



SOMA TEXTILES & INDUSTRIES LTD.

July 09, 2025

Department of Corporate Services, BSE Limited, Floor 25, P. J. Towers, Dalal Street, Mumbai - 400 001 BSE Script Code: 521034	The Secretary, National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: SOMATEX
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Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Public Announcement in relation to Open Offer to public shareholders (as defined under Public Announcement) of the Company under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we write to inform you that we are in receipt of the intimation by Mefcom Capital Markets Limited, Merchant Banker regarding Public Announcement dated 9th July, 2025 in relation to an Open Offer to the public shareholders (as defined under Public Announcement) of the Company issued for Roadway Solutions India Infra Limited (the "Acquirer") together with Ameet Harjinder Gadhoke ("PAC1") and Teja Ranade Gadhoke ("PAC2") in their capacity as person acting in concert with the Acquirer, for acquiring equity shares of the Company as per the requirements of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. A copy of the public announcement received by the Company is enclosed herewith.

Kindly take the same on your record.

Thank you,

Yours faithfully,

For Soma Textiles & Industries Limited

(Reena Prasad)

(Company Secretary & Compliance Officer)

Membership No. - A53284



Registered Office

2, Red Cross Place, Kolkata - 700 001, India.
Tel.: +91 (33) 2248 7406 - 07
Email : 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
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Head Office

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



Date: July 9, 2025

To,

Soma Textiles & Industries Limited
2, Red Cross Place, Kolkata - 700 001

Kind Attn.: Mrs. Reena Prasad (Company Secretary & Compliance Officer)

Sub: Open offer for acquisition of up to 82,64,942 fully paid-up equity shares of face value of ₹10 each (“Equity Shares”) of Soma Textiles & Industries Limited (“Target Company”) by Roadway Solutions India Infra Limited (“Acquirer”) along with Ameet Harjinder Gadhoke (“PAC1”) and Teja Ranade Gadhoke (“PAC2”, and together with PAC1, the “PACs”) from the Public Shareholders of the Target Company pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“Takeover Regulations”, and such open offer for acquisition referred as “Open Offer”/ “Offer”).

Dear Sir/Madam,

With regard to the captioned Open Offer, Mefcom Capital Markets Limited is acting as the Manager to the Offer pursuant to and in accordance with Regulation 12(1) of the Takeover Regulations.

Pursuant to and in compliance with, *inter alia*, Regulations 3(1) and 4 of the Takeover Regulations, Roadway Solutions India Infra Limited (“**Acquirer**”), along with PACs, is making an open offer for acquisition of up to 82,64,942 Equity Shares of the Target Company.

Please note that in accordance with Regulation 14(1) of the Takeover Regulations, the public announcement dated July 9, 2025, in relation to the Open Offer, has been filed with the BSE Limited, the National Stock Exchange of India Limited and Securities and Exchange Board of India. Further, in accordance with Regulation 14(2) of the Takeover Regulations, please find enclosed a copy of the public announcement for the Open Offer.

Request you to take note of the above and the obligations of Board of Directors of Target Company in terms of Regulation 24 of the Takeover Regulations and the obligations of Target Company in terms of Regulation 26 of the Takeover Regulations.

Terms not defined herein shall have the meaning ascribed to them under the public announcement.



Please feel free to contact any of the following persons from Mefcom Capital Markets Limited in case you require any further information or clarification:

Contact Person	Mobile No.	Email
Sameer Purohit	+91 98337 67017	sameer.purohit@mefcomcap.in
Akhil Mohod	+91 90968 50306	akhil.mohod@mefcomcap.in

Thanking you.

Sincerely,

For and on behalf of **Mefcom Capital Markets Limited**

Name: Sameer Purohit

Designation: Executive Director

Contact: +91 98337 67017

Email: sameer.purohit@mefcomcap.in

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF SOMA TEXTILES & INDUSTRIES LIMITED UNDER REGULATION 3(1), AND REGULATION 4 READ WITH REGULATION 13(1), 14, AND REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO.

