

PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO, AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT WITH RESPECT TO THE OPEN OFFER, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF:

SOMA TEXTILES & INDUSTRIES LIMITED

Having its registered office at: 2, Red Cross Place, Kolkata - 700001, West Bengal, India; Tel: +91-33-22487406/07; Website: <https://www.somatextiles.com/>

Email Id: investors@somatextiles.com and cs@somatextiles.com; Corporate Identification Number (CIN): L51909WB1940PLC010070

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 OF FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH ("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 pre-offer advertisement and corrigendum to the DPS ("Pre-**Offer Advertisement-cum-Corrigendum**") 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 Ameet Harjinder Gadhoke ("**PAC 1**") and Teja Ranade Gadhoke ("**PAC 2**") in respect of the 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) fully paid up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each, representing 25.02% (Twenty Five Point Zero Two Percent) of the Voting Share Capital, pursuant to and in compliance with Regulation 18(7) 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 Pre-**Offer Advertisement-cum-Corrigendum** shall mean the particular regulation of the SEBI (SAST) Regulations). The detailed public statement, in relation to the Open Offer was published on behalf of the Acquirer in Financial Express (English daily – 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 Pre-**Offer Advertisement-cum-Corrigendum** 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**"). This Pre-**Offer Advertisement-cum-Corrigendum** is being published in all the newspapers in which the DPS was published.

For the purposes of this Pre-**Offer Advertisement-cum-Corrigendum**, the following terms would have the meaning assigned to them herein below:

- (a) "**Equity Shares**" or "**Shares**" means the fully paid-up equity shares of the Target Company of face value of INR 10/- (Indian Rupees Ten only) each.
- (b) "**Identified Date**" means the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period i.e. September 01, 2025, Monday for the purpose of determining the Public Shareholders to whom the Letter of Offer in relation to this Offer shall be sent.
- (c) "**Tendering Period**" shall have the meaning as ascribed to it under the SEBI (SAST) Regulations which is the period within which the Public Shareholders may tender their Offer Shares in acceptance of this Open Offer i.e., from September 16, 2025, Tuesday to September 29, 2025, Monday; and
- (d) "**Working Day(s)**" has the meaning ascribed to it in the SEBI (SAST) Regulations.

Capitalized terms used but not defined in this Pre-**Offer Advertisement-cum-Corrigendum** have the meanings assigned to such capitalized terms in the PA, DPS and/or LoF, as the context may require.

1. **Offer Price:** The offer price is INR 47.14/- (Indian Rupees Forty-Seven and Fourteen Paise Only) per Equity Share ("**Offer Price**") payable in cash. There is no revision to the Offer Price. For further details relating to the Offer Price, please refer to Paragraph 7 (*Offer Price and Financial Arrangements*) of the Letter of Offer on Page 38.
2. **Recommendation of the committee of independent directors:** The committee of independent directors ("**IDC**") of the Target Company published its recommendation on the Open Offer on Friday, September 12, 2025, in the same newspapers in which the DPS was published. The IDC is of the view that the Open Offer made to the Public Shareholders at an Offer Price of INR 47.14/- (Indian Rupees Forty-Seven and Fourteen Paise Only) per Equity Share is fair and reasonable, and in accordance with the SEBI (SAST) Regulations. However, the Public Shareholders shall independently evaluate the Open Offer and take an informed decision in their best interest.
3. **Other details of the Offer:**

- (a) The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There was no competing offer to the Offer and the last date for making such competing offer has expired. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- (b) The Offer is a mandatory offer being made by the Acquirer under Regulations 3(1) and 4 of the SEBI (SAST) Regulations to the Public Shareholders of the Target Company.

The dispatch of the LoF to all the Public Shareholders of the Target Company holding Equity Shares as on the Identified Date (Monday, 01st September 2025) has been completed (through electronic mail or physical mode) by Tuesday, 09th September 2025. It is clarified that all the Public Shareholders (including those who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners, or those who have acquired Equity Shares after the Identified Date or those who have not received the LoF) are eligible to participate in this Offer at any time on or prior to the completion of the Tendering Period. The LoF (which includes the Form of Acceptance-cum-Acknowledgment and Transfer Deed) is also available on SEBI's website (www.sebi.gov.in) from which the Public Shareholders can download / print a copy in order to tender their Equity Shares in the Open Offer.

- (c) Accidental omission to dispatch the LoF to the Public Shareholders to whom the Offer is made or the non-receipt or delayed receipt of the LoF by the Public Shareholders will not invalidate the Offer in any way.
- (d) **Tendering in case of Non-Receipt of LoF:**

In case of non-receipt of the LoF along with Form of Acceptance-cum-Acknowledgment, such Public Shareholders of the Target Company may download the same from the from the respective websites of SEBI (www.sebi.gov.in), Registrar to the Offer (www.in.mfms.mufg.com), the Stock Exchange (www.bseindia.com and www.nseindia.com) or the Manager to the Offer (www.mefcomcap.in). Such Public Shareholders of the Target Company may also obtain copy of the LoF along with Form of Acceptance-cum-Acknowledgment from the Registrar to the Offer on providing suitable documentary evidence of holding the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the LoF, the Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, number of Equity Shares tendered, and (in case of shares in physical form) distinctive numbers and folio numbers, and (in case of shares in dematerialized form) client ID number, DP name, DP ID number and beneficiary account number, and other relevant documents as mentioned in LoF and confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the Public Announcement, the DPS and the LoF. Any such applications must be sent to the Registrar to the Offer, so as to reach the Registrar to the Offer during business hours on or before 5 p.m. on the date of closure of the Tendering Period of this Offer.

