



# SOMA TEXTILES & INDUSTRIES LTD.

13<sup>th</sup> November, 2025

The Corporate Relationship Dept.  
BSE Ltd.,  
Pirozejeebhoy Towers, 1st Floor,  
New Trading Ring, Rotunda, Dalal Street,  
**Mumbai - 400 001**

The Secretary,  
National Stock Exchange of India Ltd,  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No.C/1, G-Block  
Bandra-Kurla Complex, Bandra (E),  
**Mumbai - 400 051**

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

Dear Sir(s),

This is to inform that pursuant to Section 110 of the Companies Act, 2013, read with Rules 22 of the Companies (Management and Administration) Rules, 2014, as amended up to date, the Company has sent the Postal Ballot Notice (“Notice”) to all the Members whose name appear in the Register of Members/ Beneficial owners received from the Registrar and Share Transfer Agent, MUFG Intime India Private Limited. as on 7<sup>th</sup> November, 2025 (Cut-off date), seeking approval of the Members of the Company by way of Ordinary and Special Resolutions through Postal Ballot, for the matters set out in the Notice dated 5<sup>th</sup> November, 2025. Copy of Postal Ballot Notice is sent for your information and record.

Mr. Pravin Kumar Drolia, Practicing Company Secretary has been appointed as the Scrutinizer by the Board of Directors of the Company for conducting the Postal Ballot Process.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for purpose of providing e-voting facility to all its Members. The voting through Postal Ballot and through e-voting will commence from Saturday, November, 15, 2025 at 9:00 A.M. (IST) and end on Sunday, December 14, 2025 at 5:00 P.M. (IST). The results of the Postal Ballot will be announced within 48 hours from the last date of e-voting i.e. on or before December 16, 2025.

The Notice of Postal Ballot with the explanatory statement, instructions for e-voting and Postal Ballot form are available on the website of the Company [www.somatextiles.com](http://www.somatextiles.com).

This is for your information and record.

Thanking you,

Yours faithfully,  
For Soma Textiles & Industries Limited

REENA  
PRASAD

Digitally signed by  
REENA PRASAD  
Date: 2025.11.13  
15:32:19 +05'30'

(Reena Prasad)  
Company Secretary & Compliance officer  
M.No.-A53284



**Registered Office**

2, Red Cross Place, Kolkata - 700 001, India.  
Tel.: +91 (33) 2248 7406 - 07  
Email : [investors@somatextiles.com](mailto:investors@somatextiles.com)  
CIN : L51909WB1940PLC010070

**Corporate Office**

6, Vaswamin Mansion, Dinshaw Wachha Rd,  
Backbay Reclamatn, Mumbai - 400 020, India  
Tel.: +91 (22) 2282 6076 - 77  
Email : [rsharma@somatextiles.com](mailto:rsharma@somatextiles.com)

**Head Office**

A-244, 2nd Floor, Suvan Business Park,  
Near Keval Kanta, Nagarvel Hanuman Road,  
Rakhial, Ahmedabad – 380 023  
Email : [rsharma@somatextiles.com](mailto:rsharma@somatextiles.com)

## SOMA TEXTILES & INDUSTRIES LIMITED

CIN: L51909WB1940PLC010070

**Registered Office:** 2, Red Cross Place, Kolkata – 700 001, Phone: 033-22487406/07

**Share Dept.:** Rakhial Road, Ahmedabad - 380 023, Phone: 079-22743285-8

E-mail: [investors@somatextiles.com](mailto:investors@somatextiles.com) ; Website: [www.somatextiles.com](http://www.somatextiles.com)

### NOTICE OF POSTAL BALLOT

#### [Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, 15 <sup>th</sup> November, 2025 at 09.00 a.m. (IST)	Sunday, 14 <sup>th</sup> December, 2025 at 05.00 p.m.(IST)

Dear Shareholder(s),

Notice is hereby given to the Members of the Soma Textiles & Industries Limited (“the Company”) that pursuant to Sections 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) as amended, Secretarial Standard - 2 (SS-2) on General Meetings, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 Circular No. 22/ 2020 Dated June 15, 2020 Circular No. 33/2020 dated September 28, 2020, and Circular 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19 September 2024 (“MCA Circulars”), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force and as amended from time to time), the Company is seeking approval of the Members for the matters as considered in the resolution appended below, through Postal Ballot i.e., voting by electronic means (e-voting).

A statement pursuant to Section 102 and other applicable provisions of the Act, setting out the material facts and the reasons thereof (the Statement) is annexed hereto for your consideration. The Notice along with the Statement is also available on the website of the Company [www.somatextiles.com](http://www.somatextiles.com).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode only to those Members whose e-mail addresses are registered with the Company/Depository Participant (DP)/Depository/MUFG Intime India Private Limited (MUFG Intime), the Company’s Registrar & Transfer Agent (RTA). Further, the Shareholders would have the option to vote only through e-voting and voting through physical ballot papers will not be provided. Shareholders can vote only through e-voting process. Accordingly, the Company is pleased to offer the e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the Section “Voting Instructions” in this Postal Ballot Notice to cast their votes electronically. Shareholders are requested to cast their votes through e-voting process not later than Sunday, 14<sup>th</sup> December, 2025, to be eligible to be considered, failing which it will be strictly considered that no vote has been received from the Shareholder. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), for the purpose of providing e-voting facility to all its Members.

The members whose names appearing the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 7<sup>th</sup> November, 2025 (“the cut-off date”) shall be entitled to vote on the appended Resolutions. The e-voting period commences on Saturday, 15<sup>th</sup> November, 2025 at 09:00 a.m. IST and ends on Sunday, 14<sup>th</sup> December, 2025 at 5:00 p.m. IST (“voting period”). A person who is not a member as on the aforesaid Cut-off date should treat this notice for information purpose only.

Upon expiry of the voting period, the e-voting module shall be disabled by CDSL. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholder to register their email address. Therefore, those shareholders who have not yet registered their email addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors, has appointed Mr. Pravin Kumar Drolia , Practicing Company Secretary, (ICSI Membership No. F2366, CP No. - 1362) of Kolkata as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and Rules made there under.

The Scrutinizer will submit his report to the Chairperson or any person authorized by him after the completion of the scrutiny of the postal ballots. The result of the postal ballot shall be declared within 48 hours from receipt of the Scrutinizer's Report, i.e. on or before 5:00 pm on Tuesday, the 16<sup>th</sup> day of December, 2025 at the registered office of the Company and shall be placed along with the Scrutinizer's Report on the Company's website [www.somatextiles.com](http://www.somatextiles.com). The results shall also be communicated to the Stock Exchanges where shares of the Company are listed (viz., BSE: [www.bseindia.com](http://www.bseindia.com) and NSE: [www.nseindia.com](http://www.nseindia.com)) and CDSL [www.evotingindia.com](http://www.evotingindia.com). **The Resolution(s), if passed with requisite majority, shall be deemed to have been passed on the last date for e-voting i.e., Sunday, the 14<sup>th</sup> day of December, 2025.**

#### **PROPOSED SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT PROCESS:**

##### **SPECIAL BUSINESS:**

#### **1. Appointment of Mrs Sunita Gangadhar Jamkhande, (DIN: 05161000), as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs Sunita Gangadhar Jamkhande, (DIN: 05161000), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from November 05, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from November 05, 2025 till November 04, 2030 and not liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

#### **2. Appointment of Mrs. Archana Dheeraj Sonaikar, (DIN: 03163283), as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Archana Dheeraj Sonaikar, (DIN: 03163283), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from November 05, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from November 05, 2025 till November 04, 2030 and not liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

### **3. To take approval of Material Related Party Transaction(s) with Roadway Solutions India Infra Limited:**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws including any amendments, modifications, variations or re-enactments thereof as may be applicable and the Company's Policy on Related Party Transactions, and pursuant to the recommendation and approval of the Audit Committee and subsequent approval of the Board of Directors of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and / or to carry out and / or to continue with material contract(s) / arrangement(s) / transaction(s) whether individually or taken together or series of transactions or otherwise with Roadway Solutions India Infra Limited, being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the purpose of execution of anticipated road infrastructure projects under EPC / HAM (Hybrid Annuity Mode) and availing Inter-Corporate Deposits (ICDs) for a total cumulative value not exceeding ₹ 5,300 crore (Rupees Five Thousand Three Hundred Crore only) during the financial years 2025-26 to 2027-28, on such terms and conditions as detailed in the Explanatory Statement annexed to this Notice and as may be mutually agreed upon by the parties and considered appropriate by the Board of Directors (including any authorized Committee thereof)."

"RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby jointly or severally authorized to perform and execute all such acts, deeds and things, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, including delegation of such authority, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

“RESOLVED FURTHER THAT all actions taken by the Board of Directors and/or any Committee thereof in connection with the matters referred to or contemplated in the foregoing resolution(s) be and are hereby approved and confirmed in all respects.”

