

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(4), 14(3), AND 15(2) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF

SOMA TEXTILES & INDUSTRIES LIMITED

Registered Office at: 2, Red Cross Place, Kolkata - 700001, West Bengal, India; Tel: +91-33-22487406/07

E-mail ID: investors@somatextiles.com and cs@somatextiles.com; Website: <https://www.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 ("EQUITY SHARES"), REPRESENTING 25.02% (TWENTY FIVE POINT ZERO TWO PER CENT) OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) OF SOMA TEXTILES & INDUSTRIES LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY ("OPEN OFFER" OR "OFFER") BY ROADWAY SOLUTIONS INDIA INFRA LIMITED ("ACQUIRER") ALONG WITH AMEET HARJINDER GADHOKE ("PAC 1") AND TEJA RANADE GADHOKE ("PAC 2") (COLLECTIVELY PAC 1 AND PAC 2 ARE REFERRED TO AS THE "PACS") 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.

This detailed public statement ("DPS") is being issued by Mefcom Capital Markets Limited, the manager to the Open Offer (the "Manager to the Offer"), for and on behalf of the Acquirer and the PACs to the Public Shareholders (as defined below) of the Target Company, pursuant to and in compliance with Regulations 3(1) and 4 read with Regulations 13(4), 14(3), and 15(2) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI (SAST) Regulations" and any reference to a particular "Regulation" in this DPS shall mean the particular regulation of the SEBI (SAST) Regulations).

This DPS is being issued pursuant to the public announcement made on July 09, 2025 ("Public Announcement" or "PA") filed with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges") on July 09, 2025 in terms of Regulation 14(1) of the SEBI (SAST) Regulations. The PA was also filed with the Securities and Exchange Board of India ("SEBI") and sent to the Target Company on July 09, 2025 in terms of Regulations 14(2) of SEBI (SAST) Regulations.

For the purposes of this DPS, 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 having face value of INR 10/- (Indian Rupees Ten only) each;
- (b) "Offer Period" has the meaning ascribed to it in the SEBI (SAST) Regulations;
- (c) "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 SPA (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;
- (d) "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;
- (e) "SEBI" means the Securities and Exchange Board of India;
- (f) "Sellers" collectively means Surendra Kumar Somany, Surendra Kumar Somany HUF, Arvind Kumar Somany, Arvind Kumar Somany HUF, Prasann Arvind Kumar Somany, and Saropari Investments Private Limited;
- (g) "Share Purchase Agreement" or "SPA" means the share purchase agreement dated July 09, 2025 executed amongst the Acquirer, PACs, and the Sellers for sale of the Sale Shares to the Acquirer and the PACs;
- (h) "Tendering Period" has the meaning ascribed to it under the SEBI (SAST) Regulations;
- (i) "Transaction" means collectively the Underlying Transaction (as described in Part II (Background to the Open Offer) of this DPS) and the Open Offer;
- (j) "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
- (k) "Working Day" means any working day of SEBI.

I. ACQUIRER, PACs, SELLERS, TARGET COMPANY AND OPEN OFFER

(A) Details of Roadway Solutions India Infra Limited ("Acquirer") and PACs

- 1. Acquirer:
 - (i) The Acquirer is a public unlisted company, incorporated under the laws of Companies Act, 2013, on March 23, 2017, with registration number U45201PN2017PLC169565. There has been no change in the name of the Acquirer since its incorporation. The contact details of the Acquirer are as follows: telephone number: +912029704521.
 - (ii) The Acquirer has its registered office at Sn-29 Hn-20 Kondhwa Kd. Nr. Kubex Soc. Nr. Shera School, Pune - 411048.
 - (iii) The Acquirer belongs to the Roadway group of companies.
 - (iv) The Acquirer is engaged in the business of construction and other allied activities of national highway roads for use by general public.
 - (v) The shares of the Acquirer are not listed on any stock exchange in India or abroad.
 - (vi) Save and except for the PACs no other person is acting in concert with the Acquirer for the purpose of this Open Offer.
- (vii) As on the date of this DPS, the capital structure of the Acquirer is as follows:

Particulars	Number of Equity Shares	Amount (INR)
Authorized Capital	106,00,00,000 Equity Shares of face value of INR 5/- each	530,00,00,000.00
Issued, subscribed & fully paid-up share capital	105,84,20,000 Equity Shares of face value of INR 5/- each	529,21,00,000.00

