



SOMA TEXTILES & INDUSTRIES LTD.

July 10, 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, 2015)

Dear Sir/ Madam,

Pursuant to Regulation 30 and Regulation 30A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") read with Clause 5A of Para A of Part A of Schedule III of the Listing Regulations, we write to inform you that Promoter and Promoter Group of the Company (hereinafter collectively referred to as 'Sellers') have entered into a Share Purchase Agreement on 9th July, 2025 with Roadway Solutions India Infra Limited(Acquirer), Ameet Harjinder Gadhoke(PAC1) and Teja Ranade Gadhoke(PAC2) (hereinafter collectively referred to as 'Buyers') under which the Buyers propose to acquire 2,47,68,058 (Two Crores Forty Seven Lakhs Sixty Eight Thousand and Fifty Eight) fully paid-up equity shares representing 74.98% of the paid-up equity share capital of the amounting to a total consideration of Rs. 87,67,42,526/- (Rupees Eighty Seven crore sixty Seven lakh forty two thousand Five hundred Twenty Six only)

The requisite details as required under Regulation 30 of the Listing Regulations read with Schedule III thereof and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/CIR/2023/123 dated 13th July, 2023 are enclosed.

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
Email : 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





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Disclosure under Part A of Schedule III of Regulation 30 of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/CIR/2023/123 dated 13th July, 2023

Sl. No.	Particulars	Details
1	If the listed entity is a party to the agreement, i. details of the counterparties (including name and relationship with the listed entity)	Soma Textiles & Industries Ltd. (“Company”) is not a party to the share purchase agreement.
2	if listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement.	<p>i. Sarvopari Investments Private Limited, Surendra Kumar Somany, Arvind Kumar Somany, Surendra Kumar Somany HUF, Prasann Somany and Arvind Kumar Somany HUF, Promoter and Promoter Group of the Company (collectively referred to as ‘Sellers’) holding 2,47,68,058 (Two Crores Forty Seven Lakhs Sixty Eight Thousand and Fifty Eight) fully paid-up equity shares representing 74.98% of the share capital of the Company have entered into a share purchase agreement (‘SPA’) with Roadway Solutions India Infra Limited(Acquirer), Ameet Harjinder Gadhoke(PAC1) and Teja Ranade Gadhoke(PAC2) (collectively referred to as ‘Buyers’) for the sale of 2,47,68,058 (Two Crores Forty Seven Lakhs Sixty Eight Thousand and Fifty Eight) equity shares.</p> <p>ii. <u>Details of the counterparties are as follows:</u></p> <p>Roadway Solutions India Infra Limited acquiring 1,68,46,830 equity shares of the Company from the Sellers. Ameet Harjinder Gadhoke (PAC1) acquiring 59,45,940 equity shares of the Company from the Sellers. Teja Ranade Gadhoke (PAC2) acquiring 19, 75,288 equity shares of the Company from the Sellers.</p> <p>iii. <u>Date of entering into the Agreement</u></p> <p>9th July,2025</p>
3	Purpose of entering into the agreement	Sellers have entered into the SPA with the Buyers for sale 2,47,68,058 (Two Crores Forty Seven Lakhs Sixty Eight Thousand and Fifty Eight) fully paid-up equity shares representing 74.98% of the share capital of the Company.
4	shareholding, if any, in the entity with whom the agreement is	NA

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	executed;	
5	significant terms of the agreement (in brief);	The significant terms of the SPA include- (i) The Sellers shall sell to the Buyers and the Buyers shall buy from the Sellers the shares held by them in the listed entity for a cash consideration of Rs. 87,67,42,526 Rupees Eighty Seven crore sixty Seven lakh forty two thousand Five hundred Twenty Six only subject to the terms set out in the SPA, and on completion of the conditions set out thereunder including the successful completion of the Open Offer (detailed in (ii) below). (ii) Upon the execution of the SPA, the Buyers shall make an Open Offer to the public shareholders of the listed entity in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
6	extent and the nature of impact on management or control of the listed entity	Pursuant to completion of the transactions under the SPA, Roadway Solutions India Infra Limited, Ameet Harjinder Gadhoke, and Teja Ranade Gadhoke will be classified as promoters. Pursuant to the completion of transactions under the SPA (which is subject to the terms set out thereunder), the Sellers will cease to be in control of the Company and will no longer hold any shares in the Company.
7	details and quantification of the restriction or liability imposed upon the listed entity	No, the Company is not party to the agreement.
8	whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No, Buyers are not related to promoter/promoter group/group Companies in any manner.
9	whether the transaction would fall within related party transactions? If yes, whether the same is done at 'arm's length	No, the transaction would not fall within related party transactions.
10	in case of issuance of shares to the parties, details of issue price, class of shares issued;	NA
11	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	NA
12	in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and	NA

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	reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	
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