**PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 (2) (G) OF SEBI (SUBSTANTIAL ACQUISTION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF**

**SOMA PAPERS AND INDUSTRIES LIMITED**
**("SPIL"/ "TARGET COMPANY"/ "TC")**
**(Corporate Identification No. L21093TS1991PLC200966)**

**Registered Office:** S No.18. 3rd Floor, B Block, Win Win Hub, JNTU Hi Tech City Main Road, Madhapur, Khanamet, Rangareddy, Madhapur, Hyderabad, Shaikpet, Telangana, 500081;
**Phone No.:** +91- 7799009346;
**Email id:** cssomapapers91@gmail.com; **Website:** www.somapapers.in

**CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS**

**OPEN OFFER FOR ACQUISITION OF 4,26,58,200 (FOUR CRORES TWENTY SIX LAKHS FIFTY EIGHT THOUSAND TWO HUNDRED) FULLY PAID- UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE EXPANDED EQUITY AND VOTING SHARE CAPITAL (*AS DEFINED BELOW) OF SPIL, ON A FULLY DILUTED BASIS, FROM THE PUBLIC SHAREHOLDERS OF SPIL BY MR. SHANKAR VARADHARAJAN (ACQUIRER-1) AND MR. ANANCHA PERUMAL SELVI KESHAV (ACQUIRER-2) (ACQUIRER-1 AND ACQUIRER-2 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ALONG WITH MR. ROHAN RAMASWAMY (PAC-1), MR. SUBRAMANYAM VENKATESH (PAC-2) AND MR. SEETHAPATHI VIGNESH (PAC-3) (PAC-1, PAC-2 AND PAC-3 HEREINAFTER COLLECTIVELY REFERRED AS PERSON ACTING IN CONCERTS /PAC's) PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3 (1) AND REGULATION 4 READ WITH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")**

This Public Announcement ("Public Announcement" or "PA") is being issued by Navigant Corporate Advisors Limited (the "Manager to the Offer") for and on behalf of the Acquirers and PACs, to the Public Shareholders of the Target Company pursuant to and in compliance with Regulations 3 (1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations.

**DEFINITIONS:**

**"Equity Shares"** means the fully paid -up equity shares of Target Company of face value of Rs. 10 (Rupees Ten Only) each.

**"Existing Share & Voting Capital"** means paid up share capital of the Target Company prior to Proposed preferential issue i.e., Rs. 1,40,21,500 divided into 14,02,150 Equity Shares of Rs. 10 Each.

**"Emerging Equity & Voting Share Capital"** means 11,54,75,610 fully paid -up equity shares of the face value of Rs. 10/- each of the Target Company being the capital post allotment of 11,40,73,460 equity shares, out of which 6,54,05,610 equity shares to the Acquirers and 4,86,67,850 equity shares to others public category investors on preferential basis.

*"**Expanded Equity & Voting Share Capital"** means 16,40,70,000 fully paid -up equity shares of the face value of Rs. 10/- each of the Target Company being the capital post allotment of 11,40,73,460 equity shares and also inclusive of 4,85,94,390 warrants convertible into equity shares to the Acquirers, PACs and others public category investor on preferential basis.

Keshav

**"Proposed Preferential Issue"** means the proposed preferential allotment as approved by Board of Directors of the Target Company at their Board Meeting held on Thursday, 07th August, 2025 subject to approval of members and other regulatory approvals of 11,40,73,460 equity shares (4,87,37,920 equity shares to Acquirers in kind against acquisition of 10,000 equity shares of KS Smart Solutions Private Limited ("KSSPL") / "Selling Company") at Rs. 10/- per equity share and 1,66,67,690 equity shares to Acquirers at an issue price of Rs. 10/- per equity share and 4,86,67,850 equity shares to public category investors at an issue price of Rs. 20/- per equity share (including a premium of Rs. 10/- per equity share) also 4,85,94,390 warrants convertible into equity shares, out of which 3,45,94,390 convertible warrants to the Acquirers and PACs at Rs. 10/- per convertible warrant and 1,40,00,000 convertible warrants to public category investors at Rs. 20/- (including a premium of Rs. 10/-) per convertible warrant.

**"Selling Company"** means the KS Smart Solutions Private Limited ("KSSPL"), promoted by the Acquirers.

1. **OFFER DETAILS:**

- **Offer Size:** This Open Offer is being made by the Acquirers and PACs for acquisition of 4,26,58,200 fully paid -up Equity Shares of Rs. 10/- Each constituting **26.00%** of the Expanded equity and voting share capital of the Target Company.

