Date: 13th August 2025

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Unit: Soma Papers & Industries Ltd (Scrip code: 516038)

Dear Sir / Madam,

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirement Regulation) 2015 Notice of Extra Ordinary General Meeting.

The Board of Directors at their meeting concluded on 07th August 2025 had inter-alia approved the Notice of Extra Ordinary General Meeting for seeking approval of members of the Company on Resolutions as set out in the said Notice.

With reference to captioned subject, please find enclosed herewith the Notice of Extra Ordinary General Meeting together with the Explanatory Statement sent to the members of the Company whose names appear on the Register of Members / List of Beneficial Owners as on 01st August 2025.

We request you to take the revised disclosure on record.

Yours sincerely,
For Soma Papers and Industries Limited

VANTEDDU LAKSHMI PRIYA DARSHINI

Digitally signed by VANTEDDU LAKSHMI PRIYA DARSHINI
Date: 2025.08.13 16:31:44 +05'30'

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

SOMA PAPERS AND INDUSTRIES LIMITED

(CORPORATE IDENTIFICATION NO. L21093TS1991PLC200966)
REGISTERED OFFICE: S NO.18. 3RD FLOOR, B BLOCK, WIN WIN HUB, JNTU HI TECH CITY MAIN ROAD, MADHAPUR, KHANAMET, RANGAREDDY, MADHAPUR, HYDERABAD, SHAIKPET, TELANGANA, 500081.
PHONE NO.: +91- 7799009346 |EMAIL ID: CSSOMAPAPERS91@GMAIL.COM | WEBSITE: WWW.SOMAPAPERS.IN

NOTICE IS HEREBY GIVEN THAT THE 01ST EXTRA ORDINARY GENERAL MEETING (EOGM) FOR THE FINANCIAL YEAR 2025-2026 OF THE MEMBERS OF SOMA PAPERS AND INDUSTRIES LIMITED WILL BE HELD ON THURSDAY 04TH SEPTEMBER 2025 AT 12.30 PM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

ITEM NUMBER 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MOA AND AOA.

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 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing 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 ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company."

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

The Authorized Share Capital of the Company is 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, with the rights and privileges and conditions attaching thereto as provided by the requirements of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the Articles of Association of the Company be altered, wherever necessary, to reflect the increase in Authorised Share Capital.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary for obtaining the requisite approvals, statutory or otherwise, in relation to the above, and to settle all questions, difficulties, or doubts that may arise in this regard, to sign and execute all necessary documents, and to file the requisite forms with the Registrar of Companies and other authorities as may be required, and to do all such acts, deeds, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution."

ITEM NUMBER 2: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH.

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 Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion— the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 4,87,37,920 (Four Core Eighty-Seven Lakhs Thirty-Seven Thousand Nine Hundred & Twenty) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 48,73,79,200/- (Rupees Forty-Eight Crore Seventy-Three Lakhs Seventy-Nine Thousand and Two Hundred Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 10,000 Equity Shares representing 100% shareholding of KS Smart Solutions Private Limited ("Selling Company") on a preferential basis pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws.

Details of Proposed Equity Allottees

Sr. No	Name of the Equity Proposed Allottees	Pre-Pref Holding	No of Equity Shares of the Company to be Issued and Allotted swapping	Current Status / Category	Proposed Status / Category*
1	Shankar Varadharajan	-	2,43,68,960	Non-Promoter	Promoter
2	Anancha Perumal Selvi Keshav	-	2,43,68,960	Non-Promoter	Promoter
Total		**-**	**4,87,37,920**		

*The Proposed allottee 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 as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 05th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting."

"**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"**RESOLVED FURTHER THAT** pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

"RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations."

"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 it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

ITEM NUMBER 3: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

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 Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may

be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion—the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, 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 total aggregating to Rs. 16,66,76,900/- (Rupees Sixteen Crore Sixty-Six Lakh Seventy-Six Thousand Nine Hundred only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws."

Details of Proposed Equity Allottees

Sr. No	Name of the Equity Proposed Allottees	Pre-Pref Holding	Maximum No of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category*
1.	Shankar Varadharajan	-	83,33,845	Non-Promoter	Promoter
2.	Anancha Perumal Selvi Keshav	-	83,33,845	Non-Promoter	Promoter
Total		**-**	**1,66,67,690**		

*The Proposed allottee 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 as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 05th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting."

"**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"**RESOLVED FURTHER THAT** pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

"RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations."

"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 it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

ITEM NUMBER 4: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

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 Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion— the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 4,86,67,850 (Four Crore Eighty-Six Lakhs Sixty-Seven Thousand Eight Hundred & Fifty) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 20/- (Rupees Twenty Only) per Equity Share total aggregating to Rs. 97,33,57,000/- (Rupees Ninety-Seven Crore Thirty-Three Lakh Fifty-Seven Thousand only)on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws."

Details of Proposed Equity Allottees

Sr. No	Name of the Equity Proposed Allottees	Pre-Pref Holding	Maximum No of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Jitendra Rasiklal Sanghavi	-	54,00,000	Non-Promoter Public	Non-Promoter Public
2.	Hitesh Natwarlal Kawa	-	54,00,000	Non-Promoter Public	Non-Promoter Public
3.	Isat Solutions Private Limited	-	50,00,000	Non-Promoter Public	Non-Promoter Public
4.	Roopal Hitesh Kawa	-	36,00,000	Non-Promoter Public	Non-Promoter Public
5.	Bijal Kaushik Gandhi	-	25,00,000	Non-Promoter Public	Non-Promoter Public
6.	Kaushik Hasmukhlal Gandhi	-	25,00,000	Non-Promoter Public	Non-Promoter Public
7.	Nimesh Sahadeo Singh	-	25,00,000	Non-Promoter Public	Non-Promoter Public
8.	Priti Nimesh Singh	-	25,00,000	Non-Promoter Public	Non-Promoter Public
9.	Varshit Janak Shah	-	17,50,000	Non-Promoter Public	Non-Promoter Public
10.	Bhavi Jitendra Sanghavi	-	11,00,000	Non-Promoter Public	Non-Promoter Public
11.	Chirag Jitendra Shah	-	10,00,000	Non-Promoter Public	Non-Promoter Public
12.	Hitesh N Kawa Huf	-	10,00,000	Non-Promoter Public	Non-Promoter Public
13.	Jyoti Praful Desai	-	10,00,000	Non-Promoter Public	Non-Promoter Public
14.	Sadashiv Kanyana Shetty	-	8,00,000	Non-Promoter Public	Non-Promoter Public
15.	Nikita Sanjay Jain	-	7,00,000	Non-Promoter Public	Non-Promoter Public
16.	Crishi Sanjay Jain	-	7,00,000	Non-Promoter Public	Non-Promoter Public
17.	Vanaja Veeranreddy	-	5,09,639	Non-Promoter Public	Non-Promoter Public
18.	Jaikaran Jaspalsingh Chandock	-	5,00,000	Non-Promoter Public	Non-Promoter Public
19.	Trimaan Jaspal Singh Chandock	-	5,00,000	Non-Promoter Public	Non-Promoter Public
20.	Modi Jaymin Piyushbhai	-	5,00,000	Non-Promoter Public	Non-Promoter Public
21.	Brijesh Jitendra Parekh	-	5,00,000	Non-Promoter Public	Non-Promoter Public
22.	Pramesh Wealth Pvt. Ltd.	-	5,00,000	Non-Promoter Public	Non-Promoter Public
23.	Sharda Subhashchandra Bhat	-	5,00,000	Non-Promoter Public	Non-Promoter Public
24.	Divya Deven Pathak	-	5,00,000	Non-Promoter Public	Non-Promoter Public
25.	Hasti Meet Mehta	-	5,00,000	Non-Promoter Public	Non-Promoter Public
26.	Dhanesha Advisory Llp	-	3,35,000	Non-Promoter Public	Non-Promoter Public
27.	Anamika Pandey	-	3,00,000	Non-Promoter Public	Non-Promoter Public
28.	Jhansi Sanivarapu	-	2,98,211	Non-Promoter Public	Non-Promoter Public
29.	Sameer Nanalal Vara	-	2,50,000	Non-Promoter Public	Non-Promoter Public
30.	Devang Chandrakantbhai Shah	-	2,50,000	Non-Promoter Public	Non-Promoter Public
31.	Ankit Padamsee Gala	-	2,50,000	Non-Promoter Public	Non-Promoter Public
32.	Kunal Haresh Mehta	-	2,50,000	Non-Promoter Public	Non-Promoter Public
33.	Sanjay Jayantilal Jain Huf	-	2,50,000	Non-Promoter Public	Non-Promoter Public
34.	Kvs Pawan	-	2,50,000	Non-Promoter Public	Non-Promoter Public
35.	Jaya Prem Rajdev	-	2,50,000	Non-Promoter Public	Non-Promoter Public
36.	Adwik Pratap Singh	-	2,00,000	Non-Promoter Public	Non-Promoter Public
37.	Ketan Rashiklal Doshi	-	2,00,000	Non-Promoter Public	Non-Promoter Public

