedings of the meeting.
3. The Chairman informed the Members that the representative(s) of M/s Pipara & Co., the Statutory Auditors of the Company, was not present at the AGM, since exemption was granted by the Company.
4. The Chairman declared that the Company had received Two (2) representation under Section 113 of the Companies Act, 2013 representing 1,10,04,960 Equity Shares constituting 33.32% of the Paid-up Share Capital of the Company and Proxy(ies) representing 9,04,207 Equity Shares, constituting 2.74% of the Paid-up Equity Share Capital of the Company, aggregating thereby to 1,19,09,167 Equity Shares, constituting 36.06% of the Paid-up Equity Share Capital of the Company.
5. The Register of Contracts or Arrangements maintained by the Company pursuant to Section 189 of the Companies Act, 2013, was produced at the commencement of the meeting for inspection by the Members of the Company and any person having right to attend the meeting and was kept open and accessible during the continuance of the meeting.
6. The Register of Directors' and Key Managerial Personnel and their Shareholdings maintained by the Company pursuant to the provisions of

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For Soma Textiles & Industries Ltd

R. S. SHARMA
(Secretary)

Section 170 of the Companies Act, 2013, was produced at the commencement of the meeting for inspection by the Members of the Company and any person having right to attend the meeting and was kept open and accessible during the continuance of the meeting.

7. With the consent of the Shareholders present the Chairman took the Notice dated 30th May, 2015, convening the 77th Annual General Meeting ("AGM") together with the statement prepared in terms of Section 102 of the Companies Act, 2013, the Annual Accounts of the Company for the year ended 31st March, 2015, as well as Directors' Report thereon, already in the hands of the Shareholders, as read.
8. The Chairman informed the Members present that the Statutory Auditors' Report circulated to the Members did not contain any qualification, observation or comments which would have any adverse effect on the Company's functioning, hence Auditors' Report was not required to be read at the AGM in terms of Section 145 of the Companies Act, 2013. However, at the instance of Shareholders present, it was taken as read.

The Chairman also informed that Secretarial Auditor's Report was clean report and there was no qualification and adverse mark, reported by the Secretarial Auditor in their Report.

9. The Chairman then addressed the Members and gave an overview of the financial year ended 31st March, 2015 and highlighted on the Global Scenario in the Textile Industry and the critical phase undergoing within the Country and the challenging period ahead of Company. He further stated that in short term prospective, the prospects of the Industry and Company as well, looked gloomy. However, vigorous efforts were being made by the Company to improve the financial health of the Company, which might take some time.

The Chairman thereafter invited Members present to seek clarification and express their observations and comments, if any, on the Report and Financial Statements and the Resolutions set out in the Notice of the 77th AGM of the Company. Observations and Comments were made by the Members and the queries put forth and clarifications sought for by them were appropriately answered by the Chairman. The Chairman thanked the Members for their keen interest in Company's working.

10. Before moving the Resolutions set out under item nos. 1 to 7 as recommended to the Members, for seeking their approval, as per the Notice of 77th AGM, the Chairman informed the Members, present in the Meeting that pursuant to the Notification dated March 19, 2015 issued by the Ministry of Corporate Affairs (MCA), Government of India and in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company had provided remote e-voting facilities to the Members of the Company, whose names appeared in the Register of Members as on the cut-off date of 10th September, 2015, through the services of Central Depository Services (India) Limited (CDSL), in respect of each of the items contained in the said Notice of 77th AGM. Such remote e-voting period was opened on Monday, the 14th September, 2015 at 9:00 A.M. IST and concluded on

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For **Soma Textiles & Industries Ltd**


R. S. SHARMA
(Secretary)

Wednesday, the 16th September, 2015 at 5:00 P.M. IST. The Chairman thanked all the Members who voted through the remote e-voting facility.

