



To,

Date: 05.09.2025

1. BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400001

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial Year 2024-25 under Regulation 34 of SEBI (LODR) Regulation 2015

Unit: Soma Papers and Industries Limited (BSE Scrip Code – 516038)

With reference to the subject cited, pursuant to Regulation 34 of SEBI (LODR) Regulations 2015, we are herewith enclosing the Annual Report of the Company for the Financial Year 2024-25 scheduled to be held on Tuesday, 30th day of September, 2025 at 11:00 a.m. through video conferencing/OAVM.

The cut-off date for the same is Tuesday, 23rd September 2025.

This is for the information and records of the Exchange, please.

Thanking you.

Yours sincerely,
For Soma Papers and Industries Limited

Vanteddu Lakshmi Priya Darshini
Whole-time Director and CFO
DIN- 07803502

Encl: as above

**Reg Off: S. No. 18, 3rd Floor, B Block, Win Win Hub, JNTU Hitech City Main Road, Madhapur,
Khanamet, Rangareddy - 500081, Telangana, India
Contact no:+917799009346; Mail: cssomapapers91@gmail.com
CIN- L21093TS1991PLC20096; website: www.somapapers.in**

SOMA PAPERS AND INDUSTRIES LIMITED

**34th
ANNUAL REPORT
2024-2025**

SOMA PAPERS AND INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS:

- | | |
|--------------------------------------|---|
| 1. Ms. V. Priya Darshini Lakshmi | - Whole-Time Director and CFO (DIN: 07803502) |
| 2. Mrs. Mounika Pammi | - Independent Director (DIN: 11111376) |
| 3. Ms. Kuntala Rani Roy | - Independent Director (DIN: 07414008) |
| 4. Mr. Shivashankar Reddy Gopavarapu | - Independent Director (DIN: 10039853) |

CHIEF FINANCIAL OFFICER:

Ms. V. Priya Darshini Lakshmi

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Komal Agarwal

REGISTERED OFFICE:

S. No. 18, 3rd Floor, B Block,
Win Win Hub, JNTU,
Hitech City Main Road,
Madhapur, Khanamet, Rangareddy - 500081,
Telangana, India

STATUTORY AUDITORS:

GMJ & Co.,
Chartered Accountants
Maharashtra

INTERNAL AUDITORS:

M/s. Pavan Reddy & Associates.,
Chartered Accountants
Hyderabad

SECRETARIAL AUDITOR

GMJ & Associates,
Company Secretaries
Maharashtra

CIN: L21093TS1991PLC20096

ISIN: INE737E01011

BANKERS:

ICICI Bank

AUDIT COMMITTEE:

- | | |
|----------------------------------|---------------|
| 1. Mrs. Mounika Pammi | - Chairperson |
| 2. Ms. Kuntala Rani Roy | - Member |
| 3. Ms. V. Lakshmi Priya Darshini | - Member |

NOMINATION & REMUNERATION COMMITTEE:

- | | |
|--------------------------------------|---------------|
| 1. Ms. Kuntala Rani Roy | - Chairperson |
| 2. Mr. Prabhakar Reddy P | - Member |
| 3. Mr. Shivashankar Reddy Gopavarapu | - Member |

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STAKEHOLDER RELATIONSHIP COMMITTEE:

- | | | |
|--------------------------------------|---|-------------|
| 1. Mrs. Mounika Pammi | - | Chairperson |
| 2. Ms. V. Priya Darshini Lakshmi | - | Member |
| 3. Mr. Shivashankar Reddy Gopavarapu | - | Member |

LISTING:

BSE Limited

REGISTRAR & SHARE TRANSFER AGENTS:

Adroit Corporate Services Pvt. Ltd.
1st Floor, 17-20 Jafferbhoy Industrial Estate,
Makhwana Road, Marol Naka, Andheri (E), Mumbai 400059
T: +91 22 42270423
F: +91 22 28503748
E: sandeeps@adroitcorporate.com

CONTACT DETAILS:

E-Mail : cssomapapers91@gmail.com

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NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Members of SOMA PAPERS AND INDUSTRIES LIMITED will be held through Video Conferencing("VC")/ Other Audio Visual Means("OAVM") on Tuesday, 30th September, 2025 at 11:00 A.M. to transact, the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 including the Audited Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a director in place of V. Priya Darshini Lakshmi, who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. **TO APPOINT M/S. NUREN LODAYA & ASSOCIATES., PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS FOR A TERM OF UPTO 5 (FIVE) CONSECUTIVE YEARS.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), M/s. Nuren Lodaya & Associates., Practicing Company Secretaries be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 consecutive years, from FY 2025-26 to FY 2029-30 ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors."

"RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

4. **ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a special resolution.

"RESOLVED THAT pursuant to the provisions of Section 4, 13, and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with applicable Regulations SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Hyderabad under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration in clause III A of the main objects of the company to be pursued on its incorporation in the following manner:

The existing clause III (A) 1 to 4 will be replaced by the following clause:

Clause III (A):

1. To be a technology innovation company which offers End-to-End IT solutions in Hardware, Software, Skill Development trainings and providing skilled manpower, providing smartphones and tablets with value added services and providing Emerging Technology solutions in the fields of Augmented reality, and virtual reality, Entertainment, Edutainment, smart city e-commerce, retailing, digital marketing for multiple

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segments of customers. Core capabilities are CCTV Installations, Software development, Mobile Apps, Website development, IT upgrades, support, maintenance and all IT skill development Trainings. Reselling of all kinds of Hardware related to computing which includes smartphones and Tablets, including MDM Software's, Desktops, Laptops, Printers, Servers, Projectors, WI FI/Networks, CCTV, Smart devices in and all other Infrastructure Hardware/IT Systems.

2. To provide smart classes by supplying equipment's, computer systems including software, projectors, etc., to schools and educational institutions by participating in the tender process of various government agencies, private educational institutions, universities, etc., upon approval of the same by the central government.
3. To provide all other services which are allied to the above-mentioned services. To also act as facilitator for projects tendered by State/Union government and other organizations."

"RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying on new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

5. ALTERATION OF MEMORANDUM OF ASSOCIATION.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution.

"RESOLVED THAT pursuant to the provisions of Section 4 and 13, and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, the Consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company:

- A. The words "Companies Act, 1956" in the existing Memorandum of Association shall be substituted with the words "Companies Act, 2013" wherever required under the applicable provisions.
- B. Part-A of the objects clause (Clause III) shall now be titled as "The Object to be pursued by the Company on its Incorporation".
- C. Part-B of the objects clause (Clause III) shall now be titled as "Matters which are necessary for furtherance of the objects specified in Part A".
- D. Part-C of the objects clause (Clause III) titled "Other objects" of the Memorandum of Association of the Company be deleted.
- E. All existing clauses of Memorandum of Association be renumbered.
- F. The existing clause IV of the Memorandum of Association of the Company be substituted with the following new Clause IV:

Clause IV 'The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on share held by them.'

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required for effecting aforementioned resolution including but not limiting to file and submit the necessary e-forms with Registrar of the Companies, Telangana."

6. INCREASE IN BORROWING LIMITS.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’) and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting, issue of Non-Convertible Debentures / Fully Convertible Debentures / Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of Rs. 1000 crores (Rupees One Thousand Crore) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.”

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

7. POWER TO CREATE CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS PURSUANT TO SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs. 1000 crores (Rupees One Thousand Crores) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/ or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).”

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“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

8. INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution.

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1000 crores (Rupees One Thousand Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.”

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

9. APPOINTMENT OF MRS. MOUNIKA PAMMI (DIN: 11111376) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any

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statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Mounika Pammi (DIN: 11111376), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and who was appointed as an Additional Director (Independent category) of the Company pursuant to Section 161 of the Act to hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years effective from 14.08.2025 to 13.08.2030 (both dates inclusive).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

**For and on behalf of the Board of Directors
For Soma Papers and Industries Limited**

Sd/-

**V. Lakshmi Priya Darshini
Whole-time Director & CFO
(DIN: 07803502)**

**Place: Hyderabad
Date: 04.09.2025**

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NOTES:

1. Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid -19", General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 Circular and MCA circular no. 9/2023 dated 25.09.2023 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), in relation to "Clarification on holding of Annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM on Monday, 30th September, 2025, at 11:00 a.m. (IST).

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. Corporate members intend to participate in the meeting should submit certified copy of resolution with authority to attend and vote.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be Counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. The Notice calling the AGM has been uploaded on the website of the Company at <https://www.somapapers.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e- Voting facility) i.e. www.evoting.nsdl.com.
7. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant. Members are also requested to give the MICR Code of their bank to their Depository Participants.
8. The notice of the Annual General Meeting along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, Members may please note that this notice and Annual Report 2024-25 will also be available on the Company's website <http://somapapers.in>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to Adroit Corporate Services Private Limited.

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9. As a part of the green initiatives, the Members who have not yet registered their e-Mail addresses are requested to register their e-mail addresses with their DP since the shares are held by them in electronic form and with Adroit Corporate Services Private Limited or their respective depositories in case the shares are held by them in physical form.
10. Upon such Registration, all communication from the Company/RTA will be sent to the registered e-mail address.
11. Members are requested to send their queries to the Company, if any, on accounts and Operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
12. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary/Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
13. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/re-appointment at the AGM, form part of this Annual Report.
14. Pursuant to the provisions of 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 13, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
15. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://somapapers.in/> The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. Annual report is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evoting.nsdl.com).
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis.
17. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
19. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
20. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April13,2020 and MCA Circular No.20/2020 dated May05, 2020, May 13, 2022.

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21. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 27.09.2025 at 9:00 A.M. and ends on 29.09.2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e., 23.09.2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.09.2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





22. A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL .	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e- services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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1. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.
2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnuren@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Swapneel Puppala at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids fore-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cssomapapers91@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cssomapapers91@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-

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Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cssomapapers91@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker at least 5 days in advance before the date of AGM will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
9. M/s. Nuren Lodaya & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

**For and on behalf of the Board of Directors
For Soma Papers and Industries Limited**

**Sd/-
V. Lakshmi Priya Darshini
Whole-time Director & CFO
(DIN: 07803502)**

**Place: Hyderabad
Date: 04.09.2025**

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ANNEXURE-A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015:

Name of Director And DIN	Ms. V. Priya Darshini Lakshmi (DIN:07803502)
Designation	Whole-time Director
Date of Birth	15.06.1984
Qualification	Masters in Commerce
Date of Appointment	09.01.2024
Brief resume & Nature of expertise in specific Functional areas	Ms. Priya Darshini is Masters in commerce. She has around 10 years of experience a Director in First partner consulting private limited.
Directorship held in other Companies.	Nil
Disclosure of relationship between directors inter-se	Not related to any Director.
Chairman/Member of the Committee of the Board of Directors in other Companies.	Nil
No. of Shares held in the Company	Nil
Details of Remuneration last Drawn	Nil

**For and on behalf of the Board of Directors
For Soma Papers and Industries Limited**

**Sd/-
V. Lakshmi Priya Darshini
Whole-time Director & CFO
(DIN: 07803502)**

**Place: Hyderabad
Date: 04.09.2025**

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EXPLANATORY STATEMENT

ITEM NO. 3: TO APPOINT M/S. NUREN LODAYA & ASSOCIATES., PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS FOR A TERM OF UPTO 5 (FIVE) CONSECUTIVE YEARS.