4. Public Shareholders are requested to refer to Paragraph 9 (*Procedure for Acceptance and Settlement of the Offer*) of the Letter of Offer on Page 44 in relation to *inter alia* the procedure for tendering their Equity Shares in the Open Offer and are also required to adhere to and follow the procedure outlined therein. A summary of the procedure for tendering the Equity Shares in the Offer is as below:

- (a) In case of Equity Shares held in dematerialised form: The Equity Shareholders who are holding the Equity Shares in dematerialized form and desire to tender their Equity Shares in this Offer shall approach their Selling Broker, indicating details to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period. Resident Public Shareholders holding shares in dematerialized form are not required to fill any Form of Acceptance-cum-Acknowledgement, unless required by their respective Selling Broker. Further, please refer to Paragraph 9 (*Procedure for Acceptance and Settlement of the Offer*) of the Letter of Offer for the procedure for tendering to be followed by Public Shareholders holding Equity Shares in dematerialized form.
- (b) In case of Equity Shares held in physical form: Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer shall approach the Selling Broker along with the complete set of documents for verification procedures to be carried out, including the following: (i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by the sole/joint Public Shareholders whose name(s) appears on the share certificate(s) and in the same order and as per specimen lodged with the Target Company; (ii) original share certificate(s); (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Target Company; (iv) self-attested copy of the shareholder's PAN Card; and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. Further, please refer to Paragraph 9 (*Procedure for Acceptance and Settlement of the Open Offer*) of the Letter of Offer for the procedure for tendering to be followed by Public Shareholders holding Equity Shares in physical form.

5. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on Wednesday, July 23, 2025. SEBI vide their observation letter bearing reference no. SEBI/HO/CFD/CFD-RAC-DCR2/P/OW/2025/0000023193/1 dated August 29, 2025 ("**SEBI Observation Letter**"), issued its observations on the Draft Letter of Offer. The observations specified in the SEBI Observation Letter have been incorporated in the LoF. This Pre-**Offer Advertisement-cum-Corrigendum** also serves as a corrigendum to the PA, DPS and DLoF.
6. **All material changes since the date of the PA and observations specified in the SEBI Observation Letter have been incorporated in the Letter of Offer and have been disclosed below for reference. The Public Shareholders are requested to note the following key changes to the DLoF in relation to the Open Offer:**

- (i) The words "to the best of knowledge of" as stated is Paragraph VI (1) of the DPS, has been removed and consequently the updated statement is now reflecting in the LoF in Point no. 3 on Cover Page, Point no. B 2 under '*Risk relating to this Offer*' on Page 3, Clause 3.2.15 on Page 19 and Clause 8.19.1 on Page 43.
- (ii) The following Paragraph 10 on Page 5 of the DLoF has been deleted in the LoF:
The information contained in this DLOF is as of the date of this DLOF unless expressly stated otherwise. The Acquirer, the PACs and the Manager to the Offer are under no obligation to update the information contained herein at any time after the date of this DLOF.
- (iii) Paragraph II (3) of the DPS (*Object of the Offer*) and Paragraph 3.3.2 (*Object of the Offer*) on Page 20 of the LoF has been updated and Paragraph C (6) (*Risks involved in associating with the Acquirer and PACs*) on Page 6 of the LoF has been added, with the following statement:
The Acquirer intends to harness the potential of the Target Company to expand and consolidate into new commercial lines of business, thus encompassing diversification and operational efficiency. While the Target Company operates in the business of trading cotton and the Acquirer is primarily engaged in construction and other allied activities, the acquisition provides the Acquirer an opportunity to diversify into a new sector, reduce concentration risk in its existing business, and leverage potential synergies through optimal utilization of resources. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders of the Target Company. Any change in the structure that may be carried out, will be in accordance with applicable laws. Following the completion of the Underlying Transaction, the Acquirer intends to support the management of the Target Company in their efforts towards the sustained growth of the Target Company. Further, the Acquirer will strive to utilize combined resources of the Acquirer and Target Company in an effective manner.
- (iv) A new Paragraph C (7) (*Risks involved in associating with the Acquirer and PACs*) has been added on Page 6 of the LoF with the following statement:

On the basis of the latest audited financial statement of the Acquirer, i.e. FY 2023-24, contingent liabilities include contingent liabilities of the Acquirer group in the form of guarantees amounting to INR 450.39 Crores. The key financial information of the Acquirer, audited by M/s Khanvalkar Karwe and Associates, based on its consolidated audited financial statements as at and for the 12 (twelve) month periods ended March 31, 2024, March 31, 2023 and March 31, 2022 are set out in Paragraph 4.1.19 on Pages 25 and 26 of this LoF.