- **Offer Price:** An offer price of Rs. 10/- (Rupees Ten Only) per fully paid-up Equity Share (hereinafter referred to as the "**Offer Price**") will be offered for the equity shares tendered during the tendering period assuming full acceptance, the total consideration payable by the Acquirers and PACs will be Rs. 42,65,82,000/- (Rupees Forty Two Crores Sixty Five Lacs Eighty Two Thousand Only).

- **Mode of Payment**: The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 **(Regulations).**

- **Type of Offer** (Triggered offer, ~~Voluntary offer/competing offer~~ etc.): The Offer is a Triggered Offer made under Regulation 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011. The offer is being made in compliance with Regulation 13 (2) (g) of (Substantial Acquisition of Shares and Takeovers), Regulations, 2011, pursuant to the substantial acquisition of Equity Shares and voting rights by the Acquirers and PACs under the Proposed Preferential Issue.

2. **TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):**

- The Board of Directors of the Target Company at their meeting held on 07th August, 2025, has authorized a preferential allotment of 6,54,05,610 fully paid- up Equity Shares of face value of Rs. 10/- each on preferential basis representing 56.64% of Emerging Equity & Voting Share Capital (Out of which 4,87,37,920 equity shares for kind i.e. against acquisition of 10,000 equity shares of KS Smart Solutions Private Limited ("KSSPL")/ "Selling Company") at a price at a price of Rs. 10/- (Ten Only) per fully paid- up Equity Share to the Acquirers (2,43,68,960 equity shares to Acquirer -1 and 2,43,68,960 equity shares to Acquirer -2) and 1,66,67,690 equity shares to Acquirers at an issue price of Rs. 10/- per equity share in compliance with the provisions of Companies Act, 2013 ("Act") and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto ("SEBI ICDR Regulations, 2018"). The Board of Directors of the Target Company also at their meeting held on 07th August, 2025, has authorized a preferential allotment of 4,86,67,850 fully paid- up Equity Shares of face value of Rs. 10/- each to other public category investors also 4,85,94,390 warrants convertible into equity shares, out of which 3,45,94,390 convertible warrants to the Acquirers and PACs at Rs. 10/- per convertible warrant and 1,40,00,000 convertible warrants to public category investors at Rs. 20/- (including a premium of Rs. 10/-) per convertible warrant. The consent of the members of the Target Company for the proposed preferential allotment is being sought through issuance of notice of extra ordinary general meeting, which is to be held on September 04 2025.

- This Open Offer is being made under Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011. Pursuant to the Underlying Transaction, the Acquirers and PACs jointly will hold 60.95% of Expanded Equity & Voting Share Capital of the Target Company. The Acquirers shall be classified as promoters and PACs shall also form part of the Promoter Group of the Target Company.

| Details of underlying transaction | | | | | | |
|---|---|---|---|---|---|---|
| **Type of Transaction (Direct/ Indirect)** | **Mode of Transaction (Agreement/ Allotment/ market purchase)** | **Shares / Voting rights acquired/ proposed to be acquired** | | **Total Consideration for shares /VRs acquired (Rs. In Lacs)** | **Mode of payment (Cash / securities)** | **Regulation which has triggered** |
| | | **Number** | **% vis a vis total Equity / voting capital** | | | |
| Direct | Resolution passed at the meeting of Board of Directors of the Target Company held on 07th August, 2025 for issue of equity shares on preferential basis under section 62 of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2018 subject to statutory approvals. | 4,87,37,920 equity shares (2,43,68,960 equity shares to each Acquirer) | 29.71% of Expanded Equity & Voting Share Capital | 4,873.79 | Issue of equity shares of Target Company to the shareholders of Selling Company being the purchase consideration to be paid by Target Company for Acquisition of Selling Company | Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011 |
| | Resolution passed at the meeting of Board of Directors of the Target Company held on 07th August, 2025 for issue of equity shares and convertible warrants on preferential basis under section 62 of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2018 subject to statutory approvals. | 1,66,67,690 equity shares to Acquirers (83,33,845 equity shares to each Acquirer) and 3,45,94,390 convertible warrants to Acquirers and PACs | 31.24% of Expanded Equity & Voting Share Capital | 5,126.21 | Cash | |