11. The Chairman also informed the Members that the Company had also provided the facility of voting by physical ballot papers at the AGM Hall, to those Members, whose names were in the Register of Members as on the cut-off date of 10th September, 2015 and who for any reason, could not cast their vote through remote e-voting. The said voting through Ballot Papers would be conducted after transacting and conducting all the businesses as mentioned in the Notice convening the AGM. The Chairman also reminded the Members that votes cast by a Member through remote e-voting would prevail over the vote, if any, cast by the same Member by way of ballot papers at the AGM venue. The voting rights of the Members were in proportion to their shares in the equity share capital of the Company as on the cut-off date of 10th September, 2015.
12. The Chairman further informed the Members present that Mr. P. K. Drolia, Practicing Company Secretary (Membership No. 2366, Certificate of Practice No.:1362), Kolkata, was appointed as the Scrutinizer by the Company for the purpose of the Scrutinising remote e-voting and voting through physical ballot papers by the Members at the AGM Venue, in fair and transparent manner. He had been authorized to submit combined results of the remote e-voting and physical voting to be conducted through ballot papers at the venue of the AGM to enable to announce the results of Voting.
13. The Chairman further informed that the combined results of remote e-voting and voting through physical ballot papers at the AGM Venue would be announced on 18th September, 2015 at the Company's Registered Office at 2, Red Cross Place, Kolkata - 700 001 by the Chairman of the Company or in his absence by the Executive Director or Company Secretary of the Company, authorized by the Board of Directors, upon receipt of Consolidated Scrutinizer's Report on the voting conducted by means of re-mote e-voting and physical ballot papers from the Scrutinizer and that the voting results declared by the Company along with the Consolidated Scrutinizer's Report would be put up on the Notice Board of the Company and uploaded on the website of the Company www.somatextiles.com and on the website of the CDSL www.evotingindia.com. The results would be simultaneously forwarded to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the equity shares of the Company continued to be presently listed.
14. The Chairman authorized the Company Secretary to carry out the voting through physical ballot papers. Ballot papers duly initialed by the Chairman were made available to the Members, whose names appeared in the Register of Members as on the cut-off date of 10th September, 2015 and present at the Meeting and requested the members and the proxy holders present at the Meeting to cast their votes, if they had not cast their votes through remote e-voting, by completing the ballot forms and depositing it in the ballot boxes placed at the venue. The Members present at the Meeting, accordingly cast their votes.
15. The Chairman thereafter declared that the Business to be transacted at this AGM through ballot papers and remote e-voting prior to the date of

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For Soma Textiles & Industries Ltd

R. S. SHARMA
(Secretary)

this AGM, in regard to Resolutions set out in the Notice of 77th AGM of the Company were concluded.

16. The Scrutinizer, Mr. Pravin Kumar Drolia, after the conclusion of counting of votes cast at the AGM by way of physical ballots, unblocked the votes cast through remote e-voting in the presence of Ms. Neha Daga and Ms. Chetana Goel, two witnesses not in the employment of the Company and submitted his consolidated report on the combined voting carried out by way of remote e-voting and voting through physical ballot papers as enclosed and marked as **Annexure 'A'**.
17. Based on the Scrutinizer's Consolidated Report on the combined Results of Voting comprising of remote e-voting and voting through physical ballot papers at the AGM, disclosing the votes cast in 'favour' and 'against' the Resolutions set out under item nos. 1 to 7 of the Notice of 77th AGM dated 30th May, 2015. The Chairman announced the results of voting on the Resolutions, transacted at the 77th AGM of the Company, in seriatim, as given hereunder: -

ORDINARY BUSINESS:

Item No. 1 of the Notice:

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of Directors and Auditors thereon

Voting Results:-

Mode of Voting	No. of Votes in FAVOUR	No. of Votes AGAINST	%age of votes in favour on votes cast	%age of votes against on votes cast
Remote E-voting	1,62,13,022	0	100.00	0.00
Ballot Papers at the AGM	120	30	80.00	20.00
Total votes cast	1,62,13,142	30	100.00	0.00

Based on the votes cast in favour and against the Resolution, the Chairman declared the following Resolution as "CARRIED" with requisite majority:-

(As an Ordinary Resolution)

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon be and are hereby approved and adopted."