- (viii) The shareholding of the Acquirer with name of key shareholders with clear identification of persons in control/ promoters as on the date of this DPS is as follows:

Name of Shareholder	Number Shares	% Shareholding
Key Shareholders/ Promoters:		
Ameet Harjinder Gadhoke	86,79,04,400	82.00%
Navjeet Singh Gadhoke	12,75,58,964	12.05%
Teja Ranade Gadhoke	4,76,28,900	4.50%
Other Shareholders:		
Ranjeet Harjinder Gadhoke	2,000	Negligible
Dolly Harjinder Gadhoke	2,000	Negligible
Harjinder Singh Gadhoke	2,000	Negligible
Shalaka Vaidya Gadhoke	200	Negligible
Ameet Gadhoke J/W Teja Ranade Gadhoke	38,30,384	0.36%
Ameet Gadhoke J/W Ariana Gadhoke	38,30,384	0.36%
Ameet Gadhoke J/W Tanaya Gadhoke	38,30,384	0.36%
Ameet Gadhoke J/W Navjeet Singh Gadhoke	38,30,384	0.36%
Total	1,05,84,20,000	100.00%

- (ix) The ultimate beneficial ownership of the Acquirer is held by Mr. Ameet Harjinder Gadhoke.
- (x) The key financial information of the Acquirer, audited by M/s Khanvalkar Karwe and Associates, based on its standalone audited financial statements as at and for the 12 (twelve) month periods ended March 31, 2024, March 31, 2023 and March 31, 2022, and on its standalone limited review financial statements as at and for the 11 (eleven) month period ended February 28, 2025 are as follows:

In INR crore, except per share data

Particulars	11 (eleven) month period ended February 28, 2025 (limited review standalone)	Year Ended 31st March 2024 (audited standalone)	Year Ended 31st March 2023 (audited standalone)	Year Ended 31st March 2022 (audited standalone)
Income From Operations	876.56	1,200.54	1,522.74	1,382.27
Total Income ⁽¹⁾	911.16	1,233.29	1,550.70	1,429.45
Profit/(Loss) After Tax	63.29	47.85	8.05	122.63
Earnings Per Share (INR)	0.60 ⁽²⁾	0.45	0.08	1.16
Total Equity/ Net-worth	1370.62	910.33	861.43	852.24

Notes:

- 1. Total income consists of revenue from operations and other income.
- 2. On unannualized basis.

(xi) 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 as follows:

In INR crore, except per share data

Particulars	Year Ended 31st March 2024 (audited consolidated)	Year Ended 31st March 2023 (audited consolidated)	Year Ended 31st March 2022 (audited consolidated)
Income From Operations	1,339.00	1,792.83	1,383.83
Total Income ⁽¹⁾	1,372.38	1,825.89	1,412.46
Profit/ (Loss) After Tax	57.77	36.69	89.08
Earnings Per Share (INR)	0.55	0.35	0.84
Total Equity/ Net-worth	870.80	876.02	744.50

Notes:

- 1. Total income consists of revenue from operations and other income.

2. Details of PACs

(i) PACs are shareholders and directors of the Acquirer. PAC 1 is the managing director of the Acquirer and PAC 2 is a director of the Acquirer. Both the PACs form part of the promoter group of the Acquirer.

(ii) Details of PACs:

Details	PAC 1	PAC 2
Name	Ameet Harjinder Gadhoke	Teja Ranade Gadhoke
Address	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
PAN	AGUPG4729Q	AGBRP2203B
DIN	01730158	00028218
Educational Qualifications/ Experience	B.E. Civil engineer and Masters in Decorative Concrete	Fellow of the society of actuaries (SOA). BS. Mathematics degree from the University of Texas, Austin and M.A. Statistics from Columbia University, New York
Net-worth	INR 1,162.40 Crores as certified by Nikita Khiyani, Chartered Accountant (Membership No. 197393), (UDIN: 25197393BMOOHJ1281) vide certificate dated July 14, 2025, having office at Sindhi Camp Kachhi Kholi, Akola - 444001, India. Contact No.: +91 9049722838, Email id: nikita.khiyani@outlook.com	INR 68.56 Crores as certified by Nikita Khiyani, Chartered Accountant, (Membership No. 197393), (UDIN: 25197393BMOOHJ1282) vide certificate dated July 14, 2025, having office at Sindhi Camp Kachhi Kholi, Akola - 444001, India. Contact No.: +91 9049722838, Email id: nikita.khiyani@outlook.com

