

## ANNUAL REPORT 2022-23



Registered Office: 3<sup>rd</sup> Floor, Indian Mercantile Chambers, 14 Ramji Kamani Marg, Ballard Estate, Mumbai 400001 | T: (022) 22626262 | E: [contactus@somapapers.in](mailto:contactus@somapapers.in)

CIN: L21093MH1991PLCo64085 | PAN: AAACS6835Q | TAN: NSKS01833G  
BSE Script Code: 516038 | ISIN: INE737E01011



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Vikram Krishnakumar Somani**

Executive Director

**Bharat Somani**

Managing Director

**Saraswati Somani**

Executive Director & CFO

**Dharmesh Shantilal Shah**

Non-Executive Independent Director

**Ashish Prakashchandra Gupta**

Non-Executive Independent Director

### REGISTERED OFFICE

3rd Floor, Indian Mercantile Chambers  
14 Ramji Kamani Marg, Ballard Estate, Mumbai  
400001

Tel: +91 22 22626262

Email : [contactus@somapapers.in](mailto:contactus@somapapers.in)

Website: <http://somapapers.in>

### REGISTRARS & SHARE TRANSFER AGENT

**Adroit Corporate Services Pvt. Ltd.**

1st Floor, 17-20 Jafferbhoy Industrial Estate,  
Makhwana Road, Marol Naka, Andheri (E), Mumbai  
400059

T: +91 22 42270423

F: +91 22 28503748

E: [sandeeps@adroitcorporate.com](mailto:sandeeps@adroitcorporate.com)

### COMPANY SECRETARY & COMPLIANCE OFFICER

Shri. Gourav Gupta

### CHIEF FINANCIAL OFFICER

Smt. Saraswati Somani

### BANKERS

**ICICI Bank**

### STATUTORY AUDITORS

**GMJ & Co., Chartered Accountants**

3rd & 4th Floor, Vaastu Darshan,

'B' Wing, Above Central Bank of  
India, Azad Road, Andheri (East),

### SECRETARIAL AUDITORS

**GMJ & Associates, Company Secretaries**

3rd & 4th Floor, Vaastu Darshan, 'B' Wing, Above  
Central Bank of India, Azad Road, Andheri (East),  
Mumbai 400069

### ANNUAL GENERAL MEETING

Date: Tuesday, 26<sup>th</sup> September, 2023

Time: 11.00 A.M.

Venue: Video Conferencing

### BOOK CLOSURE :

20<sup>th</sup> September, 2023

to

26<sup>th</sup> September, 2023

**(Both days inclusive)**

## NOTICE TO THE MEMBERS

NOTICE is hereby given that the **Thirty Second (32<sup>nd</sup>) Annual General Meeting** of the Members of **SOMA PAPERS AND INDUSTRIES LIMITED** will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) on Tuesday, 26<sup>th</sup> September, 2023 at 11:00 A.M. to transact, with or without modification(s) the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a Director in place of Mrs. Saraswati Somani, (DIN: 00286741), who retires by rotation and being eligible offers herself for re-appointment.
3. To re-appoint M/s. GMJ & Co, Chartered Accountants, Mumbai as Statutory Auditors of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN: 103429W) be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting to be held in the year 2028 on such remuneration as may be agreed upon by the Audit Committee/Board of Directors in consultation with the Statutory Auditors.”

### SPECIAL BUSINESS:

4. To consider and, if though fit, to pass, with or without modification(s), the following resolution for re-appointment of Mr. Bharat Somani as Managing Director of the Company for a period of 5 years commencing from 22<sup>nd</sup> March, 2024, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in

force), consent of the Members of the Company be and is hereby accorded to appoint Mr. Bharat Somani (DIN: 00286793) as Managing Director of the Company for a period of 5 (Five) years with effect from 22<sup>nd</sup> March 2024 till 21<sup>st</sup> March, 2029 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits and upon such terms and conditions, as may be approved by the Nomination and Remuneration Committee (the "Committee"), with the authority to the Board of Directors of the Company (the "Board") to alter and vary the terms and conditions including remuneration of the said agreement from time to time and in such manner as may be agreed to by the Board/Committee and Mr. Bharat Somani (DIN: 00286793) subject to the conformity with the provisions of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites shall nevertheless be paid and allowed to Mr. Bharat Somani as minimum remuneration for any financial year in the event of absence or inadequacy of profit for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and the rules framed thereunder and any other applicable provisions of the Act or any statutory modification(s) or re-enactment(s) thereof;

**RESOLVED FURTHER THAT** the Board/Committee be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. To consider and, if though fit, to pass, with or without modification(s), the following resolution, for the appointment of Mr. Dharmesh Shantilal Shah (DIN: 01000335) as an Independent Director of the Company w.e.f 22<sup>nd</sup> March, 2024, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s), or re-enactment thereof for the time being in force) and Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to the recommendation by Nomination and Remuneration Committee, and approval of Board of Directors of the Company, Mr. Dharmesh Shantilal Shah (DIN: 01000335) , who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to

hold office for a term of 5 (Five) consecutive years commencing from 22<sup>nd</sup> March, 2024 up to 21<sup>st</sup> March, 2029 and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to issue the letter of appointment to the Independent Director containing such terms and conditions of appointment in accordance with Section 4 of Part IV of Schedule IV of the Companies Act, 2013 and do all such acts and things as may be required or considered necessary for the above appointment.”

6. To consider and, if though fit, to pass, with or without modification(s), the following resolution, for the appointment of Mr. Ashish Prakashchandra Gupta (DIN: 07466821) as an Independent Director of the Company w.e.f 22<sup>nd</sup> March, 2024, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s), or re-enactment thereof for the time being in force) and Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to the recommendation by Nomination and Remuneration Committee, and approval of Board of Directors of the Company, Mr. Ashish Prakashchandra Gupta (DIN: 07466821), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 22<sup>nd</sup> March, 2024 upto 21<sup>st</sup> March, 2029 and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to issue the letter of appointment to the Independent Director containing such terms and conditions of appointment in accordance with Section 4 of Part IV of Schedule IV of the Companies Act, 2013 and do all such acts and things as may be required or considered necessary for the above appointment.”

7. To consider and if thought fit, to pass with or without modification, the following resolution, for adoption of new Memorandum of Association as per the Companies Act, 2013 as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company

(hereinafter referred to as "**Board**" which term shall include any Committee), and in accordance with Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company in the following manner:

- a. the existing Clause III(A): "**The main objects to be pursued by the Company on its incorporation are**" be substituted by the new sub-heading "**III(A) - The Objects to be pursued by the Company on its incorporation are**";
- b. the existing Clause III(B) containing the "Objects Incidental or Ancillary to the attainment of Main Objects" be substituted with the new sub-heading "**III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)**";
- c. merging the Objects of the Company mentioned under **Clause III (C) - 'Other Objects'** with **Clause III (B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)**; and
- d. The existing liability clause is substituted in line of new clause provided as per Companies Act, 2013 as below:

*"IV: The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."*

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

8. To consider and if thought fit, to pass with or without modification(s), the following resolution, for amendment of main objects in the memorandum of association of the company as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof, the existing Main Objects of Clause III A of Memorandum of Association ("the MOA") of the Company be and is hereby amended by adding sub clauses 3 and 4 immediately after the existing sub clauses 1 and 2 as mentioned below:

**III (A):**

3. "To manufacture, buy, sell, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biological, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters,

mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in all kinds of bulk drugs, intermediates, formulations, pharmaceuticals, chemicals, excipients, specialty products also to trade in all kinds of Lab Consumables, Computer Hardware and Software, medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, scientific equipment, instruments and accessories, diagnostic kits and Re-agents diagnostic equipment's etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products in India or otherwise.

4. To do business and provide Global Staffing/Human Resource Solutions and Services for Life Science companies which includes pharmaceutical, biotech, medical device, veterinary and consumer product industries, includes process of identification, formulation, development, introducing and launching the product(s) into market. To do business and provide software solutions and services for Life Sciences and Healthcare companies. To offer expert consulting, outsourcing, software, capability building, technical and operational, information management services to world's leading life science organizations and their clients, suppliers and regulators in Clinical Research, Biometrics, Drug Safety and Pharmacy vigilance areas.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution, for appointment of Mr. G. Shivashankar Reddy (din: 10039853) as an independent director of the company as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. G. Shivashankar Reddy (DIN: 10039853), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 29<sup>th</sup> August, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has

received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till 28<sup>th</sup> August, 2028, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office**

**3<sup>rd</sup> Floor, Indian Mercantile Chambers, For Soma Papers and Industries Limited**

**Ramji Kamani Marg, Ballard Estate,**

**Mumbai - 400 001**

**For and on behalf of the Board of Directors**

**Sd/-**

**Vikram Somani**

**Director**

**(DIN: 00054310)**

**Place: Mumbai**

**Date: 29<sup>th</sup> August, 2023**



## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 32<sup>nd</sup> Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Tuesday, 26<sup>th</sup> September, 2023, at 11:00 a.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at 3<sup>rd</sup> Floor, Indian Mercantile Chambers, Ramji Kamani Marg, Ballard Estate, Mumbai - 400 001.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**

**ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM IS NOT ANNEXED TO THIS NOTICE.**

3. Corporate members intend to participate in the meeting should submit certified copy of resolution with authority to attend and vote.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)

and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. The Notice calling the AGM has been uploaded on the website of the Company at <https://www.somapapers.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e- Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant. Members are also requested to give the MICR Code of their bank to their Depository Participants.
9. The notice of the Annual General Meeting along with the Annual Report 2022-2023 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, Members may please note that this notice and Annual Report 2022-2023 will also be available on the Company's website <http://somapapers.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to Adroit Corporate Services Private Limited.
10. As a part of the green initiatives, the Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses with their DPs in case the shares are held by them in electronic form and with Adroit Corporate Services Private Limited or their respective depositories in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered e-mail address.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 20<sup>th</sup> September, 2023 to Tuesday, 26<sup>th</sup> September, 2023 (both days inclusive) for the purpose of Thirty Second Annual General Meeting.
12. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
13. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
14. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing

Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant detail of Director seeking re-appointment at this Annual General Meeting is given in the Notice of the Annual General Meeting.

