

SOMA TEXTILES & INDUSTRIES LIMITED

Minutes of the proceedings of the Seventy Fifth (76th) Annual General Meeting of the Members of Soma Textiles & Industries Limited, held on Friday, the 29th August, 2014 at 3-00 P.M. at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata – 700001.

P R E S E N T:

Shri S. K. Somany - Chairman & Shareholder

Shri B. K. Hurkat - Director & Chairman of
Audit Committee

Shri R. S. Sharma - In attendance
(Secretary & Shareholder)

Total 40 (Forty) Members of the Company were present in person (including one(1) proxy 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 Article 67 of the Articles of Association of the Company.
2. The Chairman declared that the requisite quorum was present. The Chairman thereafter called the meeting to order and commenced the formal proceedings of the meeting.
3. The Chairman declared that the Company had received 2 (Two) representation under Section 113 of the Companies Act, 2013 representing 12,304,960 Equity Shares constituting 37.25% of the Paid-up Share Capital of the Company and Proxy(ies) representing 854,848 Equity Shares, constituting 2.59% of the Paid-up Equity Share Capital of the Company, aggregating thereby to 13,159,808 Equity Shares, constituting 39.84 % of the Paid-up Equity Share Capital of the Company.
4. 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 and was kept open and accessible during the continuance of the meeting to any person having right to attend the meeting.
5. The Register of Directors' Shareholding maintained by the Company pursuant to the provisions of Section 170 of the Companies Act, 2013, was produced at the commencement of the meeting and was kept open and accessible during the continuance of the meeting to any person having right to attend the meeting.
6. With the consent of the Shareholders present, the Notice dated 30th May, 2014, convening the 76th Annual General Meeting ("AGM") together with the explanatory statements, the Annual Accounts of the Company for the year ended 31st March, 2014, as well as Directors' Report thereon, already in the hands of the Shareholders, were ~~taken as read.~~

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7. The Chairman requested the Company Secretary to read the Auditors' Report. At the instance of shareholders present and with their due permission, the Auditors' Report was taken as read. The Auditors' Report on the Audited Accounts had been read out by Shri R. S. Sharma, Company Secretary of the Company in compliance with the requirement under the Companies Act, 2013.
8. 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 76th AGM, the Chairman informed the Members, present in the Meeting that the Company provided the e-voting facility to the Members of the Company through the Central Depository Services (India) Limited, as per the requirement of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement notified by SEBI vide its circular dated 17th April, 2014.

The Chairman further apprised the Members that the Company had also provided the facility for Physical Voting to the Members, not having access to e-voting facility, to exercise their vote through e-voting to exercise their vote by way of sending Assent/ Dissent form sent alongwith the Annual Report.

The Chairman considered the Scrutinizers' Report dated 25th August, 2014, submitted by Mr. P. K. Drolia, FCS, the Practicing Company Secretary, who was appointed as Scrutinizer by the Company for conducting the Voting through e-voting process and physical voting through assent/dissent forms and thereafter, on the basis of the Scrutinizers' Report announced the E-voting Results of the votes cast on the platform of CDSL during the Voting period, which commenced on Wednesday, 20th August, 2014 at 9-00 a.m. IST and ended on Friday, 22nd August, 2014 at 6-00 p.m. IST, in respect of resolutions proposed for shareholders' approval as under:-

Item nos./ Resolution Nos. as per Notice sent to Members	Number of Member s voted electronically	No. of Member s voted in favour	Valid Number of votes cast in favour of the resolution	No. of Member s voted against	Votes cast against	% of total number of valid votes cast	% of votes cast in respect of total Paid-up Capital of the Company
1	14	14	16277343	NIL	NIL	100%	49.28%
2	14	14	16277343	NIL	NIL	100%	49.28%
3	14	14	16277343	NIL	NIL	100%	49.28%
4	14	13	16277243	1	100	100%	49.28%
5	14	13	16277243	1	100	100%	49.28%
6	14	14	16277343	NIL	NIL	100%	49.28%
7	14	14	16277343	NIL	NIL	100%	49.28%

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The Chairman further declared that neither the Company nor the Scrutinizer received any vote cast by the Members of the Company in Physical mode by Assent/Dissent Form, sent to all the Members of the Company alongwith Annual Report for 2013-2014, containing Notice of 76th AGM, Proxy forms, Attendance Slips and Assent/Dissent forms, through courier.

9. On the basis of the votes cast in 'Favour' and 'Against', the Chairman announced that the following Resolutions were passed in the manner as stated hereunder:-

ORDINARY BUSINESS:

Item No. 1 of the Notice – Adoption of Annual Accounts, Directors' & Auditors' Report

On the basis of votes cast in 'Favour' and 'Against', the Resolution, as summarized below, as per the Report of the Scrutinizer, Mr. P. K. Drolia, Practicing Company Secretary, dated 25th August, 2014, on the Results of Voting,

	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	16,277,343	100%
Votes cast 'against'	NIL	-
Total votes cast	16,277,343	100%

in respect of item no. 1 (Ordinary business) of the Notice of 76th AGM dated 30th May, 2014 through e-voting and no votes were cast through physical assent/dissent form. The Chairman thereafter declared the following Resolution:-

(As an Ordinary Resolution)

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 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."