OPEN OFFER FOR ACQUISITION OF UP TO 82,64,942 (EIGHTY TWO LAKHS SIXTY FOUR THOUSAND NINE HUNDRED AND FORTY TWO) FULLY PAID UP EQUITY SHARES HAVING A FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH (“EQUITY SHARES”) OF SOMA TEXTILES & INDUSTRIES LIMITED (“TARGET COMPANY”) REPRESENTING 25.02% (TWENTY FIVE POINT ZERO TWO PERCENT) OF THE VOTING SHARE CAPITAL (*AS DEFINED BELOW*) FROM THE PUBLIC SHAREHOLDERS (*AS DEFINED BELOW*) OF THE TARGET COMPANY (THE “OPEN OFFER” OR “OFFER”) BY ROADWAY SOLUTIONS INDIA INFRA LIMITED (“ACQUIRER”) ALONG WITH AMEET HARJINDER GADHOKE (“PAC1”) AND TEJA RANADE GADHOKE (“PAC2”, AND TOGETHER WITH PAC1, THE “PACS”).

This public announcement (“**Public Announcement**” or “**PA**”) is being issued by Mefcom Capital Markets Limited, the manager to the Offer (the “**Manager to the Offer**”), for and on behalf of the Acquirer, to the Public Shareholders (*as defined below*) of the Target Company pursuant to and in compliance with Regulations 3(1), and 4 and read with Regulations 13(1), 14, and 15(1) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto (the “**SEBI (SAST) Regulations**” and reference to a particular “**Regulation**” shall mean the particular regulation of the SEBI (SAST) Regulations).

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

- (a) “**Equity Shares**” means the fully paid-up equity shares of the Target Company having face value of INR 10/- (Indian Rupees Ten only) each;
- (b) “**Public Shareholders**” means all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, and for the avoidance of doubt, excluding (i) the Acquirer and the PACs; (ii) the Sellers; (iii) parties to the SPAs (*as defined below*); and (iv) the persons deemed to be acting in concert with the persons set out in (i) and (iii) as defined in the SEBI (SAST) Regulations;
- (c) “**Sale Shares**” means 2,47,68,058 (Two Crores Forty Seven Lakhs Sixty Eight Thousand and Fifty Eight) Equity Shares of the Target Company constituting 74.98% (Seventy Four point Ninety Eight percent) of the Voting Share Capital;
- (d) “**SEBI**” means the Securities and Exchange Board of India;
- (e) “**Sellers**” collectively means Surendra Kumar Somany, Surendra Kumar Somany HUF, Arvind Kumar Somany, Arvind Kumar Somany HUF, Prasann Arvind Kumar Somany, and Sarvopari Investments Private Limited;
- (f) “**Share Purchase Agreement**” or “**SPA**” means the share purchase agreement dated July 9, 2025 executed amongst the Acquirer, the PACs, and the Sellers for sale of the Sale Shares to the Acquirer;

- (g) “**Stock Exchanges**” means the National Stock Exchange of India Limited and Bombay Stock Exchange Limited;
- (h) “**Transaction**” means collectively the Underlying Transaction (as described in paragraph 2 of this Public Announcement) and the Open Offer;
- (i) “**Voting Share Capital**” means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (tenth) working day from the closure of the tendering period of the Open Offer (which may change on account of any future corporate actions); and
- (j) “**Working Day**” means any working day of SEBI.

1. Offer Details

Open Offer Size	The Acquirer hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to 82,64,942 (Eighty Two Lakhs Sixty Four Thousand Nine Hundred and Forty Two) Equity Shares of the Target Company (“ Offer Shares ”) constituting 25.02% (Twenty Five point Zero Two percent) of the Voting Share Capital at a price of INR 47.14/- (Indian Rupees Forty Seven and Fourteen paise only) per Offer Share aggregating to a total consideration of up to INR 38,96,09,365.88/- (Indian Rupees Thirty Eight Crores Ninety Six Lakhs Nine Thousand Three Hundred and Sixty Five and Eighty Eight paise only) (assuming full acceptance) (“ Offer Size ”), subject to the relevant conditions (including conditions precedent) as specified under the SPA, and other terms and conditions mentioned in this Public Announcement and to be set out in the detailed public statement (“ DPS ”) and the letter of offer (“ LoF ”) that is proposed to be issued for the Open Offer in accordance with the SEBI (SAST) Regulations.
Offer Price / Consideration	The Equity Shares of the Target Company are frequently traded in terms of the SEBI (SAST) Regulations. The Open Offer is being made at a price of INR 47.14/- (Indian Rupees Forty Seven and Fourteen paise only) per Equity Share (the “ Offer Price ”), that will be offered to the Public Shareholders who validly tender their Equity Shares in the Open Offer. The Offer Price is arrived at in accordance with Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be INR 38,96,09,365.88/- (Indian Rupees Thirty Eight Crores Ninety Six Lakhs Nine Thousand Three Hundred and Sixty Five and Eighty Eight paise only).
Mode of Payment (cash / security)	The Offer Price will be paid in cash by the Acquirer in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement and the Letter of Offer that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of Open Offer (Triggered offer, voluntary offer/competing offer, etc.)	This Open Offer is a mandatory open offer made by the Acquirer in compliance with Regulations 3(1), and 4 of the SEBI (SAST) Regulations pursuant to the execution of the Share Purchase Agreement. This Offer is not subject to any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