15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members, who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
17. It is mandatory for all Shareholders to do KYC as per SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 on or before 30<sup>th</sup> September, 2023, post which shares will be freeze by SEBI.
18. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. 19<sup>th</sup> September, 2023 may cast their vote by remote e-Voting. A person who is not a Member, as on the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e., 19<sup>th</sup> September, 2023, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

**The remote e-voting period begins on Saturday, 23<sup>rd</sup> September, 2023, at 09:00 A.M. and ends on, Monday, 25<sup>th</sup> September, 2023, at 05:00 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. 19<sup>th</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19<sup>th</sup> September, 2023.**

#### **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 and joining virtual meeting for Individual shareholders holding securities in Demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li></ol>

	<p>will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No.</li> </ol>

	from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL 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 use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [prabhat@gmj.co.in](mailto:prabhat@gmj.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [at evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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 [vikram@somapapers.in](mailto:vikram@somapapers.in).
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 [vikram@somapapers.in](mailto:vikram@somapapers.in). 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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to

vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" 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 [vikram@somapapers.in](mailto:vikram@somapapers.in). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [somapapers.in@gmail.com](mailto:somapapers.in@gmail.com) between 23<sup>rd</sup> September, 2023 (9.00 a.m. IST) and 25<sup>th</sup> September, 2023 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**Registered Office**

**3<sup>rd</sup> Floor, Indian Mercantile Chambers,  
Ramji Kamani Marg, Ballard Estate,  
Mumbai - 400 001**

**Place: Mumbai**

**Date: 29<sup>th</sup> August, 2023**

**For and on behalf of the Board of Directors**

**For Soma Papers and Industries Limited**

**Sd/-**

**Vikram Somani**

**Director**

**(DIN: 00054310)**

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

<b>Name of Director and DIN</b>	<b>Mr. Bharat Somani (DIN: 00286793)</b>	<b>Mr. Ashish Prakashchandra Gupta (DIN: 07466821)</b>	<b>Mr. Dharmesh Shah (DIN: 01000335)</b>	<b>Mr. G. Shivashankar Reddy (DIN: 10039853)</b>
Date of Birth	27/12/1961	08/09/1970	16/09/1964	16.09.1999
Qualification	B. Com.	B. Com.	Masters of Business administrations (MBA).	Holding Bacholer's Degree in B.com (Computers) & Pursuing CS Professional Course
Date of Appointment	19/11/1991	22/03/2019	22/03/2019	29/08/2023
Brief resume & Nature of expertise in specific functional areas	25+ years of experience in charge of Planning, Operations, New Product Development and Marketing, Marketing waste paper from global markets to mills in India, Trading in newsprint from local mills and supplying to different Publishers,	15+ years of investment, jewellery and stock market experience	30+ years of Experience in Textile Industries.	Holding Bacholer's Degree in B.com (Computers) & Pursuing CS Professional Course and having expertise in Accounts, GST and taxation.  Has work Experience in the Finance sector for more than 6 years

Directorship held in other Companies.	<p>1. G. D. Trading &amp; Agencies Limited</p> <p>2. Raajita Audio Video Company Private Limited</p> <p>3. Mascot Constructions Private Limited</p> <p>4. Ceres Company Private Limited</p> <p>5. SRS Trading &amp; Agencies Pvt. Ltd.</p> <p>6. Jaychandra Leasing &amp; Investments Ltd.</p> <p>7. Rajshree Trade &amp; Development Private Limited</p>	NIL	<p>1. Dharmesh Services Private Limited</p> <p>2. Vulcan Products Private Limited</p>	<p>1. Jyothi Infraventures Limited</p>
Disclosure of relationship between directors inter-se	Son of Mrs. Saraswati Somani and Brother of Mr. Vikram Somani	Not related to any Director.	Not related to any Director.	Not related to any Director.
Chairman/Member of the Committee of the Board of Directors in other Companies.	Independent Director in G. D. Trading & Agencies Limited and holding membership in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.	NIL	NIL	Independent Director in Jyothi Infraventures Limited and holding membership in audit and nomination and remuneration committees.
No. of Shares held in the Company	27,500 Equity Shares of face	Nil	NIL	NIL

	value Rs. 10/- each.			
Number of Meetings of the Board attended	4 (Four)	4 (Four)	4 (Four)	NA
Details of remuneration last Drawn	NIL	NIL	NIL	NA

**Registered Office**

3<sup>rd</sup> Floor, Indian Mercantile Chambers,  
Ramji Kamani Marg, Ballard Estate,  
Mumbai - 400 001

Place: Mumbai

Date: 29<sup>th</sup> August, 2023

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

Sd/-  
**Vikram Somani**  
Director  
(DIN: 00054310)

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

#### ITEM NO.3:

M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN: 103429W), were appointed as Statutory Auditors of the Company at the 27<sup>th</sup> AGM held on 29<sup>th</sup> September, 2018, for a term of five years i.e. till the conclusion of the 32<sup>nd</sup> AGM of the Company. As per the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, the Company can appoint or re-appoint an audit firm as Statutory Auditors for not more than two (2) terms of five (5) consecutive years. As such, M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN: 103429W) are eligible for re appointment for a further period of five years.

M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN: 103429W), is a mid-sized single-window setup with several Partners and a dedicated team of qualified, semi-qualified staff and others persons who are technically competent, well trained, strongly motivated and have in-depth knowledge and rich experience.

The Firm is based at Mumbai, the financial capital of India. The firm has invested in a well-equipped Library, which ensures that the staffs are abreast of all changes and developments in the relevant domain of the profession. It operates in a complete computerized environment.

Considering their expertise and competencies, based on the recommendations of the Audit Committee, Board of Directors, subject to the approval of Members recommended the re-appointment of M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN: 103429W), as Statutory Auditors of the Company for a term of 5(Five) consecutive years and they shall hold office from the conclusion of 32<sup>nd</sup> AGM until the conclusion of 37<sup>th</sup> AGM of the Company.

The proposed remuneration to be paid to M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN: 103429W), Chartered Accountants, for audit services for the financial year ending 31<sup>st</sup> March, 2023, is Rs.29,500 (Rupees Twenty Nine Thousand Five Hundred Only) plus applicable taxes and out-of-pocket expenses. The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN: 103429W), has given their consent for re-appointment as Statutory Auditors and confirmed that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 141 of the Companies Act, 2013 and the rules made thereunder.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in passing of the proposed Resolution set out at Item No. 3.

The Board recommends the resolution at Item No. 3 of the accompanying Notice for approval of the Members as an Ordinary Resolution.

Disclosures made by the Company under Regulation 36(5) of SEBI (LODR) Regulations 2015, for seeking appointment of M/s. GMJ & Co, Chartered Accountants:

Sl. No.	Particulars	Details
1	Proposed fees	Rs.29,500 Per annum
2	Terms of Appointment	For a term of 5(Five) consecutive years and they shall hold office from the conclusion of 32 <sup>nd</sup> AGM until the conclusion of 37 <sup>th</sup> AGM of the Company.
3	Basis of recommendation	Audit Committee and Board
4	Credentials of Statutory auditor	As mentioned above

#### **ITEM NO.4:**

The Members at the 28<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2019 approved the appointment of Mr. Bharat Somani (DIN: 00286793) as the Managing Director of the Company for a period of five years with effect from. Mr. Bharat Somani will complete his present term on 22<sup>nd</sup> March, 2024.

The Board of Directors of the Company ('the Board') at the meeting held on 20<sup>th</sup> May, 2023, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Mr. Bharat Somani as set out in the Resolution.

The principal terms and conditions of appointment of Mr. Bharat Somani (DIN: 00286793) as Managing Director of the company are as under:

- a. Remuneration: Nil



- b. The Managing Director shall have the right to manage the day-to-day business and affairs of the company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- c. The Managing Director shall act in accordance with the Articles of Association of the company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- d. The Managing Director shall adhere to the Code of Conduct of the Company for Directors and Senior Management Personnel.
- e. Mr. Bharat Somani (DIN: 00286793) satisfies all the conditions set out in Part I of Schedule V of the Act and also conditions set out under Section 196(3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Bharat Somani (DIN: 00286793), as Managing Director for a period of 5 years from 22<sup>nd</sup> March, 2024 upto 21<sup>st</sup> March 2029.

Except Mr. Bharat Somani (DIN: 00286793) and his relatives, none of the Directors and Key Managerial Personnel of the company are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the accompanying notice of the AGM.

### **Information in accordance with Schedule V of Companies Act, 2013**

#### **I. GENERAL INFORMATION**

1	Nature of Industry : Paper Manufacturing Company			
2	Date or expected date of commencement of commercial: The Company started its commercial operations in the year 1991			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications (Rs. In lakhs)			
	<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>	<b>20120-21</b>
	Turnover	1039.18	595.76	8092.53
	Net profit /loss after Tax	456.38	(391.09)	5270.13

5	Foreign investments or collaborations, if any: Not Applicable
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## II. INFORMATION ABOUT THE APPOINTEE:

1.	Background Details: Mr. Bharat Somani, aged about 61 years is having around 25 years of experience in the industry. He is a Masters in Commerce.
2.	Past Remuneration: Nil.
3.	Recognition or awards: Nil
4.	Job Profile and his suitability:  25+ years of experience in charge of Planning, Operations, New Product Development and Marketing, Marketing waste paper from global markets to mills in India, Trading in newsprint from local mills and supplying to different Publishers.
5.	Remuneration proposed: Nil
6.	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Mr. Bharat Somani refrain from receiving any remuneration from the Company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:  Mr. Bharat Somani is the Son of Mrs. Saraswati Somani and Brother of Mr. Vikram Somani, Director & CFO and Director of the Company respectively.

## III. OTHER INFORMATION:

1.	Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money up front leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.
2.	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the operations which may take time depending upon the various circumstances.
3.	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.

#### **ITEM NO.5:**

The Members on 29<sup>th</sup> September, 2019 approved the appointment of Mr. Dharmesh Shah (DIN: 01000335) as Independent Directors of the Company for a period of five years with effect from 22<sup>nd</sup> March, 2019 upto 21<sup>st</sup> March, 2024.

The Board of Directors of the Company ('the Board') at the meeting held on 20<sup>th</sup> May, 2023, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Dharmesh Shah (DIN: 01000335) for a term of Five (5) Years, commencing from 22<sup>nd</sup> March, 2024 upto 21<sup>st</sup> March 2029, not liable to retire by rotation.

Mr. Dharmesh Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The company has received a notice in writing from Mr. Dharmesh Shah proposing his candidature for the office of Director of the Company. The company has also received declaration from Mr. Dharmesh Shah that he meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Dharmesh Shah fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 with respect to eligibility and re-appointment of Mr. Dharmesh Shah as an Independent Non-Executive Director of the Company for a term of five (5) consecutive years with effect from 22<sup>nd</sup> March, 2024 upto 21<sup>st</sup> March 2029, for approval of members of the company.