(Carried Unanimously)

Item No. 2 of the Notice – Re-appointment of Shri Shrikant Bhat (Retiring Director)

On the basis of votes cast in 'Favour' and 'Against', the Resolution, as summarized below, as per the Report of the Scrutinizer, Mr. P. K. Drolia, Practicing Company Secretary, dated 25th August, 2014, on the Results of Voting,

	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	16,277,343	100%
Votes cast 'against'	NIL	-
Total votes cast	16,277,343	100%

in respect of item no. 2 (Ordinary business) of the Notice of 76th AGM dated 30th May, 2014 through e-voting and no votes were cast through physical assent/dissent form. The Chairman thereafter declared the following Resolution:-

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(As an Ordinary Resolution)

“RESOLVED THAT Shri Shrikant Bhat, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed a Director of the Company.”

(Carried Unanimously)

Item No. 3 of the Notice – Appointment of Statutory Auditors

On the basis of votes cast in ‘Favour’ and ‘Against’, the Resolution, as summarized below, as per the Report of the Scrutinizer, Mr. P. K. Drolia, Practicing Company Secretary, dated 25th August, 2014, on the Results of Voting,

	No. of valid votes cast	% of valid votes cast
Votes cast in ‘favour’	16,277,343	100%
Votes cast ‘against’	NIL	-
Total votes cast	16,277,343	100%

in respect of item no. 3 (Ordinary business) of the Notice of 76th AGM dated 30th May, 2014 through e-voting and no votes were cast through physical assent/dissent form. The Chairman thereafter declared the following Resolution:-

(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 76th Annual General Meeting until the conclusion of the next 77th 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 tax and reimbursement of actual traveling and out of pocket expenses as may be incurred by them for performance of their duties.”

(Carried Unanimously)

SPECIAL BUSINESS:

Item No. 4 of the Notice – Appointment of Shri B. K. Hurkat, as Independent Director

On the basis of votes cast in ‘Favour’ and ‘Against’, the Resolution, as summarized below, as per the Report of the Scrutinizer, Mr. P. K. Drolia, Practicing Company Secretary, dated 25th August, 2014, on the Results of Voting,

	No. of valid votes cast	% of valid votes cast
Votes cast in ‘favour’	16,277,343	100%

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by rotation, to hold office for a term of five consecutive years from Seventy-sixth Annual General Meeting to the conclusion of Eighty-first Annual General Meeting i.e. from the date of this Annual General Meeting upto 28th August, 2019.”

(Carried)

Item No. 6 of the Notice – Erosion of Fifty percent (50%) or more of the peak net worth of the Company under Section 23 of SICA Act, 1985

On the basis of votes cast in ‘Favour’ and ‘Against’, the Resolution, as summarized below, as per the Report of the Scrutinizer, Mr. P. K. Drolia, Practicing Company Secretary, dated 25th August, 2014, on the Results of Voting,

	No. of valid votes cast	% of valid votes cast
Votes cast in ‘favour’	16,277,343	100%
Votes cast ‘against’	100	-
Total votes cast	16,277,343	100%

in respect of item no. 6 (Ordinary business) of the Notice of 76th AGM dated 30th May, 2014 through e-voting and no votes were cast through physical assent/dissent form. The Chairman thereafter declared the following Resolution:-

(As an Ordinary Resolution)

“RESOLVED THAT pursuant to Section 23 and other applicable provisions of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), the applicable provisions of the Companies Act, 1956 or the new Companies Act, 2013 as and when notified and such other laws as may applicable, the Company do hereby considers and approves the Report of the Board of Directors regarding the erosion of more than 50% of the peak net worth of the Company during the immediately preceding four financial years by its accumulated losses as at the end of the financial year ended 31st March, 2014 and the causes for such erosion and the Board be authorized to send report on such erosion to the Board for Industrial and Financial Reconstruction (BIFR) or such authority(ies), as applicable at the relevant time under the relevant Acts & Laws in force.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute such deeds and documents as it may, in their absolute discretion, deem necessary, desirable or expedient in connection with and/or for the purpose to give effect to the Resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers herein conferred by this Resolution to any Director(s) or to any Committee of Directors or to any Officer(s) of the Company to give effect to this Resolution.”

(Carried Unanimously)

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Item No. 7 of the Notice – Remuneration to the Cost Auditors for the Financial Year ending March 31, 2015

On the basis of votes cast in 'Favour' and 'Against', the Resolution, as summarized below, as per the Report of the Scrutinizer, Mr. P. K. Drolia, Practicing Company Secretary, dated 25th August, 2014, on the Results of Voting,

	No. of valid votes cast	% of valid votes cast
Votes cast in 'favour'	16,277,343	100%
Votes cast 'against'	100	-
Total votes cast	16,277,343	100%

in respect of item no. 7 (Ordinary business) of the Notice of 76th AGM dated 30th May, 2014 through e-voting and no votes were cast through physical assent/dissent form. The Chairman thereafter declared the following Resolution:-

(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 (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 March 31, 2015, 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."

(Carried Unanimously)

10. Before concluding the meeting the Chairman briefed on the working of the Company and invited Members present in person to make observations and comments, if any on the Report and Accounts and other Resolutions set out in the Notice of 76th AGM of the Company. Observations and Comments were made by the Members and the queries put forth and clarifications sought for by them were answered by the Chairman. The Chairman thanked the Members for their keen interest in Company's working.

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

Dated : August 29, 2014

CHAIRMAN

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