2. Transaction which has triggered the Open Offer obligation

- 2.1 The Acquirer and the PACs have entered into Share Purchase Agreement, pursuant to which the Acquirer and PACs have agreed to acquire the Sale Shares for an aggregate consideration of INR 87,67,42,526/- (Indian Rupees Eighty Seven Crores Sixty Seven Lakhs Forty Two Thousand Five Hundred and Twenty Six only), subject to terms and conditions set out in the Share Purchase Agreement.
- 2.2 The transaction described in the paragraph 2.1 above is referred to as the “**Underlying Transaction**”. The completion of the Underlying Transaction under the SPA is subject to satisfaction or waiver of the conditions precedent contained in the SPA.
- 2.3 Since the Acquirer and PACs have entered into the SPA to acquire voting rights in excess of 25% (Twenty Five per cent) of the Voting Share Capital along with control of the Target Company, this Open Offer is being made under Regulations 3(1), and 4 of the SEBI (SAST) Regulations. Pursuant to the Offer and consummation of the transactions contemplated under the SPA, the Acquirer and PACs will acquire control over the Target Company and the Acquirer and PACs shall become and be classified as the ‘promoters’ of the Target Company in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”). Further, pursuant to the consummation of the transactions contemplated under the SPA, the Sellers shall cease to be in control of the Target Company.
- 2.4 A tabular summary of the Underlying Transaction is set out below:

Type of transaction (direct/ indirect)	Mode of transaction (agreement/ allotment/ market purchase)	Equity Shares/voting rights acquired/ proposed to be acquired		Total consideration for Equity Shares/ voting rights (VR) acquired (Indian Rupees)	Mode of payment (cash/securities)	Regulation which has triggered
		Number	% vis-à-vis Total Equity/ Voting Share Capital			
Direct	Agreement – The Acquirer and PACs have entered into the Share Purchase Agreement pursuant to which the Acquirer and PACs have agreed to acquire the Sale Shares from the Sellers subject to, and in accordance with, the terms of the Share Purchase Agreement.	2,47,68,058 Equity Shares of the Target Company	74.98%	INR 87,67,42,526/-	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