#### **4. To take approval of Material Related Party Transaction(s) with Roadway Solutions Precast Concrete Private Limited**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable laws (including any amendments, modifications, variations, or re-enactments thereof), and in accordance with the Company’s Policy on Related Party Transactions, and based on the prior recommendation of the Audit Committee and approval of the Board of Directors, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board,” which expression shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise the powers conferred by this resolution) to enter into and/or carry out and/or continue with material contract(s)/arrangement(s)/transaction(s), whether individually or in aggregation, with Roadway Solutions Precast Concrete Private Limited, being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the purpose of acquisition either (a) by way of purchase of 100 percent shareholding of Roadway Solutions Precast Concrete Private Limited, or (b) by way of purchase of its entire assets and liabilities along with manufacturing setup for a total consideration not exceeding ₹ 100 crore (Rupees One Hundred Crore only), on such terms and conditions as detailed in the Explanatory Statement annexed to this Notice and as may be mutually agreed upon by the parties and considered appropriate by the Board of Directors (including any authorised Committee thereof).

**RESOLVED FURTHER THAT** the consent of the shareholders be and is hereby obtained to authorize a Committee of Directors (“the Committee”) comprising one Whole-Time Director and three Independent Directors, as formed by the Board for the specific purpose, to act on behalf of the Board in connection with the aforesaid transaction, and the Committee be and is hereby empowered to:

(a) identify, negotiate, finalize and approve the detailed terms and conditions of the proposed acquisition;  
(b) appoint valuers, legal advisors, financial consultants, and other intermediaries as may be deemed necessary;  
(c) approve, finalize, execute and deliver all agreements, deeds, documents, and writings as may be required;  
(d) make necessary filings with statutory/regulatory authorities and stock exchanges; and  
(e) generally do all such acts, deeds, matters, and things as may be necessary, incidental, or desirable for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** any Director of the Company and/or the Company Secretary be and is hereby severally authorised to finalise, negotiate, modify and execute all agreements, deeds, documents and writings, and to perform and execute all such acts, deeds and things, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard, including delegation of such authority, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary actions to give effect to this resolution and to delegate to a Committee of Directors or any one of the Director, all or any of its powers and authorities vested in it in terms of this resolution as may be permitted by Law.”

**RESOLVED FURTHER THAT** all actions already taken by the Board of Directors and/or the Committee thereof in connection with the matters referred to in the foregoing resolution be and are hereby approved and confirmed in all respects.”

**5. To take approval of Material Related Party Transaction(s) with Vadodara–Mumbai Expressway 8 Private Limited for Inter-Corporate Deposits:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws including any amendments, modifications, variations or re-enactments thereof, and the Company’s Policy on Related Party Transactions, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which expression shall be deemed to include any Committee constituted / empowered / to be constituted by the Board to exercise its powers conferred hereunder) to enter into and / or carry out and / or continue with material contract(s) / arrangement(s) / transaction(s) with Vadodara–Mumbai Expressway 8 Private Limited, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the purpose of availing Inter-Corporate Deposits (ICDs) up to an aggregate value not exceeding ₹ 200 crore (Rupees Two Hundred Crore only) during the Financial Year 2025-26 and valid up to the Financial Year 2027-28, on such terms and conditions as may be mutually agreed upon by the parties and as detailed in the Explanatory Statement annexed hereto.”

**“RESOLVED FURTHER THAT** any Director of the Company and / or the Company Secretary be and is hereby jointly and / or severally authorized to perform and execute all such acts, deeds, and things as may be necessary to give effect to this resolution, including altering and varying the terms and conditions of such contracts / arrangements / transactions, settling all questions or difficulties that may arise therefrom, and making requisite statutory disclosures and filings.”

**“RESOLVED FURTHER THAT** all actions taken by the Board of Directors and/or any Committee thereof in connection with the matters referred to or contemplated in the foregoing resolution(s) be and are hereby approved and confirmed in all respects.”

**6. To take approval of Material Related Party Transaction(s) with Vadodara–Mumbai Expressway Package 9 Private Limited for Inter-Corporate Deposits:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws including any amendments, modifications, variations or re-enactments thereof, and the Company’s Policy on Related Party Transactions, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which expression shall be deemed to include any Committee constituted / empowered / to be constituted by the Board to exercise its powers conferred hereunder) to enter into and / or carry out and / or continue with material contract(s) / arrangement(s) / transaction(s) with Vadodara–Mumbai Expressway Package 9 Private Limited, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the purpose of availing Inter-Corporate Deposits (ICDs) up to an aggregate value not exceeding ₹ 200 crore (Rupees Two Hundred Crore only) during the Financial Year 2025-26 and valid up to the Financial Year 2027-28, on such terms and conditions as may be mutually agreed upon by the parties and as detailed in the Explanatory Statement annexed hereto.”

**“RESOLVED FURTHER THAT** any Director of the Company and / or the Company Secretary be and is hereby jointly and / or severally authorized to perform and execute all such acts, deeds, and things as may be necessary to give effect to this resolution, including altering and varying the terms and conditions of such contracts / arrangements / transactions, settling all questions or difficulties that may arise therefrom, and making requisite statutory disclosures and filings.”

**“RESOLVED FURTHER THAT** all actions taken by the Board of Directors and/or any Committee thereof in connection with the matters referred to or contemplated in the foregoing resolution(s) be and are hereby approved and confirmed in all respects.”

**7. To take approval of Material Related Party Transaction(s) with Mumbai Falcons Racing Limited for Inter-Corporate Deposits:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws including any amendments, modifications, variations or re-enactments thereof, and the Company’s Policy on Related Party Transactions, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which expression shall be deemed to include any Committee constituted / empowered / to be constituted by the Board to exercise its powers conferred hereunder) to enter into and / or carry out and / or continue with material contract(s) / arrangement(s) / transaction(s) with **Mumbai Falcons Racing Limited**, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the purpose of availing Inter-Corporate Deposits (ICDs) up to an aggregate value not exceeding ₹ 200 crore (Rupees Two Hundred Crore only) during the Financial Year 2025-26 and valid up to the Financial Year 2027-28, on such terms and conditions as may be mutually agreed upon by the parties and as detailed in the Explanatory Statement annexed hereto.”

**“RESOLVED FURTHER THAT** any Director of the Company and / or the Company Secretary be and is hereby jointly and / or severally authorized to perform and execute all such acts, deeds, and things as may be necessary to give effect to this resolution, including altering and varying the terms and conditions of such contracts / arrangements / transactions, settling all questions or difficulties that may arise therefrom, and making requisite statutory disclosures and filings.”

**“RESOLVED FURTHER THAT** all actions taken by the Board of Directors and/or any Committee thereof in connection with the matters referred to or contemplated in the foregoing resolution(s) be and are hereby approved and confirmed in all respects.”

**8. To take approval for increase in borrowing powers under section 180(1)(c) of the Companies Act, 2013:**

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

**“RESOLVED THAT** in supersession of the Special Resolution passed by the shareholders of the Company at its 85th Annual General Meeting held on 19th September 2023, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted/to be constituted by the Board and any person(s) authorised by the Board to exercise the powers conferred by this resolution) to borrow money, from time to time, for the purposes of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹800 Crore (Rupees Eight Hundred Crore only) over and above the aggregate of the paid-up capital, free reserves and securities premium of the Company as per the latest audited financial statements of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to arrange or fix the terms and conditions of all such borrowings as to interest, repayment, security, or otherwise, as the Board in its absolute discretion may deem fit, and to take such steps and execute such deeds, instruments, documents or writings as may be necessary or expedient to give effect to this resolution.”

### **9. Appointment of Mr. Ameet Harjinder Gadhoke (DIN: 01730158) as Managing Director of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) 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) and upon the recommendation of the Nomination and Remuneration Committee, the consent and approval of the Company be and is hereby granted for the appointment of Mr. Ameet Harjinder Gadhoke (DIN: 01730158) as Managing Director (MD) of the Company, for a period of five (5) years with effect from 10 October 2025 to 9 October 2030, on such terms and conditions including remuneration as set out in the Statement annexed to this Postal Ballot Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Ameet Harjinder Gadhoke, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration (subject to the approval of the Nomination and Remuneration Committee) in the said draft Letter of Appointment to such extent as the Board may consider appropriate and as may be permitted or authorised in accordance with any provisions under the Act for the time being in force, provided, however, that the remuneration payable to Mr. Ameet Harjinder Gadhoke shall be within the limits set out in the said Act, including Schedule V thereto, or any amendments or statutory re-enactment(s) thereof, and the terms of the aforesaid Letter of Appointment shall be suitably modified to give effect to such variation or increase, as the case may be.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Ameet Harjinder Gadhoke’s office as Managing Director, the remuneration set out in the aforesaid draft Letter of Appointment be paid or granted to him as minimum remuneration, provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the Act or such other amount as may be prescribed therein from time to time or any equivalent statutory re-enactment(s) thereof.”

