



7 September 2019

The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai 400001

Scrip Code: 516038

Sub: Notice for 28th Annual General Meeting

Dear Sir/Ma'am,

Please find enclosed herewith the Notice for 28th Annual General Meeting of Soma Papers & Industries Limited for the Financial Year 2018-19 to be held on Monday, 30 September 2019 at 11:30 A.M. at G. D. Somani Marg, Panchak, Nashik Road 422101 to transact the business as stated in the Notice.

This is for your information and record.

Thank you

Yours faithfully
for SOMA PAPERS & INDUSTRIES LTD.

A handwritten signature in black ink, appearing to read 'Vikram Somani', is written over a faint, stylized watermark of the same name.

Vikram Somani, DIN: 0054310
Director

Encl: As above

Administrative Office: 3rd Floor, Indian Mercantile Chambers, 14 Ramji Kamani Marg,
Ballard Estate, Mumbai 400001 | T: (022) 22626262 | E: contactus@somapapers.in

Registered Office: G. D. Somani Marg, Panchak, Nashik Road 422101

CIN: L21093MH1991PLC064085 | PAN: AAACS6835Q | TAN: NSKS01833G
BSE Scrip Code: 516038 | ISIN: INE737E01011



NOTICE TO THE MEMBERS

NOTICE is hereby given that the **Twenty Eighth (28th) Annual General Meeting** of the Members of **SOMA PAPERS AND INDUSTRIES LIMITED** will be held at the Registered Office of the Company situated at G. D. Somani Marg, Panchak, Nashik Road 422101 on Monday, 30 September 2019 at 11:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2019 (including the Audited Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement) together with the Reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Vikram Krishnakumar Somani (DIN: **00054310**), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions (including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force), read with the relevant rules of Companies (Incorporation) Rules, 2014, the approval of the members be and is hereby accorded to shift the registered office of the Company from its present registered office address situated at G. D. Somani Marg, Panchak, Nashik Road 422101 to 3rd Floor, Indian Mercantile Chambers, Ramji Kamani Marg, Ballard Estate, Mumbai 400001 with immediate effect;

RESOLVED FURTHER THAT there is no change in the jurisdiction of the Registrar of Companies;

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters as may be required for giving effect to the above resolution and to file the requisite forms with the Registrar of Companies.”

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

“RESOLVED THAT pursuant to the provisions of Section 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 March 2019 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.”

5. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashish Gupta (DIN: **07466821**), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 22

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March 2019, and who holds office until the date of the ensuing AGM, in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years, w.e.f. 22 March 2019;

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters as may be required for giving effect to the above resolution and to file the requisite forms with the Registrar of Companies.”

6. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dharmesh Shah (DIN: **01000335**), and who holds office until the date of the ensuing AGM, in terms of Section 161(1) of the Companies Act, 2013, and who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 22 March 2019, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years, w.e.f. 22 March 2019;

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters as may be required for giving effect to the above resolution and to file the requisite forms with the Registrar of Companies.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulation 17(1A) and all other applicable provisions of the SEBI (Listing Obligations

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and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Saraswati Somani (DIN: **00286741**), who has been appointed as an Additional Director by the Board of Directors with effect from 9 February 2019, and who holds office until the date of the ensuing AGM, in terms of section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, liable to retire by rotation, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters as may be required for giving effect to the above resolution and to file the requisite forms with the Registrar of Companies.”

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Govindlal Manasawala (DIN: **01267114**), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (Five) consecutive years with effect from 15 October 2019 upto 14 October 2024 not liable to retire by rotation;

RESOLVED FURTHER THAT anyone of the Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

9. 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 applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (including any

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statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the “Applicants”) and currently forming part of the “Promoter and Promoter Group” holding Equity Shares aggregating to 2.82% of the paid up capital of the Company, from “Promoter & Promoter Group” shareholding of the Company to the “Public” shareholding of the Company:

Name: Oricon Enterprises Ltd.

Number of Equity Shares: 39,487 Equity Shares

Percentage: 2.82%

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:

- i. Do not hold more than ten percent of the total voting rights in the Company;
- ii. Do not exercise control over the affairs of the Company directly or indirectly;
- iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Have never act as a key managerial person in the Company;
- vi. Are not a ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
- vii. Are not a fugitive economic offender;

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws;

RESOLVED FURTHER THAT any one of the Director or Mr. Rajesh Kadu, Company Secretary & Compliance Officer of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or

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doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.”