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For ~~Soma~~ Textiles & Industries Ltd

R. S. SHARMA
(Secretary)

Item No. 2 of the Notice:

Re-appointment of Shri S. K. Somany (DIN: 00001131) (Retiring Director)

Voting Results:-

Mode of Voting	No. of Votes in FAVOUR	No. of Votes AGAINST	%age of votes in favour on votes cast	%age of votes against on votes cast
Remote E-voting	1,62,13,022	0	100.00	0.00
Ballot Papers at the AGM	120	30	80.00	20.00
Total votes cast	1,62,13,142	30	100.00	0.00

Based on the votes cast in favour and against the Resolution, the Chairman declared the following Resolution as "CARRIED" with requisite majority:-

(As an Ordinary Resolution)

"RESOLVED THAT Shri S. K. Somany (DIN : 00001131), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed a Director of the Company."

Item No. 3 of the Notice:

Appointment of Statutory Auditors

Voting Results:-

Mode of Voting	No. of Votes in FAVOUR	No. of Votes AGAINST	%age of votes in favour on votes cast	%age of votes against on votes cast
Remote E-voting	1,62,13,022	0	100.00	0.00
Ballot Papers at the AGM	120	30	80.00	20.00
Total votes cast	1,62,13,142	30	100.00	0.00

Based on the votes cast in favour and against the Resolution, the Chairman declared the following Resolution as "CARRIED" with requisite majority:-

(As an Ordinary Resolution)

"RESOLVED THAT M/s. Pipara & Company, Chartered Accountants, Ahmedabad, having registration no.107929W allotted by Institute of Chartered Accountants of India (ICAI), the retiring Statutory Auditors of the Company be and are hereby re-appointed Statutory Auditors of the Company to hold office from the conclusion of this 77th Annual General Meeting until the conclusion of the next 78th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company upon recommendation of the Audit Committee and/or Committee of the Board of Directors of the Company, plus service

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R. S. SHARMA
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tax and reimbursement of actual traveling and out of pocket expenses as may be incurred by them for performance of their duties.”

SPECIAL BUSINESS:

Item No. 4 of the Notice:

Appointment of Shri M. H. Shah (DIN: 01394920), as an Independent Director

Voting Results:-

Mode of Voting	No. of Votes in FAVOUR	No. of Votes AGAINST	%age of votes in favour on votes cast	%age of votes against on votes cast
Remote E-voting	1,62,13,022	0	100.00	0.00
Ballot Papers at the AGM	120	30	80.00	20.00
Total votes cast	1,62,13,142	30	100.00	0.00

Based on the votes cast in favour and against the Resolution, the Chairman declared the following Resolution as “CARRIED” with requisite majority:-

(As an Ordinary Resolution)

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri M. H. Shah (holding DIN 01394920), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th February, 2015, and who holds office as an Additional Director upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 10th February, 2015.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5 of the Notice:

Appointment of Smt. N. Loyalka (DIN: 07094208), as an Independent Director

Voting Results:-

Mode of Voting	No. of Votes in FAVOUR	No. of Votes AGAINST	%age of votes in favour on votes cast	%age of votes against on votes cast

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R. S. SHARMA
(Secretary)

Remote E-voting	1,62,13,022	0	100.00	0.00
Ballot Papers at the AGM	120	30	80.00	20.00
Total votes cast	1,62,13,142	30	100.00	0.00

Based on the votes cast in favour and against the Resolution, the Chairman declared the following Resolution as "CARRIED" with requisite majority:-

(As an Ordinary Resolution)

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161(4) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. N. Loyalka (holding DIN 07094208), who has already been appointed as an Independent Director, not liable to retire by rotation, by the Board of Directors, to fill the casual vacancy, caused by death of Late B. L. Dhoot, effective from 11th February, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby confirmed and approved, to hold office for a term of five consecutive years with effect from 11th February, 2015."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6 of the Notice:

Re-appointment of Shri Shrikant Bhat, as Whole-time Director, designated as Executive Director, being a Key Managerial Personnel