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 30.05.2025 have approved and recommended the appointment of M/s. Nuren Lodaya & Associates, Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from Financial Year 2025-26 to Financial Year 2029-30 and issue Secretarial Audit Report for Financial Years ending 31st March 2026, 31st March 2027, 31st March 2028, 31st March 2029 and 31st March 2030:

Term of appointment: Upto 5(Five) consecutive years from Financial Year 2025-26 to Financial Year 2029-30.

Proposed Fee: Not exceeding Rs.50,000/- per annum or any other lower amount as may be decided in connection with the audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

Credentials: M/s. Nuren Lodaya & Associates, is a Practicing Company Secretaries firm Nuren Lodaya, Practicing Company Secretary with over eight years of post-qualification experience in the field of corporate compliance, governance, and secretarial audit. For the past four years, have been in active practice, providing comprehensive secretarial and compliance services to a wide spectrum of clients, including both listed and unlisted entities. his firm is peer-reviewed by the Institute of Company Secretaries of India (ICSI), reflecting the commitment to maintaining the highest standards of professional quality and ethical conduct.

M/s. Nuren Lodaya & Associates, have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: There is change in the Auditor.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEM NO. 4: ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

& ITEM NO. 5: ALTERATION OF MEMORANDUM OF ASSOCIATION.

The company has been primarily engaged in the business of manufacture of and dealing in export, import, trade: in all kinds, classes and varieties of writing, printing, packaging and other industrial papers, speciality papers, paper boards, card boards, general boards, playing cards, paper products and articles made therefrom whether coated or uncoated paper and cellulose (including rayon) pulp and all products. and articles made therefrom

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The Board has to consider from time-to-time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

The Board of directors of the company at their meeting held on 07th August 2025 had entered in Share Purchase and Share Subscription Agreement ("SPSSA") and other necessary documents between KS Smart Solutions Private Limited ("Selling Company") and the shareholders of Selling Company, wherein Soma Papers and Industries Limited had agreed to acquire 100% of the share capital of the Selling Company by consideration other than cash (i.e., swap of shares) and Pursuant to the SPSSA, and the Selling Company will become the wholly owned subsidiary of Soma Papers and Industries Limited.

In view of the above SPSSA entered by the company, the main object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly, it is proposed to insert a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The Company was incorporated on 19/11/1991 under the provisions of the Companies Act, 1956. The existing Memorandum of Association ("MOA") is based on the Companies Act, 1956 and since the Company Act, 2013 has come in to force from 1st April, 2014, several clauses/regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Company Act, 2013 it is proposed to alter the MOA of the Company and replace by new MOA. As members are aware company is in the business of execution of Infrastructure projects.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the last date of E- Voting i.e. 29.09.2025. The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies Hyderabad.

The proposed amendment to the Name Clause will reflect the activities to be carried on by the company.

Pursuant to Sections 13 / 14 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The Board of Directors accordingly recommends the resolutions set out at Item Numbers 4 and 5 of the accompanying Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolutions.

ITEM NO. 6: INCREASE IN BORROWING LIMITS.

&

ITEM NO. 7: POWER TO CREATE CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS PURSUANT TO SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013.

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase in the borrowing limit to Rs. 1000 crores (Rupees One Thousand Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 1000 crores (Rupees One Thousand Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

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Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 1000 crores (Rupees One Thousand Crores).

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company up to Rs. 1000 crores (Rupees One Thousand Crores) as stated in the resolutions.

The Board of Directors therefore recommends the resolutions as set out in Item Numbers 6 and 7 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

ITEM NO. 8: INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE.

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/provide guarantees/security, approval of the members is hereby sought to make loan/investment/provide guarantees/security, for an amount not exceeding Rs. 1000 Crores (One Thousand Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out in Item Number 8 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO.9: APPOINTMENT OF MRS. MOUNIKA PAMMI (DIN: 11111376) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Additional director (Independent category) shall be regularized at the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

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Accordingly, Mrs. Mounika Pammi (DIN: 11111376) who was appointed as an Additional Director of the Company on 14.08.2025 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 in the category of 'Non- Executive Independent Director' is required to be regularised at the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier as an Independent Director of the company by way of a Special Resolution.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Mounika Pammi for the office of Director of the Company. She has given her consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Accordingly, in order to ensure compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 149, 150, 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders by way of a Special Resolution be accorded for the appointment of Mrs. Mounika Pammi as 'Non-executive Independent Director' for a term of 5 consecutive years commencing from the date of her appointment as an Additional Director i.e. w.e.f. 14.08.2025 to 13.08.2030.

Mrs. Pammi Mounika is a seasoned professional with over 15 years of leadership experience across marketing, insurance, administration, CSR, and strategic consulting. She holds an MBA in Marketing and has led business transformation initiatives with a strong focus on operational efficiency and governance. As a former MD of MNRG Technologies, she brings deep strategic insight and board-level acumen. Her expertise spans corporate strategy, stakeholder engagement, and sustainable development.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company a recommended to the Board in view of her rich experience in the above-mentioned areas and special skill set and capabilities.

The Board is of the opinion that Mrs. Pammi Mounika continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her association would be of immense benefit to the Company.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Pammi Mounika has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Mrs. Pammi Mounika has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mrs. Pammi Mounika has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Pammi Mounika fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that she is independent of the Management.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 9 of the notice for appointment of Mrs. Pammi Mounika as an independent director.

Save and except Mrs. Pammi Mounika, Independent Director, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned directly or indirectly, financially or otherwise, in the resolution.

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As required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Mrs. Mounika Pammi			
Date of Birth and Age	17.06.1980 and 45 years			
Brief Resume including Qualification and Experience	Mrs. Mounika Pammi is a seasoned professional with over 15 years of leadership experience across marketing, insurance, administration, CSR, and strategic consulting. She holds an MBA in Marketing and has led business transformation initiatives with a strong focus on operational efficiency and governance. As a former MD of MNRG Technologies, she brings deep strategic insight and Boardlevel acumen. Her expertise spans corporate strategy, stakeholder engagement, and sustainable development Qualification: MBA			
Details of Remuneration paid and last drawn remuneration	Nil			
Date of First Appointment in the Board	14.08.2025			
Expertise in specific functional areas	Leadership experience across marketing, insurance, administration, CSR, and strategic consulting			
Shareholding in the Company	Nil			
Relationship with other Directors, Key Managerial Personnel	Nil			
Directorship in other Companies	7			
Membership / Chairmanship in committee of the other companies	Name of the Company	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Midland Polymers Limited	Member	Member	Member
	Bandaram Pharma Packtech Limited	Member	Member	Member
	Ortin Global Limited	Member	Member	Member
	Variman Global Enterprises Limited	-	-	-
	Cura Technologies Limited	Member	Member	Member
	Aion-Tech Solutions Limited	-	-	-
skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Director is having required Skills and capable of handling the role as Independent Director in the Company in view of her rich experience in Business			

**For and on behalf of the Board of Directors
For Soma Papers and Industries Limited**

**Sd/-
V. Lakshmi Priya Darshini
Whole-time Director & CFO
(DIN: 07803502)**

**Place: Hyderabad
Date: 04.09.2025**

SOMA PAPERS AND INDUSTRIES LIMITED

Director's Report

We have pleasure in presenting the 34th Directors' Report together with the audited Financial Statements for the year ended 31st March, 2025.

1. FINANCIAL HIGHLIGHTS:

(Rs. In Lakhs)

Particulars	Standalone	
	2024-25	2023-24
Revenue from Operations	--	--
Other Income (Including Exceptional Items)	--	36.11
Total Expenses	19.44	71.97
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	(19.44)	(35.86)
Less: Depreciation/ Amortisation/ Impairment	--	--
Profit /loss before Finance Costs, Exceptional items and Tax Expense	(19.44)	(35.86)
Less: Finance Costs	--	--
Profit /loss before Exceptional items and Tax Expense	(19.44)	(35.86)
Add/(less): Exceptional items	--	--
Profit /loss before Tax Expense	(19.44)	(35.86)
Less: Tax Expense (Current & Deferred)	--	--
Profit / (Loss) for the year (1)	(19.44)	(35.86)
Other Comprehensive Income	--	--
Total Income	--	36.11
Balance of profit /loss for earlier years	(234.25)	(198.39)
Less: Transfer to Reserves	(19.44)	(35.86)
Less: Dividend paid on Equity Shares	--	--
Less: Dividend Distribution Tax	--	--
Balance carried forward	(253.69)	(234.25)
Earning per Equity Share		
Basic	(1.39)	(2.56)
Diluted (in Rs.)	(1.39)	(2.56)

2. REVIEW OF OPERATIONALREVIEW:

During the Year under the review, the Company has incurred loss of Rs. (19.44) Lakhs when compared to the loss of Rs. (35.86) incurred in the previous financial year ending 31.03.2024.

3. DIVIDEND:

In order to conserve cash for the Company's operations, the Directors do not recommend any dividend for the year under review.

4. BUSINESS UPDATE AND STATE OF COMPANY'S AFFAIRS:

The information on Company's affairs and related aspects is provided under Management Discussion and Analysis report, which has been prepared, inter-alia, in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 and forms part of this Report.

5. TRANSFER TO RESERVES:

Pursuant to provisions of Section 134 (3) (j) of the Companies Act, 2013, the company has not proposed to transfer any amount to general reserves account of the company during the year under review.

The closing balance of reserves, including retained earnings, of the Company as at March, 31st 2025 is Rs. (136.35) Lakhs.

6. CHANGES IN NATURE OF BUSINESS:

During the period under review and the date of Board's Report there was no change in the nature of Business.

7. OPEN OFFER AND OTHERS:

Mr. Narasimharao Anumala, Mr. Anumala Ramesh Choudary and Ms. Anupama Anumala had entered into a Share Purchase Agreement dated March 13th 2024 with the erstwhile promoters of the Company viz, Mr. Vikram Somani, Mr. Bharat Krishnakumar Somani, Somani Vikram HUF, Mrs. Asha Somani, Mrs. Saraswati Somani, SRS Trading & Agencies Pvt Ltd, Oricon Enterprises Ltd, for acquisition of 6,94,130 (Six Lakhs Ninety-Four Thousand One Hundred and Thirty) Equity Shares, representing 49.50% (Forty Nine point Five Percent) of the Voting Equity Share Capital of the Target Company at a negotiated price of Rs.5.00/— (Five Rupees) per Share, aggregating to an amount of Rs. 34,70,650/- (Rupees Thirty-Four Lakhs Seventy Thousand Six Hundred and Fifty Only).

The said acquisition by Mr. Narasimharao Anumala, Mr. Anumala Ramesh Choudary and Ms. Anupama Anumala (Acquirers) had triggered the Open Offer in terms of SEBI (SAST) Regulations, 2011 and accordingly all the due procedure for the Open Offer was duly followed by the acquirers and completed successfully and the control and ownership of the Company got vested in the hands of the acquirers.