**“RESOLVED FURTHER THAT** the Board 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.”

### **10. Appointment of Mrs. Teja Ranade Gadhoke (DIN: 00028218) as Non-Executive Chairperson**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with 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) and the Articles of Association of the Company, and upon the recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded for the appointment of Mrs. Teja Ranade Gadhoke (DIN: 00028218) as a Non-Executive Director, designated as Chairperson of the Board, with effect from 10<sup>th</sup> October 2025, who shall be liable to retire by rotation, on the terms and conditions as set out in the Statement annexed to this Postal Ballot Notice.”

**“RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board”), which term shall be deemed to include its Nomination and Remuneration Committee) be and is hereby authorised to determine the sitting fees payable to Mrs. Teja Ranade Gadhoke for attending meetings of the Board and/or its Committees and to reimburse such travelling and incidental expenses incurred in connection therewith, in accordance with the provisions of the Companies Act, 2013 and the applicable rules made thereunder.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

### **11. Appointment of Mr. Narsingh Narain Giri (DIN: 09752421) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as well as other rules made thereunder, and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Narsingh Narain Giri (DIN: 09752421), who was appointed as an Additional Director of the Company under the category of Independent Director with effect from 10th October 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment under the provisions of the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (Non-Executive category) of the Company, to hold office for a term of five consecutive years, i.e., from 10<sup>th</sup> October 2025 till 9<sup>th</sup> October 2030, and not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolution, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

### **12. To consider and approve manufacturing of tyres, exploring licence and/or outright buyout of Indian/European tyre manufacturing company including transfer of technology of manufacturing tyres**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 179 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Articles of Association of the Company, and subject to such other approvals, consents, or permissions as may be required under any applicable law, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board,” which term shall include any Committee constituted/to be constituted by the Board or any person(s) authorized by the Board) to explore and evaluate business opportunities in the tyre manufacturing sector, including:

- setting up an in-house tyre manufacturing facility;
- obtaining or entering into licence or technical collaboration agreements;
- acquiring, by way of purchase or otherwise, any Indian or foreign (including European) tyre manufacturing company, undertaking, or business division; and
- entering into arrangements for transfer of technology, intellectual property, know-how, or related rights, on such terms and conditions as may be mutually agreed upon and considered appropriate by the Board

provided that the total investment, acquisition, or transaction value under this authorization shall not exceed ₹100 crores (Rupees One Hundred Crores only) in aggregate.”

**“RESOLVED FURTHER THAT** the consent of the shareholders be and is hereby obtained to authorize a Committee of Directors (“the Committee”) comprising one Executive Director, Whole-Time Director and two Independent Directors, as formed by the Board for the specific purpose, to act on behalf of the Board in connection with the aforesaid transaction, and the Committee be and is hereby empowered to:

- (a) identify, negotiate, finalize and approve the detailed terms and conditions of the proposed acquisition;
- (b) appoint valuers, legal advisors, financial consultants, and other intermediaries as may be deemed necessary;
- (c) approve, finalize, execute and deliver all agreements, deeds, documents, and writings as may be required;
- (d) make necessary filings with statutory/regulatory authorities and stock exchanges; and
- (e) generally do all such acts, deeds, matters, and things as may be necessary, incidental, or desirable for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** any Director of the Company and/or the Company Secretary be and is hereby severally authorized to finalize, negotiate, modify and execute all agreements, deeds, documents and writings, and to perform and execute all such acts, deeds and things, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard, including delegation of such authority, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all necessary actions to give effect to this resolution and to delegate to a Committee of Directors or any one of the Director, all or any of its powers and authorities vested in it in terms of this resolution as may be permitted by Law.”

**RESOLVED FURTHER THAT** all actions already taken by the Board of Directors and/or the Committee thereof in connection with the matters referred to in the foregoing resolution be and are hereby approved and confirmed in all respects.”

**“RESOLVED FURTHER THAT** any Director of the Company and/or the Company Secretary be and are hereby severally authorized to take all such actions, make regulatory filings, and do all acts, deeds, and things as may be necessary to give effect to this resolution.”

Place : Kolkata

Date : 5<sup>th</sup> day of November, 2025

**By order of the Board**  
**For Soma Textiles & Industries Limited**  
**Sd/-**  
**(Reena Prasad)**  
**Company Secretary**  
**Membership No.: ACS 53284**

**NOTES:**

1. **The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 read with relevant rules made thereunder ('the Act') in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed hereto.**
2. The Postal Ballot Notice is being sent to all Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on close of business hours on 7<sup>th</sup> November, 2025, being cut-off date. In compliance with the MCA Circulars, the Postal ballot notice is being sent only in electronic mode to those shareholders who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited ("MUFG Intime"). **A person who is not a Member on 7th November, 2025 i.e., the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.**
3. Voting right by a Postal Ballot cannot be exercised by a Proxy.
4. The Board has appointed Mr. Pravin Kumar Drolia (Membership No. F2366, CP No. - 1362), of M/sDrolia & Company, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
5. The e-voting period commences on Saturday, 15<sup>th</sup> November, 2025 at 09.00 A.M. (IST) and ends on Sunday, the 14<sup>th</sup> December, 2025 at 05.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, 7<sup>th</sup> November, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
6. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 11 am to 1 pm on all working days except Sundays and Public Holidays from the date of dispatch of Notice till the last date for e-voting.
7. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Business Standard, Kolkata (English Edition); and (ii) Ekdin, Kolkata (Bengali Edition), having wide circulation in the district where the Registered Office of the Company is situated.
8. The Notice will be displayed on the website of the Company viz., [www.somatextiles.com](http://www.somatextiles.com) and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com). The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
9. Institutional investors are encouraged to vote on the postal ballot. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to [droliapravin@yahoo.co.in](mailto:droliapravin@yahoo.co.in) with a copy marked to CDSL on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
10. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
11. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
12. Members who have not registered/uploaded their e-mail IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company's RTA, MUFG Intime India Private Limited, by sending an email at <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a> along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (Self-attested scanned copy) and Aadhar Card (Self-attested scanned copy).
Demat Holding	Contact respective Depository Participant(s).
13. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.

## INSTRUCTION FOR VOTING THROUGH ELECTRONIC MEANS:

### Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, the SEBI (LODR) Regulations, 2015 and Secretarial Standard (SS) -2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post, on resolution set forth in the Notice of Postal Ballot. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility.

The voting period begins on Saturday, 15<sup>th</sup> November, 2025 at 09.00 A.M. (IST) and ends on Sunday, the 14<sup>th</sup> December, 2025 at 05.00 P.M. (IST). 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, 7<sup>th</sup> November, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The e-voting facility is available at [www.evotingindia.com](http://www.evotingindia.com). Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Postal ballot notice.

### Procedure to Login through Websites of Depositories (CDSL/NSDL)

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<p>A. 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 URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>B. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") for casting his/her vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all ESPs i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the websites of ESPs directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Proceed to complete registration using your DP ID, Client ID etc. After successful registration, please follow steps given above to cast your vote.</p> <p>D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure:</p> <p>(i) Click the on link <a href="http://www.cdslindia.com">www.cdslindia.com</a> or on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p>

	<p>(ii) Provide demat account number and PAN.</p> <p>(iii) The system will authenticate the user by sending an OTP on registered mobile number and e-mail id as recorded in the demat account.</p> <p>(iv) After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also to directly access the system of all ESPs.</p>
Individual Shareholders holding shares in demat mode with NSDL	<p>A. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>C. 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 “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP, and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to website of e-Voting service provider for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding shares in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to the website of e-Voting service provider for casting your vote during the remote e-Voting period.</p>

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned websites.

**Dedicated helpdesk for individual shareholders holding shares in demat mode for any technical issues related to login through Depository(ies) i.e. CDSL and NSDL:**

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with <b>CDSL</b>	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.
Individual Shareholders holding shares in demat mode with <b>NSDL</b>	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 on toll free no. 022-4886 7000 and 022-2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and nonindividual shareholders in demat mode.**

1. The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c) Shareholders holding shares in physical form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	<b>For physical shareholders and other than individual shareholders holding shares in demat form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders, if any) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (i) For shareholders holding shares in physical form the details can be used only for e-Voting on the resolutions contained in this Notice.
  - (ii) Click on the EVSN (Electronic Voting Sequence Number): 251112008 for the relevant “Soma Textiles & Industries Limited” on which you choose to vote.
  - (iii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (iv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (v) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - (vi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (vii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
  - (viii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

**Process for those shareholders whose email addresses and mobile numbers are not registered with the company/depositories for obtaining login credentials for e-Voting for the resolutions proposed in this notice:**

1. **For physical shareholders** - Contact Company's RTA, MUFG Intime India Private Limited, by sending an email at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (Selfattested scanned copy) and Aadhar Card (Self-attested scanned copy).
2. **For demat shareholders** - Contact respective Depository Participant(s).