Voting Results:-

Mode of Voting	No. of Votes in FAVOUR	No. of Votes AGAINST	%age of votes in favour on votes cast	%age of votes against on votes cast
Remote E-voting	1,62,13,022	0	100.00	0.00
Ballot Papers at the AGM	120	30	80.00	20.00
Total votes cast	1,62,13,142	30	100.00	0.00

Based on the votes cast in favour and against the Resolution, the Chairman declared the following Resolution as "CARRIED" with requisite majority:-

(As a Special Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and rules made thereunder and any amendments thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Central Government, if required, and such other approvals, permissions and sanctions as may be required and subject to such

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R. S. SHARMA
(Secretary)

conditions and modifications as may be imposed and/or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as are agreed to by the Board of Directors (hereinafter referred to as 'the Board' which terms shall include any committee constituted/to be constituted by the Board and any person authorized by the Board in this behalf) and acceptable to Shri Shrikant Bhat, the consent of the Company be and is hereby accorded to the re-appointment of Shri Shrikant Bhat (Shri Bhat), as Whole-time Director, designated as Executive Director, being a Key Managerial Personnel, of the Company, who shall be subject to retirement by rotation in terms of Section 152 read with other relevant provisions including Section 160 of the Companies Act, 2013 for a period of Three (3) years with effect from 18th January, 2016 to 17th January, 2019, on such remuneration by way of salary, bonus/ex-gratia in lieu of bonus, perquisites, allowances and/or benefit(s), within and up to the maximum limit as have been determined, fixed and approved by the Board subject to overall limit, stipulated in Sections 197 of the Companies Act, 2013 and subject further to obtaining Members' approval by virtue of this Special Resolution, proposed to be passed at this meeting and on such other terms, conditions and stipulations (including remuneration) as contained in the "Draft Agreement" to be entered into between the Company of the ONE PART and Shri Bhat of the OTHER PART, and duly specified in the Statement, annexed to the Notice of 77th Annual General Meeting of the Company ("AGM Notice"), which forms the part of this resolution and Draft of the AGREEMENT, as placed before this meeting and initialed by the Chairman of the Company for the purpose of identification, is hereby specifically approved and sanctioned.

"RESOLVED FURTHER THAT Board may in its absolute discretion pay to Shri Bhat, a Whole-time Director, designated as Executive Director, being a Key Managerial Personnel, lower remuneration within the said maximum limits as stipulated in the Draft Agreement and the Statement hereinabove referred to."

"RESOLVED FURTHER THAT the Whole-time Director, designated as Executive Director, being a Key Managerial Personnel, shall not be entitled to any sitting fee for attending meeting of the Board and/or Committee(s) thereof."

"RESOLVED FURTHER THAT, within the terms of remuneration as set out in the Statement and the 'Draft Agreement' referred to hereinabove and as approved herein by the shareholders, the Board of Directors of the Company be and is hereby authorised to revise, vary or increase the remuneration (salary, bonus/ex-gratia in lieu of bonus, perquisites and allowances) payable to Shri Bhat from time to time, to the extent the Nomination and Remuneration Committee of the Board of Directors and/or the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provisions under the Act, for the time being in force, provided however, that the remuneration payable to Shri Bhat shall be within the limits set out in the Act including Schedule V to the Act or any amendments thereto or any modifications or statutory enactment thereof and/or rules or regulations framed thereunder without any further reference to the Members of the Company in the General Meeting and accordingly the terms of the aforesaid 'Draft Agreement' between the Company and Shri Bhat shall be

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For Rama Textiles & Industries Ltd


R. S. SHARMA
(Secretary)

suitably modified to give effect to such variation or increase as the case may be.”