3. Details of the Acquirer and PACs

Details	Acquirer	PAC 1	PAC 2																										
Name of Acquirer/ PACs	Roadway Solutions India Infra Limited	Ameet Harjinder Gadhoke	Teja Ranade Gadhoke																										
Registered office address/ Address	Sn-29 Hn-20 Kondhwa Kd. Nr. Kubex Soc. Nr. Shera School, Pune, 411048	HN 2, 3, 4, 7, Clover Hills, Undri Roads, Kondhwa Khurd, Pune - 411048	HN 2, 3, 4, 7, Clover Hills, Undri Roads, Kondhwa Khurd, Pune - 411048																										
Name of the persons in control / promoters / partners of Acquirer where Acquirer / PACs are companies ⁽¹⁾	Ameet Gadhoke Teja Ranade Gadhoke Navjeet Gadhoke	Not Applicable as PAC 1 is individual	Not Applicable as PAC 2 is individual																										
Name of the group, if any, to which the Acquirer / PACs belong to	Roadway Solutions India Infra Limited (Roadway Group)	Not Applicable as PAC 1 is individual	Not Applicable as PAC 2 is individual																										
Pre-transaction shareholding: • Number • % of total equity share capital	NIL																												
Proposed shareholding after the acquisition of shares which triggered the Open Offer (excluding shares acquired in the Open Offer)	The Acquirer along with PACs will hold 2,47,68,058 (Two Crores Forty Seven Lakhs Sixty Eight Thousand and Fifty Eight) Equity Shares of the Target Company, constituting 74.98% (Seventy Four Point Ninety Eight percent) of the Voting Share Capital in the following manner:																												
	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Acquirer/ PACs</th> <th>Name</th> <th>Number of Shares</th> <th>% of shareholding in the Target Company</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Acquirer</td> <td>Roadway Solutions India Infra Limited</td> <td>1,68,46,830</td> <td>51.00</td> </tr> <tr> <td>2.</td> <td>PAC 1</td> <td>Ameet Harjinder Gadhoke</td> <td>59,45,940</td> <td>18.00</td> </tr> <tr> <td>3.</td> <td>PAC 2</td> <td>Teja Ranade Gadhoke</td> <td>19,75,288</td> <td>5.98</td> </tr> <tr> <td></td> <td>Total</td> <td></td> <td>2,47,68,058</td> <td>74.98</td> </tr> </tbody> </table>				Sr. No.	Acquirer/ PACs	Name	Number of Shares	% of shareholding in the Target Company	1.	Acquirer	Roadway Solutions India Infra Limited	1,68,46,830	51.00	2.	PAC 1	Ameet Harjinder Gadhoke	59,45,940	18.00	3.	PAC 2	Teja Ranade Gadhoke	19,75,288	5.98		Total		2,47,68,058	74.98
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	Total		2,47,68,058	74.98																									
Proposed shareholding after the acquisition of shares (including Offer Shares, assuming full acceptance) which triggered the Open Offer	The Acquirer along with PACs will hold 3,30,33,000 (Three Crores Thirty Lakhs Thirty Three Thousand) Equity Shares of the Target Company, constituting 100% (One Hundred percent) of the Voting Share Capital in the following manner:																												

	Sr. No.	Acquirer/ PACs	Name	Number of Shares	% of shareholding in the Target Company
	1.	Acquirer	Roadway Solutions India Infra Limited	2,51,11,772	76.02
	2.	PAC 1	Ameet Harjinder Gadhoke	59,45,940	18.00
	3.	PAC 2	Teja Ranade Gadhoke	19,75,288	5.98
		Total		3,30,33,000	100.00
Any other interest in the Target Company		None			

Note:

- (1) No other person is acting in concert with the Acquirer and PACs for the purposes of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations (“Deemed PACs”), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- (2) In the event the shareholding of the promoters and promoter group in the Target Company, after the completion of the Open Offer and acquisition of the Sale Shares, exceeds the threshold prescribed in the Securities Contracts (Regulation) Rules, 1957 (“SCRR”), the Acquirer and the PACs will ensure compliance with the minimum public shareholding requirements in such manner and timelines prescribed under SEBI (SAST) Regulations and applicable law.

4. Details of the Sellers (i.e. selling shareholders under the SPA)

Name	Part of promoter group (Yes/No) ⁽²⁾	Details of shares/voting rights held by the Sellers			
		Pre Transaction		Post Transaction	
		Equity Shares	Percentage (%) ⁽¹⁾	Number of Equity shares	Percentage (%) ⁽¹⁾
Sarvopari Investments Private Limited	Yes	1,65,12,996	49.99%	NIL	NIL
Surendra Kumar Somany	Yes	36,65,735	11.10%	NIL	NIL
Arvind Kumar Somany	Yes	23,28,217	7.05%	NIL	NIL
Surendra Kumar Somany HUF	Yes	14,02,579	4.25%	NIL	NIL
Prasann Somany	Yes	7,31,900	2.22%	NIL	NIL

Name	Part of promoter group (Yes/No) ⁽²⁾	Details of shares/voting rights held by the Sellers			
		Pre Transaction		Post Transaction	
		Equity Shares	Percentage (%) ⁽¹⁾	Number of Equity shares	Percentage (%) ⁽¹⁾
Arvind Kumar Somany HUF	Yes	1,26,631	0.38%	NIL	NIL
	Total	2,47,68,058	74.98%		

Notes: (1) Calculated as a percentage of the total issued and paid up equity capital of the Target Company as on the date of this PA.