#### **Note for Non-Individual Members and Custodians**

1. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com/](mailto:helpdesk.evoting@cdslindia.com)
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their votes.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
6. Non-Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [droliapravin@yahoo.co.in](mailto:droliapravin@yahoo.co.in) and to the Company at the email address [investors@somatextiles.com](mailto:investors@somatextiles.com), if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

Once the vote on the Resolution is cast by the Shareholders, they shall not be allowed to change it Subsequently.

The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off on Friday, 7<sup>th</sup> November, 2025

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**ANNEXURE TO THE NOTICE**  
**(Statement pursuant to the provisions of Section 102 of the Companies Act, 2013)**

**Item No. 1: Appointment of Mrs Sunita Gangadhar Jamkhande, (DIN: 05161000), as an Independent Director**

To comply with the requirement for an adequate number of Independent Directors on the Board and considering the professional competence, integrity, and diverse experience of Mrs. Sunita Gangadhar Jamkhande (DIN: 05161000), and pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors approved her appointment as an Independent Director of the Company, subject to approval of the members.

In accordance with Section 149 read with Schedule IV of the Act and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of an Independent Director requires the approval of shareholders by passing a Special Resolution. Further, Regulation 17(1C) of the Listing Regulations mandates that the approval of shareholders for appointment of a Director shall be obtained at the next general meeting or within three months from the date of appointment, whichever is earlier.

Mrs. Sunita Gangadhar Jamkhande was appointed by the Board of Directors as an Additional Director (Independent Category) with effect from 5 November 2025, pursuant to Section 161(4) of the Act read with Regulation 17(1E) and Regulation 25(6) of the Listing Regulations and Article 92 of the Articles of Association. She has submitted a declaration that she meets the criteria of independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Mrs. Jamkhande has also confirmed that she is not disqualified to act as a Director under Section 164 of the Act, is not debarred from holding the office of Director by any order of SEBI or any other regulatory authority; and is compliant with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 regarding inclusion in the independent director databank.

Given her experience in corporate management and industry oversight, the Board believes that her association would greatly benefit the Company. It is therefore proposed to appoint Mrs. Sunita Gangadhar Jamkhande as an Independent Director of the Company for a term of five consecutive years from 5<sup>th</sup> November, 2025 to 4<sup>th</sup> November, 2030, not liable to retire by rotation.

The Board recommends the resolution at Item No. 1 of this Notice for approval of members by way of a Special Resolution under the Companies Act, 2013 and the Listing Regulations.

Except Mrs. Sunita Gangadhar Jamkhande, being the appointee, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

A brief profile of Mrs. Sunita Gangadhar Jamkhande, her expertise in specific functional areas, and other disclosures as required under Regulation 36 of the Listing Regulations read with Secretarial Standard – 2 are provided in **Annexure A** attached to this Notice.

**Item No. 2: Appointment of Mrs. Archana Dheeraj Sonaikar, (DIN: 03163283), as an Independent Director**

To ensure the optimum composition of Independent Directors on the Board and considering the broad experience and professional background of Mrs. Archana Dheeraj Sonaikar (DIN: 03163283), and pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board

of Directors approved her appointment as an Independent Director of the Company, subject to the approval of the members.

In accordance with Section 149 read with Schedule IV of the Act and Regulation 25(2A) of the Listing Regulations, the appointment of Independent Directors requires shareholder approval by passing a Special Resolution. Further, under Regulation 17(1C) of the Listing Regulations, such approval must be obtained at the next general meeting or within three months from the date of appointment, whichever occurs earlier.

Mrs. Archana Dheeraj Sonaikar was appointed by the Board as an Additional Director (Independent Category) with effect from 5<sup>th</sup> November 2025, pursuant to Section 161(4) of the Act, read with Regulation 17(1E) and Regulation 25(6) of the Listing Regulations and Article 92 of the Articles of Association. She has submitted a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Mrs. Sonaikar has also confirmed that she is not disqualified under Section 164 of the Act, is not debarred from acting as a Director by SEBI or any other statutory authority; and has duly complied with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Considering her professional expertise, leadership skills, and governance experience, the Board is of the opinion that her appointment will strengthen the Company's Board diversity and governance framework. Accordingly, it is proposed to appoint Mrs. Archana Dheeraj Sonaikar as an Independent Director of the Company for a term of five consecutive years from 5<sup>th</sup> November 2025 to 4<sup>th</sup> November 2030, not liable to retire by rotation.

The Board recommends the resolution at Item No. 2 of this Notice for approval of members by way of a Special Resolution under the Companies Act, 2013 and the Listing Regulations.

Except Mrs. Archana Dheeraj Sonaikar, being the appointee, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

A brief profile of Mrs. Archana Dheeraj Sonaikar, her experience and qualifications, and other details required under Regulation 36 of the Listing Regulations read with Secretarial Standard – 2 are provided in **Annexure A** attached to this Notice.

### **Item No. 3: To take approval of Material Related Party Transaction(s) with Roadway Solutions India Infra Limited**

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are designed to ensure transparency and accountability in all transactions undertaken by listed companies with related parties.

Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014, stipulates that no company shall enter into any contract or arrangement with a related party except with the consent of the Board and, where applicable, the shareholders. These provisions do not apply to transactions that are both in the ordinary course of business and on an arm's-length basis. The transaction proposed in the resolution at Item No. 3 is at arm's-length and in the ordinary course of business of the Company.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity, as per the latest audited financial statements-whichever is lower.

The Company is proposing to enter into a transaction with Roadways Solutions India Infra Limited, a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR Regulations.

For the execution of the proposed transaction, it is proposed to enter into a contract / arrangement with Roadways Solutions India Infra Ltd. (RSIIL), which is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015

SEBI, through its (LODR) (Sixth Amendment) Regulations 2021, expanded the definition of *Related Party* and *Related Party Transactions* (RPTs), revised the thresholds for materiality, and mandated prior approval of shareholders for all *Material RPTs* and any subsequent *material modifications*. These provisions became effective from 1 April 2022. Under Regulation 23(2) of the Listing Regulations, every RPT requires prior approval of the Audit Committee, followed by approval of the Board.

Further, SEBI has, from time to time, prescribed a detailed framework for disclosure of information to the Audit Committee and shareholders for approval of RPTs. The latest SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13 October 2025, modifies Section III-B of the Master Circular dated 11 November 2024 and provides the updated format of “Minimum Information to be provided to the Audit Committee and Shareholders for approval of RPTs”. The circular also introduces relaxation thresholds whereby transactions not exceeding 1 % of the consolidated annual turnover or ₹ 10 crore, whichever is lower, as per the latest audited financial statements require only basic disclosures. For material transactions beyond this threshold—as is the case here—comprehensive information as per the revised Annexure must be furnished to the shareholders.

The Company proposes to enter into contracts or arrangements with its Related Party as mentioned in the resolution at Item No. 3, in the ordinary course of its operations and at arm’s-length basis. These transactions are estimated to exceed the specified materiality thresholds in future years and therefore qualify as Material Related Party Transactions requiring approval of the shareholders. Accordingly, the approval of the members of the Company is sought by passing an Ordinary Resolution.

In compliance with these provisions, the Company now seeks shareholders’ approval for entering into a Material Related Party Transaction with Roadway Solutions India Infra Limited (RSIIL), details of which are provided below.

**Key Details as required under Section 188 of the Companies Act, 2013, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (LODR) Regulations, 2015 read with the latest SEBI Circular dated 13 October 2025**

Sl. No.	Particulars	Details
1	Name of the related party	Roadways Solutions India Infra Limited
2	Type, material terms and particulars of the proposed transaction	<p><b>Type/Nature:</b></p> <ul style="list-style-type: none"> <li>(i) Collaboration for execution of an anticipated Road Infrastructure Project</li> <li>(ii) Inter-Corporate Deposit (ICD)</li> </ul> <p><b>Material terms:</b></p> <ul style="list-style-type: none"> <li>(i) to be undertaken at arm’s length and in the ordinary course of business</li> <li>(ii) Pricing to be determined based on market rates</li> </ul> <p>Subject to mutual consent on scope, milestones and payment terms</p>
3	Nature of relationship [including nature of its interest (financial or otherwise)]	<b>Promoter group Entity-</b> Roadways Solutions Ltd is a related party as per Section 2(76)(viii) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations as it forms part of the Promoter Group of Soma Textiles & Industries Ltd
4	Name of Related Director/KMP (if any)	<b>Mr. Ameet Harjinder Gadhoke</b> and <b>Mrs. Teja Ranade</b> , directors of Soma Textiles & industries ltd are also Directors in <b>Roadways Solutions Ltd</b> , a Promoter Group

Sl. No.	Particulars	Details
		entity of Soma Textiles & Industries Ltd.
5	Whether in Ordinary Course of Business	Yes
6	Whether at Arm's Length basis	Yes
7	Manner of determining price and other commercial terms, both included as part of contract and not considered as part of the contract	The price and other commercial terms are determined on an arm's length basis, considering prevailing market conditions and comparable transactions.
8	Tenure of the proposed transaction	<b>Road Project:</b> Project period + O&M period (From FY 2025-26 to FY 2027-28) <b>ICD:</b> Recurring Nature and approval are sought for the Financial Year 2025- 26 to FY 2027-28
9	Value of the proposed transaction	<b>Road Project:</b> 5000 Crores <b>ICD:</b> 300 Crores <b>Total Estimated Exposure: ₹5300 crore</b>
10	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	56917
11	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Applicable to availing ICDs from the related party; detailed disclosure on source of funds not applicable as the Company is the borrower. ICDs will be on arm's-length terms with agreed interest, tenure, and repayment.
12	Justification as to Why the RPT is in the Interest of the Company	The Board considers the arrangement to be in the best interest of the Company, as it will contribute to sustained growth, operational synergy and timely execution of large-scale infrastructure projects, besides efficient capital utilisation through ICDs.
13	Valuation or External Report, if any	Not Applicable.
14	Any Other Information Relevant for Members	All key disclosures have been made in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13 October 2025.