- (v) Notes under Paragraph I (B) (1) (*Details of the Seller*) and Paragraph II (1) (g) (*Summary of the SPA*) of the DPS and Paragraph 3.1.2 on Page 13, Paragraph 3.1.10 on Page 16, Paragraph 3.3.6 on Page 21, Notes (1) under Paragraph 5.1 on Page 30, Notes (1) under Paragraph 5.2 on Page 31 of the LoF have been updated as follows:
Pursuant to this Offer and the transactions contemplated in the Share Purchase Agreement, the Acquirer and PACs will acquire control over the Target Company and the Acquirer along with the PACs shall become and be classified as the 'promoters' of the Target Company in accordance with the SEBI (LODR) Regulations. The Sellers shall: (i) cease to be in control of the Target Company; (ii) cease to hold any shares or voting rights in the Target Company; and (iii) be re-classified as 'public' in accordance with SEBI (LODR) Regulations and cease to be the 'promoters' of the Target Company in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.
- (vi) Paragraph II (1) (g) (*Summary of the SPA*) of the DPS and Paragraph 3.1.9 (c) on Page 16 of the LoF has been updated by addition of the following statement:
Notwithstanding the termination of SPA, the obligation to make an open offer shall continue, unless the conditions specified under Regulation 23(1)(c) of SEBI (SAST) Regulations are satisfied.

- (vii) Paragraphs I (D) (12) (*Details of the Offer*) and VI (4) (*Statutory and other Approvals required for the Offer*) of the DPS and Paragraph 3.2.15 (*Details of the offer*) on Page 19 of LoF has been updated as follows:

As on the date of this LOF, there are no statutory approval(s) required to acquire the Equity Shares that are validly tendered pursuant to this Offer and/or to complete the Underlying Transaction, save and except as set out in Paragraph 8.18 (Statutory Approvals and conditions to the Offer) of this LOF. However, if any statutory approval(s) becomes applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approval(s) being obtained. Where the statutory approvals extend to some but not all Public Shareholders, the Acquirer and the PACs will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

- (viii) Paragraph 3.2.24 (*Details of the Offer*) on Page 20 of the LoF has been updated as follows:

The Manager to the Offer, and the Target Company have not received any complaints in relation to the Open Offer.

- (ix) Paragraph 4.1.5 (*Background of the Acquirer and the PACS*) on Page 21 of the LoF has been added as follows:
Under the Share Purchase Agreement, the Acquirer along with Ameet Harjinder Gadhoke and Teja Ranade Gadhoke, intends to acquire the Sale Shares from the Sellers. Accordingly, for the purpose of the Open Offer, only Ameet Harjinder Gadhoke and Teja Ranade Gadhoke, are referred to as PACs and Navjeet Gadhoke (who is a director of the Acquirer) is excluded from being designated as a PAC. Further, all other shareholders of the Acquirer, who are not parties to the SPA, are classified as deemed PACs for the purpose of the Open Offer and shall be designated as promoters/ members of the promoter group post completion of the Open Offer.
- (x) Paragraph 4.1.11 (*Background of the Acquirer and the PACS*) on Page 22 of the LoF have been added as follows:
"Mr. Navjeet Harjinder Singh Gadhoke, and all other shareholders of the Acquirer (as set out in the table in paragraph 4.1.13 below), who are not parties to the SPA, will be classified as deemed PACs for the purpose of the Offer and shall be designated as 'promoters'/ 'members of the promoter group' of the Target Company, post completion of the Offer.

- (xi) Note to Paragraph 4.1.13 (*Background of the Acquirer and the PACS*) on Page 22 of the LoF has been added as follows:
Note: Mr. Navjeet Harjinder Singh Gadhoke (who is a director, shareholder and is one of the promoters of the Acquirer), and all other shareholders of the Acquirer (as set out in the table above), who are not parties to the SPA, will be classified as deemed PACs for the purpose of the Offer and shall be designated as 'promoters'/ 'members of the promoter group' of the Target Company, post completion of the Offer.
- (xii) Paragraph 4.3.2 (*Confirmation and Undertaking by the Acquirer and PACs*) on Page 27 of the LoF has been added as follows:
The Acquirer and PACs have not acquired any shares of the Target Company prior to the Share Purchase Agreement.

- (xiii) Paragraph I (3) (iii) (*Undertaking*) of DPS and Paragraph 4.3.5 (*Confirmation and Undertaking by the Acquirer and PACs*) on Page 27 of the LoF has been updated with the addition of the following statement:
As on date of this Letter of Offer, there are no directions subsisting or proceedings under the SEBI Act and the regulations made thereunder pending against the Acquirer and its Promoters/ shareholders/ ultimate beneficial owners, and directors and the PACs. Further, as on the date of this Letter of Offer, there are no actions/ penalties taken/ levied by SEBI/ RBI/ Stock Exchanges under the SEBI Act, 1992 and regulations against the Acquirers and its Promoters, shareholders, ultimate beneficial owners, and directors; and the PACs.

- (xiv) Paragraph I (C) (7) (*Details of Soma Textiles & Industries Limited 'Target Company'*) of the DPS and Paragraph 6.9 (*Background of Soma Textiles & Industries Limited ('STIL' or Target Company)*) on Page 32 of the LoF has been updated as follows:
As per the shareholding pattern filed by the Target Company with the Stock Exchanges for the quarter ended June 30, 2025, the Target Company has disclosed that: (i) there are no partly paid up Equity Shares; (ii) it has not issued any convertible securities; (iii) it has not issued any warrants; (iv) there are no locked in Equity Shares of the Target Company; (v) there are no shares against which depository receipts are issued. There are no equity shares of the Target Company, carrying differential voting rights and (vi) there is no pledge created on the Equity Shares of the Target Company.
- (xv) Paragraph 6.12 (*Background of Soma Textiles & Industries Limited ('STIL' or Target Company)*) on Page 33 of the LoF has been updated as follows:
The Target Company is in compliance with the applicable provisions of the listing agreement as well as the SEBI (LODR) Regulations and other applicable laws, and no penal/punitive action has been taken against the Target Company by the Stock Exchanges on account of non-compliance with the listing agreement.