(2) Pursuant to the consummation of the Underlying Transaction, the Acquirer along with PACs will acquire control over the Target Company and the Acquirer along with PACs shall become and be classified as the ‘promoters’ of the Target Company in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”). The Sellers shall cease to be in control of the Target Company and will cease to hold any shares or voting rights in the Target Company.

5. Target Company

Name:	Soma Textiles & Industries Limited
CIN:	L51909WB1940PLC010070
Registered office:	2, Red Cross Place, Kolkata - 700 001
Exchanges where listed:	The Equity Shares of the Target Company are listed on the following Stock Exchanges: (i) BSE Limited (Scrip Code: 521034) (ii) National Stock Exchange of India Limited (Symbol: SOMATEX) The Equity Shares of the Target Company are frequently traded on both the exchanges.
ISIN	INE314C01013

6. Other details regarding the Offer

- 6.1 Further details of the Open Offer shall be published in the DPS which shall be published in newspapers, within five (5) Working Days of the Public Announcement, i.e., on or before July 16, 2025 in accordance with Regulation 13(4), 14(3), and 15(2) of SEBI (SAST) Regulations. The DPS shall, *inter alia*, contain details of the Open Offer including the reasons and the background of the Offer, detailed information on the Offer Price, details of the SPA, the Acquirer, PACs, the Target Company, the statutory approvals required for the Offer (if any), and the relevant conditions (including the conditions precedent) as specified under the SPA, details of financial arrangements, other terms of the Open Offer and the conditions to the Open Offer
- 6.2 This Offer is subject to the terms and conditions mentioned in this Public Announcement, and as will be set out in the DPS and the LoF, that will be issued for the Open Offer in accordance with the SEBI (SAST) Regulations.

- 6.3 The Acquirer and the PACs have no intention to delist the Target Company pursuant to this Open Offer.
- 6.4 In the event the shareholding of the Acquirer together with the PACs in Target Company, after the completion of the Open Offer and acquisition of the Sale Shares, exceeds the maximum permissible non-public shareholding, the Acquirer shall be required to bring down the non-public shareholding and ensure compliance with the minimum public shareholding requirements in such manner and timelines prescribed under applicable law.
- 6.5 The Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations and the Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.6 The Acquirer and PACs undertake that they are fully aware of and will comply with the obligations under the SEBI (SAST) Regulations. The Acquirer and PACs have confirmed that they have adequate financial resources to meet its obligations under the SEBI (SAST) Regulations for the purposes of the Open Offer and have made firm financial arrangements for financing the acquisition of the Equity Shares pursuant to the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 6.7 The completion of the Open Offer and the Underlying Transaction is subject to terms and conditions mentioned in the SPA which will be detailed out in the DPS and the LoF for this Offer.
- 6.8 In this Public Announcement, all references to “INR” are references to Indian Rupees and any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.
- 6.9 The information pertaining to Target Company contained in this Public Announcement has been compiled from the information published or publicly available sources or provided by the Target Company. All the information pertaining to the Sellers contained in this Public Announcement has been obtained from the Sellers. The accuracy of such information has not been independently verified by the Acquirer or the PACs or the Manager to the Offer.
- 6.10 The Acquirer, their respective directors and the PACs accept full responsibility for the information contained in this Public Announcement.

Issued by Manager to the Offer



Mefcom Capital Markets Limited

Address: G III, Ground Floor, Dalamal House,
Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021

Contact Person: Sameer Purohit/ Akhil Mohod

Tel: +91 (022) 35227026

E-mail: stil.openoffer@mefcomcap.in

Website: www.mefcomcap.in

SEBI Registration Number: INM000000016

Validity Period: Permanent Registration

For and on behalf of

Roadway Solutions India Infra Limited (Acquirer)	Ameet Harjinder Gadhoke (PAC 1)	Teja Ranade Gadhoke (PAC 2)
Sd/-	Sd/	Sd/-

Place: Mumbai

Date: July 9, 2025