Registered Office:
G. D. Somani Marg, Panchak
Nashik Road 422101

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

Place: Mumbai
Date: 31 August 2019

Vikram Somani
Director
(DIN: 00054310)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.

2. The business set out in the notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

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Instructions and other information relating to e-voting are given in this Notice under Note No. 23. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and Password along with a copy of this Notice to the members separately.

3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is first in order of names will be entitled to vote.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 21 September 2019 to Monday, 30 September 2019 (both days inclusive).
7. Brief resume of Directors proposed to be appointed/re-appointed along with such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are provided as **Annexure I** to this Notice.
8. During Financial Year 2018-19, the Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after 1 April 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at 3rd Floor, Indian Mercantile Chambers, 14 Ramji Kamani Marg, Ballard Estate, Mumbai 400001 or contact the Registrars and Transfer Agent – M/s. Adroit Corporate Services Pvt. Ltd. at 19-20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059 | T: +91 22 42270427 | F: +91 22 28503748 | E: prafuls@adroitcorporate.com for assistance in this regard.

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9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
10. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
11. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
12. The shares of the Company are listed on BSE Limited.
13. In view of the Circular issued by the SEBI for appointing common agency, the Company has already appointed **M/s. Adroit Corporate Services Pvt. Ltd.**, 19-20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059 | T: +91 22 42270427 | F: +91 22 28503748 | E: prafuls@adroitcorporate.com as Registrar & Transfer Agent. Members are therefore requested to send their grievances to them for early disposal.
14. Members holding Shares in physical form are requested to notify immediately any change in their address to the Registrar and Transfer Agent of the Company at the address given above and in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours except public holidays between 11.00 A.M. and 1.00 P.M. upto the date of the AGM.
16. Members/Proxies holding their Shares in physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
17. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.

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18. In all correspondence with the Company, members are requested to quote their Folio No. and in case their shares are held in Demat form, they must quote their Client ID and DP ID numbers.

19. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their 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 statement of holdings should be obtained from the depository participant(s) and holdings should be verified.

21. Electronic copy of the Annual Report for FY 2018-19 is being sent to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2018-19 are being sent in the permitted mode.

22. A route map showing directions to reach the venue of the Twenty-Eight (28th) AGM forms part of the Annual Report.

23. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Friday, 27 September 2019 at 9.00 A.M. and ends on Sunday, 29 September 2019 at 5.00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 20th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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

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For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

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How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 cs@gmj.co.in with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20 September 2019.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20 September 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. 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 voting at the AGM through ballot paper.
- XII. Mr. Prabhat Maheshwari, Company Secretary (F.C.S. No. 2405) and Partner M/s. GMJ & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://somapapers.in> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by

him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.



ANNEXURE TO NOTICE

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

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 3:

The Board of Directors analyse that the shifting of the registered office is in the best interest of the company, shareholders and all concerned parties. Further, the Company sees greater business prospects in Mumbai and the Directors of the Company are also based in Mumbai. In connection to this, the Board of Directors have decided in the Board Meeting that the Registered Office of the Company should be shifted from Nashik to Mumbai outside the local limits of any city, town or village where such office is situated but, within the jurisdiction of the Registrar of Companies, Mumbai.

The Board recommends passing of a resolution as a Special Resolution with regards to shifting of registered office.

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

ITEM NO. 4:

Mr. Bharat Somani (DIN: **00286793**) was one of the first director of the Company, liable to retire by rotation.

On the recommendation of the Nomination & Remuneration Committee ('the Committee') and subject to the approval of the members, the Board at their meeting held on 22 March 2019 have re-designated Mr. Bharat Somani (DIN: **00286793**) as Managing Director of the Company for a period of 5 years from 22 March 2019 upto 22 March 2024.

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

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- 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 March 2019 upto 22 March 2024.

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.

ITEM NO. 5:

Mr. Ashish Gupta (DIN: **07466821**) was appointed as an Additional Independent Director of the Company with effect from 22 March 2019. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and 161(1) of the Act for a term of Five (5) Years, commencing from 22 March 2019 upto 21 March 2024, not liable to retire by rotation.