- (xvi) Paragraph 6.16 (*Background of Soma Textiles & Industries Limited ('STIL' or Target Company)*) on Page 33 of the LoF has been updated as follows:
The Target Company is not a promoter or part of promoter group of any other listed company.
- (xvii) Paragraph 6.17 (*Background of Soma Textiles & Industries Limited ('STIL' or Target Company)*) on Page 33 of the LoF has been updated as follows:
The promoters/ directors of the Target Company have no direct or indirect connection/ relation with the public shareholders of the Target Company.

- (xviii) Paragraph 6.18 (*Background of Soma Textiles & Industries Limited ('STIL' or Target Company)*) on Page 35 of the LoF has been updated as follows:
Details of contingent liabilities of the Target Company:
The details of our contingent liabilities as of March 31, 2025, as derived from the audited consolidated financial statements are set forth below:

| Contingent Liabilities | As at March 31, 2025 (INR in Crores) |
|--|--------------------------------------|
| Sales Tax Payment disputed by the Target Company | 0.28 |
| Excise Duty demand disputed by the Target Company | 0.33 |
| Employee Provident Fund disputed by the Target Company | 1.14 |
| Claims against the Company not Acknowledged as debts | 0.49 |
| Disputed Income Tax Demand | 24.26 |
| Total | 26.50 |

- (xix) Paragraph 6.19 (*Background of Soma Textiles & Industries Limited ('STIL' or Target Company)*) on Page 35 of the LoF has been updated as follows:

Pre and Post-Offer Shareholding Pattern of the Target Company (based on Issued, Subscribed & Paid-up Equity and Voting Share Capital) is as under:****

| Shareholders' Category | Shareholding/ voting rights prior to the SPA/ acquisition, Pref Issue and Offer | | Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations | | Shares/voting rights to be acquired in Open Offer (assuming full acceptances) | | Shareholding / voting rights after SPA, and Offer (A+B+C) | |
|---|---|--------|--|--------|---|--------|---|-------|
| | (A) | | (B) | | (C) | | (D) | |
| | No. of shares | % | No. of shares | % | No. of shares | % | No. of shares | % |
| 1. Promoter / Promoter Group | | | | | | | | |
| (a) Parties to Share Purchase Agreement | | | | | | | | |
| Parties to the Share Purchase Agreement | | | | | | | | |
| Surendra Kumar Somany | 36,65,735 | 11.10% | 36,65,735 | 11.10% | NIL | NIL | NIL | NIL |
| Surendra Kumar Somany HUF | 14,02,579 | 4.25% | 14,02,579 | 4.25% | NIL | NIL | NIL | NIL |
| Arvind Kumar Somany | 23,28,217 | 7.05% | 23,28,217 | 7.05% | NIL | NIL | NIL | NIL |
| Arvind Kumar Somany HUF | 1,26,631 | 0.38% | 1,26,631 | 0.38% | NIL | NIL | NIL | NIL |
| Prasann Somany | 7,31,900 | 2.22% | 7,31,900 | 2.22% | NIL | NIL | NIL | NIL |
| Sarvopari Investments Private Limited | 1,65,12,996 | 49.99% | 1,65,12,996 | 49.99% | NIL | NIL | NIL | NIL |
| Total (a) | 2,47,68,058 | 74.98% | 2,47,68,058 | 74.98% | NIL | NIL | NIL | NIL |
| b) Promoters other than (a) above | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| TOTAL 1 (a+b) | 2,47,68,058 | 74.98% | 2,47,68,058 | 74.98% | NIL | NIL | NIL | NIL |
| 2. Acquirer | | | | | | | | |
| Acquirer | NIL | NIL | 1,68,46,830 | 51.00 | 82,64,942 | 25.02% | 2,51,11,772 | 76.02 |
| TOTAL 2 | NIL | NIL | 1,68,46,830 | 51.00 | 82,64,942 | 25.02% | 2,51,11,772 | 76.02 |
| 3. PACs | | | | | | | | |
| PAC 1 | NIL | NIL | 59,45,940 | 18.00 | NIL | NIL | 59,45,940 | 18.00 |
| PAC 2 | NIL | NIL | 19,75,288 | 5.98 | NIL | NIL | 19,75,288 | 5.98 |
| TOTAL 3 | NIL | NIL | 79,21,228 | 23.98 | NIL | NIL | 79,21,228 | 23.98 |

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| Shareholders' Category | Shareholding/ voting rights prior to the SPA/ acquisition, Pref Issue and Offer | | Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations | | Shares/voting rights to be acquired in Open Offer (assuming full acceptances) | | Shareholding / voting rights after SPA, and Offer (A+B+C) | |
|---|---|-------|--|-------|---|-------|---|-----|
| | (A) | | (B) | | (C) | | (D) | |
| | No. of shares | % | No. of shares | % | No. of shares | % | No. of shares | % |
| 4. Parties to Agreement other than 1(a) & 2 - None | | | | | | | | |
| 5.Public (other than Parties to Agreement and Acquirer) | | | | | | | | |
| i. FI / Banks / MFs / FIs / SFI | 12,344 | 0.04 | NIL | NIL | 12,344 | 0.04 | NIL | NIL |
| ii. Others | 82,52,598 | 24.98 | NIL | NIL | 82,52,598 | 24.98 | NIL | NIL |
| Total (5) (a+b) | 82,64,942 | 25.02 | NIL | NIL | 82,64,942 | 25.02 | NIL | NIL |
| GRAND TOTAL (1+2+3+4+5) | 3,30,33,000 | 100 | 2,47,68,058 | 74.98 | 82,64,942 | 25.02 | 3,30,33,000 | 100 |

Notes:

- i. There are 17,329 shareholders categorised in the 'public category' as per the shareholding pattern with NSE filed for the quarter ending June 30, 2025.
- ii. As on date of this Letter of Offer, none of the Equity Shares are subject to lock-in.