Except Mr. Dharmesh Shah and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

#### **ITEM NO.6:**

The Members on 29<sup>th</sup> September, 2019 approved the appointment of Mr. Ashish Prakashchandra Gupta (DIN: 07466821), as Independent Directors of the Company for a period of five years with effect from 22<sup>nd</sup> March, 2019 upto 21<sup>st</sup> March, 2024.

The Board of Directors of the Company ('the Board') at the meeting held on 20<sup>th</sup> May, 2023, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Ashish

Prakashchandra Gupta for a term of Five (5) Years, commencing from 22<sup>nd</sup> March, 2024 upto 21<sup>st</sup> March 2029, not liable to retire by rotation.

Mr. Ashish Prakashchandra Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The company has received a notice in writing from Mr. Ashish Prakashchandra Gupta proposing his candidature for the office of Director of the Company. The company has also received declaration from Mr. Ashish Prakashchandra Gupta that he meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Ashish Prakashchandra Gupta fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6 with respect to eligibility and re-appointment of Mr. Ashish Prakashchandra Gupta as an Independent Non-Executive Director of the Company for a term of five (5) consecutive years with effect from 22<sup>nd</sup> March, 2024 upto 21<sup>st</sup> March 2029, for approval of members of the company.

Except Mr. Ashish Prakashchandra Gupta and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.

#### **ITEM NO.7:**

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company on its incorporation and matters which are necessary for furtherance of the objects specified in Clause (III) (A)". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 11 A.M. to 2 P.M. up to and including the date of AGM and at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**ITEM NO.8:**

The Company's main object is to carry on the paper and its allied activities. The Board is of the opinion that it will be prudent to enter into Pharmaceuticals and its allied activities as they foresee vast opportunity in the said sector. The Board therefore proposes to amend the existing main objects by including the Pharmaceuticals and its allied activities to the present main objects.

Your Directors recommend the Resolution No. 8 of the Notice for the approval of the Members as a Special Resolution.

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

**ITEM NO. 9:**

Mr. G. Shivashankar Reddy was appointed as Additional Director of the Company on 29<sup>th</sup> August, 2023 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015 in the category of 'Non-Executive Independent', who hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and is eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013.

The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Mr. G. Shivashankar Reddy for the office of Director in Independent category. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. G. Shivashankar Reddy as 'Non-executive Independent Directors' for a term up to 5 consecutive years commencing from the date of their appointment as an Additional Director i.e. w.e.f. 29<sup>th</sup> August, 2023 to 28<sup>th</sup> August, 2028.

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution set out in the item no. 8 of the notice for appointment of Mr. G. Shivashankar Reddy as Independent Director.

Save and except Mr. G. Shivashankar Reddy, Independent Director, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution as set out in the notice.

**Registered Office**

**3<sup>rd</sup> Floor, Indian Mercantile Chambers,  
Ramji Kamani Marg, Ballard Estate,  
Mumbai - 400 001**

**Place: Mumbai**

**Date: 29<sup>th</sup> August, 2023**

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

**Sd/-  
Vikram Somani  
Director  
(DIN: 00054310)**

Director's Report

Your Directors have great pleasure in presenting the **Thirty Second (32<sup>nd</sup>)** Annual Report of the Company along with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2023.

**1. FINANCIAL HIGHLIGHTS:**

(Amount in INR '000)

Particulars	Year ended 31 <sup>st</sup> March 2023	Year ended 31 <sup>st</sup> March 2022
Revenue from Operations	-	-
Other Income	1039.18	595.76
<b>Total Revenue</b>	<b>1039.18</b>	<b>595.76</b>
Less: Total Expenses	550.38	980.95
<b>Profit/(Loss) before Tax</b>	<b>488.80</b>	<b>(385.19)</b>
Less: Tax Expenses		
Current Tax	-	-
Earlier Years Tax	32.42	5.90
Deferred Tax	-	-
<b>Profit/(Loss) after Tax</b>	<b>456.38</b>	<b>(391.09)</b>

**2. OPERATIONAL REVIEW:**

The company had stopped its manufacturing activity w.e.f. 4<sup>th</sup> August, 2004, as the same had become totally unviable. As the company has not carried out any business activity during the year, your Company has earned income through other sources of Rs. 1,039.18/- (Rs. In Thousands) during the year as compared to Rs. 595.76/- (Rs. In Thousands) earned in the previous year. The company has earned Profit before Tax of Rs. 488.80/- (Rs. In Thousands) as compared to Loss after Tax of Rs. 385.19/- (Rs. In Thousands) in the immediately preceding financial year. The company has earned Profit after Tax of Rs. 456.38/- (Rs. In Thousands) as compared to Loss after Tax of Rs. 391.09/- (Rs. In Thousands) in the immediately preceding financial year.

**3. DIVIDEND:**

Your Directors have not recommended any dividend for the year ended 31st March, 2023, in order to plough back the profits for future growth and development of the Company.

**4. TRANSFER TO RESERVES:**

There was no amount transferred to reserves during the year.

**5. CHANGES IN NATURE OF BUSINESS:**

No significant changes had been made in the nature of the business of the Company during the financial year.

**6. SHARE CAPITAL OF THE COMPANY:**

The Paid up Equity Share Capital as at 31<sup>st</sup> March 2023 was Rs. 1,40,21,500/- divided into 14,02,150 Equity Shares, having face value of Rs. 10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options neither any sweat equity.

**7. EXTRACT OF ANNUAL RETURN ::**

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended 31<sup>st</sup> March, 2023 can be accessed on the Company's website at <https://www.somapapers.in/>.

**8. SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES:**

The Company does not have any Subsidiaries, Joint Venture or Associate Company during the period of reporting.

**9. PUBLIC DEPOSITS:**

Your Company has not accepted any Deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

**10. PARTICULARS OF LOANS, GUARANTEES/SECURITIES OR INVESTMENTS:**

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



**11. CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, were not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2023.

**12. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANYS OPERATIONS IN FUTURE:**

There were no significant or material orders passed by the regulators or courts impacting the going concern status of the company and its future operations.

**13. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. BOARD OF DIRECTORS:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Saraswati Somani, Director (DIN: 00286741) retires by rotation and being eligible offers herself for re-appointment.

The members of the Company at the 28<sup>th</sup> Annual General Meeting appointed Mr. Bharat Somani for a period of 5 (Five) years upto 22<sup>nd</sup> March, 2024.

The Board has re-appointed Mr. Bharat Somani for a period of 5 years w.e.f. 22<sup>nd</sup> March, 2024 upto 22<sup>nd</sup> March, 2029 subject to approval by shareholders through special resolution at the ensuing Annual General Meeting.

The Members of the Company at the 28<sup>th</sup> Annual General Meeting had appointed Mr. Ashish Prakashchandra Gupta (DIN: 07466821) and Mr. Dharmesh Shantilal Shah (DIN: 01000335) as Independent Director(s) of the Company. The present term of Mr. Ashish Prakashchandra Gupta and Mr. Dharmesh Shantilal Shah is ending on 22<sup>nd</sup> March, 2024.

All the Independent Director(s) have submitted the declaration of meeting the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and rules applicable thereunder and as per the SEBI Regulations and are eligible for reappointment. They are also independent of the management.

The Board on the recommendation of Nomination and Remuneration Committee has recommended the proposals for reappointment of both Mr. Ashish Prakashchandra Gupta and Mr. Dharmesh Shantilal Shah for a further period of 5 years each w.e.f. 22<sup>nd</sup> March, 2024 for approval of the shareholders through special resolution(s) at the forthcoming Annual General Meeting.

Brief resume of the Directors who are proposed to be appointed/re-appointed is furnished in the explanatory statement to the notice of the ensuing Annual General Meeting.

Further, none of the Directors are disqualified for holding office as such and the Directors have carried out proper KYC process as prescribed by Rule 12A of the Companies (Appointment and Qualifications of Directors) Rules, 2014 as a result Director Identification Numbers (DIN) of all the Directors are 'Active'.

#### **B. KEY MANAGERIAL PERSONNEL:**

The following are the Key Managerial Personnel of the Company as on 31<sup>st</sup> March, 2023:

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Mr. Bharat Somani	Managing Director
2.	Mr. Vikram Krishnakumar Somani	Chief Financial Officer
3.	Mr. Gourav Gupta	Company Secretary

#### **14. DECLARATION BY INDEPENDENT DIRECTORS:**

During the year under review, all the Independent Directors have submitted their Declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence provided under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **STATEMENT ON INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS:**

The Company has received declarations from all the Independent Directors regarding their Integrity, Expertise and Experience.

#### **15. DIRECTORS RESPONSIBILITY STATEMENT:**

To the best of our knowledge and belief and according to the information and explanations obtained, Directors make the following statement in terms of Section 134(5) of the Companies Act, 2013:

- a. in the preparation of the Annual Accounts for the financial year ended 31<sup>st</sup> March 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**16. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual directors on the basis of evaluation criteria suggested by the Nomination and Remuneration Committee and the SEBI (LODR) Regulations, 2015. Accordingly, the Board has carried out an evaluation of its performance after taking into consideration various performance related aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance. The performance evaluation of the Board as a whole was carried out by the Independent Directors in their meeting held on 31<sup>st</sup> January, 2023. Similarly, the performance of various committees, individual Independent Directors was evaluated by the entire Board of Directors (excluding the Director being evaluated) on various parameters like engagement, analysis, decision making, communication and interest of stakeholders. The Board of Directors expressed its satisfaction with the performance of the Board, its committees and individual directors.

**17. MEETINGS OF BOARD OF DIRECTORS OF THE COMPANY:**

During the year under review, 4 (Four) Board Meetings were convened and held on 26<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022, and 31<sup>st</sup> January, 2023. The details of the meetings are as follows:

Name of Director	Category of Directorship	Meetings	
		Held	Attended
Mr. Bharat Somani	Managing Director	4	4
Mr. Vikram Krishnakumar Somani	Executive Director	4	4
Mrs. Saraswati Somani	Non-Executive - Non-Independent Director	4	4

Mr. Ashish Prakashchandra Gupta	Non-Executive - Independent Director	4	4
Mr. Dharmesh Shantilal Shah	Non-Executive - Independent Director	4	4

## 18. AUDIT COMMITTEE:

In accordance with the provisions contained in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in consonance with the provisions of Section 177 of the Companies Act, 2013, the Board of Directors had constituted an Audit Committee comprising of 3 (Three) Directors.