38.	Monika jain	-	1,87,500	Non-Promoter Public	Non-Promoter Public
39.	Kaushal Mohanlal Gohil	-	1,25,000	Non-Promoter Public	Non-Promoter Public
40.	Minakshi Jayantilal Dodia	-	1,25,000	Non-Promoter Public	Non-Promoter Public
41.	Mukesh Agarwal	-	1,25,000	Non-Promoter Public	Non-Promoter Public
42.	Mukesh Saraswat	-	1,25,000	Non-Promoter Public	Non-Promoter Public
43.	Haresh Arjandas Dodeja	-	1,25,000	Non-Promoter Public	Non-Promoter Public
44.	Sripal H Chajer	-	1,25,000	Non-Promoter Public	Non-Promoter Public
45.	Dipen Prakash Mehta	-	1,25,000	Non-Promoter Public	Non-Promoter Public
46.	Rahul Hemchand Visaria	-	1,25,000	Non-Promoter Public	Non-Promoter Public
47.	Kavitha Kisan Kumar	-	1,25,000	Non-Promoter Public	Non-Promoter Public
48.	Stellarfincap Private Limited	-	1,00,000	Non-Promoter Public	Non-Promoter Public
49.	Shweta Dixit	-	1,00,000	Non-Promoter Public	Non-Promoter Public
50.	Amit Babulal Agarwal	-	1,00,000	Non-Promoter Public	Non-Promoter Public
51.	Malti Manojkumar Soni	-	1,00,000	Non-Promoter Public	Non-Promoter Public
52.	Rushabh Sevantilal Sanghavi	-	1,00,000	Non-Promoter Public	Non-Promoter Public
53.	Sheth Hetalben Harshadbhai	-	1,00,000	Non-Promoter Public	Non-Promoter Public
54.	Kunal Shah Huf	-	1,00,000	Non-Promoter Public	Non-Promoter Public
55.	Gaurav Gurcharan Singh Garcha	-	1,00,000	Non-Promoter Public	Non-Promoter Public
56.	Foram Rajiv Vaghani	-	1,00,000	Non-Promoter Public	Non-Promoter Public
57.	Param Investopedia Private Limited	-	1,00,000	Non-Promoter Public	Non-Promoter Public
58.	Archana H Singh	-	1,00,000	Non-Promoter Public	Non-Promoter Public
59.	Ketki Tushar Shah	-	1,00,000	Non-Promoter Public	Non-Promoter Public
60.	Kainam Vinod Jain	-	1,00,000	Non-Promoter Public	Non-Promoter Public
61.	Rahul Ratanlal Jain	-	1,00,000	Non-Promoter Public	Non-Promoter Public
62.	Hemlata Shambhu Bhutia	-	1,00,000	Non-Promoter Public	Non-Promoter Public
63.	Amit Kumar Nareshchandra Jain	-	1,00,000	Non-Promoter Public	Non-Promoter Public
64.	Ashish Agarwal	-	1,00,000	Non-Promoter Public	Non-Promoter Public
65.	Mahesh Agarwal & Sons Huf	-	1,00,000	Non-Promoter Public	Non-Promoter Public
66.	Hariom Sarda	-	62,500	Non-Promoter Public	Non-Promoter Public
67.	Amar Rajmal Kakaria	-	60,000	Non-Promoter Public	Non-Promoter Public
68.	Jagdish Chander Agal	-	50,000	Non-Promoter Public	Non-Promoter Public
69.	Nivedita	-	50,000	Non-Promoter Public	Non-Promoter Public
70.	K Ramakrishna	-	50,000	Non-Promoter Public	Non-Promoter Public
71.	Sumit Bhupendra Doshi	-	50,000	Non-Promoter Public	Non-Promoter Public
72.	Fatehraj P Purohit	-	40,000	Non-Promoter Public	Non-Promoter Public
73.	Varsha Jagwani	-	25,000	Non-Promoter Public	Non-Promoter Public
74.	Laxmi Sarada Varanasi	-	25,000	Non-Promoter Public	Non-Promoter Public
75.	Shailesh Keshav Pandey	-	25,000	Non-Promoter Public	Non-Promoter Public
76.	Gayatri Prem Rajdev	-	25,000	Non-Promoter Public	Non-Promoter Public
77.	Vivek Surana	-	20,000	Non-Promoter Public	Non-Promoter Public
78.	Neha Kankariya	-	20,000	Non-Promoter Public	Non-Promoter Public
79.	Dilip Suryakant Jha	-	10,000	Non-Promoter Public	Non-Promoter Public
Total			**4,86,67,850**		

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 05th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting."

"**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"**RESOLVED FURTHER THAT** pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

"RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations."

"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 it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

ITEM NUMBER 5: TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS TO THE ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

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 Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications or re-enactments thereof for the time being in force) ("the Act"), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued by the Government of India ("GOI"), Reserve Bank of India ("RBI"), the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), and the Stock Exchange(s) where the equity shares of the Company are listed ("Stock Exchange"), and/or any other competent authorities (collectively referred to as "Applicable Regulatory Authorities"), and subject to the Listing Agreement entered into by the Company with the Stock Exchange, and subject to such approvals, consents, permissions, and/or sanctions, if any, as may be required from any Applicable Regulatory Authorities, and subject to such terms, conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board," which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, corrections, changes, and variations as the Board may deem fit in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot and deliver, in one or more tranches, up to 3,45,94,390 (Three Crore Forty-Five Lakhs Ninety-Four Thousand Three Hundred & Ninety Only) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 10/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 34,59,43,900/- (Rupees Thirty-Four Crore Fifty-Nine Lakh Forty-Three Thousand Nine Hundred only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members."

Details of Proposed Warrant Allottees

Sr. No	Name of the Proposed Warrant Allottees	Pre-Pref Holding	Maximum No of Warrant to be allotted	Current Status / Category	Proposed Status / Category*
1.	Shankar Varadharajan	-	89,09,695	Non-Promoter	Promoter
2.	Anancha Perumal Selvi Keshav	-	89,09,695	Non-Promoter	Promoter
3.	Subramanyam Venkatesh	-	74,00,000	Non-Promoter	Promoter
4.	Rohan Ramaswamy	-	74,00,000	Non-Promoter	Promoter
5.	Seethapathi Vignesh	-	19,75,000	Non-Promoter	Promoter
Total		**-**	**3,45,94,390**		

*The Proposed allottee 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 as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public

Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

"**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 05th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting."