The Audit Committee and the Board of Directors, at their respective meetings held on 05 November 2025, approved the above Material Related Party Transaction and recommended the same for shareholders' approval. The said transaction qualifies as a Material Related Party Transaction under Regulation 23 of the SEBI (LODR) Regulations, 2015.

The Board is of the opinion that the transaction is in the best interest of the Company and therefore recommends the resolution at Item No. 3 of this Notice for approval of members by way of an Ordinary Resolution under the Companies Act, 2013 and the Listing Regulations.

Members are requested to note that, in accordance with Regulation 23 of the SEBI (LODR) Regulations, 2015, all related parties shall abstain from voting on this resolution, whether or not they are directly interested in the transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke, who are common directors in both the Companies, interested or concerned in the Resolution.

## **Item No. 4: To take approval of Material Related Party Transaction(s) with Roadway Solutions Precast Concrete Private Limited**

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) are designed to ensure transparency and accountability in all transactions undertaken by listed companies with related parties.

Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014, stipulates that no company shall enter into any contract or arrangement with a related party except with the consent of the Board and, where applicable, the shareholders. These provisions do not apply to transactions that are both in the ordinary course of business and on an arm’s-length basis. The transaction proposed in the resolution at Item No. 3 is at arm’s-length but not in the ordinary course of business of the Company.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity, as per the latest audited financial statements-whichever is lower.

The Company proposes to acquire Roadway Solutions Precast Concrete Private Limited (“RSPCPL”), either by acquiring 100 percent shareholding or by purchasing its entire business undertaking (assets and liabilities along with manufacturing setup), for an aggregate consideration not exceeding ₹ 100 crore. The objective is to expand the Company’s presence in the infrastructure materials segment and to create vertical integration synergies with the existing operations of Soma Textiles & Industries Limited (“the Company”).

This resolution is being placed before the shareholders pertains to obtaining **enabling approval for a potential Material Related Party Transaction** with **Roadway Solutions Precast Concrete Private Limited**, a company, has Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke as a common Director with Soma Textiles & Industries Ltd.

At this stage, the Company intends to **explore the acquisition** of Roadway Solutions Precast Concrete Private Limited. The final structure of the transaction is yet to be determined and may involve:

- **Purchase of 100% shareholding, or**
- **Acquisition of its assets and liabilities along with the manufacturing setup.**

As the consideration and transaction structure are not yet finalized, a **valuation report has not been obtained at this stage**. The enabling resolution seeks shareholders’ consent to empower the Board, and/or a committee constituted by the Board to:

1. Evaluate the most suitable mode of acquisition;
2. Conduct due diligence and obtain necessary valuation reports; and
3. Negotiate and finalize the terms of the transaction, in compliance with the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and other applicable laws.

Please note that **any specific transaction** will be placed before the shareholders for approval along with the relevant **valuation report** and other supporting documents, wherever required under law.

The Board recommends your approval of this enabling resolution.

The Company is proposing to enter into a transaction with RSPCPL, a related party as Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade are common Directors in both Soma Textiles & Industries Ltd and RSPCPL

In compliance with these provisions, the Company now seeks shareholders' approval for entering into a Material Related Party Transaction Roadway Solutions Precast Concrete Private Limited ("RSPCPL"), details of which are provided below.

**Key Details as required under Section 188 of the Companies Act, 2013, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (LODR) Regulations, 2015 read with the latest SEBI Circular dated 13 October 2025**

Sl. No.	Particulars	Details
1	<b>Name of the related party</b>	Roadway Solutions Precast Concrete Private Limited
2	<b>Type, material terms and particulars of the proposed transaction</b>	<b>Type/Nature:</b> Acquisition by way of purchase of 100% shares holding of the company by soma or by way of purchase of entire assets and liabilities of the company along with manufacturing setup.  <b>Material terms:</b> Not yet determined, will be finalized after due diligence and valuation
3	<b>Nature of relationship [including nature of its interest (financial or otherwise)]</b>	Roadway Solutions Precast Concrete Pvt.Ltd. is Related Party to Soma Textiles & Industries Ltd. as Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade are common Directors in both Soma Textiles & Industries Ltd and RSPCPL
4	<b>Name of Related Director/KMP (if any)</b>	Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke are interested in the resolution by virtue of being Directors in Roadway Solutions Precast Concrete Private Limited.
5	<b>Whether in Ordinary Course of Business</b>	No
6	<b>Whether at Arm's Length basis</b>	Yes
7	<b>Manner of determining price and other commercial terms, both included as part of contract and not considered as part of the contract</b>	Price will be finalized after due diligence and valuation Report
8	<b>Tenure of the proposed transaction</b>	One-time acquisition transaction expected to complete during FY 2026-27.
9	<b>Value of the proposed transaction</b>	Not exceeding Rs 100 Crores
10	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</b>	1054%
11	<b>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>	Not applicable – purchase consideration for acquisition only.
12	<b>Justification as to Why the RPT is in the Interest of the Company</b>	To expand business in infrastructure materials segment, achieve vertical integration and diversification of operations. The Board is of the opinion that the aforesaid proposal is in the best

Sl. No.	Particulars	Details
		interest of the Company as it will contribute to continuous growth and profit of the Company.
13	<b>Valuation or External Report, if any</b>	As the consideration and transaction structure are not yet finalized, a valuation report has not been obtained at this stage. The said Report and other supporting documents, wherever required under law will be placed before the shareholders for approval.
14	<b>Any Other Information Relevant for Members</b>	All important information forms part of the Statement setting out material facts.

The Audit Committee and the Board of Directors, at their respective meetings held on 05 November 2025, approved the above Material Related Party Transaction and recommended the same for shareholders' approval. The said transaction qualifies as a Material Related Party Transaction under Regulation 23 of the SEBI (LODR) Regulations, 2015. The Board is of the opinion that the transaction is in the best interest of the Company and therefore recommends the resolution at Item No. 4 of this Notice for approval of members by way of an Ordinary Resolution under the Companies Act, 2013 and the Listing Regulations.

Members are requested to note that, in accordance with Regulation 23 of the SEBI (LODR) Regulations, 2015, all related parties shall abstain from voting on this resolution, whether or not they are directly interested in the transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke, who are common directors in both the Companies, are interested or concerned in the Resolution.

### **Item No. 5: To take approval of Material Related Party Transaction(s) with Vadodara–Mumbai Expressway 8 Private Limited for availing Inter-Corporate Deposits**

Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 require Board and shareholder approval for contracts or arrangements entered into by a company with a related party, where the value of such transactions meets the prescribed materiality thresholds.

The Company proposes to enter into transactions with Vadodara–Mumbai Expressway 8 private limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the purpose of availing Inter-Corporate Deposits (ICDs) for working-capital and project funding requirements. The total cumulative value of the transactions is expected to exceed the materiality threshold prescribed under Regulation 23(1) of the SEBI (LODR) Regulations, 2015 and hence requires prior approval of the members of the Company by way of an Ordinary Resolution. The Company is proposing to enter into a transaction with Roadways Solutions India Infra Limited, a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR Regulations.

SEBI, through its (LODR) (Sixth Amendment) Regulations, 2021, expanded the scope and definition of Related Parties and Related Party Transactions (RPTs), revised the thresholds for materiality, and made prior shareholder approval mandatory for all Material RPTs and any subsequent material modifications, effective 1 April 2022.

Pursuant to Regulation 23(2) of the Listing Regulations, every RPT requires prior approval of the Audit Committee and the Board. Further, as per the latest SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13 October 2025, which modifies Section III-B of the Master Circular dated 11 November 2024, the updated disclosure format specifies the *minimum information to be provided to the Audit Committee and shareholders* for approval of RPTs. The circular also prescribes relaxation thresholds—transactions up to 1% of consolidated annual turnover or ₹10 crore,

whichever is lower, require basic disclosures; whereas Material RPTs beyond this limit, such as the present one, require comprehensive disclosure in the prescribed format.

