

NORMS TO COME INTO EFFECT IMMEDIATELY

# Sebi floats new RPT disclosure rules for listed companies

NESIL STANEY  
Mumbai, October 13

THE SECURITIES AND Exchange Board of India (Sebi) on Monday issued new rules on minimum information to be provided to the audit committee and shareholders for approval of related party transactions (RPT) in a listed firm, to comply with listing obligations and disclosure requirements (LODR).

Companies are required to explain why the transaction is in the interest of the listed entity, provide valuation or external reports if relied upon, indicate the percentage of the counterparty's annual turnover and include any other relevant details for approval of a proposed RPT.

"India continues to falter in its battle for good governance because of abusive RPTs, inadequate disclosures, and diversion of funds of listed companies to closely-held promoter entities," said Bharat Vasani, senior advisor – corporate laws, Cyril Amarchand Mangaldas, in a report.

The regulator had floated a consultation paper on this matter on August 4, following recommendations of the advisory committee on list-

## Pandey urges MF trustees to adopt early warning systems

**SEBI CHAIRMAN TUHIN** Kanta Pandey on Monday urged mutual fund trustees to adopt robust early warning systems that can detect irregularities and prompt timely interventions to safeguard investor interests.

Speaking at the Leadership Dialogue for Trustees of Mutual Funds, Pandey emphasised that trustees form the first line of defence in ensuring the integrity of systems and processes

within the mutual fund (MF) ecosystem. He asked them not to remain passive recipients of Sebi's reforms, but to engage actively to safeguard investors.

"When needed, trustees are empowered to act, to question, to escalate, and, if necessary, to intervene."

"This authority carries with it the moral duty to act decisively and fearlessly to protect the interests of investors," Pandey said. —PTI

ing obligations and disclosures. It had received representation by the Industry Standards Forum, requesting relaxation from the applicability of the RPT industry standards.

For shareholder approval, the notice sent has to summarise information shared with the audit committee, justify how the transaction benefits the company, disclose details of any loans, advances, inter-corporate deposits or investments

involved, and confirm that any valuation or external report will be accessible to shareholders.

Sebi addressed the circular to all listed entities, the stock exchanges and industry chambers.

This circular shall come into effect immediately. "Stock exchanges are advised to bring the circular to the notice of their listed entities," said Vimal Bhatner, deputy general manager, corporation finance department at Sebi.

# Lenskart, Billionbrains to cap record month for IPOs

RAJESH MASCARENHAS & ANTO ANTONY  
October 13

**EYEWEAR RETAILER** LENS KART Solutions and financial services firm Billionbrains Garage Ventures will raise a combined \$1.7 billion via initial public offerings later this month, sources said, adding to India's deluge of stock listings.

SoftBank Group-backed Lenskart plans to launch an IPO worth about \$900 million, while Billionbrains, the parent of India's largest investment platform Groww, is targeting \$750 million, sources said. Both IPOs are slated for the week of October 27, with stock listings by around November 10, they added.

The two deals will further expand a red-hot Indian IPO market that has already raised over \$15 billion this year, following 2024's record \$21 billion, Bloomberg-computed data show.

Lenskart and Billionbrains are among a growing number of innovative homegrown firms favouring domestic listings, a testament to the local market's rising appeal due to ample liquidity and retail investors' increased participation.



They also will come on the back of two large IPOs last week, when Tata Capital and LG Electronics India raised \$1.7 billion and \$1.3 billion, respectively. Together, these offerings are set to make October a record month for India's first-time share sales, with total proceeds expected to exceed \$5 billion. Lenskart and Billionbrains spokespersons didn't immediately respond to requests for comment.

Founded in 2010, Lenskart counts Abu Dhabi Investment Authority, KKR, and TPG Inc. among its investors. The IPO will include a fresh issue of Rs 2,150 crore (\$242 million) and an offer for sale of up to 132.3 million of existing shares, according to the draft

prospectus. Its founders, along with SoftBank, Alpha Wave Ventures, and Kedaara Capital, are among the selling shareholders.

In June 2024, Lenskart raised \$200 million from Temasek Holdings and Fidelity Management & Research at a \$5-billion valuation, according to Avendus Capital, an advisor on the deal. Fidelity has since revised its internal estimate of the company's value to \$6.1 billion, based on April portfolio disclosures.

Billionbrains, which is backed by Microsoft CEO Satya Nadella, plans to issue fresh shares worth ₹1,060 crore and an offer to sell up to 574.2 million of existing shares, according to its draft prospectus. —BLOOMBERG

## FROM THE FRONT PAGE

## Emirates NBD eyes majority stake in RBL Bank



IN MAY, HOWEVER, the RBI made an exception to allow Japan's Sumitomo Mitsui Banking Corp (SMBC) to buy a 20% stake in Yes Bank. SMBC agreed to acquire a further 4.2% stake in September. Earlier too, the central bank allowed the struggling Lakshmi Vilas Bank and forced its merger with the local subsidiary of Singapore's largest lender DBS Bank.