The Board of Directors, at its meeting held on 07th August 2025 and members at their Extra-Ordinary General Meeting held on 04.09.2025 have approved the following:

1. Acquisition of 100% Equity Share Capital of KS Smart Solutions Private Limited ("Selling Company");
2. Issuance of up to 4,87,37,920 (Four Crore Eighty-Seven Lakhs Thirty-Seven Thousand Nine Hundred and Twenty) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of ₹10/- (Rupees Ten only) per equity share, on a preferential basis, for consideration other than cash (i.e., by way of share swap) to the shareholders of the Selling Company;
3. Issuance of up to 1,66,67,690 (One Crore Sixty-Six Lakhs Sixty-Seven Thousand Six Hundred and Ninety) Equity Shares of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per equity share, on a preferential basis, for consideration in cash to persons forming part of the Non-Promoter Public Category;
4. Issuance of up to 4,86,67,850 (Four Crore Eighty-Six Lakhs Sixty-Seven Thousand Eight Hundred and Fifty) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs.20/- (Rupees Twenty only) per equity share, on a preferential basis, for consideration in cash to persons forming part of the Non-Promoter Public Category;
5. Issuance of up to 3,45,94,390 (Three Crore Forty-Five Lakhs Ninety-Four Thousand Three Hundred and Ninety) Convertible Warrants of Rs.10/- (Rupees Ten only) each at an issue price of Rs.10/- (Rupees Ten only) per warrant, on a preferential basis, for consideration in cash to persons forming part of the Non-Promoter Public Category;
6. Issuance of up to 1,40,00,000 (One Crore Forty Lakhs) Convertible Warrants of Rs.10/- (Rupees Ten only) each at an issue price of Rs.20/- (Rupees Twenty only) per warrant, on a preferential basis, for consideration in cash to persons forming part of the Non-Promoter Public Category.

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Further, the proposed allottees, Mr. Shankar Varadharajan (Acquirer-1) and Mr. Anancha Perumal Selvi Keshav (Acquirer-2) (hereinafter collectively referred to as the "Acquirers"), along with Mr. Rohan Ramaswamy (PAC-1), Mr. Subramanyam Venkatesh (PAC-2), and Mr. Seethapathi Vignesh (PAC-3) (PAC-1, PAC-2, and PAC-3 hereinafter collectively referred to as the "Persons Acting in Concert" / "PACs"), have triggered the open offer process pursuant to Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011 via a Public Announcement dated 07th August 2025.

Upon completion of the open offer process, the Acquirers, together with the PACs, shall be classified as Promoters of the Company, and the existing Promoter and Promoter Group shall be reclassified as Public Shareholders.

8. SHARE CAPITAL OF THE COMPANY:

The Authorised share capital of the Company as on 31.03.2025 is Rs. 5,00,00,000/- divided into 50,00,000 equity shares of Rs.10/- each.

Members in their EGM held on 04.09.2025 have increased the authorized share capital from Rs. 5,00,00,000 (Rupees Five Crore) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,65,00,00,000/- (Rupees One Hundred & Sixty-Five Crore) divided into 16,50,00,000 (Sixteen Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each

The Paid-up share capital of the Company as on 31.03.2025 is Rs. 1,40,21,500/- divided into 14,02,150 equity shares of Rs.10/- each.

9. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended 31st March, 2025 can be accessed on the Company's website at <https://www.somapapers.in/>.

10. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The Company has no subsidiary Companies/Joint Venture or Associate Company as on 31st March 2025.

11. DETAILS RELATING TO DEPOSITS:

The Company has not accepted any public deposits during the Financial Year ended March 31, 2025 and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

12. DETAILS OF DEPOSITS NOT IN COMPLIANCE WITH THE REQUIREMENTS OF THE ACT:

Since the Company has not accepted any deposits during the Financial Year ended March 31, 2025, there has been no non-compliance with the requirements of the Act.

Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

The Company has complied with this requirement within the prescribed timelines.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no loans given, guarantees/ securities provided by the Company under Section 186 of the Companies Act, 2013 during the year under review. The details of Investments made by the company have been disclosed in the Notes to Accounts of the financial statements.

14. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, were not applicable to the Company for the financial year ended 31st March, 2025.

15. SIGNIFICANT & MATERIAL ORDERS PASSED BY COURTS / REGULATORS / TRIBUNALS:

There were no material Orders passed by Courts/Regulations and Tribunals impacting the going concern status of the company and its future operations.

The Company filed an application in Form INC-23 with the Ministry of Corporate Affairs for shifting of its registered office from the State of Maharashtra to the State of Telangana. The Regional Director, Western Region, Mumbai, vide Order No. Sec 13(4)/ROC Mumbai/AB2842391/RD Mumbai/2025 dated 28th May, 2025, approved the said application for change of registered office. Pursuant to the aforesaid approval, the registered office of the Company has been shifted w.e.f., 19.06.2025 from: Unit No. 8A, 1st Floor, Plot No. 212, Mohatta Bhuvan, Laxminarsingh Papan Marg, Off Dr. E. Moses Road, Gandhi Nagar, Worli, Mumbai – 400018, Maharashtra to: S. No. 18, 3rd Floor, B Block, Win Win Hub, JNTU, Hitech City Main Road, Madhapur, Khanamet, Rangareddy – 500081, Telangana, India

16. APPOINTMENT/ RE-APPOINTMENT / RESIGNATION / RETIREMENT OF DIRECTORS /CEO/ CFO AND KEY MANAGERIAL PERSONNEL:**A. During the year the following directors were resigned:**

Resignation of Mr. Dharmesh Shantilal Shah as an Independent Director w.e.f., 13.08.2024

Resignation of Mr. Bharat Somani as Managing Director w.e.f., 13.08.2024

Resignation of Mr. Vikram Krishnakumar Somani as Whole-time Director w.e.f., 13.08.2024

Resignation of Mr. Prabhakar Reddy Palakolanu as Independent Director w.e.f., 14.08.2025

B. During the year the following directors were appointed:

Appointment of Ms. Kuntala Rani Roy as an Independent Director w.e.f. 13.08.2024

Appointment of Mrs. Mounika Pammi as an Independent Director w.e.f., 14.08.2025

The Board places on record its sincere appreciation for the services rendered by the resigning directors.

17. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with both the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Reg. 16(1)(b) read with Reg. 25 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

In compliance with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, all the PIDs of the Company have registered themselves with the India Institute of Corporate Affairs (IICA), Manesar and have included their names in the databank of Independent Directors within the statutory timeline.

The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct. In terms of Reg. 25(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

18. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Companies Act, 2013 and on the basis of explanation given by the executives of the Company and subject to disclosures in the Annual Accounts of the Company from time to time, we state as under:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

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2. That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the annual accounts on a going concern basis;
5. That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

19. BOARD EVALUATION:

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given following Forms for evaluation:

- (i) Evaluation of Board;
- (ii) Evaluation of Committees of the Board;
- (iii) Evaluation of Independent Directors;
- (iv) Evaluation of Chairperson; and
- (v) Evaluation of Whole-time Director and Whole-time Director

The Directors were requested to give following ratings for each criteria:

1. Could do more to meet expectations;
2. Meets expectations; and
3. Exceeds expectations.

The Directors have sent the duly filled forms to the Board. Based on the evaluation done by the Directors, the report on Evaluation was submitted to the Board. And based on the report, the Board of Directors has informed that the performance of Directors is satisfactory.

20. MEETINGS OF BOARD OF DIRECTORS OF THE COMPANY:

The Board of Directors duly met Five (05) times during the financial year from 1st April 2024 to 31st March 2025. The dates on which the meetings were held are 27.05.2024, 13.08.2024, 14.11.2024, 07.02.2025 and 13.03.2025 and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

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Name	Designation	No of Meetings held	No of Meetings attended
*Mr. Bharat Somani	Managing Director	2	2
*Mr. Vikram Krishnakumar Somani	Whole-Time Director	2	2
*Mr. Dharmesh Shantilal Shah	Independent Director	2	2
Mr. Shivashankar Reddy Gopavarapu	Independent Director	5	5
!Mr. Prabhakar Reddy Palakolanu	Independent Director	5	5
Ms. V. Priya Darshini Lakshmi	Whole-Time Director and CFO	5	5
^Ms. Kuntala Rani Roy	Independent Director	3	3
&Mrs. Mounika Pammi	Independent Director	NA	NA

*Resigned w.e.f., 13.08.2024

^Appointed w.e.f., 13.08.2024

!Resigned w.e.f., 14.08.2025

&Appointed w.e.f., 14.08.2025

21. COMMITTEES:

- (I). Terms of reference of Audit committee covers all the matters prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Act, 2013.

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 and, inter alia, includes:

- i. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified

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institutions placement, and making appropriate recommendations to the board to take up steps in this matter;

- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the whistle blower mechanism;
- xix. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- xxi. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- xxii. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- xxiii. Carrying out any other function as may be referred to the Committee by the Board.
- xxiv. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

B. THE AUDIT COMMITTEE SHALL MANDATORILY REVIEW THE FOLLOWING INFORMATION:

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and
- iv. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

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v. Statement of deviations:

- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

C. COMPOSITION, MEETINGS & ATTENDANCE:

- During the financial year 2024-25, (5) five meetings of the Audit Committee were held on the 27.05.2024, 13.08.2024, 14.11.2024, 07.02.2025 and 13.03.2025

Name	Designation	Category	No. of Meetings held during the tenure	No. of meetings attended
^Mr. Prabhakar Reddy P	Chairperson	NED (I)	5	5
#Mr. Vikram Krishnakumar Somani	Member	ED	2	2
#Mr. Dharmesh Shantilal Shah	Member	NED (I)	2	2
##Ms. Kuntala Rani Roy	Member	NED (I)	3	3
Ms. V. Lakshmi Priya Darshini	Member	ED	5	5
&Mrs. Mounika Pammi	Chairperson	NED (I)	NA	NA

appointed w.e.f 13.08.2024

resigned w.e.f. 13.08.2024

^resigned w.e.f. 14.08.2025

&appointed w.e.f., 14.08.2025

22. NOMINATION AND REMUNERATION COMMITTEE ("NRC"):

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iv. Devising a policy on diversity of board of directors;
- v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- vi. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

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vii. Recommend to the board, all remuneration, in whatever form, payable to senior management.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

During the financial year 2024-25, (2) Two meetings of the Nomination and Remuneration Committee were held on the 13.08.2024 and 07.02.2025.

Name	Designation	Category	No. of Meetings held during the tenure	No. of meetings attended
^Mr. Prabhakar Reddy P	Member	NED (I)	2	2
#Mr. Dharmesh Shantilal Shah	Chairperson	NED (I)	1	1
##Ms. Kuntala Rani Roy	Chairperson	NED (I)	1	1
Mr. G. Shivashankar Reddy	Member	NED (I)	2	2
&Mrs. Mounika Pammi	Member	NED (I)	NA	NA

appointed w.e.f 13.08.2024

resigned w.e.f. 13.08.2024

^resigned w.e.f. 14.08.2025

&appointed w.e.f., 14.08.2025

NED (I): Non-Executive Independent director

NED: Non-Executive director

C. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The performance evaluation criteria for Independent Directors are already mentioned under the head "Board Evaluation" in Directors' Report.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "Director" means a director appointed to the Board of a Company.

2.2 "Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.3 "Independent Director" means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
- shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any prescribed, from time to time, under the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a director other than a managing Director or a whole-time Director or a nominee Director

- who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
- who is or was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
- who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
- who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
- none of whose relatives—
 - is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess

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of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

- b. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
- c. has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
- d. has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income: Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.]

vi. who, neither himself ["/herself], nor whose relative(s) —

- a. holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed:

Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.