The Company proposes to enter into contracts or arrangements with its Related Party as mentioned in the resolution at Item No. 5, in the ordinary course of its operations and at arm's-length basis. These transactions are estimated to exceed the specified materiality thresholds in future years and therefore qualify as Material Related Party Transactions requiring approval of the shareholders. Accordingly, the approval of the members of the Company is sought by passing an Ordinary Resolution.

In compliance with these provisions, the Company now seeks shareholders' approval for entering into a Material Related Party Transaction with Vadodara–Mumbai Expressway 8 private limited, details of which are provided below.

**Key Details as required under Section 188 of the Companies Act, 2013, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (LODR) Regulations, 2015 read with the latest SEBI Circular dated 13 October 2025**

Sl. No.	Particulars	Details
1	<b>Name of the related party</b>	Vadodara–Mumbai Expressway 8 private limited
2	<b>Type, material terms and particulars of the proposed transaction</b>	Inter-Corporate Deposit (ICD)  <b>Material terms:</b>  to be undertaken at arm's length and in the ordinary course of business Pricing to be determined based on market rates Subject to mutual consent on scope, milestones, and payment terms.
3	<b>Nature of relationship [including nature of its interest (financial or otherwise)]</b>	Vadodara–Mumbai Expressway 8 private limited is Related Party to Soma Textiles & Industries Ltd. as Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade are common Directors in both Soma Textiles & Industries Ltd and Vadodara–Mumbai Expressway 8 private limited
4	<b>Name of Related Director/KMP (if any)</b>	Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke are interested in the resolution by virtue of being Directors in Vadodara–Mumbai Expressway 8 private limited
5	<b>Whether in Ordinary Course of Business</b>	Yes
6	<b>Whether at Arm's Length basis</b>	Yes
7	<b>Manner of determining price and other commercial terms, both included as part of contract and not considered as part of the contract</b>	Pricing to be determined based on market rates Subject to mutual consent on scope, milestones, and payment terms.
8	<b>Tenure of the proposed transaction</b>	Recurring Nature and approval are sought for the Financial Year 2025- 26 to FY 2027-28
9	<b>Value of the proposed transaction</b>	<b>ICD: 200 Crores</b>
10	<b>The percentage of the listed entity's annual consolidated turnover, for</b>	2108%

Sl. No.	Particulars	Details
	<b>the immediately preceding financial year, that is represented by the value of the proposed transaction</b>	
11	<b>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>	Applicable to availing ICDs from the related party; detailed disclosure on source of funds not applicable as the Company is the borrower. ICDs will be on arm's-length terms with agreed interest, tenure, and repayment.
12	<b>Justification as to Why the RPT is in the Interest of the Company</b>	To optimise cost of funds and ensure timely availability of working capital for ongoing projects. The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth and profit of the Company.
13	<b>Valuation or External Report, if any</b>	Not Applicable.
14	<b>Any Other Information Relevant for Members</b>	All important information forms part of the Statement setting out material facts.

The Audit Committee and the Board of Directors, at their respective meetings held on 05 November 2025, approved the above Material Related Party Transaction and recommended the same for shareholders' approval. The said transaction qualifies as a Material Related Party Transaction under Regulation 23 of the SEBI (LODR) Regulations, 2015.

The Board is of the opinion that the transaction is in the best interest of the Company and therefore recommends the resolution at Item No. 5 of this Notice for approval of members by way of an Ordinary Resolution under the Companies Act, 2013 and the Listing Regulations.

Members are requested to note that, in accordance with Regulation 23 of the SEBI (LODR) Regulations, 2015, all related parties shall abstain from voting on this resolution, whether or not they are directly interested in the transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke, who are common directors in both the Companies, are interested or concerned in the Resolution.

### **Item No. 6: To take approval of Material Related Party Transaction(s) with Vadodara–Mumbai Expressway Package 9 Private Limited for availing Inter-Corporate Deposits**

Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 require Board and shareholder approval for contracts or arrangements entered into by a company with a related party, where the value of such transactions meets the prescribed materiality thresholds.

The Company proposes to enter into transactions with Vadodara–Mumbai Expressway Package 9 Private Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the purpose of availing Inter-Corporate Deposits (ICDs) for working-capital and project funding requirements. The total cumulative value of the transactions is expected to exceed the materiality threshold prescribed under Regulation 23(1) of the SEBI (LODR) Regulations, 2015 and hence requires prior approval of the members of the Company by way of an Ordinary Resolution. The Company is proposing to enter into a transaction with Roadways Solutions India Infra Limited, a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR Regulations.

SEBI, through its (LODR) (Sixth Amendment) Regulations, 2021, expanded the scope and definition of Related Parties and Related Party Transactions (RPTs), revised the thresholds for materiality, and made prior shareholder approval mandatory for all Material RPTs and any subsequent material modifications, effective 1 April 2022.

Pursuant to Regulation 23(2) of the Listing Regulations, every RPT requires prior approval of the Audit Committee and the Board. Further, as per the latest SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13 October 2025, which modifies Section III-B of the Master Circular dated 11 November 2024, the updated disclosure format specifies the *minimum information to be provided to the Audit Committee and shareholders* for approval of RPTs. The circular also prescribes relaxation thresholds—transactions up to 1% of consolidated annual turnover or ₹10 crore, whichever is lower, require basic disclosures; whereas Material RPTs beyond this limit, such as the present one, require comprehensive disclosure in the prescribed format.

The Company proposes to enter into contracts or arrangements with its Related Party as mentioned in the resolution at Item No. 6, in the ordinary course of its operations and at arm’s-length basis. These transactions are estimated to exceed the specified materiality thresholds in future years and therefore qualify as Material Related Party Transactions requiring approval of the shareholders. Accordingly, the approval of the members of the Company is sought by passing an Ordinary Resolution.

In compliance with these provisions, the Company now seeks shareholders’ approval for entering into a Material Related Party Transaction with Vadodara–Mumbai Expressway Package 9 Private Limited, details of which are provided below.

**Key Details as required under Section 188 of the Companies Act, 2013, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (LODR) Regulations, 2015 read with the latest SEBI Circular dated 13 October 2025**

Sl. No.	Particulars	Details
1	<b>Name of the related party</b>	Vadodara–Mumbai Expressway Package 9 Private Limited
2	<b>Type, material terms and particulars of the proposed transaction</b>	Inter-Corporate Deposit (ICD)  <b>Material terms:</b> i) to be undertaken at arm’s length and in the ordinary course of business ii) Pricing to be determined based on market rates iii) Subject to mutual consent on scope, milestones, and payment terms.
3	<b>Nature of relationship [including nature of its interest (financial or otherwise)]</b>	<b>Vadodra – Mumbai Express – Package-9</b> is Related Party to Soma Textiles & Industries Ltd. as per Section 2(76)(viii) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations:
4	<b>Name of Related Director/KMP (if any)</b>	Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke are interested or concerned in the Resolution being the common directors with the related party.
5	<b>Whether in Ordinary Course of Business</b>	Yes
6	<b>Whether at Arm’s Length basis</b>	Yes
7	<b>Manner of determining price and other commercial terms, both included as part of contract and not considered as part of the contract</b>	Pricing to be determined based on market rates Subject to mutual consent on scope, milestones, and payment terms.
8	<b>Tenure of the proposed transaction</b>	Recurring Nature and approval are sought for the

Sl. No.	Particulars	Details
		Financial Year 2025- 26 to FY 2027-28
9	<b>Value of the proposed transaction</b>	<b>ICD: 200 Crores</b>
10	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</b>	2108%
11	<b>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>	Applicable to availing ICDs from the related party; detailed disclosure on source of funds not applicable as the Company is the borrower. ICDs will be on arm's-length terms with agreed interest, tenure, and repayment.
12	<b>Justification as to Why the RPT is in the Interest of the Company</b>	To optimise cost of funds and ensure timely availability of working capital for ongoing projects. The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth and profit of the Company.
13	<b>Valuation or External Report, if any</b>	Not Applicable.
14	<b>Any Other Information Relevant for Members</b>	All important information forms part of the Statement setting out material facts.

The Audit Committee and the Board of Directors, at their respective meetings held on 05 November 2025, approved the above Material Related Party Transaction and recommended the same for shareholders' approval. The said transaction qualifies as a Material Related Party Transaction under Regulation 23 of the SEBI (LODR) Regulations, 2015. The Board is of the opinion that the transaction is in the best interest of the Company and therefore recommends the resolution at Item No. 6 of this Notice for approval of members by way of an Ordinary Resolution under the Companies Act, 2013 and the Listing Regulations.

Members are requested to note that, in accordance with Regulation 23 of the SEBI (LODR) Regulations, 2015, all related parties shall abstain from voting on this resolution, whether or not they are directly interested in the transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke, who who are common directors in both the Companies, are interested or concerned in the Resolution.