The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors of the Company. The Committee focuses its attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial Results of the Company and submitting its observations to the Board of Directors before it is adopted by the Board, review of internal audit report, internal control system, audit methodology and process, major accounting policies and practice, compliance with accounting standards. The committee also reviews the legal compliance reporting system.

The Audit Committee meetings were convened and held on 26<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022, and 31<sup>st</sup> January, 2023 and all the members of the Audit Committee were present in all the meetings.

The particulars of the Members of the Audit Committee and their attendance at the Meetings are as under:

Director, Designation	Category of Directorship	Meetings	
		Held	Attended
Mr. Ashish Prakashchandra Gupta, Chairman	Non-Executive - Independent Director	4	4
Mr. Vikram Krishnakumar Somani, Member	Executive - Non Independent Director	4	4
Mr. Dharmesh Shantilal Shah, Member	Non-Executive - Independent Director	4	4

## 19. NOMINATION AND REMUNERATION COMMITTEE (“NRC”):

The Company has a ‘Nomination and Remuneration Committee’ in order to align it with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has a policy in place which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria determining qualifications, positive attributes, independence of a director and other matters pursuant to the provisions of sub-section (3) of Section 178 of the Companies Act, 2013. The policy is posted on the website of the Company <https://www.somapapers.in/>.

The particulars of the members of NRC and their attendance at the meeting are as under:

Director, Designation	Category of Directorship	Meetings	
		Held	Attended
Mr. Ashish Prakashchandra Gupta, Chairman	Non-Executive - Independent Director	2	2
Mr. Dharmesh Shantilal Shah, Member	Non-Executive - Independent Director	2	2
Mrs. Saraswati Somani, Member	Non-Executive - Non Independent Director	2	2

The Nomination and Remuneration Committee meeting was held on 14<sup>th</sup> November, 2022, and 31<sup>st</sup> January, 2023 and all the members of the Committee were present in the meeting.

## 20. STAKEHOLDERS RELATIONSHIP COMMITTEE (“SRC”):

The particulars of the Members of the Stakeholders Relationship Committee and their attendance at the Meetings are as under:

Director, Designation	Category of Directorship	Meetings	
		Held	Attended
Mr. Ashish Prakashchandra Gupta, Chairman	Non-Executive - Independent Director	4	4
Mr. Dharmesh Shantilal Shah, Member	Non-Executive - Independent Director	4	4
Saraswati Somani,	Non-Executive - Non Independent Director	4	4

Member	Director		
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The SRC meetings were convened and held on 26<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022, and 31<sup>st</sup> January, 2023 and all the members of the Committee were present.

The details of the Complaints received during the year under review are as follows:

Nature of Complaints	Received	Pending	Disposed
Non receipt of Annual Report	-	-	-
Non Receipt of Share Certificates after transfer	-	-	-
Non Receipt of Demat Rejected S/ Cs	-	-	-
Others	-	-	-

There were no complaints pending for action as on 31<sup>st</sup> March, 2023.

## **21. MEETING OF INDEPENDENT DIRECTORS:**

During the year under review, pursuant to Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Independent Directors of the Company met on 31<sup>st</sup> January, 2023 inter-alia to discuss:

1. Evaluation of performance of Non-Independent Directors and Board of Directors of the Company as a whole;
2. Evaluation of performance of the Chairman of the Company, taking into account the views of Non-Executive Directors;
3. Assess the quality, quantity and timeliness of flow of information between the management of the listed company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

## **22. REMUNERATION AND SITTING FEES:**

The details of Remuneration and Sitting Fees paid are as follows:

Director	Category of Directorship	Remuneration	Sitting Fees
Mrs. Saraswati Somani	Non-Executive - Non Independent Director	Nil	Nil
Mr. Bharat Somani	Managing Director	Nil	Nil

Mr. Vikram Krishnakumar Somani	Executive Director		Nil	Nil
Mr. Ashish Prakashchandra Gupta	Non-Executive Independent Director	-	Nil	Nil
Mr. Dharmesh Shantilal Shah	Non-Executive Independent Director	-	Nil	Nil

**23. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

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

**24. RELATED PARTY TRANSACTIONS:**

All the related party transactions entered into by the company pursuant to the provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder were in the ordinary course of business and at arm's length basis. Further, there are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons, which may have potential conflict with the interest of the Company at large.

**25. DEPOSITORY SERVICES:**

The Company's Equity Shares have been admitted to the depository mechanism of both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited. As a result, the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN **INE737E01011**.

Therefore, Shareholders are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

**26. CODE OF CONDUCT:**

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and foster a culture of accountability and integrity.

All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

**27. AUDITORS:**

**A. STATUTORY AUDITORS:**

M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN: **103429W**) were appointed as Statutory Auditors for 5 years in 27<sup>th</sup> Annual General Meeting hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting until the conclusion of 37<sup>th</sup> Annual General Meeting.

It is proposed to re-appoint M/s. GMJ & Co, Chartered Accountants, Mumbai (FRN: **103429W**) as Statutory Auditors for 5 years from the forthcoming annual general meeting till the conclusion of 37<sup>th</sup> Annual General Meeting. Their re-appointment shall be as per the provisions of the Companies Act, 2013 and rules made thereunder. They have submitted their certificate to the effect that they fulfil the requirements of Section 141 of the Companies Act, 2013.

**B. SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made there under, the company has appointed M/s. GMJ & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the Financial Year 2022-2023 in compliance with the applicable provisions of the Companies Act, 2013.

The Secretarial Audit report is annexed herewith as **Annexure 'A'** and forms an integral part to this report.

**28. AUDITORS REPORT/ SECRETARIAL AUDIT REPORT:**

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

As required under Section 204(1) of the Companies Act, 2013 the Company has obtained a Secretarial Audit Report. The report of Secretarial Auditors contains Qualifications regarding:

1. Non-compliance of Secretarial Standards 1 - Board Meeting and Secretarial Standards 2 - General Meeting issued by The Institute of Company Secretaries of India;
2. Absence of information of borrowings in its Financial Statements as on 31<sup>st</sup> March, 2023; and
3. The Company has not complied with Regulation 47 pertaining to publishing of financial results in newspapers, notices given to shareholders by advertisement.



**DIRECTORS' CLARIFICATION:**

With regards to absence of information of borrowings in its Financial Statements as on 31<sup>st</sup> March, 2023, the directors are constantly following up with banks for the purpose. They hope to complete the task of charge satisfaction during the current financial year.

With regards to the other observations in the report, the Company is under the process of complying with the same and would ensure in future that all the provisions are complied.

**29. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

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

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

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

**30. MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report is attached as **Annexure 'B'** and forms an integral part of this report.

**31. CORPORATE GOVERNANCE:**

Pursuant to Schedule V of the SEBI (LODR) Regulations, 2015 a Corporate Governance Report is required to be attach to the Directors Report; however, the same is not applicable to the company.

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

Information under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014:

A. Conservation of Energy	Not Applicable
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B. Technology Absorption	Not Applicable
C. Foreign Exchange Earnings & Outgo	
Foreign Exchange Earned	Nil
Foreign Exchange Outgo	Nil

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

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

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

**34. PARTICULARS OF EMPLOYEES:**

The requisite details in respect of employees of the Company required pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as “Annexure C” and forms an integral part of this report.

Disclosure pertaining to the remuneration and other details as required under Section 197(12) of the Act, and the Rules framed thereunder is enclosed as “Annexure D” to the Board’s Report.

**35. LISTING:**

The equity shares of the company are listed on BSE Limited.

**36. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:**

The company has in place adequate, internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The company has adopted accounting policies, which are in line with the accounting standards and the Companies Act, 2013.

**37. REPORTING OF FRAUDS:**

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act & Rules framed thereunder either to the Company or to the Central Government.

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

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

**39. SECRETARIAL STANDARDS:**

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

**40. RISK MANAGEMENT POLICY:**

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

**41. SAFETY, ENVIRONMENT CONTROL AND PROTECTION:**

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

**42. DISCLOSURE ON MAINTENANCE OF COST RECORDS:**

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

**43. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31<sup>st</sup> March, 2023, the Board had 5 (Five) Directors, 2 (Two) Executive Directors and 2 (Two) Independent Directors and 1 (One) of the Non-Executive, Non-Independent Director on the Board is a Woman. The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website <https://www.somapapers.in/>.

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

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

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

There was no one time settlement of loans from banks and financial institutions during the year under review.

**46. APPRECIATION:**

Your Directors would like to express their sincere appreciation to the company's Shareholders, Vendors and Stakeholders including Banks, other business associates, who have extended their valuable sustained support and encouragement during the year under review. Your Directors also wish to place on record their appreciation for impressive growth achieved through the competence, hard work, solidarity, cooperation and support of employees at all levels.

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

**Vikram Somani  
Director  
(DIN: 00054310)**

**Bharat Somani  
Managing Director  
(DIN: 00286793)**

**Registered Office:**

3<sup>rd</sup> Floor, Indian Mercantile Chambers,  
Ramji Kamani Marg, Ballard Estate,  
Mumbai - 400 001

**Place: Mumbai**

**Date: 20<sup>th</sup> May, 2023**

Annexure 'A'

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

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

To,

The Members,

**SOMA PAPERS AND INDUSTRIES LIMITED**

3<sup>rd</sup> Floor, Indian Mercantile Chambers,

Ramji Kamani Marg,

Ballard Estate, Mumbai - 400 001

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

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions of the applicable Acts listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder.
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), viz:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *The Company is maintaining the structured digital database in excel sheets and is in the process of finalizing the provider of software;*

- c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with clients;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable during the period of audit]**
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share based Employee Benefits) Regulations, 2014; **[Not applicable during the period of audit]**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the period of audit]**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable during the period of audit]**
- h. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **[Not applicable during the period of audit]**
- i. In respect of the provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 our observations are as follows:
  - The Company has not complied with Regulation 47 pertaining to:
    - a. *publishing of financial results in newspapers;*
    - b. *notices given to shareholders by advertisement.*
- v. Other laws are not applicable as the activities of the Company are at stand still.