"RESOLVED FURTHER THAT the Equity Shares to be allotted to the Proposed Warrant Allottees upon conversion of warrants shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares upon exercise of such Warrants shall be subject to the following terms and conditions, in addition to other terms as may be prescribed under applicable laws:

a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.
b) Each Warrant shall entitle the holder to apply for and be allotted 1 (One) Equity Share of face value Rs.10/- (Rupees Ten only) at any time within 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
c) The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the SEBI ICDR Regulations.
d) The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.
e) The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like bonus issue, stock split, rights issue, etc.
f) The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.
g) The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.
h) The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.
i) In the event the holder fails to exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company.
j) Until conversion, Warrants shall not carry any rights of shareholders of the Company.
k) The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.
l) The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.
m) The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
n) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
o) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed warrant allottees through a private placement offer cum application letter in the format of Form PAS-4 immediately after the passing of this resolution, with the stipulation that allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required upon exercise of the Warrants by the holders."

"RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations and applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the Warrants issue, as it may deem fit, and to record the names and details of the proposed warrants allottees in Form PAS-5, and to make an offer to the allottees through Form PAS-4, without requiring any further approval of the Members."

"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, desirable, or expedient, including but not limited to issuing clarifications, settling any doubts or questions, modifying terms, entering into agreements, obtaining listing and trading approvals, appointing intermediaries, and making necessary filings with the Registrar of Companies, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without seeking further approval from the Members."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of the Board, Director(s), Company Secretary, or any officer(s) of the Company to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including executing documents, appearing before regulatory authorities, and appointing professionals and advisors as may be required."

ITEM NUMBER 6: TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS TO THE ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

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 Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications or re-enactments thereof for the time being in force) ("the Act"), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("SEBI LODR Regulations"), and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued by the Government of India ("GOI"), Reserve Bank of India ("RBI"), the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), and the Stock Exchange(s) where the equity shares of the Company are listed ("Stock Exchange"), and/or any other competent authorities (collectively referred to as "Applicable Regulatory Authorities"), and subject to the Listing Agreement entered into by the Company with the Stock Exchange, and subject to such approvals, consents, permissions, and/or sanctions, if any, as may be required from any Applicable Regulatory Authorities, and subject to such terms, conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board," which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, corrections, changes, and variations as the Board may deem fit in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot and deliver, in one or more tranches, up to 1,40,00,000 (One Crore Forty Lakhs) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 10/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crore only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members."

Details of Proposed Warrant Allottees

Sr. No	Name of the Proposed Warrant Allottees	Pre-Pref Holding	Maximum No of Warrant to be allotted	Current Status / Category	Proposed Status / Category
1.	Vikasa India Eif I Fund	-	1,40,00,000	Non-Promoter	Non-Promoter

"**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 05th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting."

"RESOLVED FURTHER THAT the Equity Shares to be allotted to the Proposed Warrant Allottees upon conversion of warrants shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares upon exercise of such Warrants shall be subject to the following terms and conditions, in addition to other terms as may be prescribed under applicable laws:

a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.
b) Each Warrant shall entitle the holder to apply for and be allotted 1 (One) Equity Share of face value Rs.10/- (Rupees Ten only) at any time within 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
c) The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the SEBI ICDR Regulations.
d) The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.
e) The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like bonus issue, stock split, rights issue, etc.
f) The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.
g) The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.
h) The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.
i) In the event the holder fails to exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company.
j) Until conversion, Warrants shall not carry any rights of shareholders of the Company.
k) The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.
l) The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.
m) The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
n) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
o) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed warrant allottees through a private placement offer cum application letter in the format of Form PAS-4 immediately after the passing of this resolution, with the stipulation that allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required upon exercise of the Warrants by the holders."

"RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations and applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the Warrants issue, as it may deem fit, and to record the names and details of the proposed warrants allottees in Form PAS-5, and to make an offer to the allottees through Form PAS-4, without requiring any further approval of the Members."

"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, desirable, or expedient, including but not limited to issuing clarifications, settling any doubts or questions, modifying terms, entering into agreements, obtaining listing and trading approvals, appointing intermediaries, and making necessary filings with the Registrar of Companies, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without seeking further approval from the Members."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of the Board, Director(s), Company Secretary, or any officer(s) of the Company to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including executing documents, appearing before regulatory authorities, and appointing professionals and advisors as may be required."

FOR SOMA PAPERS AND INDUSTRIES LIMITED
SD/-
VANTEDDU LAKSHMI PRIYA DARSHINI
WHOLE-TIME DIRECTOR
DIN 07803502
PLACE: HYDERABAD
DATE: 07TH AUGUST 2025

REGISTERED ADDRESS-
S NO.18. 3RD FLOOR, B BLOCK, WIN WIN HUB,
JNTU HI TECH CITY MAIN ROAD, MADHAPUR,
KHANAMET, RANGAREDDY, MADHAPUR,
HYDERABAD, SHAIKPET, TELANGANA, INDIA, 500081.

NOTES TO THE NOTICE: -

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting ("EOGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispended the personal presence of the Shareholders at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 09/2024 dated 19th September, 2024 read with Circular No. 09/2023 dated 25th September, 2023, Circular No .14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the EOGM through VC/OVAM. In terms of the said circulars, the EOGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the EOGM through VC/OAVM only.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the EOGM, as set out in this Notice, is annexed hereto.

3. Since this EOGM 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 proxy by the Members under Section 105 of the Act will not be available for the EOGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.

4. Corporate Members intending to appoint their Authorized Representative(s) to attend the EOGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote on their behalf at the EOGM.

5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the EOGM is being sent only through electronic mode (by email) to those Members whose e-mail ids are registered with the Company/Depositories. Members may note that the Notice of the EOGM will be available on the website of the Company at **www.somapapers.in**, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. **www.evoting.nsdl.com**.

6. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In the case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

7. The Company has appointed M/s. Manoj Parakh & Associates Practicing Company Secretary, to act as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner and the scrutinizer has communicated his willingness to be appointed and be available for the purpose.

8. The Scrutinizer shall, immediately after the conclusion of the e-voting at the EOGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the EOGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.

9. The relevant documents referred to in the Notice will be available for inspection by the members in electronic mode up to the date of the Extra Ordinary General Meeting. The notice of the 01st Extra Ordinary General Meeting of your Company for the Financial Year 2025-26 would also be made available on the Company's website: **www.somapapers.in**.

10. Members can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in electronic form may contact their respective Depository Participants to avail this facility.

11. Members are requested to send in their queries at least a week in advance to the Company Secretary and Compliance officer at cssomapapers91@gmail.com to facilitate clarifications during the EOGM.

12. The venue of the EOGM shall be deemed to be the Registered Office of the Company at S No.18. 3rd Floor, B Block, Win Win Hub, Jntu Hi Tech City Main Road, Madhapur, Khanamet, Rangareddy, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081, the Route Map is not annexed in this Notice.

13. The instructions for members for remote e-voting and joining general meeting are as under: -

The remote e-voting period commences on **Sunday, 31st August 2025 at 9:00 a.m.** and ends on **Wednesday 03rd September 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., **Thursday, 28th August, 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, i.e., **Thursday, 28th August, 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

A) Login method for e-Voting 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	1. For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp**. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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 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.jsp** 3. 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. 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on **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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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

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

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting 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 eservices 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***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user 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.