- b. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
 - (ii) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - c. holds together with his relatives two per cent or more of the total voting power of the listed entity; or
 - d. is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
 - e. is a material supplier, service provider or customer or a lessor or lessee of the listed entity;
- vii. who is not less than 21 years of age.
- viii. who is not a non-independent director of another company on the board of which any non-Independent director of the listed entity is an independent director:

3.2.3 The independent Director shall abide by the “code for independent Directors” as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

- 3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board Performance Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

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- 3.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.
- 3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.
- 3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committees across all companies in which he holds Directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:
 - 0.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.
2. Terms and Reference:

In this policy the following terms shall have the following meanings:

 - 2.1 "Director" means a Director appointed to the Board of the Company.
 - 2.2 "key managerial personnel" means
 - (i) The Chief Executive Officer or the managing Director or the manager;
 - (ii) The Company Secretary;
 - (iii) The Whole-time Director;
 - (iv) The Chief Financial Officer; and
 - (v) Such other office as may be prescribed under the companies Act, 2013
 - 2.3 "Nomination and Remuneration committee" means the committee constituted by Board in accordance with the provisions of Section 178 of the companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. **Policy:**
 - 3.1 Remuneration to Executive Director and key managerial personnel
 - 3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR)
 - 3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.
 - 3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:
 - (i) Basic pay

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- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

- 3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.
- 3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

- 1.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

5. OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS:

- 5.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of and the time involved in a director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 5.2 Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.
- 5.3 Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.
- 5.4 Director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

23. STAKEHOLDERS RELATIONSHIP COMMITTEE ("SRC"):

BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The Committee's role includes:

- i. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

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- ii. Review of measures taken for effective exercise of voting rights by shareholders;
Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iii. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- iv. Such other matter as may be specified by the Board from time to time.
- v. Authority to review / investigate into any matter covered by Section 178 of the Companies Act, 2013 and matters specified in Part D of Schedule II of the Listing Regulations.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

During the financial year 2024-25, (1) one meeting of the Stakeholders and Relationship Committee meeting was held on 07.02.2025.

Name	Designation	Category	No. of Meetings held during the tenure	No. of meetings attended
^Mr. Prabhakar Reddy Palakolanu	Chairperson	NED (I)	1	1
#Mr. Dharmesh Shantilal Shah	Member	NED (I)	-	-
Mr. Shivashankar Reddy Gopavarapu	Member	NED (I)	1	1
Ms. V. Priya Darshini Lakshmi	Member	ED	1	1
&Mrs. Mounika Pammi	Member	NED (I)	-	-

resigned w.e.f. 13.08.2024

^resigned w.e.f., 14.08.2025

&appointed w.e.f., 14.08.2025

NED (I): Non-Executive Independent director

ED: Executive director

NED: Non-Executive director

DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2024-25:

NUMBER OF COMPLAINTS	NUMBER
Number of complaints received from the investors comprising non-receipt of securities sent for transfer and transmission, complaints received from SEBI / Registrar of Companies / BSE Limited / National Stock Exchange / SCORE and so on	NIL
Number of complaints resolved	NIL
Number of complaints not resolved to the satisfaction of the investors as on March 31, 2025.	NIL
Complaints pending as on March 31, 2025.	NIL
Number of Share transfers pending for approval, as on March 31, 2025.	NIL

24. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and therefore no amount is required to be transferred to Investor Education and Provident Fund under the Section 125(1) and Section 125(2) of the Act.

25. TRANSFER OF SHARES AND UNPAID/UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and therefore no amount is required to be transferred to Investor Education and Provident Fund under the Section 125(1) and Section 125(2) of the Act.

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has in place a Vigil Mechanism/ Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism/Whistle Blower policy has posted on the website of the Company <https://www.somapapers.in/>.

27. RELATED PARTY TRANSACTIONS:

Our Company has formulated a policy on related party transactions which is also available on Company's website at <https://www.somapapers.in/>. This policy deals with the review and approval of related party transactions.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2 is appended as Annexure III which forms part of this Report.

All related party transactions were placed before the Audit Committee/Board for approval. Prior approval of the Audit Committee was obtained for the transactions which are foreseen and are in repetitive in nature. Members may refer to notes to the financial statements which sets out related party disclosures pursuant to INDAS-24.

28. DEPOSITORY SYSTEM:

SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that the transfer, except transmission and transposition, of securities shall be carried out in dematerialized form only with effect from 1st April 2019. In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical mode are advised to avail of the facility of dematerialization from either of the depositories. The Company has, directly as well as through its RTA, sent intimation to shareholders who are holding shares in physical form, advising them to get the shares dematerialized.

29. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2018. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on our website (www.somapapers.in). All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

30. AUDITORS:

A. STATUTORY AUDITORS:

M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN:103429W) were appointed as Statutory Auditors for 5 years in 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting to be held in the year 2028.

Emphasis of Matter

- i. The company had written off and written back various amounts in the previous years. However, in the absence of any documentary evidence and limited information available to us, we are unable to comment on such write offs and write back in the previous year's financial statements.
- ii. The fact that the Company's borrowings from various lenders have been settled in 2009-10. However, as per records in MCA, the charges are still outstanding.

Reply to the Emphasis Matter:

The bank has auctioned the Land, Factory Premises. Plant and Machinery. Inventory and other assets lying at Nasik in Financial Year 2007-08 which was approved by the Debt Recovery Tribunal. Auction proceeds received by bank has been utilised to repay Bank Cash Credit Liabilities. Debentures with interest. Electricity charges. deposit given to Labour court for Labour settlement. SICOM Loans and other related expenses. The accounting of the above transaction has been done in previous years on the basis of communication from bank. No confirmation from debenture holders, electricity department Sales Tax Authority or Labour court have been received against the proceeds distributed by Bank

B. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the company has appointed M/s. GMJ & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the Financial Year 2024-25 in compliance with the applicable provisions of the Companies Act, 2013.

The Secretarial Audit report is annexed here with as Annexure 'I' and forms an integral part to this report.

31. AUDITORS REPORT/ SECRETARIAL AUDIT REPORT:

The observations of the auditors contained in their Report have been adequately dealt with in the Notes to the Accounts which are self-explanatory and therefore, do not call for any further comments.

As required under Section 204(1) of the Companies Act, 2013 the Company has obtained a Secretarial Audit Report. The report contains qualifications same are mentioned in the report.

32. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in house Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

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The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedure and policies of the Company.

Based on the internal audit function, the company undertakes corrective action in their respective areas and there by strengthens the control system. Significant audit observations and recommendations along with the corrective actions thereon are presented to the Audit Committee of the Board.

33. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Management discussion and analysis report for the year under review as stipulated under Regulation 34 (e) read with schedule V, Part B of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the stock exchange in India is annexed herewith as Annexure- II to this report.

In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

34. CORPORATE GOVERNANCE:

Pursuant to Schedule V of the SEBI(LODR)Regulations, 2015 a Corporate Governance Report is not applicable to the Company.

35. FAMILIARISATION PROGRAMMES:

The Company familiarises its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarization programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarization programme for Independent Directors is disclosed on the Company's website <https://www.somapapers.in/>.

36. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013, is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Research & Development and Technology Absorption:

1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL

37. POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has in place a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the year under review, the Company has not received any complaints in this regard.

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Further, the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 were not applicable to the company during the review period.

38. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure IV to this Report.

A statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee is annexed to this Annual report as Annexure IV.

During the year, NONE of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

39. NON- EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

40. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

During the period under review, there is no material or serious observations have been noticed for inefficiency or inadequacy of such controls.

Further, details of internal financial control and its adequacy are included in the Management Discussion and Analysis Report which is appended as Annexure IV and forms part of this Report.

41. REPORTING OF FRAUDS:

During the Financial Year 2024-25, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3) (ca) of the Companies Act, 2013.

42. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

43. SECRETARIAL STANDARDS:

The Company has devised proper systems and is in the process to ensure compliance with the provisions of all applicable Secretarial Standards issued by The Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

44. RISK MANAGEMENT POLICY:

According to the Directors of the Company, elements of risk that could threaten the existence of the Company are minimal. Hence, no separate risk management policy is formulated by the Company

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45. SAFETY, ENVIRONMENT CONTROL AND PROTECTION:

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources.

46. DISCLOSURE ON MAINTENANCE OF COST RECORDS:

Maintenance of Cost Records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013, is not applicable to the Company.

47. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

In adherence to the provisions of Section 134(3)(e) and 178(1) & (3) of the Companies Act, 2013, the Board of Directors upon recommendation of the Nomination and Remuneration Committee approved a policy on Director's appointment and remuneration, including, criteria for determining qualifications, positive attributes, independence of a Director and other matters. The said Policy extract uploaded on the Company's website at <https://www.somapapers.in/> available on our website.

48. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

49. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

50. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

51. POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website <https://www.somapapers.in/>.

52. EVENT BASED DISCLOSURES:

During the year under review, the Company has not taken up any of the following activities except as mentioned:

- a) Issue of sweat equity share: NA
- b) Issue of shares with differential rights: NA
- c) Issue of shares under employee's stock option scheme: NA
- d) Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
- e) Buy back shares: NA
- f) Disclosure about revision: NA
- g) Preferential Allotment of Shares: NA
- h) Issue of equity shares with differential rights as to dividend, voting: NA
- i) Others:

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The Board of Directors, at its meeting held on 07th August 2025 and members at their Extra-Ordinary General Meeting held on 04.09.2025 have approved the following:

1. Acquisition of 100% Equity Share Capital of KS Smart Solutions Private Limited ("Selling Company");
2. Issuance of up to 4,87,37,920 (Four Crore Eighty-Seven Lakhs Thirty-Seven Thousand Nine Hundred and Twenty) Equity Shares of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per equity share, on a preferential basis, for consideration other than cash (i.e., by way of share swap) to the shareholders of the Selling Company;
3. Issuance of up to 1,66,67,690 (One Crore Sixty-Six Lakhs Sixty-Seven Thousand Six Hundred and Ninety) Equity Shares of Rs.10/- (Rupees Ten only) each at an issue price of Rs.10/- (Rupees Ten only) per equity share, on a preferential basis, for consideration in cash to persons forming part of the Non-Promoter Public Category;
4. Issuance of up to 4,86,67,850 (Four Crore Eighty-Six Lakhs Sixty-Seven Thousand Eight Hundred and Fifty) Equity Shares of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 20/- (Rupees Twenty only) per equity share, on a preferential basis, for consideration in cash to persons forming part of the Non-Promoter Public Category;
5. Issuance of up to 3,45,94,390 (Three Crore Forty-Five Lakhs Ninety-Four Thousand Three Hundred and Ninety) Convertible Warrants of Rs. 10/- (Rupees Ten only) each at an issue price of Rs.10/- (Rupees Ten only) per warrant, on a preferential basis, for consideration in cash to persons forming part of the Non-Promoter Public Category;
6. Issuance of up to 1,40,00,000 (One Crore Forty Lakhs) Convertible Warrants of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 20/- (Rupees Twenty only) per warrant, on a preferential basis, for consideration in cash to persons forming part of the Non-Promoter Public Category.

Further, the proposed allottees, Mr. Shankar Varadharajan (Acquirer-1) and Mr. Anancha Perumal Selvi Keshav (Acquirer-2) (hereinafter collectively referred to as the "Acquirers"), along with Mr. Rohan Ramaswamy (PAC-1), Mr. Subramanyam Venkatesh (PAC-2), and Mr. Seethapathi Vignesh (PAC-3) (PAC-1, PAC-2, and PAC-3 hereinafter collectively referred to as the "Persons Acting in Concert" / "PACs"), have triggered the open offer process pursuant to Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011 via a Public Announcement dated 07th August 2025.