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

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

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

- a. *The Company has not complied with certain clauses of Secretarial Standards-1 pertaining to Board Meetings and Secretarial Standards-2 pertaining to General Meetings issued by The Institute of Company Secretaries of India.*
- b. *The Company has not paid Annual Listing Fee to the Stock Exchange for the financial year 2022-23.*
- c. *It is observed that there are some charges still outstanding based on the website of the Ministry of Corporate Affairs. However, as per the information made available to us by the Company and based on the Audited Financial Statements of the company for the*

*year ended 31<sup>st</sup> March, 2023, there are no borrowings from Banks and Financial Institutions pending for repayment as on 31<sup>st</sup> March, 2023.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

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

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

We further report that during the period under report, the Company has not undertaken event /action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

**For GMJ & ASSOCIATES**

*Company Secretaries*

**[CS PRABHAT MAHESHWARI]**

**PARTNER**

**M. No. : FCS 2405**

**COP No. : 1432**

**UDIN : F002405E000344221**

**PLACE : MUMBAI**

**DATE : 20<sup>TH</sup> MAY, 2023**

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

**'ANNEXURE I' to Secretarial Audit Report**

To,  
The Members,  
**SOMA PAPERS AND INDUSTRIES LIMITED**  
3rd Floor, Indian Mercantile Chambers,  
Ramji Kamani Marg,  
Ballard Estate, Mumbai - 400 001

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

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

**For GMJ & ASSOCIATES**  
*Company Secretaries*

**[CS PRABHAT MAHESHWARI]**  
**PARTNER**  
M. No. : FCS 2405  
COP No. : 1432  
UDIN : F002405E000344221

PLACE : MUMBAI  
DATE : 20<sup>TH</sup> MAY, 2023



## **“Annexure B”**

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Directors of Soma Papers and Industries Limited are pleased to present the Management Discussion & Analysis (“MD & A”) Report for the Year ended 31<sup>st</sup> March, 2023.

#### **1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

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

#### **2. OPPORTUNITIES & THREATS:**

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

#### **3. OVERALL REVIEW:**

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

#### **4. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:**

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

#### **5. RISKS AND CONCERNS:**

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

#### **6. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:**

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

#### **7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

During the year under review, the Company has incurred profit of Rs. 456.38/- (Rs. In Thousand) as against Loss of Rs. 391.09/- (Rs. In Thousand) during the previous year.

#### **8. OUTLOOK:**

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

**9. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO:**

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

**10. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:**

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

**11. CAUTIONARY STATEMENT:**

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

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

**Bharat Somani  
Managing Director  
(DIN: 00286793)**

**Vikram Somani  
Director  
(DIN: 00054310)**

**Place: Mumbai  
Date: 20<sup>th</sup> May, 2023**

### Annexure C

#### Disclosure in the Board's Report under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Particulars	Disclosures
1.	The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2022-2023.	Not Applicable
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-2023 as compared to 2021-2022 means part of the year.	Mr. Gourav Gupta- Company Secretary.  There is no change in Remuneration as compare to previous Financial Year 2021-2022
3.	Percentage increase in the median remuneration of employees in the financial year 2022-2023 as compared to 2021-2022.	Not Applicable
4.	Number of permanent employees on the rolls of the company.	One employees as on 31 <sup>st</sup> March, 2023
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year.	Not Applicable
6.	Percentile increase in managerial remuneration.	Not Applicable
7.	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	Not Applicable
8.	Affirmation that the remuneration is as per the remuneration policy of the company.	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

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

**Vikram Somani  
Director  
(DIN: 00054310)**

**Bharat Somani  
Managing Director  
(DIN: 00286793)**

**Registered Office:**

3<sup>rd</sup> Floor, Indian Mercantile Chambers,  
Ramji Kamani Marg, Ballard Estate,  
Mumbai - 400 001

**Place: Mumbai**

**Date: 20<sup>th</sup> May, 2023**

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF SOMA PAPERS & INDUSTRIES LIMITED

#### Report on the Audit of the Ind AS Financial Statements

#### Opinion

We have audited the accompanying Ind AS financial statements of **SOMA PAPERS & INDUSTRIES LIMITED** ("*the Company*") which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the *Basis for Qualified Opinion* section of our report, the aforesaid Ind AS financial statements give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("*Ind AS*") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Qualified Opinion

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

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

the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Ind AS financial statements.

#### **Emphasis of Matter**

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

Our opinion is not modified in respect of these matters.

#### **Key Audit Matters**

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

Except for the matter described in the Basis for Qualified Opinion section or Material Uncertainty Related to Going Concern section, we have determined that there are no key audit matters to communicate in our report.

#### **Other information**

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

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

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

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

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

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

preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS financial statements.
- b) Except for the effects of the matter described in the 'Basis of qualified opinion' paragraph above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books.
- c) The company does not have any branches. Hence, the provisions of section 143(3)(c) is not applicable.
- d) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- e) Except for the effects of the matter described in the 'Basis of qualified opinion' paragraph above, in our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- f) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”
- h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position as referred to Note 16 (A) to the Ind AS financial statement.
  - (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - (v) The Company has not declared or paid any dividend during the year in compliance with Section 123 of the Act.

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

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

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



**(CA Sonia Didwania)**

**Partner**

**M.No.: 410461**

**UDIN: 23410461BGYNYK8364**

**Place : Mumbai**

**Date : 20<sup>th</sup> May, 2023.**

**Re: SOMA PAPERS & INDUSTRIES LIMITED**

**Annexure 'A' to the Independent Auditors' Report**

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

- i. The Company does not any have property, plant and equipment and Intangible asset and accordingly the provisions of clause 3 (i) (a) to (e) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- ii.
  - (a) The Company does not have any Inventory and hence the provisions of clause 3(ii)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, during any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, provisions of clause 3 (ii) (b) of the Companies (Auditor's Report) Order is not applicable to the Company.
- iii. In respect of Investments, Loans and Advances: the Company has made investments in companies but not in firms, limited liability partnerships or any other parties during the year. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
  - (a) Since the Company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity, Accordingly, the provisions of clause 3 (iii) (a) is not applicable to it.
  - (b) Based on the audit procedures, according to information and explanation given to us, the Investments made by the company are not prejudicial to the company's interest. The company has not provided guarantee/security or granted loans or advances in nature of loan.
  - (c) Since the company has not provided any loans or advances in the nature of loan, the provisions of clause 3 (iii) (c) is not applicable.
  - (d) Since the company has not provided any loans or advances in the nature of loan, the provisions of clause 3 (iii) (d) is not applicable.
  - (e) Since the company has not provided any loans or advances in the nature of loan, the provisions of clause 3 (iii) (e) is not applicable.
  - (f) Based on our audit procedures, according to the information and explanation made available to us, the Company has not granted any loans or advances in the nature of loans, therefore the provisions of clause 3 (iii) (f) is not applicable.
- iv. According to the information and explanation given to us, the company has not granted any loans or made any investments, or provided any guarantees or given any security in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable.

- v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits as well as deemed deposits from public within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the provisions of clause 3 (v) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of Cost records under sub-section (1) of section 148 of the Act, in respect of the activities carried on by the company. Accordingly, the provisions of clause 3 (vi) of the Companies (Auditor's Report) Order is not applicable the company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of our records of the Company, in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, wealth tax, Goods and service tax, duty of customs, cess and any other statutory dues have generally been regularly deposited with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

According to the books of accounts and records as produced and examined by us in accordance with the generally accepted auditing practices in India, as at March 31, 2023, the following are the particulars of the dues that have not been deposited on the account of dispute :

Sr no.	Name of the Statute	Nature of the Dues	Amount (Rs. in 000's)	Forum where dispute is pending	Period to which amount relates
1	Income Tax Act, 1961	Income Tax Demand	378.43	CPC	AY 2009-10 and AY 2011-12

- viii According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix The Company has not taken any loan from financial institutions or banks during the year; hence the provisions of clause 3 (ix) (a) to (f) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- X (a) According to the information and explanations given to us and based on the records and documents produced before us, during the year the company has not raised money by way of initial public offer or further public offer (including debt instruments), therefore, the provisions of Clause 3(x)(a) of the Companies (Auditor's Report) Order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Companies (Auditor's Report) Order is not applicable to the Company.

- xi.
  - (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
  - (b) According to the information and explanations given to us, no report under Section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - (c) To the best of our knowledge and according to the information and explanation given to us, the company has not received whistle-blower complaints, during the year.
- xii. The company is not a Nidhi Company and hence the provisions of clause 3 (xii) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with the related party are in compliance with sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv.
  - (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
  - (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with its Directors and hence the provisions of section 192 of the Companies Act are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provision of clauses 3 (xvi) (a) to (d) of the Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.
- xvii. The Company has incurred cash losses during current financial year which amounts to Rs. (in 000's) (268.37) and during previous financial year of Rs. in 000's (2.12) respectively.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the provisions of clause (xviii) of the paragraph 3 of Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, Section 135 of the Companies Act, 2013 is not applicable to the Company. Therefore the provisions of clause 3 (xx) (a) and (b) of the Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.
- xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

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



**(CA Sonia Didwania)**  
**Partner**

**M.No.: 410461**  
**UDIN: 23410461BGYNYK8364**

**Place : Mumbai**  
**Date : 20<sup>th</sup> May, 2023.**

## Re: SOMA PAPERS AND INDUSTRIES LIMITED

### Annexure – 'B' to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of "SOMA PAPERS AND INDUSTRIES LIMITED" ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls over Financial Reporting

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

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31,2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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



**(CA Sonia Didwania)**  
**Partner**

**M.No.: 410461**  
**UDIN: 23410461BGYNK8364**

**Place : Mumbai**

**Date : 20<sup>th</sup> May, 2023.**



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**BALANCE SHEET AS AT MARCH 31, 2023**

(Amount in INR'000)

Particulars	Notes	March 31, 2023	March 31, 2022
<b>I ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Financial Assets			
(i) Investments	4	5,449.17	5,409.89
(b) Current Tax Assets	5	3.30	2.94
		<b>5,452.47</b>	<b>5,412.83</b>
<b>2. Current assets</b>			
(a) Financial Assets			
(i) Cash and Cash Equivalents	6	448.35	21.29
(b) Other Current Assets	7	16.21	26.57
		<b>464.60</b>	<b>47.86</b>
<b>TOTAL</b>		<b>5,917.07</b>	<b>5,460.69</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	8	14,021.50	14,021.50
(b) Other Equity	9	(3,104.43)	(8,560.81)
		<b>5,917.07</b>	<b>5,460.69</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
(a) Current Tax Liabilities (Net)	10	-	-
<b>TOTAL</b>		<b>5,917.07</b>	<b>5,460.69</b>

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

1-30

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



For and on behalf of the Board of Directors

*Sonia*



Sonia Didwania  
Partner  
M.No. 410461

*Bharat Somani*

Bharat Somani  
Managing Director  
(DIN: 00286793)

*Saraswati Somani*

Saraswati Somani  
Director  
(DIN: 00286741)

*Vikram Somani*

Vikram Somani  
Director & CFO  
(DIN: 00054310)

*Gourav Gupta*

Gourav Gupta  
Company Secretary  
(M.No. A66365)

Place: Mumbai  
Date : 20th May, 2023.