6. 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, the homepage 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

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 (i.e. Manoj Parakh & Associates) by e-mail manojparakhassociates@gmail.com with a copy marked to **evoting@nsdl.co.in**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at **evoting@nsdl.co.in**.

Process for those Shareholders whose email ids/mobile no. are not registered with the depositories for procuring user id and password and registration of e mail ids for e-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.

Instructions for Members for E-Voting on the day of the EOGM are as under:-

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
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 EOGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the EOGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EOGM 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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-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.

Instructions for Shareholders/ Members to Speak (Speaker registration) during the Extra Ordinary General Meeting:

1. Shareholders who would like to speak during the meeting must register their request by **Thursday 28th August 2025** with the company on the email id **cssomapapers91@gmail.com** in mentioning their name, demat account number/ folio number, e-mail id, mobile number created for the general meeting.
2. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EOGM.
4. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

FOR SOMA PAPERS AND INDUSTRIES LIMITED
SD/-
VANTEDDU LAKSHMI PRIYA DARSHINI
WHOLE-TIME DIRECTOR
DIN 07803502
PLACE: HYDERABAD
DATE: 07TH AUGUST 2025

REGISTERED ADDRESS-
S NO.18. 3RD FLOOR, B BLOCK, WIN WIN HUB,
JNTU HI TECH CITY MAIN ROAD, MADHAPUR,
KHANAMET, RANGAREDDY, MADHAPUR,
HYDERABAD, SHAIKPET, TELANGANA, INDIA, 500081.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NUMBER 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MOA AND AOA.

The existing Authorised Share Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crore) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

In view of the increased fund requirements and future business expansion plans of the Company, the Board of Directors, at its meeting held on Thursday 07th August 2025, approved, subject to the approval of shareholders, the increase in the Authorised Share Capital of the Company 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, ranking pari-passu in all respects with the existing equity shares of the Company.

In accordance with the provisions of Sections 13 and 61 of the Companies Act, 2013, such an increase in Authorised Share Capital requires approval of the members of the Company by way of an Ordinary Resolution. Consequently, Clause V of the Memorandum of Association of the Company will also need to be altered to reflect the increased Authorised Share Capital.

The revised Memorandum of Association incorporating the above change will be available for inspection by the members in the manner stated in the Notes to the Notice of the Extraordinary General Meeting.

The Board recommends the passing of the Ordinary Resolution as set out in Item No. 1 of this Notice for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution mentioned in Item No. 1, except to the extent of their shareholding, if any.

ITEM NUMBER 2: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH.

The Members are hereby informed that the Board in its meeting held on 07th August 2025, has approved the acquisition of 100% shareholding of KS Smart Solutions Private Limited (KSSPL i.e. "Selling Company"). The Selling Company is engaged in the business of technology innovation, offering end-to-end IT solutions across hardware, software, IT skill development, and emerging technologies. The company provides services such as software development, mobile apps, website development, IT infrastructure upgrades, support and maintenance, and conducts IT skill development trainings. It also offers smartphones and tablets with value-added services and undertakes the reselling of various hardware products including desktops, laptops, servers, projectors, printers, smart devices, networking equipment, and CCTV systems. KSSPL is active in areas like augmented reality (AR), virtual reality (VR), entertainment, edutainment, smart city solutions, e-commerce, retailing, and digital marketing, catering to multiple customer segments.

For the said acquisition it is decided to acquire 10,000 Equity Shares constituting 100% stake of the Selling Company from the equity shareholders of the Selling Company.

As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the Selling company being consideration towards the swap shares. For acquisition of the equity shares of Selling company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash.

Accordingly, the Board pursuant to its resolution dated 07th August 2025, has approved the issue of up to 4,87,37,920 (Four Core Eighty-Seven Lakhs Thirty-Seven Thousand Nine Hundred & Twenty) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 48,73,79,200/- (Rupees Forty-Eight Crore Seventy-Three Lakhs Seventy-Nine Thousand and Two Hundred Only) for consideration other than cash (i.e. swap of shares) Pursuant to the above transaction, there will be change in the management, control & thus result in the transfer of ownership of the Company to the Proposed Allottees.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

1. Objects of the Preferential Issue:

Purpose for which issue proceeds is proposed to be utilized	Total Estimated amount In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
The object of the issue is to discharge the purchase consideration payable for the acquisition of the Selling Company by acquiring 10,000 equity shares, representing 100% of the shareholding of the Selling Company, from the Proposed Allottees.	Rs. 48,73,79,200/- (Rupees Forty-Eight Crore Seventy-Three Lakhs Seventy-Nine Thousand and Two Hundred Only)	Swap of Shares

As the proposed total issue size, including the issue of equity shares for share swap, consideration in cash, and the issue of convertible warrants, exceeds Rs. 100 crores, pursuant to Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the Board has appointed M/s. Infomerics Valuation and Rating Limited, an agency registered with SEBI, as the Monitoring Agency to oversee the utilisation of the issue proceeds and submit its report to the Company on a quarterly basis until 100% of the proceeds have been utilised.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:
The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 4,87,37,920 (Four Core Eighty-Seven Lakhs Thirty-Seven Thousand Nine Hundred & Twenty) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 48,73,79,200/- (Rupees Forty-Eight Crore Seventy-Three Lakhs Seventy-Nine Thousand and Two Hundred Only) for consideration other than cash.
The issue of equity share shall be subject to the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:
The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 05th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:
As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

4. Name and Address of Valuer who performed Valuation:
The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:
12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:
Email: bhavesh@cabr.in
Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link https://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

5. Amount which the Company intends to raise by way of issue of Equity Shares:
Rs. 48,73,79,200/- (Rupees Forty-Eight Crore Seventy-Three Lakhs Seventy-Nine Thousand and Two Hundred Only) the shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

6. Principal terms of Assets charged as securities:
The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 10/- (Rupees Ten Only) per Equity Share total aggregating to not exceeding Rs. 48,73,79,200/- (Rupees Forty-Eight Crore Seventy-Three Lakhs Seventy-Nine Thousand and Two Hundred Only) on a preferential basis and the he Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:
None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	**Promoters and Promoter Group Holding**				
1	Indian				
	Individuals/Hindu undivided Family	6,94,296	49.52	10,00,00,000**	60.95
2	Foreign	-	-	-	-
	Sub Total (A)	**6,94,296**	**49.52**	**10,00,00,000**	**60.95**
B	**Non-Promoter Holding**				
1	**Institutions**				
1a	**Institutions (Domestic)**				
	Mutual Funds	2,300	0.16	2,300	0.00
	Banks	10,495	0.75	10,495	0.01
	Insurance Companies	18,511	1.32	18,511	0.01
1b	**Institutions (Foreign)**				
	FPI-Category I	-	-	1,40,00,000	8.53
2	**Non – Institutions**				
2a	Individuals (share Capital up to Rs. 2 lakhs)	4,71,664	33.64	4,71,664	0.29
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	79,864	5.70	4,19,57,010	25.57
2c	Non-Resident Indians (NRIs)	1,520	0.11	1,520	0.00
2d	Bodies Corporate	72,039	5.14	61,07,039	3.72
2e	Any Other (specify)	51,461	3.67	15,01,461	0.92
	Sub-Total (B)	**7,07,854**	**50.48**	**6,40,70,000**	**39.05**
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
Grand Total (A+B+C)		**14,02,150**	**100.00**	**16,40,70,000**	**100.00**

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.
**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"), shall trigger the open offer process pursuant to Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 ("the Regulations"). This will require the Public Announcement ("PA") in terms of Regulation 13(1) of the said Regulations. Upon completion of the open offer process, they will become the Promoters of the Company
**Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:
The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:
There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:
During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:
The valuation of the same is based on the independent valuation report received from Mr. Bhavesh M. Rathod, a Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) having his office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai - 400 066 in compliance with Regulation 163(3) of the SEBI ((ICDR)) Regulations, The above information is also available on the Company's website at the following link https://www.somapapers.in/downloads/Ks%20Mart%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:
The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Selling Company by acquiring 10000 Equity Shares constituting 100 % stake of the Selling Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange.