(xx) Paragraph 6.20 (Background of the Acquirer) on Page 37 of the LoF has been updated as follows:

With respect to the Target Company, Promoters and Directors, following action had been taken by SEBI: SEBI vide its order dated February 08, 2021, passed by whole time member ("SEBI Order"), restrained the Target Company, the promoters and directors (including Mr. S K Somany, Mr. A.K Somany, Mr. P Bandopadhyay, Mr. Prafull Anubhai, Mr. Sunil Patel and Whiteview Trading Corporation) of the Target Company from accessing the securities market or otherwise dealing in securities and mutual funds for a period of 3 (three) years and 2 (two years) respectively from the date of the notified order for violation of various provisions of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (PFUTP) and the SEBI Act, 1992.

Further, the adjudicating officer passed an order dated August 30, 2022 ("AO Order"), imposing penalties on the Target Company, its directors and authorized representative as follows: (i) the penalty imposed on the Target Company is INR 25,00,000/- (Indian Rupees Twenty Five Lakh only); and (ii) the penalty imposed on Mr. S.K. Somany, Mr. A.K. Somany, Mr. P. Bandopadhyay and Mr. Sunil Patel is INR 5,00,000/- (Indian Rupees Five Lakh only) each. (iii) Aggrieved by order(s) passed by SEBI, 3 (three) appeals were filed by the appellants i.e., the Target Company, Mr. S.K. Somany, Mr. A.K. Somany, Mr. P. Bandyopadhyay and Mr. Sunil Patel against the SEBI Order. 3 (three) appeals were filed against the AO Order wherein penalties have been imposed upon them.

On February 22, 2023, the Securities Appellate Tribunal passed the following order ("SAT Order"): (a) reduced the debarment period of the Target Company from 3 (three) years to the period undergone and reduced the penalty levied on the Target Company from INR 25,00,000/- (Indian Rupees Twenty Five Lakh only) to INR 20,00,000/- (Indian Rupees Twenty Lakh only); (b) debarment of Mr. Sunil Patel of 2 years and penalty of Rs. 5,00,000/- has been waived off; and (c) debarment of Mr. S.K. Somany, Mr. A.K. Somany and Mr. P. Bandyopadhyay of 2 years and penalty of INR 5,00,000/- (Indian Rupees Five Lakh only) imposed by AO Order was upheld by SAT.

As on date, Target Company, or promoters or director of Target Company are not restrained/debarred from dealing in securities market.

(xxi) Paragraph 6.24 (Background of the Acquirer) on Page 38 of the LoF has been added as follows:

The details of the closing market price of the Target Company on specified dates are set out below:

| S. No. | Particulars | Date | Closing Market Price (in INR) BSE | Closing Market Price (in INR) NSE |
|--------|---------------------------------------|------------|-----------------------------------|-----------------------------------|
| 1. | Closing price prior to date of PA | 08-07-2025 | 46.35 | 46.52 |
| 2. | Date of PA | 09-07-2025 | 45.01 | 44.91 |
| 3. | Date immediately after the date of PA | 10-07-2025 | 54.01 | 53.89 |
| 4. | Date of DPS | 16-07-2025 | 82.16 | 82.13 |
| 5. | Date of DLOF | 23-07-2025 | 104.83 | 104.80 |

Source: (www.bseindia.com) and (www.nseindia.com)

7. Details regarding the status of statutory and other approvals:

- (a) As of the date of the LOF, no statutory approvals and/ or consents are required. However, the offer would be subject to the receipt of such other statutory approvals as may be required and/ or may subsequently become necessary to acquire at any later date.
- (b) The Acquirer may withdraw the Offer in the event that such statutory approvals becoming applicable prior to completion of the Offer are refused or otherwise not received for reasons outside the reasonable control of the Acquirer in terms of Regulation 23(1) of SEBI (SAST) Regulations.

8. Revised Schedule of Activities:

The LoF has been updated to include the revised schedule of activities pertaining to the Offer, which are set out below:

| Sr. No. | Activities | Original Schedule of Activities (as disclosed in the DLOF) (Day and Dates [#]) | Revised Schedule of Activities (Day and Dates) |
|---------|---|--|--|
| 1. | Date of Public Announcement | Wednesday, July 09, 2025 | Wednesday, July 09, 2025 |
| 2. | Publication of this Detailed Public Statement in newspapers | Wednesday, July 16, 2025 | Wednesday, July 16, 2025 |
| 3. | Last date of filing of the draft letter of offer with SEBI | Wednesday, July 23, 2025 | Wednesday, July 23, 2025 |
| 4. | Last date for public announcement for competing offer(s)* | Wednesday, August 06, 2025 | Wednesday, August 06, 2025 |