Place: Mumbai  
Date : 20th May, 2023.

**SOMA PAPERS AND INDUSTRIES LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

Particulars	Notes	(Amount in INR'000)	
		2022-23	2021-22
<b>REVENUE</b>			
Other Income			
<b>Total Revenue (I)</b>	11	1,039.18	595.76
		<b>1,039.18</b>	<b>595.76</b>
<b>EXPENSES</b>			
Employee benefits expense	12	210.00	192.50
Other expenses	13	340.38	788.45
<b>Total Expenses (II)</b>		550.38	980.95
<b>Profit / (Loss) before exceptional items and tax (I-II)</b>			
Exceptional Items		488.80	(385.19)
<b>Profit / (Loss) before tax</b>		488.80	(385.19)
<b>Tax expense:</b>			
Current tax	14		
Adjustment of tax relating to earlier periods		32.42	5.90
Deferred tax			
<b>Profit / (Loss) after Tax</b>		32.42	5.90
		<b>456.38</b>	<b>(391.09)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:			
B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:			
Other Comprehensive income for the year, net of tax			
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>		456.38	(391.09)
<b>Earnings per share for profit attributable to equity shareholders</b>			
Basic and Diluted EPS	15	0.33	(0.28)

Significant Accounting Policies and Notes Forming Part of the Financial Statements. 1-30

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



*Sonia*  
 Sonia Didwania  
 Partner  
 M.No. 410461

For and on behalf of the Board of Directors

*Bharat Somani*

Bharat Somani  
 Managing Director  
 (DIN: 00286793)

*Vikram Somani*  
 Vikram Somani  
 Director & CFO  
 (DIN: 00054310)

Place: Mumbai  
 Date: 20th May, 2023.

*Saraswati Somani*

Saraswati Somani  
 Director  
 (DIN: 00286741)

*Gourav Gupta*  
 Gourav Gupta  
 Company Secretary  
 (M.No. A66365)

Place: Mumbai  
 Date: 20th May, 2023.

**SOMA PAPERS AND INDUSTRIES LIMITED**  
**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**

Particulars	Notes	[Amount in INR 000]	
		2022-23	2021-22
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Profit/(Loss) before income tax		488.80	(385.15)
<b>Adjustments for:</b>			
(Gain)/Loss on sale of investments		(281.42)	(82.26)
Dividend and interest income classified as investing cash flows		(33.01)	(29.85)
Sundry balances written back		-	-
Sundry balances written off		-	-
<b>Change in operating assets and liabilities:</b>			
(Increase)/Decrease in trade receivables		-	-
Increase/(decrease) in trade payables		-	-
(Increase)/decrease in other financial assets		-	-
(Increase)/decrease in other current assets		10.36	(15.40)
Increase/(decrease) in other financial liabilities		-	-
Increase/(decrease) in other current liabilities		-	(2.63)
<b>Cash generated from operations</b>		<b>184.73</b>	<b>(515.33)</b>
Less: Income taxes paid		32.78	77.84
<b>Net cash inflow from operating activities</b>		<b>151.95</b>	<b>(593.17)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Proceeds from sale of investments (net of Purchases)		242.14	1463.98
Dividends received		33.01	29.85
<b>Net cash outflow from investing activities</b>		<b>275.15</b>	<b>(434.13)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Repayment of borrowings		-	-
Interest paid		-	-
<b>Net cash inflow (outflow) from financing activities</b>		<b>-</b>	<b>-</b>
Net increase (decrease) in cash and cash equivalents		427.10	(1,027.30)
Cash and Cash Equivalents at the beginning of the financial year		21.29	1,048.59
Effects of exchange rate changes on Cash and Cash Equivalents		-	-
<b>Cash and Cash Equivalents at end of the year</b>		<b>448.39</b>	<b>21.29</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement:</b>			
Cash and cash equivalents as per above comprise of the following			
Cash and cash equivalents		448.39	21.29
<b>Balances per statement of cash flows</b>		<b>448.39</b>	<b>21.29</b>


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

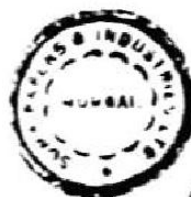
1-30

Note:

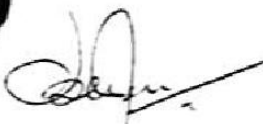
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS - 7) - Statement of Cash Flow

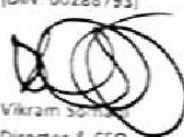
As per our report of even date attached  
 For GMJ & Co  
 Chartered Accountants  
 FRN: 103429W

  
 Sonia Didwania  
 Partner  
 M.No. 410461




For and on behalf of the Board of Directors

  
 Bharat Somani  
 Managing Director,  
 (DIN: 00286793)

  
 Vikram Somani  
 Director & CFO  
 (DIN: 00054310)

  
 Saraswati Somani

Saraswati Somani  
 Director  
 (DIN: 00286741)

  
 Gourav Gupta  
 Company Secretary  
 (M.No. A66365)

Place: Mumbai  
 Date: 20th May, 2023.

Place: Mumbai  
 Date: 20th May, 2023.

**SOMA PAPERS AND INDUSTRIES LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**

Equity Share Capital					
Particulars	Balance as at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated balance as at the beginning of the year	Changes in equity share capital during the current year	Balance as at the end of the year
March 31, 2023					
Number of Shares	14,02,150	-	14,02,150	-	14,02,150
Amount (In 000's)	14,021.50	-	14,021.50	-	14,021.50
March 31, 2022					
Number of Shares	14,02,150	-	14,02,150	-	14,02,150
Amount (In 000's)	14,021.50	-	14,021.50	-	14,021.50

**B. Other Equity**

(Amount in INR'000)

Particulars	Reserves and Surplus		
	Securities Premium	Retained Earnings	Total
Balance as at April 01, 2022	11,734.60	(20,295.41)	(8,560.81)
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at April 01, 2022	11,734.60	(20,295.41)	(8,560.81)
Total Comprehensive Income for the current year	-	456.38	456.38
Dividend	-	-	-
Transfer to retained earnings	-	-	-
Any other change (to be specified)	-	-	-
Balance as at March 31, 2023	11,734.60	(19,839.04)	(8,104.44)

(Amount in INR'000)

Particulars	Reserves and Surplus		
	Securities Premium	Retained Earnings	Total
Balance as at April 01, 2021	11,734.60	(19,904.32)	(8,169.72)
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at April 01, 2021	11,734.60	(19,904.32)	(8,169.72)
Total Comprehensive Income for the current year	-	(391.09)	(391.09)
Dividend	-	-	-
Transfer to retained earnings	-	-	-
Any other change (to be specified)	-	-	-
Balance as at March 31, 2022	11,734.60	(20,295.41)	(8,560.81)

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

1-30

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

Sonia Didwania  
 Partner  
 M.No. 410461



For and on behalf of the Board of Directors

Bharat Somani  
 Managing Director  
 (DIN: 00286793)

Vikram Somani  
 Director & CFO  
 (DIN: 00054310)

Saraswati Somani  
 Director  
 (DIN: 00286741)

Gourav Gupta  
 Company Secretary  
 (M.No. A66365)

Place: Mumbai  
 Date: 20th May, 2023.

Place: Mumbai  
 Date: 20th May, 2023.

# **SOMA PAPERS AND INDUSTRIES LIMITED**

## **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

### **1 Corporate Information**

The financial statements comprise financial statements of Soma Papers and Industries Limited (the company) and for the year ended March 31, 2022. The company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on Bombay Stock Exchange in India. The registered office of the company is located at 3rd Floor, Indian Mercantile Chambers, Ramji Kamani Marg, Ballard Estate, Mumbai - 400001, Maharashtra.

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

The financial statements were authorised for issue in accordance with a resolution of the directors on May 26, 2022.

### **2 Significant Accounting Policies**

#### **2.1 Basis of preparation**

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

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

- Certain financial assets and liabilities measured at fair value

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

#### **2.2 Summary of significant accounting policies**

##### **(a) Revenue recognition**

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

##### **Recognising revenue from major business activities**

###### **(i) Sale of goods**

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

###### **(ii) Interest income**

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

###### **(iii) Dividend income**

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

##### **(b) Taxes**

###### **(i) Current income tax**

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

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



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**(ii) Deferred tax**

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

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

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

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

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

**(c) Leases**

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

**(i) As a lessee**

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

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

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

**(ii) As a lessor**

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

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

**(d) Cash and cash equivalents**

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

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



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**(e) Inventories**

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

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

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

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

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

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

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

**(f) Financial instruments**

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

**(i) Financial assets**

***Initial recognition and measurement***

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

***Subsequent measurement***

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

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

**(1) Debt instruments at amortised cost**

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

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

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

**(2) Debt instrument at FVTOCI**

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

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

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



# **SOMA PAPERS AND INDUSTRIES LIMITED**

## **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

### **(3) Debt instrument at FVTPL**

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

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

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

### **(4) Equity investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

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

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

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

#### ***Derecognition***

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

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

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

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

#### ***Impairment of financial assets***

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

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

### **(ii) Financial liabilities**

#### ***Initial recognition and measurement***

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

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

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





**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

***Subsequent measurement***

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

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

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

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

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

**(2) Loans and borrowings**

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

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

**(3) Financial guarantee contracts**

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

***Derecognition***

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

**(iii) Reclassification of financial assets**

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

**(iv) Offsetting of financial instruments**

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

**(g) Trade and other payables**

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



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**(h) Borrowing costs**

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

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

**(i) Provisions**

**General**

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

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

**Contingent liabilities recognised in a business combination**

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

**(j) Employee benefits**

**(i) Short-term obligations**

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

**(ii) Other long-term employee benefit obligations**

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

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

**(iii) Post-employment obligations**

The company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity, pension, post-employment medical plans; and
- (b) defined contribution plans such as provident fund.

**Pension and gratuity obligations**

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

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

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

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

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



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**Post-employment medical obligations**

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

**Defined contribution plans**

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

**(k) Earnings per share**

**Basic earnings per share**

Basic earnings per share is calculated by dividing:

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

**Diluted earnings per share**

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

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

**1 Current/non current classification**

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

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

All other assets are classified as non-current.