14. Lock-in:
The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

15. Listing:
The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:
As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on https://www.somapapers.in/downloads/PCS%20Compliance%20Certificate%20Company%20Website.pdf

17. Undertakings:
The Company hereby undertakes that:
i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:
It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Shankar Varadharajan	Non-Promoter	Not Applicable	-	-	2,43,68,960	2,43,68,960	14.85	Promoter**
2	Anancha Perumal Selvi Keshav	Non-Promoter	Not Applicable	-	-	2,43,68,960	2,43,68,960	14.85	Promoter**

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

**The Proposed allottee 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 as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

20. SEBI Takeover Code:
In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:
The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:
The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking
a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:
The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:
Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 2 in the accompanying notice for approval by 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 this resolution.

ITEM NUMBER 3: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for acquisition of subsidiary company to meet capital expenditures and working capital and to broaden the position of the Company.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 07th August 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, 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 total aggregating to Rs. 16,66,76,900/- (Rupees Sixteen Crore Sixty-Six Lakh Seventy-Six Thousand Nine Hundred only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

1. Objects of the Preferential Issue: Please refer ANNEXURE-1 of the notice.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:
The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches 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 total aggregating to Rs. 16,66,76,900/- (Rupees Sixteen Crore Sixty-Six Lakh Seventy-Six Thousand Nine Hundred only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws.

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:
The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 05th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:
As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

4. Name and Address of Valuer who performed Valuation:
The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:
12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:
Email: bhavesh@cabr.in
Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following linkhttps://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

5. Amount which the Company intends to raise by way of issue of Equity Shares:
Rs. 16,66,76,900/- (Rupees Sixteen Crore Sixty-Six Lakh Seventy-Six Thousand Nine Hundred only)

6. Principal terms of Assets charged as securities:
Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:
None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	**Promoters and Promoter Group Holding**				
1	Indian				
	Individuals/Hindu undivided Family	6,94,296	49.52	10,00,00,000**	60.95
2	Foreign	-	-	-	-
	Sub Total (A)	**6,94,296**	**49.52**	**10,00,00,000**	**60.95**
B	**Non-Promoter Holding**				
1	**Institutions**				
1a	**Institutions (Domestic)**				
	Mutual Funds	2,300	0.16	2,300	0.00
	Banks	10,495	0.75	10,495	0.01
	Insurance Companies	18,511	1.32	18,511	0.01
1b	**Institutions (Foreign)**				
	FPI-Category I	-	-	1,40,00,000	8.53

2	**Non – Institutions**				
2a	Individuals (share Capital up to Rs. 2 lakhs)	4,71,664	33.64	4,71,664	0.29
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	79,864	5.70	4,19,57,010	25.57
2c	Non-Resident Indians (NRIs)	1,520	0.11	1,520	0.00
2d	Bodies Corporate	72,039	5.14	61,07,039	3.72
2e	Any Other (specify)	51,461	3.67	15,01,461	0.92
	Sub-Total (B)	**7,07,854**	**50.48**	**6,40,70,000**	**39.05**
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
Grand Total (A+B+C)		**14,02,150**	**100.00**	**16,40,70,000**	**100.00**

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.
**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"), shall trigger the open offer process pursuant to Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 ("the Regulations"). This will require the Public Announcement ("PA") in terms of Regulation 13(1) of the said Regulations. Upon completion of the open offer process, they will become the Promoters of the Company
**Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:
The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:
There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:
During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:
Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:
Not applicable.

14. Lock-in:
The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

15. Listing:
The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:
As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on https://www.somapapers.in/downloads/PCS%20Compliance%20Certificate%20Company%20Website.pdf

17. Undertakings:
The Company hereby undertakes that:
i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:
It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	

			the ultimate beneficial owners						
1	Shankar Varadharajan	Non-Promoter	Not Applicable	-	-	83,33,845	83,33,845	5.08	Promoter**
2	Anancha Perumal Selvi Keshav	Non-Promoter	Not Applicable	-	-	83,33,845	83,33,845	5.08	Promoter**

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

**The Proposed allottee 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 as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

20. SEBI Takeover Code:
In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:
The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:
The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking
a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:
The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:
Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 3 in the accompanying notice for approval by 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 this resolution.

ITEM NUMBER 4: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for acquisition of subsidiary company to meet capital expenditures and working capital and to broaden the position of the Company.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 07th August 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, up to 4,86,67,850 (Four Crore Eighty-Six Lakhs Sixty-Seven Thousand Eight Hundred & Fifty) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 20/- (Rupees Twenty Only) per Equity Share total aggregating to Rs. 97,33,57,000/- (Rupees Ninety-Seven Crore Thirty-Three Lakh Fifty-Seven Thousand only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

1. Objects of the Preferential Issue: Please refer ANNEXURE-1 of the notice.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:
The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 4,86,67,850 (Four Crore Eighty-Six Lakhs Sixty-Seven Thousand Eight Hundred & Fifty) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 20/- (Rupees Twenty Only) per Equity Share total aggregating to Rs. 97,33,57,000/- (Rupees Ninety-Seven Crore Thirty-Three Lakh Fifty-Seven Thousand only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws.

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:
The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 05th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:
As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 20/- (Rupees Twenty Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

4. Name and Address of Valuer who performed Valuation:
The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:
12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:
Email: bhavesh@cabr.in
Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link https://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

5. Amount which the Company intends to raise by way of issue of Equity Shares:
Rs. 97,33,57,000/- (Rupees Ninety-Seven Crore Thirty-Three Lakh Fifty-Seven Thousand only).

6. Principal terms of Assets charged as securities:
Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:
None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	**Promoters and Promoter Group Holding**				
1	Indian				
	Individuals/Hindu undivided Family	6,94,296	49.52	10,00,00,000**	60.95
2	Foreign	-	-	-	-
	Sub Total (A)	**6,94,296**	**49.52**	**10,00,00,000**	**60.95**
B	**Non-Promoter Holding**				
1	**Institutions**				
1a	**Institutions (Domestic)**				
	Mutual Funds	2,300	0.16	2,300	0.00
	Banks	10,495	0.75	10,495	0.01
	Insurance Companies	18,511	1.32	18,511	0.01
1b	**Institutions (Foreign)**				
	FPI-Category I	-	-	1,40,00,000	8.53
2	**Non – Institutions**				
2a	Individuals (share Capital up to Rs. 2 lakhs)	4,71,664	33.64	4,71,664	0.29
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	79,864	5.70	4,19,57,010	25.57
2c	Non-Resident Indians (NRIs)	1,520	0.11	1,520	0.00
2d	Bodies Corporate	72,039	5.14	61,07,039	3.72
2e	Any Other (specify)	51,461	3.67	15,01,461	0.92
	Sub-Total (B)	**7,07,854**	**50.48**	**6,40,70,000**	**39.05**
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
Grand Total (A+B+C)		**14,02,150**	**100.00**	**16,40,70,000**	**100.00**

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.
**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"), shall trigger the open offer process pursuant to Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 ("the Regulations"). This will require the Public Announcement ("PA") in terms of Regulation 13(1) of the said Regulations. Upon completion of the open offer process, they will become the Promoters of the Company
**Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:
The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:
There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:
During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:
Not applicable.