Upon completion of the open offer process, the Acquirers, together with the PACs, shall be classified as Promoters of the Company, and the existing Promoter and Promoter Group shall be reclassified as Public Shareholders.

53. FAILURE TO IMPLEMENT CORPORATE ACTIONS:

During the year under review, no corporate actions were done by the Company which were failed to be implemented.

54. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one-time settlement of loans taken from banks and financial institutions.

55. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:

The Company affirms that it is in full compliance with the provisions of the Maternity Benefit Act, 1961, as amended from time to time. The Company is committed to fostering a supportive and inclusive work environment, and ensures that all relevant policies and practices are regularly reviewed and aligned with the applicable statutory requirements.

SOMA PAPERS AND INDUSTRIES LIMITED

56. APPRECIATION & ACKNOWLEDGEMENTS:

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thanks the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company, SEBI, BSE, NSDL, CDSL, Bankers etc. for their continued support for the growth of the Company.

**For and on behalf of the Board of Directors
For Soma Papers and Industries Limited**

**Place: Hyderabad
Date: 04.09.2025**

**Sd/-
V. Priya Darshini Lakshmi
Whole-Time Director
(DIN:07803502)**

**Sd/-
G. Shiva Shankar Reddy
Director
(DIN:10039853)**

SOMA PAPERS AND INDUSTRIES LIMITED

Annexure I

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Soma Papers and Industries Limited
S No.18. 3rd Floor, B Block, Win Win Hub,
JNTU Hi Tech City main road,
Madhapur, Khanamet, Rangareddy,
Madhapur, Hyderabad,
Shaikpet, Telangana – 500 081

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Soma Papers and Industries Limited** (hereinafter called “the Company”) bearing CIN: L21093TS1991PLC200966. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions of the applicable Acts listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2025 according to the provisions of:

- i. The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder except following:

There was a delay in filing the certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018, i.e the prescribed period of 15 days from the date of receipt of the certificate from the Registrar and Share Transfer Agent (RTA) for the quarter ended March 2024, June 2024, and September 2024.

- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), viz: -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with clients;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable during the period of audit]**
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share based Employee Benefits) Regulations, 2014; **[Not applicable during the period of audit]**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the period of audit]**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable during the period of audit]**

SOMA PAPERS AND INDUSTRIES LIMITED

- h. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **[Not applicable during the period of audit]**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except that:
 - **The website of the Company is not in compliance with the requirement of SEBI (LODR Regulations) 2015.**
- v. Other laws are not applicable as the activities of the Company are at stand still.

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India;
- b. The Listing Agreement entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. **It is observed that there are some charges still outstanding based on the website of the Ministry of Corporate Affairs. However, as per the information made available to us by the Company and based on the Audited Financial Statements of the company for the year ended 31st March, 2025, there are no borrowings from Banks and Financial Institutions pending for repayment as on 31st March, 2025.**

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the information provided and the representation made by the Chief Financial Officer/Company Secretary, taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review:

1. The Company had received an Open offer for the acquisition of Equity Shares from the public shareholders of the Company by Mr. Narasimharao Anumala (hereinafter referred as "Acquirer") together with Mr. Anumala Ramesh Choudhry (hereinafter referred as "PAC-1") and Ms. Anupama Anumala (hereinafter referred as "PAC-2") dated 4th July, 2024.
2. The Register Office of the Company has been shifted from the State of Maharashtra to the State of Telangana vide special resolution passed and approved by the members of the Company in its 33rd Annual General Meeting held on 30th September, 2024.

**FOR GMJ & ASSOCIATES
Company Secretaries**

**Sd/-
(CS PRABHAT MAHESHWARI)
PARTNER
M. No.: FCS 2405
COP No.: 1432
UDIN: F002405G001008399**

**PLACE: MUMBAI
DATE: 14TH AUGUST, 2025**

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

SOMA PAPERS AND INDUSTRIES LIMITED

‘Annexure I’ to Secretarial Audit Report

To,
The Members,
Soma Papers and Industries Limited
S No.18. 3rd Floor, B Block, Win Win Hub,
JNTU Hi Tech City main road,
Madhapur, Khanamet, Rangareddy,
Madhapur, Hyderabad,
Shaikpet, Telangana – 500 081

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR GMJ & ASSOCIATES
Company Secretaries**

**Sd/-
(CS PRABHAT MAHESHWARI)
PARTNER
M. No.: FCS 2405
COP No.: 1432
UDIN: F002405G001008399**

**PLACE: MUMBAI
DATE: 14TH AUGUST, 2025**

SOMA PAPERS AND INDUSTRIES LIMITED

“Annexure II”

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Directors of Soma Papers and Industries Limited are pleased to present the Management Discussion & Analysis (“MD&A”) Report for the Year ended 31st March, 2025.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational.

2. OPPORTUNITIES & THREATS:

The Company is currently looking out for opportunities in all respects. The threats are that it is becoming more and more difficult to search for a suitable match.

3. OVER ALL REVIEW:

Due to scarcity of working capital funds, the Company is not able to perform any business activities. To make the Company operational, the Board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.

4. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The company has a single segment viz., Coated Papers.

5. RISKS AND CONCERNS:

The Company's future development would depend upon the commencement of its operational activities.

6. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

The Company is following a proper and adequate system of internal control in respect of all its activities. Further, all transactions entered into by the Company are fully authorized, recorded and reported correctly.

7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the Year under the review, the Company has incurred loss of Rs. (19.44) Lakhs when compared to the loss of Rs. (35.86) incurred in the previous financial year ending 31.03.2024.

8. OUTLOOK:

The outlook depends on the partner that is brought into add value.

9. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO:

During the year under review, there were no significant changes in Key Financial Ratios of the Company as compared to previous financial year

10. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

The relationship with the staff with all levels remained cordial during the year

11. CAUTIONARY STATEMENT:

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement due to external factors. The company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

**For and on behalf of the Board of Directors
For Soma Papers and Industries Limited**

**Sd/-
V. Priya Darshini Lakshmi
Whole-Time Director
(DIN:07803502)**

**Sd/-
G. Shiva Shankar Reddy
Director
(DIN:10039853)**

**Place: Hyderabad
Date: 04.09.2025**

SOMA PAPERS AND INDUSTRIES LIMITED

Annexure III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

- Details of contracts or arrangements or transactions not at arm's length basis:** Not Applicable as all the Related Party Transactions have been entered into at an arm's length basis.
- Details of material contracts or arrangement or transactions at arm's length basis:

S. No	Name(s) of the related party and nature of relationship	Nature of contract s/arrangements/transactions:	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any: Approved by Audit Committee and Board Meeting in last Financial Year:
1.	Komal Agarwal (Key Managerial Personnel)	Remuneration	2.40	As approved by the Board of Directors	08.02.2024

For and on behalf of the Board of Directors
For Soma Papers and Industries Limited

Sd/-

V. Priya Darshini Lakshmi
Whole-Time Director
(DIN:07803502)

Sd/-

G. Shiva Shankar Reddy
Director
(DIN:10039853)

Place: Hyderabad
Date: 04.09.2025

SOMA PAPERS AND INDUSTRIES LIMITED

Annexure IV

STATEMENT SHOWING THE NAMES OF TOP TEN EMPLOYEES PURSUANT TO SEC. 197 READ WITH RULE 5 (1) (2) and (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- 1 The ratio of remuneration to each director to the median remuneration of the employees of the company for the financial year.**

Director	Total Remuneration (in Rs.)	Ratio to median remuneration
--	--	--

- 2 The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year**

Name	Designation	Remuneration (in Rs.)		Increase/ (Decrease) %
		FY 2024-25	FY 2023-24	
Komal Agarwal	Company Secretary and Compliance Officer	2,40,000	60,000	--

- 3 The percentage increase in the median remuneration of employees in the financial year**

Particulars	Remuneration		Increase/ (Decrease) %
	FY 2024-25	FY 2023-24	
Median Remuneration of all the employees per annum*	--	--	--

*Employees who have served for whole of the respective financial years have been considered.

4.

Particulars	Number
The number of employees on the rolls of the company as on March 31, 2025	1

SOMA PAPERS AND INDUSTRIES LIMITED

- 5 Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and details if there are any exceptional circumstances for increase in the managerial remuneration

Particulars	Increase/ (Decrease) %
Average percentage increase in the remuneration of all Employees*	-
(Other than Key Managerial Personnel)	-
Average Percentage increase in the Remuneration of Key Managerial Personnel	-
*Employees who have served for whole of the respective financial years have been considered.	-

6. Affirmation that the remuneration is as per the remuneration policy of the company.

The Company is in compliance with its remuneration policy.

SOMA PAPERS AND INDUSTRIES LIMITED

Annexure IV

List of Top 10 Employees:

In terms of Remuneration drawn as per Rule 5(3) of the Companies (Appointment and Remuneration of Management personnel) Rules 2014:

S No	Name of the Employee	Designation of the employee	Remuneration received	Nature of employment whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	The age of the employee	The last employment held by such employee before joining the Company	The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Ms. Komal Agarwal	Company Secretary and Compliance Officer	--	Contractual	CS	09.01.2024	31 years	NA	Nil	NA

SOMA PAPERS AND INDUSTRIES LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SOMA PAPERS & INDUSTRIES LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of SOMA PAPERS & INDUSTRIES LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other information

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report including Annexures to Director's Report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the

SOMA PAPERS AND INDUSTRIES LIMITED

scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books.
- c) The company does not have any branches. Hence, the provisions of section 143(3)(c) is not applicable.
- d) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- e) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) In our opinion there were no financial transactions or matters which have any adverse effect on the functioning of the company.
- g) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- h) There is no adverse remark relating to maintenance of accounts and other matters connected herewith.
- i) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
- j) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations in the Notes to Financial Statement.
 - (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

SOMA PAPERS AND INDUSTRIES LIMITED

- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The Company has not declared or paid any dividend during the year. Thus the company does not attract compliance with Section 123 of the Act.
- (vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, the reporting under Rule 11(g) of Companies (Audit and Auditors) Rule, 2014 is applicable from April 1, 2023.

Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the feature of recording audit trail (edit log) facility was enabled throughout the year for all relevant transactions recorded in the software or at the database level to log any direct data changes for the accounting soft wares used for maintaining the books of account.

3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the company has not paid any managerial remuneration to its directors during the year and hence provisions of section 197 of the Act are not applicable to the Company.