A liability is current when:

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

The company classifies all other liabilities as non-current.

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

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

**3 Significant accounting judgements, estimates and assumptions**

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

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

**Critical estimates and judgements**

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



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**4. FINANCIAL ASSETS**

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
<b>(A) INVESTMENTS</b>		
<b>(1) Investments carried at fair value through Profit and Loss Quoted</b>		
<b>(a) Investments in Equity Instruments</b>		
Nil Equity shares of South Indian Bank Limited (March 31, 2022: 2,000)	-	15.00
Nil Equity shares of Apcotex Industried Limited (March 31, 2022: 1000)	-	358.90
8,289 Equity shares of Vodafone Idea Limited (March 31, 2022: 8289)	48.08	79.99
1500 Equity shares of Ambuja Cements Limited (March 31, 2022: 1500)	548.33	1,137.15
75 Equity shares of Asian Paints Limited (March 31, 2022 : NIL)	207.12	-
Nil Equity shares of L & T Finance Holdings Limited (March 31, 2022 : 1000)	-	80.60
600 Equity shares of Cadila Healthcare Limited (March 31, 2022 : 600)	292.47	209.10
350 Equity share of Infosys Limited (March 31,2022 : Nil)	499.78	-
Nil Equity share of Adhunik Synthetics Limited (March 31,2022 : Nil)	25.00	25.00
Nil Equity shares of Aluminium Industries Limited (March 31,2022 : Nil)	1,875.00	1,875.00
Nil Equity shares of Conway Printers Limited (March 31,2022 : Nil)	250.00	250.00
Nil Equity shares of Titaghur Paper Mills Company Limited (March 31,2022 : Nil)	0.85	0.85
50 Equity shares of Tata Consultancy Services Limited (March 31,2022 : Nil)	160.30	-
<b>Total (A)</b>	<b>3,906.92</b>	<b>4,031.59</b>
<b>(b) Investments in Mutual Funds</b>		
836.429 Units of Franklin India Prima Plus (March 31, 2022 : 836.429 )	808.17	794.33
11,755.96 Units of ICICI Prudential Balanced Fund (March 31,2022 : 11,755.26)	2,806.26	2,656.15
78,917.255 Units of Reliance MIP Segregated Portfolio -2 (March 31,2022 : 78,917.255)	78.67	78.67
<b>Total (B)</b>	<b>3,693.10</b>	<b>3,529.15</b>
<b>Total (A + B)</b>	<b>7,600.02</b>	<b>7,560.74</b>
Less : Aggregate amount of provision for impairment in the value of investments	(2,150.85)	(2,150.85)
<b>Total</b>	<b>5,449.17</b>	<b>5,409.89</b>
Aggregate book value of unquoted investments	3,693.10	3,529.15
Aggregate market value of quoted investments	3,906.92	4,031.59



**SOMA PAPERS AND INDUSTRIES LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****5. CURRENT TAX ASSETS (NET)**

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
Opening balance	-	-
Add: Current tax payable for the year	-	-
Less: Taxes paid	3.30	2.94
<b>Closing Balance</b>	<b>3.30</b>	<b>2.94</b>

**6. CASH AND CASH EQUIVALENTS**

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
Balances with banks:		
- On current accounts	445.53	18.44
Cash on hand	2.86	2.86
	<b>448.39</b>	<b>21.29</b>

**7. OTHER ASSETS**

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
<b>Current</b>		
<b>Others</b>		
- Other Receivables	16.21	26.57
<b>Total</b>	<b>16.21</b>	<b>26.57</b>



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**8. SHARE CAPITAL**

**i. Authorised Share Capital**

(Amount in INR'000)

	Equity Share	
	Number	Amount
At April 1, 2021	50,00,000	50,000.00
Increase/(decrease) during the year	-	-
At March 31, 2022	50,00,000	50,000.00
Increase/(decrease) during the year	-	-
At March 31, 2023	50,00,000	50,000.00

**ii. Issued Capital**

(Amount in INR'000)

	Number	Amount
Equity shares of INR 10 each issued, subscribed and fully paid		
At April 1, 2021	14,02,150	14,021.50
Issued during the period	-	-
At March 31, 2022	14,02,150	14,021.50
Issued during the period	-	-
At March 31, 2023	14,02,150	14,021.50

**iii. Terms/rights attached to equity shares**

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

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

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

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

Name of the shareholder	As at March 31, 2023		As at March 31, 2022	
	Number	% holding	Number	% holding
Equity shares of INR 10/-each fully paid SRS Trading & Agencies Pvt. Ltd.	5,65,736	40.35%	5,65,736	40.35%

**vi. Shares reserved for issue under options**

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

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

**viii. Disclosures of Shareholding of Promoters as on 31.3.2023 :**

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

**Disclosures of Shareholding of Promoters as on 31.3.2022 :**

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



**SOMA PAPERS AND INDUSTRIES LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**9. OTHER EQUITY**

**Reserves and Surplus**

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
Securities Premium	11,734.60	11,734.60
Retained Earnings	(19,839.03)	(20,295.41)
	<b>(8,104.43)</b>	<b>(8,560.81)</b>

**(a) Securities Premium**

(Amount in INR'000)

	March 31, 2023	March 31, 2022
Opening balance	11,734.60	11,734.60
Add: Changes during the year	-	-
<b>Closing balance</b>	<b>11,734.60</b>	<b>11,734.60</b>

**(b) Retained Earnings**

(Amount in INR'000)

	March 31, 2023	March 31, 2022
Opening balance	(20,295.41)	(19,904.32)
Profit/ (Loss) for the year	456.38	(391.09)
	-	-
<b>Closing balance</b>	<b>(19,839.03)</b>	<b>(20,295.41)</b>



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

		(Amount in INR'000)	
10. CURRENT TAX LIABILITIES (NET)	March 31, 2023	March 31, 2022	
Opening balance	-	69.00	
Add: Current tax payable for the year	-	-	
Less: Taxes paid	32.42	74.90	
Less: Short/Excess Provisions	(32.42)	(5.90)	
<b>Closing Balance</b>	<b>-</b>	<b>-</b>	





**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**11. OTHER INCOME**

(Amount in INR'000)

Particulars	2022-23	2021-22
Dividend income	33.01	29.85
Fair value gain on financial instruments at fair value through profit and loss	724.75	-
Net gain on sale of Investments	281.42	82.26
Miscellaneous Income	-	483.65
	<b>1,039.18</b>	<b>595.76</b>

**12. EMPLOYEE BENEFITS EXPENSE**

(Amount in INR'000)

Particulars	2022-23	2021-22
Salaries and bonus	210.00	192.50
	<b>210.00</b>	<b>192.50</b>

**13. OTHER EXPENSES**

(Amount in INR'000)

Particulars	2022-23	2021-22
<b>Selling, Administration and Other Expenses</b>		
Printing and Stationery	0.87	1.13
Payments to auditors (Refer note below)	41.30	41.30
Legal and professional fees	202.51	292.72
Telephone and internet expenses	0.71	5.88
Miscellaneous expenses	54.25	24.99
Listing Fees	39.35	31.86
Bank charges	1.39	1.61
Fair value loss on financial instrument at fair value through profit and loss	-	388.97
	<b>340.38</b>	<b>788.45</b>

**(a) Details of Payments to auditors**

(Amount in INR'000)

As auditor	2022-23	2021-22
Audit Fees including GST	29.50	29.50
Income Tax return	11.80	11.80
	<b>41.30</b>	<b>41.30</b>



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**14. INCOME TAX**

Major Components of income tax expense for the years ended March 31, 2023 and March 31, 2022 are as follows:

**i. Income tax recognised in profit or loss**

(Amount in INR'000)

	2022-23	2021-22
Current income tax charge	-	-
Round Off	-	-
<b>Income tax expense recognised in profit or loss</b>	<b>-</b>	<b>-</b>

Reconciliation of tax expense and accounting profit multiplied by income tax rate for  
 March 31, 2023 and March 31, 2022

(Amount in INR'000)

	March 31, 2023	March 31, 2022
<b>Accounting profit before income tax</b>	488.80	(385.19)
<u>Less: Income Taxable under other head</u>		
Capital Gain	(281.42)	(82.26)
Other Sources	(33.01)	(29.85)
Add: Disallowable expense	-	-
Less: Fair Valuation Gain/Loss	(724.75)	388.97
	(1,039.18)	276.86
Taxable Income under Business	(550.38)	(108.33)
Less: Loss adjusted against Other Head Income	371.18	112.11
Less: B/fd Losses	-	(3.78)
	-	-
Enacted tax rate in India	25.17%	25.17%
<b>Income tax on Business Profit</b>	<b>-</b>	<b>-</b>
<b><u>Tax on Capital Gain</u></b>		
STCG Equity	338.17	82.26
Less: Adjusted from CY Loss	(338.17)	(82.26)
Enacted tax rate in India	15.60%	15.60%
	-	-
LTCG Equity	(56.75)	-
Less: Loss c/fd	56.75	-
Enacted tax rate in India	25.17%	25.17%
	-	-
<b><u>Tax on Other Sources</u></b>		
Dividend	33.01	29.85
Less: Adjusted from CY Loss	(33.01)	(29.85)
	-	-
Enacted tax rate in India	25.17%	25.17%
	-	-
<b>Tax at effective income tax rate</b>	<b>-</b>	<b>-</b>



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**15. EARNINGS PER SHARE**

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
(a) Basic and Diluted earnings per share	0.33	(0.28)
(b) Reconciliations of earnings used in calculating earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	456.38	(391.09)
Adjustments for calculation of diluted earnings per share	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	456.38	(391.09)
(c) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	14,02,150	14,02,150
Adjustments for calculation of diluted earnings per share	-	-
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	14,02,150	14,02,150
Face Value per share	10	10



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**16. COMMITMENTS AND CONTINGENCIES**

**A. Contingent Liabilities**

(Amount in INR'000)

	March 31, 2023	March 31, 2022
<b>i. Other money for which the company is contingently liable</b>		
Income tax Penalty Demand	378.43	378.43



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**17. RELATED PARTY TRANSACTIONS**

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

Name of Related Party	
Key Management Personnel (KMP)	Bharat Somani - Managing Director Vikram Somani - Director and Chief Financial Officer Saraswati Somani - Director Dharmesh Shah - Director Ashish Gupta - Director Gourav Gupta - Company Secretary
Enterprises in which Key Management Personnel have significant influence	SRS Trading & Agencies Private Limited

(ii) Transactions with related parties

The following transactions occurred with related parties

(Amount in INR'000)