14. Lock-in:
The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

15. Listing:
The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:
As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on https://www.somapapers.in/downloads/PCS%20Compliance%20Certificate%20Company%20Website.pdf

17. Undertakings:
The Company hereby undertakes that:
i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:
It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Jitendra Rasiklal Sanghavi	Non-Promoter Public	Not Applicable	-	-	54,00,000	54,00,000	3.29	Non-Promoter Public
2.	Hitesh Natwarlal Kawa	Non-Promoter Public	Not Applicable	-	-	54,00,000	54,00,000	3.29	Non-Promoter Public
3.	Isat Solutions Private Limited	Non-Promoter Public	Suriyamoorthy Shanmugavel	-	-	50,00,000	50,00,000	3.05	Non-Promoter Public
4.	Roopal Hitesh Kawa	Non-Promoter Public	Not Applicable	-	-	36,00,000	36,00,000	2.19	Non-Promoter Public
5.	Bijal Kaushik Gandhi	Non-Promoter Public	Not Applicable	-	-	25,00,000	25,00,000	1.52	Non-Promoter Public
6.	Kaushik Hasmukhlal Gandhi	Non-Promoter Public	Not Applicable	-	-	25,00,000	25,00,000	1.52	Non-Promoter Public
7.	Nimesh Sahadeo Singh	Non-Promoter Public	Not Applicable	-	-	25,00,000	25,00,000	1.52	Non-Promoter Public
8.	Priti Nimesh Singh	Non-Promoter Public	Not Applicable	-	-	25,00,000	25,00,000	1.52	Non-Promoter Public
9.	Varshit Janak Shah	Non-Promoter Public	Not Applicable	-	-	17,50,000	17,50,000	1.07	Non-Promoter Public
10.	Bhavi Jitendra Sanghavi	Non-Promoter Public	Not Applicable	-	-	11,00,000	11,00,000	0.67	Non-Promoter Public
11.	Chirag Jitendra Shah	Non-Promoter Public	Not Applicable	-	-	10,00,000	10,00,000	0.61	Non-Promoter Public
12.	Hitesh N Kawa Huf	Non-Promoter Public	Hitesh Natwarlal Kawa	-	-	10,00,000	10,00,000	0.61	Non-Promoter Public

13.	Jyoti Praful Desai	Non-Promoter Public	Not Applicable	-	-	10,00,000	10,00,000	0.61	Non-Promoter Public
14.	Sadashiv Kanyana Shetty	Non-Promoter Public	Not Applicable	-	-	8,00,000	8,00,000	0.49	Non-Promoter Public
15.	Nikita Sanjay Jain	Non-Promoter Public	Not Applicable	-	-	7,00,000	7,00,000	0.43	Non-Promoter Public
16.	Crishi Sanjay Jain	Non-Promoter Public	Not Applicable	-	-	7,00,000	7,00,000	0.43	Non-Promoter Public
17.	Vanaja Veeranreddy	Non-Promoter Public	Not Applicable	-	-	5,09,639	5,09,639	0.31	Non-Promoter Public
18.	Jaikaran Jaspalsingh Chandock	Non-Promoter Public	Not Applicable	-	-	5,00,000	5,00,000	0.30	Non-Promoter Public
19.	Trimaan Jaspal Singh Chandock	Non-Promoter Public	Not Applicable	-	-	5,00,000	5,00,000	0.30	Non-Promoter Public
20.	Modi Jaymin Piyushbhai	Non-Promoter Public	Not Applicable	-	-	5,00,000	5,00,000	0.30	Non-Promoter Public
21.	Brijesh Jitendra Parekh	Non-Promoter Public	Not Applicable	-	-	5,00,000	5,00,000	0.30	Non-Promoter Public
22.	Pramesh Wealth Pvt. Ltd.	Non-Promoter Public	Patel Ramchandra Ramanlal	-	-	5,00,000	5,00,000	0.30	Non-Promoter Public
23.	Sharda Subhashchandra Bhat	Non-Promoter Public	Not Applicable	-	-	5,00,000	5,00,000	0.30	Non-Promoter Public
24.	Divya Deven Pathak	Non-Promoter Public	Not Applicable	-	-	5,00,000	5,00,000	0.30	Non-Promoter Public
25.	Hasti Meet Mehta	Non-Promoter Public	Not Applicable	-	-	5,00,000	5,00,000	0.30	Non-Promoter Public
26.	Dhanesha Advisory Llp	Non-Promoter Public	Brinda P Dhanesha Pankaj H Dhanesha	-	-	3,35,000	3,35,000	0.20	Non-Promoter Public
27.	Anamika Pandey	Non-Promoter Public	Not Applicable	-	-	3,00,000	3,00,000	0.18	Non-Promoter Public
28.	Jhansi Sanivarapu	Non-Promoter Public	Not Applicable	-	-	2,98,211	2,98,211	0.18	Non-Promoter Public
29.	Sameer Nanalal Vara	Non-Promoter Public	Not Applicable	-	-	2,50,000	2,50,000	0.15	Non-Promoter Public
30.	Devang Chandrakantbhai Shah	Non-Promoter Public	Not Applicable	-	-	2,50,000	2,50,000	0.15	Non-Promoter Public
31.	Ankit Padamsee Gala	Non-Promoter Public	Not Applicable	-	-	2,50,000	2,50,000	0.15	Non-Promoter Public
32.	Kunal Haresh Mehta	Non-Promoter Public	Not Applicable	-	-	2,50,000	2,50,000	0.15	Non-Promoter Public
33.	Sanjay Jayantilal Jain Huf	Non-Promoter Public	Sanjay J Jain	-	-	2,50,000	2,50,000	0.15	Non-Promoter Public
34.	Kvs Pawan	Non-Promoter Public	Not Applicable	-	-	2,50,000	2,50,000	0.15	Non-Promoter Public
35.	Jaya Prem Rajdev	Non-Promoter Public	Not Applicable	-	-	2,50,000	2,50,000	0.15	Non-Promoter Public
36.	Adwik Pratap Singh	Non-Promoter Public	Not Applicable	-	-	2,00,000	2,00,000	0.12	Non-Promoter Public
37.	Ketan Rashiklal Doshi	Non-Promoter Public	Not Applicable	-	-	2,00,000	2,00,000	0.12	Non-Promoter Public
38.	Monika jain	Non-Promoter Public	Not Applicable	-	-	1,87,500	1,87,500	0.11	Non-Promoter Public
39.	Kaushal Mohanlal Gohil	Non-Promoter Public	Not Applicable	-	-	1,25,000	1,25,000	0.08	Non-Promoter Public