**For GMJ & Co
Chartered Accountants
(FRN: 103429W)**

**Sd/-
(CA Sonia Didwania)
Partner**

**M.No.: 410461
UDIN: : 25410461BMKUIJ2502**

**Place : Mumbai
Date : 29th May, 2025.**

SOMA PAPERS AND INDUSTRIES LIMITED

Annexure 'A' to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. The Company does not any have property, plant and equipment and Intangible asset and accordingly the provisions of clause 3 (i) (a) to (e) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- ii. (a) The Company does not have any Inventory and hence the provisions of clause 3(ii)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, during any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, provisions of clause 3 (ii) (b) of the Companies (Auditor's Report) Order is not applicable to the Company.
- iii. According to the information and explanation given to us, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited liability partnerships or any other parties during the year. Accordingly, the provision of clause 3(a) to 3(f) of the order are not applicable to the company.
- iv. According to the information and explanation given to us, the company has not granted any loans or made any investments, or provided any guarantees or given any security in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable.
- v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits as well as deemed deposits from public within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the provisions of clause 3 (v) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of Cost records under sub-section (1) of section 148 of the Act, in respect of the activities carried on by the company. Accordingly, the provisions of clause 3 (vi) of the Companies (Auditor's Report) Order is not applicable the company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of our records of the Company, in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, wealth tax, Goods and service tax, duty of customs, cess and any other statutory dues have generally been regularly deposited with the appropriate authorities.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

According to the books of accounts and records as produced and examined by us in accordance with the generally accepted auditing practices in India, as at March 31, 2025, the following are the particulars of the dues that have not been deposited on the account of dispute :

Sr no.	Name of the Statute	Nature of the Dues	Amount (Rs. in 000's)	Forum where dispute is pending	Period to which amount relates
1	Income Tax Act, 1961	Income Tax Demand	376.760	CPC	AY 2009-10

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

SOMA PAPERS AND INDUSTRIES LIMITED

- ix. The Company has not taken any loan from financial institutions or banks during the year; hence the provisions of clause 3 (ix) (a) to (f) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- X (a) According to the information and explanations given to us and based on the records and documents produced before us, during the year the company has not raised money by way of initial public offer or further public offer (including debt instruments), therefore, the provisions of Clause 3(x)(a) of the Companies (Auditor's Report) Order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Companies (Auditor's Report) Order is not applicable to the Company.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under Section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) To the best of our knowledge and according to the information and explanation given to us, the company has not received whistle-blower complaints, during the year.
- xii. The company is not a Nidhi Company and hence the provisions of clause 3 (xii) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with the related party are in compliance with sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with its Directors and hence the provisions of section 192 of the Companies Act are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provision of clauses 3 (xvi) (a) to (d) of the Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.
- xvii. The Company has incurred cash losses during current financial year which amounts to Rs. (in 000's) (1,944.08) and during previous financial year of Rs. in 000's (2,128.09) respectively.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the provisions of clause (xviii) of the paragraph 3 of Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an

SOMA PAPERS AND INDUSTRIES LIMITED

assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. In our opinion and according to the information and explanations given to us, Section 135 of the Companies Act, 2013 is not applicable to the Company. Therefore the provisions of clause 3 (xx) (a) and (b) of the Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.
- xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For GMJ & Co
Chartered Accountants
(FRN: 103429W)**

**Sd/-
(CA Sonia Didwania)
Partner**

**M.No.: 410461
UDIN: : 25410461BMKUIJ2502**

**Place : Mumbai
Date : 29th May, 2025.**

SOMA PAPERS AND INDUSTRIES LIMITED

Annexure – ‘B’ to the Auditors’ Report

(Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”))

We have audited the internal financial controls over financial reporting of “**SOMA PAPERS AND INDUSTRIES LIMITED**” (“the Company”) as of March 31, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

SOMA PAPERS AND INDUSTRIES LIMITED

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For GMJ & Co
Chartered Accountants
(FRN: 103429W)**

**Sd/-
(CA Sonia Didwania)
Partner**

**M.No.: 410461
UDIN: : 25410461BMKUIJ2502**

**Place : Mumbai
Date : 29th May, 2025.**

SOMA PAPERS AND INDUSTRIES LIMITED

BALANCE SHEET AS AT MARCH 31, 2025

(Amount in INR'000)

Particulars	Notes	MARCH 31, 2025	MARCH 31, 2024
I ASSETS			
1. Non-Current Assets			
(a) Financial Assets	4	-	-
(i) Investments			
(b) Current Tax Assets	5	-	2.45
		-	2.45
2. Current assets			
(a) Financial Assets			
(i) Cash and Cash Equivalents	6	1,907.72	2,815.57
(b) Other Current Assets	7	946.67	74.30
		2,854.39	2,889.87
TOTAL		2,854.39	2,892.32
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	8	14,021.50	14,021.50
(b) Other Equity	9	(13,634.66)	(11,690.58)
		386.84	2,330.92
Liabilities			
Non Current Liabilities			
(a) Financial liabilities			
-Borrowings	10	2,300.00	500.00
		2,300.00	500.00
Current Liabilities			
(a) Other financial liabilities	11	167.55	61.40
(b) Current Tax Liabilities (Net)	12	-	-
		167.55	61.40
TOTAL		2,854.39	2,892.32

Significant Accounting Policies and Notes Forming Part of the Financial Statements. 1-32

As per our report of even date attached
For GMJ & Co
Chartered Accountants
FRN: 103429W

Sd/-
Sonia Didwania
Partner
M.No. 410461
UDIN: 25410461BMKU1J2502

Place: Mumbai
Date : 29.05.2025

For and on behalf of the Board of Directors

Sd/-
Kuntala Rani Roy
Director
(DIN: 07414008)

Sd/-
Vanteddu Lakshmi Priya Darshini
Whole time director & CFO
(DIN: 07803502)

Sd/-
Komal Agarwal
Company Secretary and Compliance Officer

SOMA PAPERS AND INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Amount in INR'000)

Particulars	Notes	2024-25	2023-24
REVENUE			
Other Income	13	-	3,610.85
Total Revenue (I)		-	3,610.85
EXPENSES			
Employee benefits expense	14	240.00	182.50
Other expenses	15	1,704.08	7,014.45
Total Expenses (II)		1,944.08	7,196.95
Profit /(Loss) before exceptional items and tax (I-II)		(1,944.08)	(3,586.10)
Exceptional Items		-	-
Profit /(Loss) before tax		(1,944.08)	(3,586.10)
Tax expense:			
Current tax		-	-
Adjustment of tax relating to earlier periods		-	0.05
Deferred tax		-	-
		-	0.05
Profit /(Loss) after Tax		(1,944.08)	(3,586.15)
OTHER COMPREHENSIVE INCOME			
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:		-	-
B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:		-	-
Other Comprehensive income for the year, net of tax		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		(1,944.08)	(3,586.15)
Earnings per share for profit attributable to equity shareholders	18		
Basic and Diluted EPS	17	(1.39)	(2.56)

Significant Accounting Policies and Notes Forming Part of 1-32 the Financial Statements.

As per our report of even date attached
For GMJ & Co
Chartered Accountants
FRN: 103429W

Sd/-
Sonia Didwania
Partner
M.No. 410461
UDIN: 25410461BMKU1J2502

Place: Mumbai
Date : 29.05.2025

For and on behalf of the Board of Directors

Sd/-
Kuntala Rani Roy
Director
(DIN: 07414008)

Sd/-
Vanteddu Lakshmi Priya Darshini
Whole time director & CFO
(DIN: 07803502)

Sd/-
Komal Agarwal
Company Secretary and Compliance Officer

SOMA PAPERS AND INDUSTRIES LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025

(Amount in INR'000)

Particulars	Notes	2024-25	2023-24
CASH FLOWS FROM OPERATING ACTIVITIES:			
Profit/(Loss) before income tax :		(1,944.08)	(3,586.10)
Adjustments for:			
(Gain)/Loss on sale of investments		-	(3,586.81)
Dividend and interest income classified as investing cash flows		-	(23.91)
Sundry balances written back		-	-
Sundry balances written off		-	-
Change in operating assets and liabilities:			
(Increase)/Decrease in trade receivables		-	-
Increase/(decrease) in trade payables		-	-
(Increase)/decrease in other financial assets		-	-
(Increase)/decrease in other current assets		(872.37)	(58.10)
Increase/(decrease) in Borrowings		1,800.00	500.00
Increase/(decrease) in other financial liabilities		106.15	61.40
Increase/(decrease) in other Non- financial liabilities		-	-
Increase/(decrease) in other current liabilities		-	-
Cash generated from operations		(910.30)	(6,693.51)
Less: Income taxes paid		(2.45)	(0.80)
Net cash inflow from operating activities		(907.85)	(6,692.71)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sale of investments (net of Purchases)		-	9,035.98
Dividends received		-	23.91
Net cash outflow from investing activities		-	9,059.89
CASH FLOWS FROM FINANCING ACTIVITIES:			
Repayment of borrowings		-	-
Interest paid		-	-
Net cash inflow (outflow) from financing activities		-	-
Net increase (decrease) in cash and cash equivalents		(907.85)	2,367.18
Cash and Cash Equivalents at the beginning of the financial year		2,815.57	448.39
Effects of exchange rate changes on Cash and Cash Equivalents			
Cash and Cash Equivalents at end of the year		1,907.72	2,815.57
Reconciliation of cash and cash equivalents as per the cash flow statement:			
Cash and cash equivalents as per above comprise of the following:			
Cash and cash equivalents		1,907.72	2,815.57
Balances per statement of cash flows		1,907.72	2,815.57

Significant Accounting Policies and Notes Forming Part of the Financial Statements.

1-32

As per our report of even date attached
For GMJ & Co
Chartered Accountants
FRN: 103429W

For and on behalf of the Board of Directors

Sd/-
Sonia Didwania
Partner
M.No. 410461
UDIN: 25410461BMKU1J2502

Sd/-
Kuntala Rani Roy
Director
(DIN: 07414008)

Sd/-
Vanteddu Lakshmi Priya Darshini
Whole time director & CFO
(DIN: 07803502)

Sd/-
Komal Agarwal
Company Secretary and Compliance Officer

Place: Mumbai
Date : 29.05.2025

SOMA PAPERS AND INDUSTRIES LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

A. Equity Share Capital

Particulars	Balance as at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated balance as at the beginning of the year	Changes in equity share capital during the current year	Balance as at the end of the year
March 31, 2025					
Number of Shares	14,02,150	-	14,02,150	-	14,02,150
Amount (In 000's)	14,021.50	-	14,021.50	-	14,021.50
March 31, 2024					
Number of Shares	14,02,150	-	14,02,150	-	14,02,150
Amount (In 000's)	14,021.50	-	14,021.50	-	14,021.50

B. Other Equity

(Amount in INR'000)

Particulars	Reserves and Surplus		
	Securities Premium	Retained Earnings	Total
Balance as at April 01, 2024	11,734.60	(23,425.18)	(11,690.58)
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at April 01, 2023	11,734.60	(23,425.18)	(11,690.58)
Total Comprehensive Income for the current year	-	(1,944.08)	(1,944.08)
Dividend	-	-	-
Transfer to retained earnings	-	-	-
Any other change (to be specified)	-	-	-
Balance as at March 31, 2025	11,734.60	(25,369.26)	(13,634.66)

(Amount in INR'000)

Particulars	Reserves and Surplus		
	Securities Premium	Retained Earnings	Total
Balance as at April 01, 2023	11,734.60	(19,839.03)	(8,104.43)
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at April 01, 2022	11,734.60	(19,839.03)	(8,104.43)
Total Comprehensive Income for the current year	-	(3,586.15)	(3,586.15)
Dividend	-	-	-
Transfer to retained earnings	-	-	-
Any other change (to be specified)	-	-	-
Balance as at March 31, 2024	11,734.60	(23,425.18)	(11,690.58)

Significant Accounting Policies and Notes Forming Part of the Financial Statements.

1-32

As per our report of even date attached
For GMJ & Co
Chartered Accountants
FRN: 103429W

Sd/-
Sonia Didwania
Partner
M.No. 410461
UDIN: 25410461BMKU1J2502

Place: Mumbai
Date : 29.05.2025

For and on behalf of the Board of Directors

Sd/-
Kuntala Rani Roy
Director
(DIN: 07414008)

Sd/-
Vanteddu Lakshmi Priya Darshini
Whole time director & CFO
(DIN: 07803502)

Sd/-
Komal Agarwal
Company Secretary and Compliance Officer

SOMA PAPERS AND INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

1 Corporate Information

The financial statements comprise financial statements of Soma Papers and Industries Limited (the company) and for the year ended March 31, 2024. The company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on Bombay Stock Exchange in India. The registered office of the company is located at Unit No 8A, 1st Floor, Plot No. 212, Mohatta Bhuvan, Laxminarsigh Papan Marg, Gandhi Nagar, Worli, Mumbai Maharashtra 400018.