In 2018, Prem Watsa's Fairfax was allowed to acquire a 51% stake in ailing Catholic Syrian Bank.

## Indian team to visit US this week...

DURING THE VISIT, Goyal met US Trade Representative Jamieson Greer and Gor.

The deal is important for India as exporters, especially in some labour intensive sectors, have started feeling the impact of 50% tariffs in the form of delayed orders, demand for discounts and longer payment periods.

In its talks with the US, India is insisting on the removal of 25% additional duties imposed for buying Russian oil and bringing down the reciprocal tariffs below the current levels of 25%.

As in other trade deals where negotiations are on Most Favoured Nation (MFN) tariffs, with the US the talks are mostly on the additional tariffs imposed by Trump through executive orders.

The US is the most important trading partner for India. In 2024, total trade between the two countries stood at \$212.3 billion, up 8.3% on-year. India's goods exports to



the US during the year stood at \$87.3 billion while imports were \$41.5 billion. In goods trade, India had a surplus of \$45.8 billion.

In services, the total trade stood at \$83.4 billion. India's services exports to India were \$41.6 billion, while imports were at \$41.8 billion, giving the US a surplus of \$76 million in services.

## STREET SIGNALS

### Canara Robeco AMC IPO receives 9.74x subscription

THE IPO OF Canara Robeco Asset Management Company received 9.74 times subscription on the final day of bidding on Monday. The ₹1,326-crore IPO got bids for 33.99 crore shares against 3.48 crore shares on offer, according to details available with the NSE. The qualified institutional buyers portion garnered 25.92 times subscription. The quota meant for non-institutional investors got subscribed 6.45 times and retail individual investors received 1.91 times subscription. Canara Robeco Asset Management Company on Wednesday said it has mobilised ₹398 crore from anchor investors.

—PTI

### Rubicon Research IPO booked 103.90 times



THE PUBLIC ISSUE of pharmaceutical firm Rubicon Research garnered 103.90 times subscription on the closing day of bidding on Monday. The ₹1,377.5-crore IPO received bids for 1,70.96 crore shares against 164.55 crore shares on offer, according to NSE data. The portion for QIBs attracted 130.26 times subscription. The category for non-institutional investors got subscribed 97.61 times.

—PTI

### Canara HSBC Life issue subscribed 27% on Day 2



THE IPO OF Canara HSBC Life Insurance Company got subscribed 27% on the second day of bidding on Monday. The IPO received bids for 4.44 crore shares against 16.67 crore shares on offer, as per NSE data. The quota for QIBs attracted 32% subscription while the portion for RIs got subscribed 27%.

—PTI

### Tryfacta plans up to \$150-mn IPO at GIFT City



US-BASED TRYFACTA IS planning to file draft papers for its IPO by the end of this month to raise \$100-150 million through a listing on the international exchanges at the GIFT City, according to sources. Currently, the only other company that has filed for an IPO at GIFT City exchanges is education platform XED.

—PTI

POST-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

## SOMA TEXTILES & INDUSTRIES LIMITED

Corporate Identification Number (CIN): L51909WB1940PLC010070

Registered office: 2, Red Cross Place, Kolkata - 700001, West Bengal, India; Tel.: +91-33-22487406/07  
Website: <https://www.somatextiles.com/>; Email Id: [investors@somatextiles.com](mailto:investors@somatextiles.com) and [cs@somatextiles.com](mailto:cs@somatextiles.com)

OPEN OFFER FOR ACQUISITION OF UP TO 82,64,942 (EIGHTY TWO LAKHS SIXTY FOUR THOUSAND NINE HUNDRED AND FORTY TWO) EQUITY SHARES ("OFFER SHARES"), REPRESENTING 25.02% (TWENTY FIVE POINT ZERO TWO PERCENT) OF THE VOTING SHARE CAPITAL OF SOMA TEXTILES & INDUSTRIES LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY ROADWAY SOLUTIONS INDIA INFRA LIMITED ("ACQUIRER") ALONG WITH AMEET HARJINDER GADHOKE ("PAC 1") AND TEJA RANADE GADHOKE ("PAC 2"), PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("OPEN OFFER" OR "OFFER").

This Post-Offer Advertisement ("Post-Offer Advertisement") is being issued by Mefcom Capital Markets Limited, the manager to the Open Offer ("Manager to the Offer"), for and on behalf of the Acquirer along with PAC 1 and PAC 2 in respect of the Offer to the Public Shareholders of the Target Company to acquire upto 82,64,942 (Eighty Two Lakhs Sixty Four Thousand Nine Hundred And Forty Two) Equity Shares, representing 25.02% (Twenty Five Point Zero Two Percent) of the Voting Share Capital of the Target Company, pursuant to and in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations" and any reference to a particular "Regulation" in this Post-Offer Advertisement mean the particular regulation of the SEBI (SAST) Regulations).