40.	Minakshi Jayantilal Dodia	Non-Promoter Public	Not Applicable	-	-	1,25,000	1,25,000	0.08	Non-Promoter Public
41.	Mukesh Agarwal	Non-Promoter Public	Not Applicable	-	-	1,25,000	1,25,000	0.08	Non-Promoter Public
42.	Mukesh Saraswat	Non-Promoter Public	Not Applicable	-	-	1,25,000	1,25,000	0.08	Non-Promoter Public
43.	Haresh Arjandas Dodeja	Non-Promoter Public	Not Applicable	-	-	1,25,000	1,25,000	0.08	Non-Promoter Public
44.	Sripal H Chajer	Non-Promoter Public	Not Applicable	-	-	1,25,000	1,25,000	0.08	Non-Promoter Public
45.	Dipen Prakash Mehta	Non-Promoter Public	Not Applicable	-	-	1,25,000	1,25,000	0.08	Non-Promoter Public
46.	Rahul Hemchand Visaria	Non-Promoter Public	Not Applicable	-	-	1,25,000	1,25,000	0.08	Non-Promoter Public
47.	Kavitha Kisan Kumar	Non-Promoter Public	Not Applicable	-	-	1,25,000	1,25,000	0.08	Non-Promoter Public
48.	Stellarfincap Private Limited	Non-Promoter Public	Maliwal Kalpana Anil Mamta Rakesh Nahar	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
49.	Shweta Dixit	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
50.	Amit Babulal Agarwal	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
51.	Malti Manojkumar Soni	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
52.	Rushabh Sevantilal Sanghavi	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
53.	Sheth Hetalben Harshadbhai	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
54.	Kunal Shah Huf	Non-Promoter Public	Kunal Pratap Shah	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
55.	Gaurav Gurcharan Singh Garcha	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
56.	Foram Rajiv Vaghani	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
57.	Param Investopedia Private Limited	Non-Promoter Public	Trupti Hemal Vasa Hemal Bhupatrai Vasa	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
58.	Archana H Singh	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
59.	Ketki Tushar Shah	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
60.	Kainam Vinod Jain	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
61.	Rahul Ratanlal Jain	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
62.	Hemlata Shambhu Bhutia	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
63.	Amit Kumar Nareshchandra Jain	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
64.	Ashish Agarwal	Non-Promoter Public	Not Applicable	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public
65.	Mahesh Agarwal & Sons Huf	Non-Promoter Public	Mahesh Kumar Agarwal	-	-	1,00,000	1,00,000	0.06	Non-Promoter Public

66.	Hariom Sarda	Non-Promoter Public	Not Applicable	-	-	62,500	62,500	0.04	Non-Promoter Public
67.	Amar Rajmal Kakaria	Non-Promoter Public	Not Applicable	-	-	60,000	60,000	0.04	Non-Promoter Public
68.	Jagdish Chander Agal	Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Non-Promoter Public
69.	Nivedita	Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Non-Promoter Public
70.	K Ramakrishna	Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Non-Promoter Public
71.	Sumit Bhupendra Doshi	Non-Promoter Public	Not Applicable	-	-	50,000	50,000	0.03	Non-Promoter Public
72.	Fatehraj P Purohit	Non-Promoter Public	Not Applicable	-	-	40,000	40,000	0.02	Non-Promoter Public
73.	Varsha Jagwani	Non-Promoter Public	Not Applicable	-	-	25,000	25,000	0.02	Non-Promoter Public
74.	Laxmi Sarada Varanasi	Non-Promoter Public	Not Applicable	-	-	25,000	25,000	0.02	Non-Promoter Public
75.	Shailesh Keshav Pandey	Non-Promoter Public	Not Applicable	-	-	25,000	25,000	0.02	Non-Promoter Public
76.	Gayatri Prem Rajdev	Non-Promoter Public	Not Applicable	-	-	25,000	25,000	0.02	Non-Promoter Public
77.	Vivek Surana	Non-Promoter Public	Not Applicable	-	-	20,000	20,000	0.01	Non-Promoter Public
78.	Neha Kankariya	Non-Promoter Public	Not Applicable	-	-	20,000	20,000	0.01	Non-Promoter Public
79.	Dilip Suryakant Jha	Non-Promoter Public	Not Applicable	-	-	10,000	10,000	0.01	Non-Promoter Public

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

20. SEBI Takeover Code:
In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:
The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:
The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking
a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:
Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 4 in the accompanying notice for approval by 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 this resolution.

ITEM NUMBER 5: TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS TO THE ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for acquisition of subsidiary company to meet capital expenditures and working capital and to broaden the position of the Company.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 07th August 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, 3,45,94,390 (Three Crore Forty-Five Lakhs Ninety-Four Thousand Three Hundred & Ninety Only) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 10/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 34,59,43,900/- (Rupees Thirty-Four Crore Fifty-Nine Lakh Forty-Three Thousand Nine Hundred only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

1. Objects of the Preferential Issue: Please refer ANNEXURE-1 of the notice.

2. The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing:
The Board of Directors of the Company at their meeting held on 07th August 2025 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 3,45,94,390 (Three Crore Forty-Five Lakhs Ninety-Four Thousand Three Hundred & Ninety Only) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 10/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 34,59,43,900/- (Rupees Thirty-Four Crore Fifty-Nine Lakh Forty-Three Thousand Nine Hundred only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:
The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 05th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:
As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 20/- (Rupees Twenty Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

4. Name and Address of Valuer who performed Valuation:
The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:
12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:
Email: bhavesh@cabr.in
Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link https://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

5. Amount which the Company intends to raise by way of issue of Warrants:
Rs. 34,59,43,900/- (Rupees Thirty-Four Crore Fifty-Nine Lakh Forty-Three Thousand Nine Hundred only)

6. Material terms of issue of Warrants/ Convertible Warrants:
The issue of Warrants shall be subject to the following terms and conditions:
i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

ii. Each Warrant held by the Proposed Warrant Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");

iii. The Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;

iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time; vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

xiii. The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

7. Principal terms of Assets charged as securities:
Not Applicable

8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	**Promoters and Promoter Group Holding**				
1	Indian				
	Individuals/Hindu undivided Family	6,94,296	49.52	10,00,00,000**	60.95
2	Foreign	-	-	-	-
	Sub Total (A)	**6,94,296**	**49.52**	**10,00,00,000**	**60.95**
B	**Non-Promoter Holding**				
1	**Institutions**				
1a	**Institutions (Domestic)**				
	Mutual Funds	2,300	0.16	2,300	0.00
	Banks	10,495	0.75	10,495	0.01
	Insurance Companies	18,511	1.32	18,511	0.01
1b	**Institutions (Foreign)**				
	FPI-Category I	-	-	1,40,00,000	8.53
2	**Non – Institutions**				
2a	Individuals (share Capital up to Rs. 2 lakhs)	4,71,664	33.64	4,71,664	0.29
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	79,864	5.70	4,19,57,010	25.57
2c	Non-Resident Indians (NRIs)	1,520	0.11	1,520	0.00
2d	Bodies Corporate	72,039	5.14	61,07,039	3.72
2e	Any Other (specify)	51,461	3.67	15,01,461	0.92
	Sub-Total (B)	**7,07,854**	**50.48**	**6,40,70,000**	**39.05**
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
Grand Total (A+B+C)		**14,02,150**	**100.00**	**16,40,70,000**	**100.00**

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.
**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"), shall trigger the open offer process pursuant to Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 ("the Regulations"). This will require the Public Announcement ("PA") in terms of Regulation 13(1) of the said Regulations. Upon completion of the open offer process, they will become the Promoters of the Company
**Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:
The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:
There shall be no change in management or control of the Company pursuant to the issue and allotment of Warrants and subsequent conversion of warrants into equity shares.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:
During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

13. Valuation for consideration other than cash:
Not applicable

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:
Not applicable.