| Sr. No. | Activities | Original Schedule of Activities (as disclosed in the DLOF) (Day and Dates [#]) | Revised Schedule of Activities (Day and Dates) |
|---------|--|--|--|
| 5. | Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Open Offer) | Wednesday, August 13, 2025 | Friday, August 29, 2025** |
| 6. | Identified Date*** for determining shareholders to whom LOF is being sent | Wednesday, August 13, 2025 | Monday, September 01, 2025 |
| 7. | Last date by which the LOF is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date, and to Stock Exchanges and Target Company and Registrar to issue a dispatch completion certificate | Friday, August 22, 2025 | Wednesday, September 10, 2025 |
| 8. | Last Date by which the committee of the independent directors of the Target Company shall publish its recommendation to the Public Shareholders for this Open Offer | Wednesday, August 27, 2025 | Friday, September 12, 2025 |
| 9. | Last date for upward revision of the Offer Price / the size of the Open Offer | Thursday, August 28, 2025 | Monday, September 15, 2025 |
| 10. | Date of publication of opening of Open Offer public announcement in the newspapers in which the DPS has been published | Thursday, August 28, 2025 | Monday, September 15, 2025 |
| 11. | Date of commencement of the Tendering Period ("Offer Opening Date") | Friday, August 29, 2025 | Tuesday, September 16, 2025 |
| 12. | Date of closure of the Tendering Period ("Offer Closing Date") | Friday, September 12, 2025 | Monday, September 29, 2025 |
| 13. | Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders | Friday, September 26, 2025 | Monday, October 13, 2025 |
| 14. | Last date for publication of post Open Offer public announcement in the newspapers in which the DPS has been published | Friday, October 03, 2025 | Monday, October 20, 2025 |

The original timelines were indicative (prepared based on the timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of requisite approvals from various statutory/ regulatory authorities (if any) and have to be revised accordingly.

* There was no competing offer to the Open Offer by the Acquirer and PACs.

** Actual date of receipt of Observations from SEBI.

*** Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All Public Shareholders (i.e. holders (registered or unregistered) of Equity Shares of Target Company), except the Acquirer, PACs, the Sellers, the parties to the Share Purchase Agreement, and persons deemed to be acting in concert with the parties to the Share Purchase Agreement are eligible to participate in the Offer any time during the Tendering Period.

Note:

- a. The dispatch of the LoF has been completed on Tuesday, 09 September 2025.
- b. Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

9. Other Information:

- (a) The Acquirer accepts full responsibility for the information contained in this Pre-Offer Advertisement – cum – Corrigendum (other than such information as has been obtained from public sources or provided or relating to and confirmed by the Target Company) and undertakes that he is aware of and will comply with his obligations under the SEBI (SAST) Regulations in respect of this Offer. The Acquirer will be responsible for ensuring compliance with the applicable SEBI (SAST) Regulations.
- (b) All references to "Rs." or "INR" are references to the Indian Rupees.

This Pre-Offer Advertisement-cum-Corrigendum is expected to be available on the SEBI website at www.sebi.gov.in.

Issued on behalf of the Acquirer by the Manager to the Offer:

| Manager to the Offer | Registrar to the Offer |
|---|---|
|  Mefcom Capital Markets Limited Address: G-III, Ground Floor, Dalamal House, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021, Maharashtra, India Tel No.: +91 (022) 35227026 Email: still.openoffer@mefcomcap.in Contact Person: Sameer Purohit/ Akhil Mohod Website: www.mefcomcap.in SEBI Registration No.: INM000000016 Validity Period: Permanent Registration CIN: L74899DL1985PLC019749 Place : Mumbai Date : September 12, 2025 |  MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Address: C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India Tel. No.: +91 810 811 4949 Email: somatextiles.offer@in.mpms.mufg.com Contact Person: Shanti Gopalkrishnan Website: www.in.mpms.mufg.com SEBI Registration Number: INR000004058 Validity Period: Permanent Registration CIN: U67190MH1999PTC118368 |



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आरबीएल बैंक लिमिटेड
पंजीकृत कार्यालय : प्रथम लेन, शाहपुरी, कोलहापुर-416001.
क्षेत्रीय कार्यालय : प्रथम तल, बिल्डिंग नं. 1, ओबेला इंफिस्ट्रियल एस्टेट, फेज-3, नई दिल्ली-110020

ई-नीलामी बिक्री सूचना
(सर्फेसी अधिनियम, 2002 के तहत)

प्रतिभूति हित (प्रवर्तन) नियम, 2002 ("नियम") के नियम 8(6) के साथ पठित वित्तीय आस्तियों के प्रतिभूतिकरण एवं पुनर्निर्माण तथा प्रतिभूति हित प्रवर्तन अधिनियम ("सर्फेसी अधिनियम") के तहत बैंक के पास प्रभारित अवल आस्ति की बिक्री हेतु ई-नीलामी बिक्री सूचना

एतद्वारा जनसामान्य को तथा विशेष रूप से कर्जदार/सह-कर्जदारों/जमानतियों (कर्जदार/सह-कर्जदारों/जमानतियों की मृत्यु के मामले में विधिक उत्तराधिकारियों सहित) को सूचना दी जाती है कि आरबीएल बैंक लिमिटेड ("प्रतिभूत लेनदार/बैंक") के पास बंधक/प्रभारित नीचे वर्णित अवल सम्पत्तियाँ (सामूहिक रूप से "सम्पत्ति" के रूप में सन्दर्भित), जिसका कब्जा नियमों के साथ पठित सर्फेसी अधिनियम की धारा 14 के तहत बैंक के अधिकृत प्राधिकारी द्वारा कर लिया गया है, बैंक के बकाया देयताओं और नियमों के नियम 8 एवं 9 के तहत यहाँ नीचे वर्णित के अनुसार व्याज सहित नीचे ई-नीलामी अनुसूची के अनुसार संविदा आमन्त्रण के माध्यम से "जहाँ है जैसे है", "जो कुछ भी है यही है" तथा "उपचार रहित आधार" पर बिक्री की जायेगी।