Mr. Ashish Gupta (DIN: **07466821**) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The company has received notice in writing from Mr. Ashish Gupta (DIN: **07466821**) proposing his candidature for the office of Director of the Company. The company has also received declaration from Mr. Ashish Gupta that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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In the opinion of the Board, Mr. Ashish 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. 5 with respect to eligibility and appointment of Mr. Ashish Gupta as an Independent Non-Executive Director of the Company for a term of five (5) consecutive years with effect from 22 March 2019 upto 21 March 2024 for approval of members of the company.

Except Mr. Ashish 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. 5 of the accompanying Notice of the AGM.

ITEM NO. 6:

Mr. Dharmesh Shah (DIN: **01000335**) was appointed as an Additional (Independent) Director of the Company with effect from 22 March 2019. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and 161(1) of the Act for a term of Five (5) Years, commencing from 22 March 2019 upto 21 March 2024, not liable to retire by rotation.

Mr. Dharmesh Shah (DIN: **01000335**) 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 (DIN: **01000335**) 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 sub-section (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. 6 with respect to eligibility and appointment of Mr. Dharmesh Shah as an Independent Non-

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Executive Director of the Company for a term of five (5) consecutive years with effect from 22 March 2019 upto 21 March 2024 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. 6 of the accompanying Notice of the AGM.

ITEM NO. 7:

Pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company, Mrs. Saraswati Somani (DIN: **00286741**), was appointed as an Additional Director of the Company w.e.f. 9 February 2019. In terms of the provisions of Section 161 (1) of the Act, Mrs. Saraswati Somani (DIN: **00286741**), would hold office up to the date of the ensuing Annual General Meeting.

Mrs. Saraswati Somani (DIN: **00286741**) is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Except Mrs. Saraswati Somani, Mr. Vikram Somani and Mr. Bharat Somani 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. 7 of the accompanying Notice of the AGM.

The Independent Director is an expert in his field and his experience and valuable guidance would be very beneficial for the growth of the Company. Hence, the Board on the recommendation of the Nomination and Remuneration Committee recommends the resolution set forth in Item No. 7 for the approval of the Members.

ITEM NO. 8:

As per Section 149 (10) of the Act, an Independent Director shall hold office for a term of upto Five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto Five (5) consecutive years on the Board of a Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Govindlal Manasawala (DIN: **01267114**) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

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Accordingly, it is proposed to re-appoint Mr. Govindlal Manasawala (DIN: **01267114**) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years from 15 October 2019 upto 14 October 2024 on the Board of the Company.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as an Independent Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Govindlal Manasawala (DIN: **01267114**) 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 re-appointment as Independent Director. The Board considers that their continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Govindlal Manasawala (DIN: **01267114**) as an Independent Director of the Company.

The Independent Director is an expert in his field and his experience and valuable guidance would be very beneficial for the growth of the Company. Hence, the Board on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out at Item No. 8 with respect to eligibility and re-appointment of Mr. Govindlal Manasawala (DIN: **01267114**) as an Independent Director of the Company for a second term of five consecutive years with effect from 15 October 2019 upto 14 October 2024 for approval of members of the company.

Except Mr. Govindlal Manasawala 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. 8 of the accompanying notice of the AGM.

ITEM NO. 9:

The Company had received letter from the following entity / person(s) falling under the category of Promoter/Promoter Group of the Company requesting to the Company for reclassification of their Shareholding from the category of “Promoter/Promoter Group” to “Public category”:

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Name of Entity/Person	No. of Equity Shares held	% of total Equity Share Capital
Oricon Enterprises Ltd.	39,487	2.82%

The aforesaid entity/person(s) together are holding very insignificant shareholding, which constitutes only 2.82% of the total paid up equity capital of the Company. The aforesaid entity/person(s) do not exercise any control over the Company and are not involved in the management of the Company.

Pursuant to clause (b) sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, the aforesaid entity/person(s) seeking re-classification have confirmed that:

- i. they are not holding more than ten percent of the total voting rights in the Company.
- ii. they do not exercise control over the affairs of the Company directly or indirectly.
- iii. they have no special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. they are not represented on the board of directors (including not having a nominee director) of the Company.
- v. they do not act as Key managerial person in the Company.
- vi. they are not 'willful defaulter' as per the Reserve Bank of India Guidelines.
- vii. they are not fugitive economic offender.