“RESOLVED FURTHER THAT notwithstanding anything contained hereinabove where in any financial year during the term of employment of Shri Bhat, the Company has no profits or its profits are inadequate, the Company do pay to Shri Bhat, subject to requisite approval, the existing remuneration or the revised remuneration, as may be approved by the Board, as a “Minimum Remuneration” per month by way of salary, bonus/ex-gratia in lieu of bonus, perquisites, allowances and/or benefits, as specified in the ‘Draft Agreement’ and also in the Statement annexed to the AGM Notice, subject to and within the maximum ceiling limits laid down under Section II of Part II of Schedule V to the Act as applicable to the Company at the relevant time depending upon the effective capital of the Company or such other limits as may be prescribed by the Central Government from time to time as to minimum remuneration or any amendments thereto or any modifications or statutory re-enactment thereof and/or any rules or regulations framed thereunder unless otherwise prior approval of the Central Government is obtained if and to the extent necessary.”

“RESOLVED FURTHER THAT, in the event Central Government approval is sought for, the remuneration payable to Shri Bhat, as set out in ‘Draft Agreement’ and also in the Statement annexed to the Notice of 77th AGM and referred to hereinabove will be subject to such modifications/amendments/changes as the Central Government may suggest or require or direct and which the Board of Directors/Nomination and Remuneration Committee is authorised to accept on behalf of the Company and as may be acceptable to Shri Bhat.”

“RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, substitutions, relaxations or re-enactments by the Central Government to Schedule V to the said Act, the Board of Directors of the Company be and is hereby authorised and empowered to vary, alter, increase, enhance or widen the scope of remuneration including salary, commission, perquisites, allowances and/or benefits, to the extent but within the maximum permissible limits for payment of managerial remuneration specified in Schedule V to the said Act and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, without any further reference to the Members of the Company in General Meeting.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorised to execute and sign the agreement and other documents and take such steps and do all such act, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

Item No. 7 of the Notice:

Remuneration to the Cost Auditors for the Financial Year ending 31st March, 2016

Voting Results:-

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for Some Textiles & Industries Ltd

R. S. SHARMA
(Secretary)

Mode of Voting	No. of Votes in FAVOUR	No. of Votes AGAINST	%age of votes in favour on votes cast	%age of votes against on votes cast
Remote E-voting	1,62,13,022	0	100.00	0.00
Ballot Papers at the AGM	150	0	100.00	0.00
Total votes cast	1,62,13,172	0	100.00	0.00

Based on the votes cast in favour and against the Resolution, the Chairman declared the following Resolution as "CARRIED UNANIMOUSLY":-

(As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Amendment Rules, 2014, framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. N. D. Birla & Company, the Cost Auditors, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid the remuneration by way of Cost Audit Fee of Rs. 48,000/- plus service tax, as applicable and reimbursement of out of pocket expenses, if any, incurred in connection with such audit."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

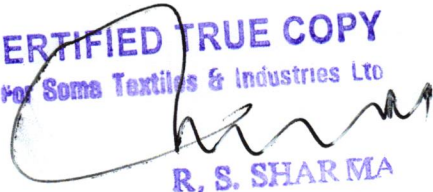
DECLARATION

The Chairman lastly declared that in view of the above results, all the ordinary and special resolution set out under item nos. 1 to 7 above and set out in the Notice of the 77th AGM under item nos. 1 to 7, were duly approved and passed by the Members with requisite majority and all the resolutions, therefore, taken as passed on the date of AGM itself i.e. 17th September, 2015, forming integral part of the proceeding of the 77th AGM of the Company.

There being no other business to transact, the meeting closed with a vote of thanks to the Chair.

CHAIRMAN

Place : Kolkata
Dated: 18th September, 2015

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for Some Textiles & Industries Ltd

R. S. SHARMA
(Secretary)

Annexure 'A'

DROLIA & COMPANY
(Company Secretaries)

9, Crooked Lane, Kolkata - 700069
Mobile: 09831196869; Email: droliapravin@yahoo.co.in

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,
(Management and Administration) Amended Rules, 2015]

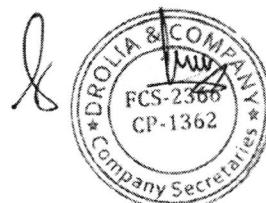
To,
The Chairman,
SOMA TEXTILES & INDUSTRIES LIMITED
2, Red Cross Place,
Kolkata-700001