The detailed public statement dated July 15, 2025 in relation to the Open Offer was published on behalf of the Acquirer in Financial Express (English – All editions), Jansatta (Hindi – All editions), Navshakti (Marathi – Mumbai Edition) and Ek Din (Bengali – Kolkata Edition), on July 16, 2025 ("Detailed Public Statement" or "DPS").

This Post-Offer Advertisement should be read in continuation of, and in conjunction with: (a) the Public Announcement dated July 09, 2025 ("PA"), (b) the DPS dated July 15, 2025, (c) the Letter of Offer dated September 06, 2025 ("LoF") and (d) the pre-offer advertisement-cum-corrigendum which was published on September 15, 2025 in all the newspapers in which the DPS was published by the Manager to the Offer on behalf of the Acquirer ("Pre-Offer Advertisement-cum-Corrigendum").

This Post-Offer Advertisement is being published in all the newspapers in which the DPS was published. Capitalized terms used but not defined in this Post Offer Advertisement shall have the same meaning as assigned to such terms in the PA, DPS, LoF and/or the Pre-Offer Advertisement-cum-Corrigendum, as the context may require.

The shareholders of the Target Company are requested to kindly note the following information related to the Open Offer:

Sr. No.	Particulars	Remarks
1.	Name of the Target Company	Soma Textiles & Industries Limited
2.	Name of the Acquirer and PACs	Acquirer: Roadway Solutions India Infra Limited PAC 1: Ameet Harjinder Gadhoke PAC 2: Teja Ranade Gadhoke
3.	Name of the Manager to the Offer	Mefcom Capital Markets Limited
4.	Name of the Registrar to the Offer	MUFG Intime India Private Limited (Formerly known as "Link Intime India Private Limited")
5.	Offer Details: (a) Date of Opening of the Offer (b) Date of Closure of the Offer	Tuesday, September 16, 2025 Monday, September 29, 2025
6.	Date of Payment of Consideration	September 08, 2025
7.	Details of the Acquisition:	

Sr. No.	Particulars	Proposed in the Offer Document	Actuals
7.1	Offer Price	INR 47.14/- per equity share	INR 47.14/- per equity share
7.2	Aggregate number of shares tendered	82,64,942	18,57,261
7.3	Aggregate number of shares accepted	NA	18,57,261
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 38,96,09,366/-	INR 8,75,51,284/-
7.5	Shareholding of the Acquirer before Agreements / Public Announcement (No. & %)	Nil	Nil
7.6	Shares Acquired by way of Agreements		
	• Number	1,68,46,830	1,68,46,830
	• % of Fully Diluted Equity Shares	51.00%	51.00%
7.7	Shares Acquired by way of Open Offer		
	• Number	82,64,942	18,57,261
	• % of Fully Diluted Equity Shares	25.02%	5.62%
7.8	Shares acquired after Detailed Public Statement		
	• Number of shares acquired	Nil	Nil
	• Price of shares acquired	Nil	Nil
	• % of shares acquired	Nil	Nil
7.9	Post offer shareholding of Acquirer		
	• Number	2,51,11,772	1,87,04,091
	• % of Fully Diluted Equity Shares	76.02%	56.62%
7.10	Pre & Post offer shareholding of the Public	Pre	Post
	• Number	82,64,942	Nil
	• % of Fully diluted Equity Share Capital	25.02%	Nil

8. The Acquirer along with its Directors and PACs severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers), 2011.

9. A copy of this Post Offer Advertisement will be available on the websites of SEBI, National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and at the registered office of the Target Company.

This Post Offer Advertisement is issued on behalf of the Acquirer by the Manager to the Offer:

Manager to the Offer	Registrar to the Offer
<b>Mefcom Capital Markets Limited</b>	<b>MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)</b>
<b>Address:</b> G-III, Ground Floor, Dalamal House, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021, Maharashtra, India <b>Tel No.:</b> +91 (022) 35227026 <b>Email:</b> <a href="mailto:still.openoffer@mefcomcap.in">still.openoffer@mefcomcap.in</a> <b>Contact Person:</b> Sameer Purohit/ Akhil Mohod <b>Website:</b> <a href="http://www.mefcomcap.in">www.mefcomcap.in</a> <b>SEBI Registration No.:</b> INM000000016 <b>Validity Period:</b> Permanent Registration <b>CIN:</b> L74899DL1985PLC019749	<b>Address:</b> C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India <b>Tel. No.:</b> +91 810 811 4949 <b>Email:</b> <a href="mailto:somatextiles.offer@in.mpms.mufg.com">somatextiles.offer@in.mpms.mufg.com</a> <b>Contact Person:</b> Shanti Gopalkrishnan <b>Website:</b> <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a> <b>SEBI Registration Number:</b> INR000004058 <b>Validity Period:</b> Permanent Registration <b>CIN:</b> U67190MH1999PTC118368

Place: Mumbai  
Date: October 13, 2025