And they have also confirmed that at all times from the date of such reclassification, they shall continue to comply with sub-clauses (i), (ii) and (iii) of Clause (b) of Sub-regulations (3) of Regulation 31A and shall also comply with conditions mentioned at sub-clauses (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 for period of not less than three years from the date of reclassification, failing which they shall automatically be reclassified as promoter/persons belonging to Promoter Group as applicable.

Based on the letter received from the above Promoter entity/ Person(s) and in view of the provisions of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub-regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 the members of the Board of Directors at their meeting held on 31 August 2019 considered and approved the application for reclassification of Shares of Oricon Enterprises Ltd. from Promoter/Promoter group to Public subject to approval of the Members of the Company at the General Meeting and also subject to the approval of the Stock Exchanges.

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None of the Directors/ Key Managerial Personal of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying notice of the AGM.

Registered Office:
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Nashik Road 422101

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

Place: Mumbai
Date: 31 August 2019

Vikram Somani
Director
(DIN: 00054310)

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

Name of Director and DIN	Mr. Vikram Somani (DIN: 00054310)	Mr. Bharat Somani (DIN: 00286793)	Mr. Ashish Gupta (DIN: 07466821)
Date of Birth	23/10/1968	27/12/1961	08/09/1970
Qualification	B. Com., MBA	B. Com.	B. Com.
Date of Appointment	19/11/1991	19/11/1991	22/03/2019
Brief resume & Nature of expertise in specific functional areas	20+ years of industrial, functional and administrative experience		15+ years of investment, jewellery and stock market experience
Directorship held in other Companies as on 31 March 2019	1. Electrowater Technologies Private Limited 2. Trimurti Glass Containers Limited 3. Vecron Industries Limited 4. S R S Trading & Agencies Pvt. Ltd. 5. Gazelle Travels Private Limited 6. Vibhuti Investments	1. G. D. Trading & Agencies Limited 2. Raajita Audio Video Company Private Limited 3. Mascot Constructions Private Limited 4. Vecron Industries Limited 5. Ceres Company Private Limited 6. SRS Trading &	NIL

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	Company Limited 7. Alcon Finance & Investments Limited 8. DGP Capital Management Limited 9. Paradis Hitech Industries Private Limited	Agencies Pvt. Ltd. 7. Jaychandra Leasing & Investments Ltd. 8. Rajshree Trade & Development Private Limited	
Disclosure of relationship between directors inter-se	Son of Mrs. Saraswati Somani and Brother of Mr. Bharat Somani	Son of Mrs. Saraswati Somani and Brother of Mr. Vikram Somani	Not related to any Director.
Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2019	---	---	NIL
No. of Shares held in the Company	8,462 Equity Shares of face value Rs. 10/- each.	27,500 Equity Shares of face value Rs. 10/- each.	Nil
Number of Meetings of the Board attended	5	5	Not Applicable*
Details of remuneration last Drawn	NIL	NIL	NIL

*Note: Mr. Ashish Gupta was appointed as an Additional Director w.e.f. 22 March 2019.

Name of Director and DIN	Mr. Dharmesh Shah (DIN: 01000335)	Mrs. Saraswati Somani (DIN: 00286741)	Mr. Govindlal Manasawala (DIN: 01267114)
Date of Birth	16/09/1964	30/11/1939	15/07/1930
Qualification	---	---	---
Date of Appointment	22/03/2019	09/02/2019	15/10/1992
Brief resume &	---	---	---

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Nature of expertise in specific functional areas			
Directorship held in other Companies as on 31st March, 2019	1. Dharmesh Services Private Limited 2. Vulcan Products Private Limited	1. Vecron Industries Limited 2. S R S Trading And Agencies Pvt. Ltd.	1. Taparia Tools Limited 2. Sambhav Engineers Private Limited
Disclosure of relationship between directors inter-se	Not related to any Director.	Mother of Vikram Somani and Bharat Somani	Not related to any Director.
Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2019	---	---	---
No. of Shares held in the Company	NIL	27,575 Equity Shares of face value Rs. 10/- each.	NIL
Number of Meetings of the Board attended	Not Applicable*	1	5
Details of remuneration last drawn	NIL	NIL	NIL

***Note:** Mr. Dharmesh Shah was appointed as an Additional Director w.e.f. 22 March 2019.

Registered Office:
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Nashik Road 422101

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

Vikram Somani
Director
(DIN: 00054310)

Place: Mumbai
Date: 31 August 2019

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