## **Item No. 7: To take approval of Material Related Party Transaction(s) with Mumbai Falcons Racing Limited for availing Inter-Corporate Deposits**

Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 require Board and shareholder approval for contracts or arrangements entered into by a company with a related party, where the value of such transactions meets the prescribed materiality thresholds.

The Company proposes to enter into transactions with **MUMBAI FALCONS RACING LIMITED**, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the purpose of availing Inter-Corporate Deposits (ICDs) for working-capital and project funding requirements. The total cumulative value of the transactions is expected to exceed the materiality threshold prescribed under Regulation 23(1) of the SEBI (LODR) Regulations, 2015 and hence requires prior approval of the members of the Company by way of an Ordinary Resolution. The Company is proposing to enter into a transaction with Roadways Solutions India Infra Limited, a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR Regulations.

SEBI, through its (LODR) (Sixth Amendment) Regulations, 2021, expanded the scope and definition of Related Parties and Related Party Transactions (RPTs), revised the thresholds for materiality, and made prior shareholder approval mandatory for all Material RPTs and any subsequent material modifications, effective 1 April 2022.

Pursuant to Regulation 23(2) of the Listing Regulations, every RPT requires prior approval of the Audit Committee and the Board. Further, as per the latest SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13 October 2025, which modifies Section III-B of the Master Circular dated 11 November 2024, the updated disclosure format specifies the *minimum information to be provided to the Audit Committee and shareholders* for approval of RPTs. The circular also prescribes relaxation thresholds—transactions up to 1% of consolidated annual turnover or ₹10 crore, whichever is lower, require basic disclosures; whereas Material RPTs beyond this limit, such as the present one, require comprehensive disclosure in the prescribed format.

The Company proposes to enter into contracts or arrangements with its Related Party as mentioned in the resolution at Item No. 7, in the ordinary course of its operations and at arm’s-length basis. These transactions are estimated to exceed the specified materiality thresholds in future years and therefore qualify as Material Related Party Transactions requiring approval of the shareholders. Accordingly, the approval of the members of the Company is sought by passing an Ordinary Resolution.

In compliance with these provisions, the Company now seeks shareholders’ approval for entering into a Material Related Party Transaction with Mumbai Falcons Racing Limited, details of which are provided below.

**Key Details as required under Section 188 of the Companies Act, 2013, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (LODR) Regulations, 2015 read with the latest SEBI Circular dated 13 October 2025**

Sl. No.	Particulars	Details
1	<b>Name of the related party</b>	Mumbai Falcons Racing Limited
2	<b>Type, material terms and particulars of the proposed transaction</b>	Inter-Corporate Deposit (ICD)  <b>Material terms:</b> iv) to be undertaken at arm’s length and in the ordinary course of business v) Pricing to be determined based on market rates vi) Subject to mutual consent on scope, milestones, and payment terms.
3	<b>Nature of relationship [including nature of its interest (financial or otherwise)]</b>	<b>Mumbai Falcons Racing Limited</b> is Related Party to Soma Textiles & Industries Ltd. as per Section 2(76)(viii) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations:
4	<b>Name of Related Director/KMP (if any)</b>	Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke are interested or concerned in the Resolution being the common directors with Mumbai Falcons Racing Limited
5	<b>Whether in Ordinary Course of Business</b>	Yes
6	<b>Whether at Arm’s Length basis</b>	Yes
7	<b>Manner of determining price and</b>	Pricing to be determined based on market rates Subject

Sl. No.	Particulars	Details
	<b>other commercial terms, both included as part of contract and not considered as part of the contract</b>	to mutual consent on scope, milestones, and payment terms.
8	<b>Tenure of the proposed transaction</b>	Recurring Nature and approval are sought for the Financial Year 2025- 26 to FY 2027-28
9	<b>Value of the proposed transaction</b>	<b>ICD: 200 Crores</b>
10	<b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</b>	2108%
11	<b>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>	Applicable to availing ICDs from the related party; detailed disclosure on source of funds not applicable as the Company is the borrower. ICDs will be on arm's-length terms with agreed interest, tenure, and repayment.
12	<b>Justification as to Why the RPT is in the Interest of the Company</b>	To optimise cost of funds and ensure timely availability of working capital for ongoing projects. The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth and profit of the Company.
13	<b>Valuation or External Report, if any</b>	Not Applicable.
14	<b>Any Other Information Relevant for Members</b>	All important information forms part of the Statement setting out material facts.

The Audit Committee and the Board of Directors, at their respective meetings held on 05 November 2025, approved the above Material Related Party Transaction and recommended the same for shareholders' approval. The said transaction qualifies as a Material Related Party Transaction under Regulation 23 of the SEBI (LODR) Regulations, 2015.

The Board is of the opinion that the transaction is in the best interest of the Company and therefore recommends the resolution at Item No. 7 of this Notice for approval of members by way of an Ordinary Resolution under the Companies Act, 2013 and the Listing Regulations.

Members are requested to note that, in accordance with Regulation 23 of the SEBI (LODR) Regulations, 2015, all related parties shall abstain from voting on this resolution, whether or not they are directly interested in the transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke, who are common directors in both the Companies, are interested or concerned in the Resolution.

### **Item No. 8: To take approval for increase in borrowing powers under section 180(1)(c) of the Companies Act, 2013**

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot borrow money (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of its paid-up share capital, free reserves, and securities premium without the approval of the shareholders by way of a Special Resolution.

The shareholders had earlier authorized the Board to borrow up to ₹300 Crore at the 85th Annual General Meeting held on 19th September 2023.

Considering the Company's current and future funding needs towards operations, working capital, capital expenditure, and expansion projects, the existing borrowing limit is proposed to be increased to ₹800 Crore (Rupees Eight Hundred Crore only), excluding temporary loans obtained from bankers in the ordinary course of business.

The enhanced borrowing powers will enable the Company to meet its growing business and capital requirements efficiently and ensure financial flexibility in managing operations.

The Audit Committee and the Board of Directors, at their respective meetings held on 05 November 2025, approved the above increased borrowing power limit and recommended the same for shareholders' approval.

The Board is of the opinion that the transaction is in the best interest of the Company and therefore recommends the resolution at Item No. 8 of this Notice for approval of members by way of a Special Resolution under the Companies Act, 2013.

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

## **Item No. 9: Appointment of Mr. Ameet Harjinder Gadhoke (DIN: 01730158) as Managing Director**

The Board of Directors, at its meeting held on 10 October 2025, on the recommendation of the Nomination and Remuneration Committee, considered the restructuring of the Company's management following the change in shareholding pursuant to the *Share Purchase Agreement dated 9 July 2025* executed amongst Surendra Kumar Somany, Arvind Kumar Somany, Prasann Somany, Sarvopari Investments Private Limited (Sellers) and Roadway Solutions India Infra Limited, Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke (Purchasers).

The Board noted the acquisition of controlling interest by the Purchasers; Approved the appointment of Mr. Ameet Harjinder Gadhoke as an Additional Director (Executive Category) and Managing Director of the Company, effective 10 October 2025; and took on record his declarations in *Form DIR-2, DIR-8* and *MBP-1* confirming eligibility, non-disqualification under Section 164(2) of the Act, and disclosure of interests.

Mr. Ameet Harjinder Gadhoke brings over two decades of entrepreneurial and managerial experience in the infrastructure, engineering, and industrial sectors. The Board believes his appointment as Managing Director will provide strategic direction, operational discipline, and renewed focus on sustainable growth.

The principal terms of appointment including remuneration are consistent with the provisions of Sections 196, 197, 203 and Schedule V of the Act. The remuneration package comprises a fixed component (salary and allowances) and performance-linked benefits as may be decided by the Board from time to time within the limits specified under Schedule V.

In the event of loss or inadequacy of profits in any financial year, the remuneration specified in the Letter of Appointment shall be treated as minimum remuneration as per Section II of Part II of Schedule V.

The appointment of Mr. Ameet Harjinder Gadhoke as Managing Director is subject to the approval of the members by way of a Special Resolution through this Postal Ballot.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at *Item No. 9* of this Postal Ballot Notice for approval of the members.

### **Item No. 10: Appointment of Mrs. Teja Ranade Gadhoke (DIN: 00028218) as Non-Executive Chairperson**

At Board meeting held on 10<sup>th</sup> October 2025, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, considered the reconstitution of the Company's Board following the change in control and shareholding arising from the Share Purchase Agreement dated 9<sup>th</sup> July 2025 executed amongst Surendra Kumar Somany, Arvind Kumar Somany, Prasann Somany, Sarvopari Investments Private Limited (Sellers) and Roadway Solutions India Infra Limited, Mr. Ameet Harjinder Gadhoke and Mrs. Teja Ranade Gadhoke (Purchasers).

Pursuant to the aforesaid agreement, the Board approved the appointment of Mrs. Teja Ranade Gadhoke (DIN: 00028218) as an Additional Director in the Non-Executive category and designated her as Non-Executive Chairperson of the Company with effect from 10<sup>th</sup> October 2025.