The Company is principally engaged in the Manufacturing Activity but stopped w.e.f August 4, 2004.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 27, 2024.

2 Material Accounting Policies

2.1 Basis of preparation

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015(as amended).

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value

The financial statements are presented in Indian Rupees (INR) in 000's.

2.2 Summary of Material accounting policies

(a) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties. The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Recognising revenue from major business activities

(i) Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

(ii) Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

(iii) Dividend income

Revenue is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(b) Taxes

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(c) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(i) As a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

SOMA PAPERS AND INDUSTRIES LIMITED

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(ii) As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(d) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(e) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out/weighted average basis.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on first in, first out basis/weighted average.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis/weighted average basis.

Initial cost of inventories includes the transfer of gains and losses on qualifying cash flow hedges, recognised in OCI, in respect of the purchases of raw materials.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(f) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at

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fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

(1) Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

(2) Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(3) Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(4) Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Interest in subsidiaries, associates and joint ventures are accounted at cost.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 21 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

(1) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

(2) Loans and borrowings

This is the category most relevant to the company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(3) Financial guarantee contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iii) Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of

external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(g) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within XX days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(h) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(i) Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

(j) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, pension, post-employment medical plans; and

(b) defined contribution plans such as provident fund.

Pension and gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Post-employment medical obligations

Company provide post-retirement healthcare benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit plans. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited in other comprehensive income in the period in which they arise.

Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(k) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

Dilluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

1 Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

3 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

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Critical estimates and judgements

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

4. FINANCIAL ASSETS

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
(A) INVESTMENTS		
(1) Investments carried at fair value through Profit and Loss		
Quoted		
(a) Investments in Equity Instruments		
Nil Equity shares of Vodafone Idea Limited (March 31, 2023: 8289)	-	-
Nil Equity shares of Ambuja Cements Limited (March 31, 2023: 1500)	-	-
Nil Equity shares of Asian Paints Limited(March 31, 2023 : 75)	-	-
Nil Equity shares of Cadila Healthcare Limited(March 31, 2023 : 600)	-	-
Nil Equity share of Infosys Limited(March 31,2023 : 350)	-	-
Nil Equity share of Adhunik Synthetics Limited(March 31,2023 : Nil)	-	25.00
Nil Equity shares of Aluminium Industries Limited(March 31,2023 : Nil)	-	1,875.00
Nil Equity shares of Conway Printers Limited(March 31,2023 : Nil)	-	250.00
Nil Equity shares of Titaghur Paper Mills Company Limited(March 31,2023 : Nil)	-	0.85
Nil Equity shares of Tata Consultancy Services Limited(March 31,2023 : 50)	-	-
Total (A)	-	2,150.85
(b) Investments in Mutual Funds		
Nil Units of Franklin India Prima Plus (March 31, 2023 : 836.429)	-	-
Nil Units of ICICI Prudential Balanced Fund(March 31,2023 : 11,755.26)	-	-
Nil Units of Reliance MIP Segregated Portfolio -2(March 31,2023 : 78,917.255)	-	-
Total (B)	-	-
Total (A + B)	-	2,150.85
Less : Aggregate amount of provision for impairment in the value of investments	-	(2,150.85)
Total	-	-
Aggregate book value of unquoted investments	-	-
Aggregate market value of quoted investments	-	-

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5. CURRENT TAX ASSETS (NET)

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Opening balance	-	-
Add: Current tax payable for the year	-	-
Less: Taxes paid	-	2.45
Closing Balance	-	2.45

6. CASH AND CASH EQUIVALENTS

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Cash on hand	-	-
Balances with banks:		
- On current accounts	1,907.72	2,815.57
	1,907.72	2,815.57

7. OTHER CURRENT ASSETS

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Current		
Others		
- Prepaid expenses	0.91	-
- Balances with Statutory, Government Authorities	945.76	58.55
- Other Receivables	-	15.76
Total	946.67	74.30

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8. SHARE CAPITAL

i. Authorised Share Capital

(Amount in INR'000)

	Equity Share	
	Number	Amount
At April 1, 2023	50,00,000	50,000.00
Increase/(decrease) during the year	-	-
At March 31, 2024	50,00,000	50,000.00
Increase/(decrease) during the year	-	-
At March 31, 2025	50,00,000	50,000.00

ii. Issued Capital

(Amount in INR'000)

	Number	Amount
Equity shares of INR 10 each issued, subscribed and fully paid		
At April 1, 2023	14,02,150	14,021.50
Issued during the period	-	-
At March 31, 2024	14,02,150	14,021.50
Issued during the period	-	-
At March 31, 2025	14,02,150	14,021.50

iii. Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iv. The Company does not have a holding or subsidiary company.

v. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As At March 31,2025		As At March 31,2024	
	Number	% Holding	Number	% Holding
Equity shares of INR 10/-each fully paid				
SRS Trading & Agencies Pvt. Ltd.	-	-	5,65,736	40.35%
Narasimharao Anumala	6,59,421	47.03%	-	-

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vi. Shares reserved for issue under options

None of the above shares are reserved for the issue under option/contract/commitments for sale of shares or disinvestment.

vii. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

viii. Disclosures of Shareholding of Promoters as on 31.3.2025 :

Shares held by promoters at the end of the year			% Change during the year
Promoters Name	No. of Shares	% of Total Shares	
Anupama Anumala	34,875	2.49%	2.49%
Narasimharao Anumala	6,59,421	47.03%	47.03%
Total	6,94,296	49.52%	49.52%

Disclosures of Shareholding of Promoters as on 31.3.2024 :

Shares held by promoters at the end of the year			% Change during the year
Promoters Name	No. of Shares	% of Total Shares	
SRS Trading & Agencies PVT LTD	5,65,736	40.35%	-
Oricon Enterprises LTD	39,487	2.82%	-
Vikram Somani	3,000	0.21%	-
Bharat Krishgnakumar Somani	27,500	1.96%	-
Rakhi Somani	7,300	0.52%	-
Saraswati Somani	27,575	1.97%	-
Vikram Somani	8,462	0.60%	-
Asha Somani	15,070	1.07%	-
Total	6,94,130	49.50%	-

**9. OTHER EQUITY
Reserves and Surplus**

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Securities Premium	11,734.60	11,734.60
Retained Earnings	(25,369.26)	(23,425.18)
	(13,634.66)	(11,690.58)

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(a) Securities Premium

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Opening balance	11,734.60	11,734.60
Add: Changes during the year	-	-
Closing balance	11,734.60	11,734.60

(b) Retained Earnings

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Opening balance	(23,425.18)	(19,839.03)
Profit/(Loss) for the year	(1,944.08)	(3,586.15)
Closing balance	(25,369.26)	(23,425.18)

10. BORROWINGS

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Loan from a Directors	2,300.00	500.00
	2,300.00	500.00

11. OTHER FINANCIAL LIABILITIES

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Payable for Expenses	152.15	60.00
Statutory Dues*	15.40	1.40
	167.55	61.40

*Includes professional tax

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12. CURRENT TAX LIABILITIES (NET)

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Opening balance	-	-
Add: Current tax payable for the year	-	-
Less: Taxes paid	-	0.05
Less: Short/Excess Provisions	-	(0.05)
Closing Balance	-	-

13. OTHER INCOME

(Amount in INR'000)

PARTICULARS	2024-25	2023-24
Dividend income	-	23.91
Fair value gain on financial instruments at fair value through profit and loss	-	-
Net gain on sale of Investments	-	3,586.81
Interest on Income tax Refund	-	0.13
	-	3,610.85

14. EMPLOYEE BENEFITS EXPENSE

(Amount in INR'000)

PARTICULARS	2024-25	2023-24
Salaries and bonus	240.00	182.50
	240.00	182.50

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15. OTHER EXPENSES

(Amount in INR'000)

PARTICULARS	2024-25	2023-24
Advertisement	57.40	-
Printing and Stationery	11.78	-
Payments to auditors (Refer note below)	35.00	47.20
Legal and professional fees	1,450.00	104.50
Telephone and internet expenses	-	-
Miscellaneous expenses	62.42	89.81
Listing Fees	86.08	5,309.44
Conveyance Expenses	-	2.86
Bank charges	1.41	2.59
Fair value loss on financial instrument at fair value through profit and loss	-	1,458.06
	1,704.08	7,014.45

(a) Details of Payments to auditors

(Amount in INR'000)

PARTICULARS	2024-25	2023-24
As auditor		
Audit Fees including GST	35.00	35.40
Income Tax return	-	11.80
	35.00	47.20

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17. EARNINGS PER SHARE

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
(a) Basic and Diluted earnings per share	(1.39)	(2.56)
(b) Reconciliations of earnings used in calculating earnings per share	-	-
Profit attributable to the equity holders of the company used in calculating basic earnings per share	(1,944.08)	(3,586.15)
Adjustments for calculation of diluted earnings per share	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	(1,944.08)	(3,586.15)
(c) Weighted average number of shares used as the denominator	-	-
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	14,02,150	14,02,150
Adjustments for calculation of diluted earnings per share	-	-
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	14,02,150	14,02,150
Face Value per share	10	10

18. COMMITMENTS AND CONTINGENCIES

A. Contingent Liabilities

(Amount in INR'000)

PARTICULARS	2024-25	2023-24
i. Other money for which the company is contingently liable		-
Income tax Penalty Demand	-	378.43

19. RELATED PARTY TRANSACTIONS

- (i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

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Name of Related Party	
Key Management Personnel (KMP)	Ms. V. Priya Darshini Lakshmi - Whole-Time Director and CFO Mr. Prabhakar Reddy Palakolanu - Independent Director Ms. Kuntala Rani Roy - Independent Director

(ii) Transactions with related parties

The following transactions occurred with related parties

(Amount in INR'000)

Name	Nature of Relationship	Nature of Transaction	MARCH 31, 2025	MARCH 31, 2024
Ajay Kabra	Key Managerial Personnel	Salary	-	-
Gourav Gupta	Key Managerial Personnel	Salary	-	122.50
Komal Agarwal	Key Managerial Personnel	Salary	-	60.00
Vanteddu Lakshmi Priya Darshini	Key Managerial Personnel	Loan from related Party	1,800.00	500.00

(iii) Outstanding Balance of Related Parties

(Amount in INR'000)

Name	Nature of Relationship	MARCH 31, 2025	MARCH 31, 2024
Vanteddu Lakshmi Priya Darshini	Key Managerial Personnel	1,800.00	500.00

(iv) Key Management Personnel Compensation

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Short-term Employee Benefits	-	182.50

20. SEGMENT REPORTING

The company is engaged in only one reportable operating segment i.e Coated Papers

Hence, disclosure required by Ind AS 108 - 'Segment Reporting' are not applicable to the company

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21. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category

(Amount in INR'000)

Particulars	Carrying Amount		Fair Value	
	MARCH 31, 2025	MARCH 31, 2024	MARCH 31, 2025	MARCH 31, 2024
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables	-	-	-	-
Cash and Cash Equivalents	1,907.72	2,815.57	1,907.72	2,815.57
Other bank balance	-	-	-	-
Other Financial Assets	-	-	-	-
 FVTPL				
Investment in Equity Instruments	-	-	-	-
Total	1,907.72	2,815.57	1,907.72	2,815.57

FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	-	-	-	-
Trade Payables	-	-	-	-
Other financial liabilities	-	-	-	-
Total	-	-	-	-

The management assessed that the fair value of cash and cash equivalent, other bank balance, trade receivables, trade payables, borrowings and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

ii. Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

SOMA PAPERS AND INDUSTRIES LIMITED

Assets and liabilities measured at fair value - recurring fair value measurement:

(Amount in INR'000)

Particulars	MARCH 31, 2025			Total	MARCH 31, 2024			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets								
Non-Current Investments in equity shares measured at FVTPL	-	-	-	-	-	-	-	-
Non-Current Investments in mutual funds measured at FVTPL	-	-	-	-	-	-	-	-
Total Financial Assets	-	-	-	-	-	-	-	-

Level 1 - hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares, contingent consideration and indemnification assets included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

the use of quoted market prices or dealer quotes for similar instruments

22. FINANCIAL RISK MANAGEMENT

The company's activity expose it to market risk, liquidity risk and credit risk. The Company's management oversees the management of these risks and ensures that the company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk.