NAVIGANT CORPORATE ADVISORS LTD. MUMBAI

## 3. DETAILS OF THE ACQUIRERS AND PACs:

| Name of Acquirers/PACs | Address | Name(s) of persons in control/promoters of acquirers/PACs where Acquirers/PACs are companies | Name of the Group, if any, to which the Acquirers/PACs belongs to | Pre-Transaction Shareholding Number and % of Total Present Share Capital | Proposed shareholding after acquisition of shares which triggered open offer Number and % of Total Emerging Equity & Voting Share Capital | Proposed shareholding after acquisition of shares and convertible warrants which triggered open offer Number and % of Total Expanded Equity and Voting Share Capital | Any other interest in the Target Company |
|---|---|---|---|---|---|---|---|
| **Acquirers:** | | | | | | | |
| Mr. Shankar Varadharajan (Acquirer-1) | Old No 22, New No. 26, Dooming Street, Santhome, Mylapore, Chennai Tamil Nadu - 600004 | N.A. | N.A. | Nil (0.00%) | 3,27,02,805 (28.32%) | 4,16,12,500 (25.36%) | N.A. |
| Mr. Anancha Perumal Selvi Keshav (Acquirer-2) | 14/51, 3B Indrani Raja, Illam, South Boag Road, Thiyagaraya Nagar, Chennai, Tamil Nadu- 600017 | N.A. | N.A. | Nil (0.00%) | 3,27,02,805 (28.32%) | 4,16,12,500 (25.36%) | N.A. |
| **PACs:** | | | | | | | |
| Mr. Rohan Ramaswamy (PAC-1) | 3B, Indrani Raja, Illam, 14/51, South Boag Road, T Nagar, Thiyagaraya Nagar, Chennai, Tamil Nadu - 600017 | N.A. | N.A. | Nil (0.00%) | Nil (0.00%) | 74,00,000 (4.51%) | N.A. |
| Mr. Subramanyam Venkatesh (PAC-2) | 6-3-595/46 Padmavathi Nagar, Near Post Office, Khairatabad, Hyderabad, Andhrapradesh-500004 | N.A. | N.A. | Nil (0.00%) | Nil (0.00%) | 74,00,000 (4.51%) | N.A. |
| Mr. Seethapathi Vignesh (PAC-3) | Plot No. 13, G1 Lake View Apartments, Balu Avenue 1, Chitlapakkam, Kancheepuram, Tamil Nadu - 600064 | N.A. | N.A. | Nil (0.00%) | Nil (0.00%) | 19,75,000 (1.20%) | N.A. |
| **Total** | | | | **Nil (0.00%)** | **6,54,05,610 (56.64%)** | **10,00,00,000 (60.95%)** | |

NAVIGANT CORPORATE ADVISORS LTD MUMBAI

## 4. DETAILS OF SELLING SHAREHOLDERS:

Not applicable as the Open Offer is being made pursuant to the Preferential Issue.

## 5. TARGET COMPANY:

The Target Company i.e., Soma Papers and Industries Limited having its present registered office at S No.18. 3rd Floor, B Block, Win Win Hub, JNTU Hi Tech City Main Road, Madhapur, Khanamet, Rangareddy, Madhapur, Hyderabad, Shaikpet, Telangana, 500081.
The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 516038 and SOMAPPR respectively. The Equity Shares of Target Company are infrequently traded on BSE in terms of Regulation 2(1)(j) of the Takeover Regulations.

## 6. OTHER DETAILS:

6.1 This to inform to all the Shareholders of Target Company that the details of the open offer would be published shortly in the newspaper in terms of the provisions of Regulation 14 (3) of SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before August 14, 2025.

6.2 The Acquirers and PACs undertake that they are aware and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.

6.3 This is not a Competitive Bid.

6.4 This offer is not conditional upon any minimum level of acceptance as per Regulation 19 (1) of SEBI (SAST) Regulations, 2011.

6.5 All the information pertaining to the Target Company has been obtained from the information published and from publicly available sources and the accuracy thereof has not been independently verified by the Manager to the Offer.

**Issued by:**

Navigant


**NAVIGANT CORPORATE ADVISORS LIMITED**
804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road,
Andheri (East), Mumbai-400-059.
**Tel No.** +91 22 4120 4837
**Email id:** navigant@navigantcorp.com
**Website:** www.navigantcorp.com
**SEBI Registration No:** INM000012243
**Contact person:** Mr. Sarthak Vijlani


**Signed by:**

Mr. Anancha Perumal Selvi Keshav
(Acquirer-2)
On Behalf of Acquirers
(Acting on behalf of self and other Acquirer-1 and PACs as Authorized Signatory)
Place: Chennai, Tamil Nadu, Date: August 07, 2025