15. Lock-in:
The Warrants and Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) of the SEBI ICDR Regulations.

16. Listing:
The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link https://www.somapapers.in/downloads/PCS%20Compliance%20Certificate%20Company%20Website.pdf

18. Undertakings:
The Company hereby undertakes that:
i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
iii. All the equity shares held by the Proposed Warrant Allottees in the company are in dematerialized form only;

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:
It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Name and Identity of Proposed Warrant Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Shankar Varadharajan	Non-Promoter	Not Applicable	-	-	89,09,695	89,09,695	5.43	Promoter**
2.	Anancha Perumal Selvi Keshav	Non-Promoter	Not Applicable	-	-	89,09,695	89,09,695	5.43	Promoter**
3.	Subramanyam Venkatesh	Non-Promoter	Not Applicable	-	-	74,00,000	74,00,000	4.51	Promoter**
4.	Rohan Ramaswamy	Non-Promoter	Not Applicable	-	-	74,00,000	74,00,000	4.51	Promoter**
5.	Seethapathi Vignesh	Non-Promoter	Not Applicable	-	-	19,75,000	19,75,000	1.20	Promoter**

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

**The Proposed allottee 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 as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

20 SEBI Takeover code:
In the present case none of the Proposed Warrants Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Warrants Allottees and lock-in period of shares:
The entire shareholding of the Proposed Warrants Allottees in the Company, if any is held by them in dematerialized form. The Proposed Warrants Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Warrants Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:
The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking
a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Warrants Allottees have further confirmed that the Proposed Warrants Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:
The Preferential Allotment is proposed to be made to Promoter and Non-Promoters.
Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:
Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company is of the opinion that the proposed issue is in the best interest of the Company. Accordingly, the Board recommends the Special Resolution set out at Item Number 5 of the accompanying Notice for approval by the Members.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

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 this resolution.

ITEM NUMBER 6: TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS TO THE ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for acquisition of subsidiary company to meet capital expenditures and working capital and to broaden the position of the Company.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 07th August 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, 1,40,00,000 (One Crore Forty Lakhs) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 10/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crore only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

1. Objects of the Preferential Issue: Please refer ANNEXURE-1 of the notice.

2. The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing:
The Board of Directors of the Company at their meeting held on 07th August 2025 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 1,40,00,000 (One Crore Forty Lakhs) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 10/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 28,00,00,000/- (Rupees Twenty-Eight Crore only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:
The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 05th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:
As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 20/- (Rupees Twenty Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

4. Name and Address of Valuer who performed Valuation:
The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:
Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:
12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:
Email: bhavesh@cabr.in
Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link https://www.somapapers.in/downloads/Soma%20Papers%20fair%20value%20Report%20SEBI%20ICDR%202018.pdf

5. Amount which the Company intends to raise by way of issue of Warrants:
Rs. 28,00,00,000/- (Rupees Twenty-Eight Crore only).

6. Material terms of issue of Warrants/ Convertible Warrants:
The issue of Warrants shall be subject to the following terms and conditions:
i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

ii. Each Warrant held by the Proposed Warrant Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");

iii. The Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;

iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time; vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

xiii. The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

7. Principal terms of Assets charged as securities:

Not Applicable

8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:
None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	**Promoters and Promoter Group Holding**				
1	Indian				
	Individuals/Hindu undivided Family	6,94,296	49.52	10,00,00,000**	60.95
2	Foreign	-	-	-	-
	Sub Total (A)	**6,94,296**	**49.52**	**10,00,00,000**	**60.95**
B	**Non-Promoter Holding**				
1	**Institutions**				
1a	**Institutions (Domestic)**				
	Mutual Funds	2,300	0.16	2,300	0.00
	Banks	10,495	0.75	10,495	0.01
	Insurance Companies	18,511	1.32	18,511	0.01
1b	**Institutions (Foreign)**				
	FPI-Category I	-	-	1,40,00,000	8.53
2	**Non – Institutions**				
2a	Individuals (share Capital up to Rs. 2 lakhs)	4,71,664	33.64	4,71,664	0.29
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	79,864	5.70	4,19,57,010	25.57
2c	Non-Resident Indians (NRIs)	1,520	0.11	1,520	0.00
2d	Bodies Corporate	72,039	5.14	61,07,039	3.72
2e	Any Other (specify)	51,461	3.67	15,01,461	0.92
	Sub-Total (B)	**7,07,854**	**50.48**	**6,40,70,000**	**39.05**
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
Grand Total (A+B+C)		**14,02,150**	**100.00**	**16,40,70,000**	**100.00**

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.
**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"), shall trigger the open offer process pursuant to Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 ("the Regulations"). This will require the Public Announcement ("PA") in terms of Regulation 13(1) of the said Regulations. Upon completion of the open offer process, they will become the Promoters of the Company
**Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:
The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:
There shall be no change in management or control of the Company pursuant to the issue and allotment of Warrants and subsequent conversion of warrants into equity shares.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:
During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

13. Valuation for consideration other than cash:
Not applicable

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:
Not applicable.

15. Lock-in:
The Warrants and Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) of the SEBI ICDR Regulations.

16. Listing:
The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:
As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link https://www.somapapers.in/downloads/PCS%20Compliance%20Certificate%20Company%20Website.pdf

18. Undertakings:
The Company hereby undertakes that:
i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
iii. All the equity shares held by the Proposed Warrant Allottees in the company are in dematerialized form only;

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:
It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Name and Identity of Proposed Warrant Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Vikasa India Eif I Fund	Non-Promoter	Not Applicable	-	-	1,40,00,000	1,40,00,000	8.53	Non-Promoter

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

20 SEBI Takeover code:
In the present case none of the Proposed Warrants Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Warrants Allottees and lock-in period of shares:
The entire shareholding of the Proposed Warrants Allottees in the Company, if any is held by them in dematerialized form. The Proposed Warrants Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Warrants Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:
The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking
a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Warrants Allottees have further confirmed that the Proposed Warrants Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:
The Preferential Allotment is proposed to be made to Promoter and Non-Promoters.
Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company is of the opinion that the proposed issue is in the best interest of the Company. Accordingly, the Board recommends the Special Resolution set out at Item Number 6 of the accompanying Notice for approval by the Members.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

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 this resolution.

ANNEXURE-1 OF ITEM NUMBER 3 TO 6
OBJECTS OF THE PREFERENTIAL ISSUE CONSIDERATION IN CASH

Purpose for which issue proceeds is proposed to be utilized	Total Estimated amount In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
To make investments in the Company's wholly-owned subsidiaries for capital expenditure relating to new and existing projects;	5,00,00,000	Within 12 months from the date of receipts of funds
To make repayment of existing Debt of subsidiary which was infused as fund for the purpose of project execution.	75,00,00,000	Within 12 months from the date of receipts of funds
To make investments in the Company's wholly-owned subsidiaries to meet their working capital requirements and that of the Company;	72,70,97,800	Within 12 months from the date of receipts of funds
To meet expenses related to the Issue; and	1,88,80,000	Within 12 months from the date of receipts of funds
For general corporate purposes of the Company and its subsidiaries.	22,00,00,000	Within 12 months from the date of receipts of funds
Total	1,76,59,77,800	

As the proposed total issue size, including the issue of equity shares for share swap, consideration in cash, and the issue of convertible warrants, exceeds Rs. 100 crores, pursuant to Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the Board has appointed M/s. Infomerics Valuation and Rating Limited, an agency registered with SEBI, as the Monitoring Agency to oversee the utilisation of the issue proceeds and submit its report to the Company on a quarterly basis until 100% of the proceeds have been utilised.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

FOR SOMA PAPERS AND INDUSTRIES LIMITED
SD/-
VANTEDDU LAKSHMI PRIYA DARSHINI
WHOLE-TIME DIRECTOR
DIN 07803502
PLACE: HYDERABAD
DATE: 07TH AUGUST 2025

REGISTERED ADDRESS-
S NO.18. 3RD FLOOR, B BLOCK, WIN WIN HUB,
JNTU HI TECH CITY MAIN ROAD, MADHAPUR,
KHANAMET, RANGAREDDY, MADHAPUR,
HYDERABAD, SHAIKPET, TELANGANA, INDIA, 500081.