पार्टियों, बकाया देयताओं तथा सम्पत्ति का संक्षिप्त विवरण

| क्र. सं. | कर्जदार तथा जमानती(यों) के नाम | सम्पत्ति का विवरण | मांग सूचना के अनुसार गति सर्फेसी अधिनियम के तहत मांग तथा कब्जा सूचना की तिथि | आश्रित मूल्य इंग्रैडी संविदा वृद्धि राशि | ई-नीलामी की तिथि/समय | दस्तावेजों सहित संविदा प्राप्ति की अंतिम तिथि | अधिकृत प्राधिकारी का नाम/फोन नं./ ई-मेल आईडी |
|----------|---|--|--|---|--------------------------------|---|--|
| 1. | मैसर्स डीलक्स रोडवेज, (अपने साझेदारों/प्राधिकृत हस्ताक्षरकर्ताओं के माध्यम से) ए) प्रभजीत नरुला, बीजे कसमवीर सिंह नरुला, सी) मनिंदर सिंह नरुला), 4879-80, फूटा रोड, सदर बाजार, बाराट्टी चौक के पास, वेस्टेंड सिनेमा के सामने, दिल्ली-110006. साथ ही: 413, एडमजी बिल्डिंग, नरशी नाथ स्ट्रीट्स, कथा बाजार, सामने एक्सिस बैंक, मुंबई-400009. | प्लॉट संख्या 83 पर निर्मित संपत्ति/भवन, सड़क संख्या 42 पर, उक्त प्लॉट की संपूर्ण भूमि सहित, जिसका माप 533.33 वर्ग गज है, अनुमोदित कॉलोनी पश्चिम पंजाबी बाग नई दिल्ली में, दिल्ली राज्य में मादीपुर गांव की राजस्व संपदा में दिल्ली नगर निगम की सीमा के भीतर स्थित है और इसकी सीमाएं इस प्रकार हैं: उत्तर: प्लॉट संख्या 81 दक्षिण: प्लॉट संख्या 85 पूर्व: सड़क पश्चिम: सर्विस लेन | Rs. 6,69,20,010.66/- (रुपये छः करोड़ उन्हत्तर लाख बीस हजार दस एवं छियासठ पैसे मात्र) | आश्रित मूल्य : रु. 27,48,80,000/- (रुपये छः करोड़ उन्हत्तर लाख बीस हजार दस एवं छियासठ पैसे मात्र) | 17.10.2025 को 11:00 बजे अप. तक | 16.10.2025 को 05:00 बजे अप. तक | प्राधिकृत अधिकारी : श्रीमती मोनिका गुप्ता सम्पर्क : 9910570226 ई-मेल आईडी : monica.Gupta@rblbank.com |
| 2. | प्रभजीत नरुला (अल्लख प्रभजीत), पार्टनर- मैसर्स डीलक्स रोडवेज पब्लि मनिंदर सिंह नरुला, 4879-80, फूटा रोड, सदर बाजार, बाराट्टी चौक के पास, वेस्टेंड सिनेमा के सामने, दिल्ली-110006. साथ ही: 413, एडमजी बिल्डिंग, नरशी नाथ स्ट्रीट्स, कथा बाजार, सामने एक्सिस बैंक, मुंबई-400009। साथ ही: 83, रोड -42, पश्चिम पंजाबी बाग, पंजाबी बाग नई दिल्ली-110086 | मांग सूचना दिनांक 13.05.2025 | संकेतिक कब्जे की तिथि 31.07.2025 | इंग्रैडी राशि : रु. 2,74,88,000/- (रुपये छः करोड़ चौत्तर लाख अष्टसौ हजार मात्र) | | | अर्पण वोहरा सम्पर्क : 9015369699 ई-मेल : Arpan.Vohra1@rblbank.com |
| 3. | कसमवीर सिंह नरुला, पार्टनर- मैसर्स डीलक्स रोडवेज पुत्र मनिंदर सिंह नरुला, 4879-80, फूटा रोड, सदर बाजार, बाराट्टी चौक के पास, वेस्ट एंड सिनेमा के सामने, दिल्ली-110006। साथ ही: 413, एडमजी बिल्डिंग, नरशी नाथ स्ट्रीट्स, कथा बाजार, सामने एक्सिस बैंक, मुंबई-400009. साथ ही: 83/42, रोड -42, पश्चिम पंजाबी बाग, पंजाबी बाग, न्यू डेल हाय-110086 | | | बोली वृद्धि राशि : रु. 50,000/- (रुपये पचास हजार मात्र) | | | |
| 4. | मनिंदर सिंह नरुला (उर्फ मनिंदर सिंह) पार्टनर- मैसर्स डीलक्स रोडवेज पुत्र रणवीर सिंह नरुला, 4879-80, फूटा रोड, सदर बाजार, बाराट्टी चौक के पास, वेस्ट एंड सिनेमा के सामने, दिल्ली-110006. साथ ही: 413, आदमजी बिल्डिंग, नरशी नाथ स्ट्रीट्स, कथा बाजार, एक्सिस बैंक के सामने, मुंबई-400009 साथ ही: 83/42, रोड-42, पश्चिम पंजाबी बाग, पंजाबी बाग, नई दिल्ली-110086 | | | | | | |