(i) Foreign currency risk

Currency risk is not material as the Company's primary business activities are within India and does not have significant exposure in foreign currency.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The management is responsible for the monitoring of the Company' interest rate position. Various variables are considered by the management in structring the Company's borrowings to achieve a reasonable and competitive cost of funding.

(iii) Other price risk

The Company is not exposed to other price risk.

(B) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost, as well as credit exposures to customers including outstanding receivables and unbilled revenues.

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Trade receivables

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

Cash and Cash Equivalents

Credit Risk on cash and cash equivalent is generally low as the said who have been assigned high credit rating by international and domestic rating agencies.

(C) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's management is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

Liquidity Exposure as at 31st March, 2025

(Amount in INR'000)

Particulars	< 1 year	1-5 years	> 5 years	Total
Financial Assets				
Investments	-	-	-	-
Trade Receivables	-	-	-	-
Cash and Cash Equivalents	1,907.72	-	-	1,907.72
Other Financial Assets	-	-	-	-
Total Financial Assets	1,907.72	-	-	1,907.72
Financial Liabilities				
Trade Payables	-	-	-	-
Other Financial Liabilities	-	-	-	-
Total Financial Liabilities	-	-	-	-

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Liquidity Exposure as at 31st March, 2024

(Amount in INR'000)

Particulars	< 1 year	1-5 years	> 5 years	Total
Financial Assets				
Investments	-	-	-	-
Trade Receivables	-	-	-	-
Cash and Cash Equivalents	2,815.57	-	-	2,815.57
Other Financial Assets	-	-	-	-
Total Financial Assets	2,815.57	-	-	2,815.57
Financial Liabilities				
Trade Payables	-	-	-	-
Other Financial Liabilities	-	-	-	-
Total Financial Liabilities	-	-	-	-

23. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

(Amount in INR'000)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Trade payables	152.15	60.00
Borrowing	2,300.00	500.00
Other payable	15.40	1.40
Less: cash and cash equivalents	(1,907.72)	(2,815.57)
Net Debt	559.83	(2,254.17)
Equity Share Capital	14,021.50	14,021.50
Other Equity	(13,634.66)	(11,690.58)
Total Capital	386.84	2,330.92
Capital and net debt	946.67	76.75
Gearing ratio	59.14	(2,936.92)

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24. FINANCIAL RATIOS

Sr No.	Particulars	As at 31st March, 2025	As at 31st March, 2024	% change	Reason for Variance
1	Current ratio	17.04	47.07	-64%	Due to closure of bank account
2	Debt- Equity Ratio	5.95	0.21	2672%	Increase in Borrowing from related parties.
3	Debt Service Coverage Ratio	NA	NA	NA	NA
4	Return on Equity Ratio	-143.06%	-86.96%	-65%	Due to losses in Current year
5	Inventory Turnover Ratio	NA	NA	NA	NA
6	Trade Receivable Turnover Ratio	NA	NA	NA	NA
7	Trade Payable Turnover Ratio	NA	NA	NA	NA
8	Net Capital Turnover Ratio	NA	NA	NA	NA
9	Net Profit Ratio	NA	NA	NA	NA
10	Return on Capital Employed	-502.55%	-153.85%	-227%	Due to losses in Current year
11	Return on Investment	NA	NA	NA	NA

(Amount in INR'000)

Sr No.	Ratios	Numerator	Denominator	As at 31st March, 2025		As at 31st March, 2024	
				Numerator	Denominator	Numerator	Denominator
1	Current ratio	Current Assets	Current Liabilities	2,854.39	167.55	2,889.87	61.40
2	Debt- Equity Ratio	Total Debts (Including Government Grants)	Total Equity (Equity Share capital + Other equity-Revaluation Reserve-Capital Redepmtion Reserve)	2,300.00	386.84	500.00	2,330.92
3	Debt Service Coverage Ratio	Net Profit after taxes + Non-cash operating expenses (i.e. depreciation and other amortizations + Interest)	Finance cost+Lease repayment + principle repayment of long term borrowings during the period/year	NA	NA	NA	NA
4	Return on Equity Ratio	Net profit after tax - Exceptional items	Average Total Equity [Opening(Equity Share capital + Other equity-Revaluation Reserve-Capital Redepmtion Reserve)+Closing (Equity Share Capital+Other Equity-Revaluation Reserve-Capital Redepmtion Reserve)]/2]	(1,944.08)	1,358.88	(3,586.15)	4,124.00
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory (opening balance+ closing balance/2)	NA	NA	NA	NA
6	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable (Opening balance + closing balance /2)	NA	NA	NA	NA
7	Trade Payable Turnover Ratio	Purchase of stock in trade and material consumed	Average trade payable (Opening balance + closing balance /2)	NA	NA	NA	NA
8	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset - current liabilities)	NA	NA	NA	NA
9	Net Profit Ratio	Net profit after tax - Exceptional items	Revenue from operations	NA	NA	NA	NA
10	Return on Capital Employed	Profit Before interest, Tax & Exceptional item	Equity Share capital + Other equity-Revaluation Reserve-Capital Redepmtion Reserve + Total Debts (Including Government Grants)	(1,944.08)	386.84	(3,586.10)	2,330.92
11	Return on Investment	Interest Income on fixed deposits	Non current Investments + Fixed deposits with bank	NA	NA	NA	NA

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25. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

PARTICULARS	MARCH 31, 2025	MARCH 31, 2024
Principal amount due to suppliers under MSMED Act, 2006*	-	-
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-

* Amount includes due and unpaid of INR Nil (March 31, 2023: INR Nil)

The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the Company.

26. GOING CONCERN

The Company has accumulated losses. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However the management is expecting revival of the company. Hence, the financial statements of the Company have been prepared on a going concern basis.

27. The bank has auctioned the Land, Factory Premises, Plant and Machinery, Inventory and other assets lying at Nasik in Financial Year 2007-08 which was approved by the Debt Recovery Tribunal. On the basis of correspondence received from the bank, auction proceeds received by bank has been utilized to repay Bank Cash Credit Liabilities, Debentures with interest, Electricity Charges, deposit given to Labour Court for Labour Settlement, SICOM Loans and other related expenses. The accounting of the above transaction has been done on the basis of correspondence taken place with bank. No confirmations from banks, debenture holders, electricity department, Sales Tax Authority or labour court have been received against the proceeds received. The balance of the auction proceeds, after payment of all determined liabilities, has been returned to the Company. The bank has not paid any interest on such amount that was held for a substantial period.

28. No deferred Tax Asset has been recognised on Unabsorbed Losses and Depreciation, in view of absence of virtual certainty of realisation of the same.

29 PENDING CAPITAL CONTRACTS

NIL (NIL)

30 FOREIGN EXCHANGE EARNINGS AND OUTGO

NIL (NIL)

31. OTHER STATUTORY DISCLOSURES

Revaluation of Property, Plant and Equipment

- i) The company does not have any Property, Plant and Equipment and Intangible Asset which are revalued, therefore the disclosure regarding whether the revaluation is done by registered valuer or not is not applicable to the company. The company has not acquired any asset through business combination, thus disclosures related to assets acquired through business combination is not disclosed thereof.

Trade Receivables and Trade Payables

- ii) The Company does not have any Trade receivables and Trade Payables as at the reporting date, thus the disclosure of ageing schedule is not applicable to the company.

Loans and Advances

- iii) The Company does not have any Loans or Advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties, either severally or jointly with other person, therefore the disclosure related to those are not applicable to company.

Title Deeds of Immovable Property

- iv) The Company does not have any kind of Immovable Property, therefore disclosure related to title deed of Immovable Property being in the name of the Company is not applicable to the company.

Investment Property

- v) Since the company does not have any Investment Property as on the reporting date, the disclosure regarding determination of fair value by Registered valuer, is not applicable to the company.

Capital work in progress

- vi) The company does not hold any project in progress or any suspended project as on the reporting date, thus the Capital work in progress ageing as well as completion schedule is not applicable to the company.

Intangible Asset under Development

- vii) The company does not have any Intangible assets under development stage, therefore disclosure regarding determination of fair value by Registered valuer, are not applicable to the company.

Borrowings from Bank or Financial Institution

- viii) The Company does not have any borrowings from banks and financial institutions against any current assets and that are used for any other purpose other than the specific purpose for which it was taken at the reporting balance sheet date.

Benami Property

- ix) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1998) and the rules made thereunder.

Wilful Defaulter

- x) The Company is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.

Relationship with Struck-off Companies

- xi) The Company has not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

SOMA PAPERS AND INDUSTRIES LIMITED

Registration of charges or satisfaction with Registrar of Charges (ROC)

- xii) There is no charge or satisfaction yet to be registered with ROC beyond the statutory period by the company.

Compliance with layers of companies

- xiii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Compliance with Scheme(s) of Arrangements

- xiv) There are no schemes or arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting periods.

Utilisation of Borrowed Fund and Share Premium

- xv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- xvi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

Undisclosed Income

- xvii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

CSR

- xviii) The Company is not covered under section 135 of the companies act, 2013. Hence, disclosures related to CSR activities are not applicable.

Details of Crypto Currency and Virtual Currency

- xix) The Company has not traded or invested in Crypto currency or Virtual Currency during reporting periods.
32. Previous year figures have been regrouped / rearranged wherever necessary to conform to the current years' presentation and figures are rounded off to nearest rupee.

Significant Accounting Policies and Notes Forming Part of the Financial Statements.1-32

As per our report of even date attached
For GMJ & Co
Chartered Accountants
FRN: 103429W

Sd/-
Sonia Didwania
Partner
M.No. 410461
UDIN: 25410461BMKU1J2502

Place: Mumbai
Date : 29.05.2025

For and on behalf of the Board of Directors

Sd/-
Kuntala Rani Roy
Director
(DIN: 07414008)

Sd/-
Vanteddu Lakshmi Priya Darshini
Whole time director & CFO
(DIN: 07803502)

Sd/-
Komal Agarwal
Company Secretary and Compliance Officer

If undelivered please return to :

SOMA PAPERS AND INDUSTRIES LIMITED

S. No. 18, 3rd Floor, B Block, Win Win Hub, JNTU,
Hitech City Main Road, Madhapur, Khanamet,
Rangareddy - 500081, Telangana, India