Dear Sir,

SUB: SCRUTINIZER REPORT FOR RESOLUTIONS PASSED AT 77TH ANNUAL GENERAL MEETIN OF THE COMPANY

I, Pravin Kumar Drolia, having F.C.S. No. : 2366 & C.P. No. : 1362, proprietor of Drolia & Company, Company Secretaries, Kolkata, have been appointed as a Scrutinizer by the Board of Directors of M/s. Soma Textiles & Industries Limited (CIN: L51909WB1940PLC010070) ("the Company") at their meeting held on 30th May, 2015, for the purpose of scrutinizing the remote e-voting process and physical voting through ballot paper at the venue of 77th Annual General Meeting ('AGM'), to ascertain the results on votes carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act'), read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, on the Resolutions contained in the AGM Notice dated 30th May, 2015 (hereinafter referred to as "the resolutions") of the 77th AGM of the Members of the Company, held on Thursday, the 17th September, 2015 at 2.30 P.M. at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata-700001.

1. The notice dated 30th May, 2015 convening the 77th Annual General Meeting ('AGM') of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent on 22nd August, 2015 to those shareholders whose names appeared in the Register of Members/Beneficial Owners as on 14th August, 2015 in respect of the resolutions to be passed at the said AGM of the Company.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physically (i.e. by remote e-voting and voting through physical ballot papers at the venue of AGM) for the resolutions contained in the Notice of the 77th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and voting through physical ballot paper at the venue of the AGM) is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting process system provided by Central Depository Services (India) Limited (CDSL), the Agency



authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and voting through physical ballot paper at the venue of the AGM. There was no demand for poll on any resolution by the Shareholders at the said AGM.

3. Further to the above, I submit herewith my Consolidated Scrutinizer's Report on the results of voting through electronic means and voting through physical ballot paper at the venue of the AGM as under:-

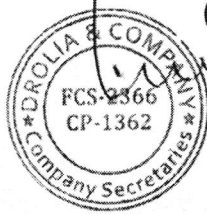
- i. The remote e-voting period commenced on Monday, the 14th September, 2015 at 9.00 A.M. (IST) and ended on Wednesday, the 16th September, 2015 till 5.00 P.M. (IST).
- ii. The Members who were on record of the Company as well as whose particulars provided by the Depositories on the "cut-off" date i.e., 10th September, 2015, were entitled to vote through remote e-voting process on the resolutions set out in the notice of the 77th AGM of the Company.
- iii. The votes cast through remote e-voting were unlocked on 17th September, 2015 in the presence of 2 (two) witnesses, **Ms. Chetana Goel**, resident of 146, Bangur Avenue, Block A, 3rd Floor, Kolkata - 700055 and **Ms. Neha Daga** resident of 114/1, D.J. Street, Bhadrakali, Hindmotor, Hooghly-712232 who are not in the employment of the Company.
- iv. The physical voting facility through ballot papers was provided at the venue of 77th Annual General Meeting held on Thursday, 17th September, 2015 for those members who attended the meeting but not participate in remote e-voting were considered for the purpose of this report accordingly. The Ballot box was opened by me in the presence of two witnesses, **Ms. Chetana Goel**, resident of 146, Bangur Avenue, Block A, 3rd Floor, Kolkata - 700055 and **Ms. Neha Daga** resident of 114/1, D.J. Street, Bhadrakali, Hindmotor, Hooghly-712232, after the voting process was over at the said AGM of the Company.
- v. The details containing inter alia, list of Equity Share holders, who voted "for" or "against", on each of the resolutions that were put to vote and whose votes became invalid, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com> and is based on such reports generated thereof.
- vi. The combined result of the voting considering remote e-voting and votes casted through physical ballot papers at the venue of the 77th AGM, is annexed.