In accordance with Section 161(1) of the Act, an Additional Director holds office up to the date of the ensuing Annual General Meeting (AGM) or the last date on which the AGM should have been held, whichever is earlier. Accordingly, it is proposed to obtain the members' approval for confirming her appointment as Non-Executive Director designated as Chairperson, liable to retire by rotation.

The Board has received from Mrs. Teja Ranade Gadhoke her consent to act as Director in Form DIR-2, a declaration of non-disqualification in Form DIR-8 under Section 164(2) and a disclosure of interest and shareholding in Form MBP-1 under Section 184.

Mrs. Gadhoke possesses significant experience in business administration, strategic management and corporate leadership, and her guidance is expected to strengthen the Company's governance framework and long-term strategic direction.

She shall be entitled to sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses incurred in connection with Company affairs, as approved by the Board from time to time. No other remuneration or commission is proposed.

The Board recommends the passing of the Ordinary Resolution set out at Item No. 10 of this Postal Ballot Notice for the approval of the members.

Except Mrs. Teja Ranade Gadhoke and Mr. Ameet Harjinder Gadhoke, relative of each other, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

### **Item No. 11: Appointment of Mr. Narsingh Narain Giri (DIN: 09752421) as an Independent Director**

To comply with the requirement for an adequate number of Independent Directors on the Board and considering the professional competence, integrity, and diverse experience of Mr. Narsingh Narain Giri (DIN: 09752421), and pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors approved his appointment as an Independent Director of the Company, subject to the approval of the members.

In accordance with Section 149 read with Schedule IV of the Act and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of an Independent Director requires the approval of shareholders by passing a Special Resolution. Further, Regulation 17(1C) of the Listing

Regulations mandates that shareholder approval for the appointment of a Director be obtained at the next general meeting or within three months from the date of appointment, whichever is earlier.

Mr. Narsingh Narain Giri was appointed by the Board of Directors as an Additional Director (Independent Category) with effect from 10 October 2025, pursuant to Section 161(1) of the Act read with Regulation 17(1E) and Regulation 25(6) of the Listing Regulations and Article 92 of the Articles of Association of the Company. He has submitted a declaration confirming that he meets the criteria of independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Mr. Giri has further confirmed that he is not disqualified to act as a Director under Section 164 of the Act, is not debarred from holding the office of Director by any SEBI order or other authority, and is compliant with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 regarding inclusion in the independent director databank. Mr. Giri possesses rich experience in infrastructure development, finance, and corporate governance. The Board believes that his association will bring valuable independent judgment and expertise to the Company's deliberations.

Accordingly, the Board recommends the passing of the Special Resolution set out at Item No. 11 of this Postal Ballot Notice for the approval of members under the Companies Act, 2013 and the Listing Regulations.

Except Mr. Narsingh Narain Giri, being the appointee, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

A brief profile of Mr. Narsingh Narain Giri, his expertise in specific functional areas, and other disclosures as required under Regulation 36 of the Listing Regulations read with Secretarial Standard – 2, are provided in **Annexure A** attached to this Notice.

## **Item No. 12: To consider and approve manufacturing of tyres, exploring licence and/or outright buyout of Indian/European tyre manufacturing company including transfer of technology of manufacturing tyres**

The Company has been evaluating strategic diversification opportunities in line with its long-term growth objectives and the enabling powers contained in the Objects Clause of its Memorandum of Association and Articles of Association.

The Board, at its meeting held on 5<sup>th</sup> November, 2025, considered a proposal to explore business opportunities in the tyre manufacturing sector, a high-potential area synergistic with the Company's infrastructure and industrial operations. The proposal includes:

- Setting up an in-house manufacturing facility for tyre production;
- Entering into licensing or technical collaboration agreements with established tyre manufacturers (domestic or international); and
- Evaluating the possibility of an outright acquisition of an existing tyre manufacturing company in India or Europe, including potential transfer of technology and related intellectual property rights.

This exploration will enable the Company to assess feasibility, investment requirements, and potential returns before undertaking any capital commitment. At this stage, no definitive transaction or agreement has been executed; the proposal merely authorizes the management to initiate due diligence, feasibility studies, and negotiations subject to an overall financial ceiling of ₹100 crores (Rupees One Hundred Crores only) towards any investment, acquisition, or related transaction undertaken pursuant to this authorization.

Under Section 179(3)(d) of the Companies Act, 2013, the Board of Directors has the power to diversify the business of the Company. However, since this strategic initiative may involve significant financial commitments or acquisitions in future, it is considered prudent and in the interest of good governance to seek the shareholders' approval as a measure of transparency and confidence-building.

The proposal does not involve any related party transaction under Section 188 of the Act or Regulation 23 of the SEBI (LODR) Regulations, 2015. Any future transaction involving investment, borrowing, or acquisition, if material in nature, shall be subject to separate approvals under the applicable provisions of law.

As the consideration and transaction structure are not yet finalized, a **valuation report has not been obtained at this stage**. The enabling resolution seeks shareholders' consent to empower the Board, and/or a Committee constituted by the Board to undertake due diligence, evaluate investment and financing requirements, appoint advisors and consultants, negotiate terms, and finalize and execute such documents, deeds, contracts, or agreements as may be necessary in this regard.

The Board believes that this diversification initiative will enhance the Company's long-term value creation, technological capability, and operational scale.

The Board of Directors recommends the passing of the Ordinary Resolution set out at Item No. 12 of this Postal Ballot Notice for the approval of the members.

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

Place : Kolkata

Date : 5<sup>th</sup> day of November, 2025

**By order of the Board  
For Soma Textiles & Industries Limited  
Sd/-  
(Reena Prasad)  
Company Secretary  
Membership No. : ACS 53284**

**ANNEXURE A**

**BREIF PROFILE OF DIRECTOR SEEKING APPOINTMENT IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

<b>Name of the Director</b>	<b>Mrs. Sunita Gangadhar Jamkhande</b>	<b>Mrs. Archana Dheeraj Sonaikar</b>	<b>Mr. Ameet Harjinder Gadhoke</b>	<b>Mrs. Teja Ranade Gadhoke</b>	<b>Mr. Narsingh Narain Giri</b>
Director Identification Number			01730158	00028218	09752421
Category & Designation	Non-Executive-Independent Director	Non-Executive-Independent Director	Managing Director	Non-Executive-Non-Independent Chairperson	Non-Executive-Independent Director
Date of Birth					
Age in years					
Date of appointment on the Board	5 <sup>th</sup> November, 2025	5 <sup>th</sup> November, 2025	10 <sup>th</sup> October, 2025	10 <sup>th</sup> October, 2025	10 <sup>th</sup> October, 2025
Educational Qualification	FCS, M.Com	Holds a Master's Degree in Statistics from Pune University	Mr. Ameet Harjinder Gadhoke is a Civil Engineer with a Master's degree in Decorative Concrete	She has a B.S. Mathematics degree from the University of Texas at Austin and an M.A. Statistics from Columbia University New York.	Bachelor of Engineering in Civil Engineering, Bhopal University Master of Technology (Diploma) in Soil & Machine Foundation, Bhopal University
Experienc e & Expertise	She is Handling Complex assignments Of Corporate Laws &Taxation Laws , Reviewing The Financial Statements	She began her professional journey as a Statistician with Sudarshan Chemicals Ltd., where she worked in the Research and Development Laboratory	He Has Extensive Experience In Road Construction Industry Spanning Over Two Decades And Has Been Instrumental In The Group's Growth	She Has Twenty Years Of Experience Specifically In The Area Of Finance, Actuarial Science And Risk Management	His Experience In Coordinating With State Governments, Addressing Legal Disputes, Ensuring Fair Compensation In Land Acquisition And Maintaining Adherence To Safety And Quality Standards Reflects Exceptional Negotiation Skills And A Disciplined Approach To Risk Management
List of Other Public Companies in which Directorship is held (excluding foreign Companies)	Roadways Solutions India Infra Limited	Roadways Solutions India Infra Limited	Mumbai falcons racing limited, Roadways Solutions India Infra Limited	Roadways Solutions India Infra Limited, Mumbai falcons racing limited	Ahemdabad Vadodara Expressway Company Limited

List of other listed entities in which Directorship held.	NIL	NIL	NIL	NIL	NIL
Chairman/Member of the Committees of the Board of Directors in other Listed Companies	NIL	NIL	NIL	NIL	NIL
Chairman/Member of the Committees of Board of Directors of the other public companies in which he is a director (excluding foreign Companies).	3	0	2	1	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	spouse of Mrs. Teja Ranade Gadhoke, director of the company	spouse of Mr. Ameet Harjinder Ranade Gadhoke, director of the company	None
Number of Meetings of the Board attended during the year	1	1	1	1	1
Shareholding (%) in the Company	NIL	NIL	18	5.98	NIL
Remuneration last drawn (FY 24-25)	NA	NA	NA	NA	NA
Terms and Conditions of appointment / reappointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the agreement for the appointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Names of Listed Companies from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL	NIL