नियम एवं शर्तें :

(1) ई-नीलामी बिक्री ई-नीलामी पोर्टल के माध्यम से ऑनलाइन होगी। इच्छुक बोलीदाताओं को सलाह दी जाती है कि वे अपनी बोली जमा करने और ई-नीलामी में भाग लेने से पहले <https://www.bankauctions.com> तथा <https://www.rblbank.com/pdf-pages/news> की वेबसाइट पर उपलब्ध नीलामी के विस्तृत नियमों और शर्तों को पढ़ लें।

(2) बोली प्रस्तुत करने से पहले संपत्ति और विनिर्देश के बारे में निरीक्षण और खुद को संतुष्ट करने की जिम्मेदारी बोलीदाताओं की होगी।

(3) इच्छुक बोलीदाता अपना इंग्रैडी विवरण और दस्तावेज वेब पोर्टल: <https://www.bankauctions.com> (यूजर आईडी और पासवर्ड <https://www.bankauctions.com> पर अपना नाम पंजीकृत करवाकर नि:शुल्क प्राप्त किया जा सकता है) के माध्यम से लॉगिन आईडी तथा पासवर्ड के माध्यम से प्रस्तुत करेंगे। यह राशि आरबीएल बैंक लिमिटेड के निमालिखित खाते में एनईएफटी/आरटीजीएस के माध्यम से देय होगी: - नीलामी प्रोसीडर कलेक्शन जीएल, खाता संख्या 2599001000139998 (आई एफएससी कोड RATN0000100) या डिमांड ड्राफ्ट के माध्यम से 16.10.2025 को शाम 05:00 बजे तक।

(4) इच्छुक बोलीदाता मैसर्स सी। इंडिया प्राइवेट लिमिटेड, सम्पर्क नंबर: 7291981124/25/26 से ई-नीलामी पर सहायता/ऑनलाइन प्रशिक्षण प्राप्त कर सकते हैं, सम्पर्क व्यक्ति श्री भाविक पांड्या मोबाइल नंबर: 8866682937, ई-मेल-आईडी: gujarat@clindia.com और संपत्ति के संबंध में किसी भी प्रश्न के लिए, वे श्रीमती मोनिका गुप्ता, अधिकृत प्राधिकारी (मोबाइल नं. 9910570226, ई-मेल: monica.Gupta@rblbank.com तथा अर्पण वोहरा सम्पर्क : 9015369699, ई-मेल आईडी : Arpan.Vohra1@rblbank.com से सम्पर्क कर सकते हैं।

(5) बैंक के प्राधिकृत अधिकारी के पास किसी भी या सभी बोलियों को स्वीकार या अस्वीकार करने, और/या किसी भी समय बिना कोई कारण बताए नीलामी को स्थगित/रद्द करने का अधिकार सुरक्षित है और इस संबंध में उनका निर्णय अंतिम और बाध्यकारी होगा।

(6) सफल बोलीदाता को कन्वीएंस अर्थात स्टाम्प शुल्क, पंजीकरण शुल्क इत्यादि, लागू कानून के अनुसार और अन्य न्याय/अज्ञात वैधानिक/सरकारी/श्रम बकाया/कर बकाया आदि का भुगतान खरीद प्रतिकूल के अतिरिक्त का देय शुल्क/प्रभार वहन करना होगा।

(7) सफल बोलीदाता प्राधिकृत अधिकारियों द्वारा बोली मूल्य की स्वीकृति के अगले दिन पहले से जमा इंग्रैडी को समायोजित करने के बाद बोली राशि का 25% और बिक्री के 30वें दिन या उससे पहले या ऐसी विस्तारित अवधि के भीतर जैसा कि लिखित रूप में और केवल प्राधिकृत अधिकारी के विवेक पर सहमति व्यक्त की गई हो, बोली मूल्य का शेष 75% जमा करेगा। ऊपर उल्लिखित निर्धारित अवधि के भीतर बोली राशि का 25%/शेष राशि का 75% जमा करने में विफल रहने पर, जमा की गई पूरी राशि (इंग्रैडी सहित) बिना किसी नोटिस के प्राधिकृत अधिकारी द्वारा जब्त कर ली जाएगी और संपत्ति की तुल्य दुबारा बिक्री की जायेगी। प्राधिकृत अधिकारी बिना कोई कारण बताए किसी भी या सभी बोलियों को अस्वीकार करने या नीलामी बिक्री को स्थगित, स्थगित या रद्द करने का अधिकार सुरक्षित रखता है।

सर्फेसी अधिनियम के तहत 30 दिवसीय सांवाधक बिक्री सूचना

कर्जदार/सह-कर्जदार/गारंटर (किसी भी कर्जदार/सह-कर्जदार/गारंटर की मृत्यु की स्थिति में कानूनी उत्तराधिकारियों सहित) को पत्रद्वारा सूचित किया जाता है कि वे ई-नीलामी की तिथि से पहले उक्त राशि के साथ-साथ उस पर अतिरिक्त व्याज तथा दंडात्मक एवं अन्य व्याज और लेन-देन दस्तावेजों के अनुसार राशि का भुगतान करें, अन्यथा बकाया राशि वसूलने के लिए संपत्ति की नीलामी/बिक्री कर दी जाएगी।

तिथि : 15.09.2025
स्थान : दिल्ली

हस्ता./-
अधिकृत प्राधिकारी
आरबीएल बैंक लिमिटेड