Thanking You,

Place: Kolkata

Date: 17th September, 2015

FOR DROLIA & COMPANY
(Company Secretaries)



(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366,
Certificate of Practice No.1362

Soma Textiles & Industries Limited - 77th Annual General Meeting Held on 17th September, 2015
Consolidated Results (E-voting and Physical Ballot)

SL NO	Description	Mode	No. of folios/ Ballots Received	Total no. of votes cast	Valid votes			Votes cast in favour of the resolutions			Votes cast against the resolutions			Invalid votes	
					No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of Directors and Auditors thereon. (As an Ordinary Resolution)	E-voting	39	16213022	39	16213022	100.00	39	16213022	100.00	0	0	0.00	0	0
		Physical Ballot Paper	5	150	5	150	100.00	3	120	80.00	2	30	20.00	0	0
		TOTAL	44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0
2	To appoint a Director in place of Shri S. K. Somany (DIN: 00001131), who retires by rotation and being eligible, offers himself for re-appointment (As an Ordinary Resolution)	E-voting	39	16213022	39	16213022	100.00	39	16213022	100.00	0	0	0.00	0	0
		Physical Ballot Paper	5	150	5	150	100.00	3	120	80.00	2	30	20.00	0	0
		TOTAL	44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0
3	To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration (As an Ordinary Resolution)	E-voting	39	16213022	39	16213022	100.00	39	16213022	100.00	0	0	0.00	0	0
		Physical Ballot Paper	5	150	5	150	100.00	3	120	80.00	2	30	20.00	0	0
		TOTAL	44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0
4	Appointment of Shri M. H. Shah, as an Independent Director. (As an Ordinary Resolution)	E-voting	39	16213022	39	16213022	100.00	39	16213022	100.00	0	0	0.00	0	0
		Physical Ballot Paper	5	150	5	150	100.00	3	120	80.00	2	30	20.00	0	0
		TOTAL	44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0
5	Appointment of Ms. N. Loyalka, as an Independent Director. (As an Ordinary Resolution)	E-voting	39	16213022	39	16213022	100.00	39	16213022	100.00	0	0	0.00	0	0
		Physical Ballot Paper	5	150	5	150	100.00	3	120	80.00	2	30	20.00	0	0
		TOTAL	44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0



Soma Textiles & Industries Limited - 77th Annual General Meeting Held on 17th September, 2015
Consolidated Results (E-voting and Physical Ballot)

Sl. NO	Description	Mode	No. of folios/ Ballots Received	Total no. of votes cast	Valid votes			Votes cast in favour of the resolutions			Votes cast against the resolutions			Invalid votes	
					No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes	%age	No. of folios/ No. of Ballots received	Votes
6	Re-appointment of Shri Shrikant Bhat as Whole-time Director, designated as Executive Director, being a Key Managerial Personnel. (As a Special Resolution)	E-voting	39	16213022	39	16213022	100.00	39	16213022	100.00	0	0	0.00	0	0
		Physical Ballot	5	150	5	150	100.00	3	120	80.00	2	30	20.00	0	0
		Paper													
		TOTAL	44	16213172	44	16213172	100.00	42	16213142	100.00	2	30	0.00	0	0
7	Remuneration to the Cost Auditors for the Financial Year ending 31st March, 2016 (As an Ordinary Resolution)	E-voting	39	16213022	39	16213022	100.00	39	16213022	100.00	0	0	0.00	0	0
		Physical Ballot	5	150	5	150	100.00	5	150	100.00	0	0	0.00	0	0
		Paper													
		TOTAL	44	16213172	44	16213172	100.00	44	16213172	100.00	0	0	0.00	0	0

We the undersigned witness that the votes were unlocked from the e-voting website of CDIL (<http://www.evotingindia.com>) in our presence at 3.45 P.M. on the 17th September, 2015.

(i) Chetana Goel

146 Bangur Avenue, Block A,
3rd Floor, Kolkata-700055

(ii) Neha Daga

114/1, D.L. Street, Bhadrakali,
Hindmotor, Hooghly-712232

For Droila & Company
(Company Secretaries)

Proprietor

F.C.S. No.: 2366

Certificate of Practice No.: 1362

Date: 17th September, 2015
Place: Kolkata