Name	Nature of Relationship	Nature of Transaction	March 31, 2023	March 31, 2022
Ajay Kabra	Key Managerial Personnel	Salary	-	140.00
Gourav Gupta	Key Managerial Personnel	Salary	210.00	52.50

(iii) Outstanding Balance of Related Parties

(Amount in INR'000)

Name	Nature of Relationship	March 31, 2023	March 31, 2022
SRS Trading & Agencies Private Limited	Enterprises in which Key Management Personnel have significant influence	-	-

(iv) Key Management Personnel Compensation

(Amount in INR'000)

	March 31, 2023	March 31, 2022
Short-term Employee Benefits	210.00	192.50

**18. SEGMENT REPORTING**

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

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



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**19. FAIR VALUE MEASUREMENTS**

**i. Financial Instruments by Category**

(Amount in INR'000)

Particulars	Carrying Amount		Fair Value	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>FINANCIAL ASSETS</b>				
<b>Amortised cost</b>				
Trade Receivables	-	-	-	-
Cash and Cash Equivalents	448.39	21.29	448.39	21.29
Other bank balance	-	-	-	-
Other Financial Assets	-	-	-	-
<b>FVTPL</b>				
Investment in Equity Instruments	5,449.17	5,409.89	5,449.17	5,409.89
<b>Total</b>	<b>5,897.56</b>	<b>5,431.19</b>	<b>5,897.56</b>	<b>5,431.19</b>
<b>FINANCIAL LIABILITIES</b>				
<b>Amortised cost</b>				
Borrowings	-	-	-	-
Trade Payables	-	-	-	-
Other financial liabilities	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

**ii. Fair Value Hierarchy**

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



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

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

(Amount in INR'000)

Particulars	March 31, 2023			Total	March 31, 2022			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Financial Assets</b>								
<i>Non-Current Investments in equity shares measured at FVTPL</i>	1,756.07	-	-	1,756.07	1,880.74	-	-	1,880.74
<i>Non-Current Investments in mutual funds measured at FVTPL</i>	3,693.10	-	-	3,693.10	3,529.15	-	-	3,529.15
<b>Total Financial Assets</b>	<b>5,449.17</b>	<b>-</b>	<b>-</b>	<b>5,449.17</b>	<b>5,409.89</b>	<b>-</b>	<b>-</b>	<b>5,409.89</b>

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

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

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

**iii. Valuation technique used to determine fair value**

Specific Valuation techniques used to value financial instruments include:

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



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in INR'000)

**20. FINANCIAL RISK MANAGEMENT**

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

**(A) Market risk**

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

**(i) Foreign currency risk**

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

**(ii) Interest rate risk**

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

**(iii) Other price risk**

The Company is not exposed to other price risk.

**(B) Credit risk**

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

**Trade receivables**

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

**Cash and Cash Equivalents**

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

**(C) Liquidity risk**

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





**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

Liquidity Exposure as at 31st March, 2023

(Amount in INR'000)

Particulars	< 1 year	1-5 years	> 5 years	Total
<b>Financial Assets</b>				
Investments	-	5,449.17	-	5,449.17
Trade Receivables	-	-	-	-
Cash and Cash Equivalents	448.39	-	-	448.39
Other Financial Assets	-	-	-	-
<b>Total Financial Assets</b>	<b>448.39</b>	<b>5,449.17</b>	<b>-</b>	<b>5,897.56</b>
<b>Financial Liabilities</b>				
Trade Payables	-	-	-	-
Other Financial Liabilities	-	-	-	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Liquidity Exposure as at 31st March, 2022

(Amount in INR'000)

Particulars	< 1 year	1-5 years	> 5 years	Total
<b>Financial Assets</b>				
Investments	-	5,409.89	-	5,409.89
Trade Receivables	-	-	-	-
Cash and Cash Equivalents	21.29	-	-	21.29
Other Financial Assets	-	-	-	-
<b>Total Financial Assets</b>	<b>21.29</b>	<b>5,409.89</b>	<b>-</b>	<b>5,431.19</b>
<b>Financial Liabilities</b>				
Trade Payables	-	-	-	-
Other Financial Liabilities	-	-	-	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



# SOMA PAPERS AND INDUSTRIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Amount in INR'000)

### 21. CAPITAL MANAGEMENT

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

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

(Amount in INR'000)

	March 31, 2023	March 31, 2022
Trade payables	-	-
Borrowing	-	-
Other payable	-	-
Less: cash and cash equivalents	(448.39)	(21.29)
<b>Net Debt</b>	<b>(448.39)</b>	<b>(21.29)</b>
Equity Share Capital	14,021.50	14,021.50
Other Equity	(8,104.43)	(8,560.81)
<b>Total Capital</b>	<b>5,917.07</b>	<b>5,460.69</b>
<b>Capital and net debt</b>	<b>5,468.68</b>	<b>5,439.40</b>
<b>Gearing ratio</b>	<b>(8.20)</b>	<b>(0.39)</b>



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**22. FINANCIAL RATIOS**

Sr No.	Particulars	As at 31st March, 2023	As at 31st March, 2022	% change	Reason for Variance
1	Current ratio	NA	NA	-	-
2	Debt- Equity Ratio	NA	NA	-	-
3	Debt Service Coverage Ratio	NA	NA	-	-
4	Return on Equity Ratio	8.02%	-6.91%	216%	Due to profits in the current year, there is increase in return on Equity.
5	Inventory Turnover Ratio	NA	NA	-	-
6	Trade Receivable Turnover Ratio	NA	NA	-	-
7	Trade Payable Turnover Ratio	NA	NA	-	-
8	Net Capital Turnover Ratio	NA	NA	-	-
9	Net Profit Ratio	NA	NA	-	-
10	Return on Capital Employed	8.26%	-7.05%	217%	Due to profits in the current year, there is increase in return on capital employed.
11	Return on Investment	NA	NA	-	-

(Amount in INR'000)

Sr No.	Ratios	Numerator	Denominator	As at 31st March, 2023		As at 31st March, 2022	
				Numerator	Denominator	Numerator	Denominator
1	Current ratio	Current Assets	Current Liabilities	464.60	NA	47.85	NA
2	Debt- Equity Ratio	Total Debts (Including Government Grants)	Total Equity (Equity Share capital + Other equity-Revaluation Reserve-Capital Redepmtion Reserve)	NA	NA	NA	NA
3	Debt Service Coverage Ratio	Net Profit after taxes + Non-cash operating expenses (i.e. depreciation and other amortizations + Interest )	Finance cost+Lease repayment + principle repayment of long term borrowings during the period/year	NA	NA	NA	NA
4	Return on Equity Ratio	Net profit after tax - Exceptional items	Average Total Equity [Opening( Equity Share capital + Other equity-Revaluation Reserve-Capital Redepmtion Reserve)+Closing (Equity Share Capital+Other Equity-Revaluation Reserve-Capital Redepmtion Reserve)]/2]	456.38	5,688.88	(391.09)	5,656.24
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory (opening balance+ closing balance/2)	NA	NA	NA	NA
6	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable (Opening balance + closing balance /2)	NA	NA	NA	NA
7	Trade Payable Turnover Ratio	Purchase of stock in trade and material consumed	Average trade payable (Opening balance + closing balance /2)	NA	NA	NA	NA
8	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset - current liabilities)	NA	NA	NA	NA
9	Net Profit Ratio	Net profit after tax - Exceptional items	Revenue from operations	NA	NA	NA	NA
10	Return on Capital Employed	Profit Before interest, Tax & Exceptional item	Equity Share capital + Other equity-Revaluation Reserve-Capital Redepmtion Reserve + Total Debts (Including Government Grants)	488.80	5,917.07	(385.19)	5,460.69
11	Return on Investment	Interest income on fixed deposits	Non current Investments + Fixed deposits with bank	NA	NA	NA	NA



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in INR'000)

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

Particulars	March 31, 2023	March 31, 2022
Principal amount due to suppliers under MSMED Act, 2006*	-	-
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-
Payment made to suppliers ( other than interest ) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act, ( other than Section 16 )	-	-
Interest paid to suppliers under MSMED Act, ( Section 16 )	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-

\* Amount includes due and unpaid of INR Nil (March 31, 2022: INR Nil)

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

**24. GOING CONCERN**

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

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

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

**27 - PENDING CAPITAL CONTRACTS**

NIL (NIL)

**28 - FOREIGN EXCHANGE EARNINGS AND OUTGO**

NIL (NIL)



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**29. OTHER STATUTORY DISCLOSURES**

**Revaluation of Property, Plant and Equipment**

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

**Trade Receivables and Trade Payables**

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

**Loans and Advances**

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

**Title Deeds of Immovable Property**

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

**Investment Property**

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

**Capital work in progress**

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

**Intangible Asset under Development**

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

**Borrowings from Bank or Financial Institution**

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

**Benami Property**

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

**Wilful Defaulter**

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

**Relationship with Struck-off Companies**

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

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

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

**Compliance with layers of companies**

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

**Compliance with Scheme(s) of Arrangements**

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



**SOMA PAPERS AND INDUSTRIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**Utilisation of Borrowed Fund and Share Premium**

xx) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

xvi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediary) with the understanding that the Intermediary shall

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**Undisclosed Income**

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

**CSR**

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

**Details of Crypto Currency and Virtual Currency**

xix) The Company has not traded or invested in Crypto currency or Virtual Currency during reporting periods.

30. Previous year figures have been regrouped / rearranged wherever necessary to conform to the current years' presentation and figures are rounded off to nearest rupee.

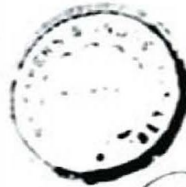
**Significant Accounting Policies and Notes Forming Part of the Financial Statements**

1-30

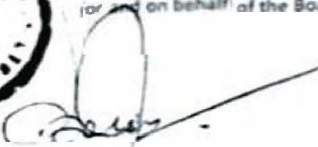
As per our report of even date attached


For GMJ & Co  
Chartered Accountants  
FRN: 103429W

  
Sonia Didwania  
Partner  
M.No. 410463



for and on behalf of the Board of Directors

  
Bharat Somani  
Managing Director  
(DIN: 00286793)

  
Vikram Somani  
Director & CFO  
(DIN: 00854310)



Saraswati Somani  
Director  
(DIN: 00286741)

  
Gourav Gupta  
Company Secretary  
(M No. A66365)

Place: Mumbai  
Date: 20th May, 2023.

Place: Mumbai  
Date: 20th May 2023