3. Undertaking:

- (i) Except for the transactions contemplated by the Acquirer and PACs under the SPA, as on the date of this DPS, neither the Acquirer, nor its directors or key employees, or PACs, have any relationship with or interest in the Target Company. Furthermore, no directors representing the Acquirer or the PACs are on the board of directors of the Target Company.
- (ii) As of the date of this DPS, the Acquirer and PACs do not hold any Equity Shares or voting rights in the Target Company. Furthermore, the Acquirer and PACs have not acquired any Equity Shares of the Target Company between the date of the PA i.e. July 09, 2025 and the date of this DPS.
- (iii) The Acquirer and PACs have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- (iv) Neither the Acquirer nor its directors, or key managerial employees (if any) or PACs are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- (v) Neither the Acquirer nor its directors, key managerial employees (if any) or PACs are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.

(B) Details of the Sellers

1. The details of Sellers have been set out hereunder:

Nature of the Entity/ Individual	Name of Entity/ Individual	Details of change in name in the past (if applicable)	Residential Office Address	Part of the Promoter Group of the Target Company (Yes/No) (1)	Name of the
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Nine Thousand Three Hundred and Sixty Five and Eighty Eight paise only) (assuming full acceptance) ("Offer Size"), subject to the terms and conditions mentioned in the Public Announcement, this Detailed Public Statement, and to be set out in the letter of offer ("Letter of Offer") that is proposed to be issued in accordance with the SEBI (SAST) Regulations, after incorporating the comments of SEBI, if any, on the draft Letter of Offer.

5. The Offer Price has been arrived 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 by the Acquirer in accordance with the SEBI (SAST) Regulations will be 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) (the "Maximum Consideration").
6. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Public Announcement, this Detailed Public Statement and the Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.
7. The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Offer Shares being validly tendered during the Offer Period, in this Open Offer, together with all the rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof and in accordance with the terms and conditions set forth in the Public Announcement, this Detailed Public Statement and as will be set out in the Letter of Offer, and the tendering Public Shareholders shall have obtained all necessary consents required by them to tender the Offer Shares.
8. All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the Reserve Bank of India) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
9. Paragraph 1(iii) of Part II (*Background to the Open Offer*) of this Detailed Public Statement sets out the details of the conditions stipulated in the SPA which, if not met for reasons outside the reasonable control of the Acquirer and PACs, may lead to the Transaction being withdrawn in accordance with Regulation 23 of the SEBI (SAST) Regulations. In the event of the SPA being terminated and a withdrawal of the Open Offer, a public announcement will be made within 2 (Two) Working Days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.
10. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
11. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
12. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
13. Currently, the Acquirer and PACs do not have any intention to dispose off or alienate (whether by way of sale or lease) or otherwise encumber any material assets of the Target Company or of any of its subsidiaries in the 2 (Two) years from completion of the Open Offer, except: (i) in the ordinary course of business (including for the disposal of assets and creation of encumbrances in accordance with business requirements); or (ii) with the prior approval of the shareholders as required under applicable law, including in accordance with the proviso to Regulation 25(2) of the SEBI (SAST) Regulations; or (iii) in accordance with the prior decision of the board of directors of the Target Company; or (iv) on account of regulatory approvals or conditions or compliance with any law that is binding on or applicable to the operations of the Target Company or its subsidiaries.
14. As per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended (the "SCRR"), the Target Company is required to maintain minimum public shareholding, as determined in accordance with the SCRR, on a continuous basis for listing. Upon completion of the Transaction, public shareholding of the Target Company will not fall below the minimum level of public shareholding as required to be maintained by the Target Company as per the SCRR and the SEBI (LODR) Regulations. The Acquirer does not intend to delist the Target Company. 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.
15. The Manager to the Offer do not hold any Equity Shares of the Target Company as on the date of this DPS. The Manager to the Offer shall not deal, on their own account, in the Equity Shares of the Target Company during the Offer Period as defined in the SEBI (SAST) Regulations.

II. BACKGROUND TO THE OFFER

The Acquirer and the PACs have entered into the SPA to implement the Underlying Transaction, pursuant to which the Offer is being made by the Acquirer and the PACs under Regulations 3(1) and 4 of the SEBI (SAST) Regulations to all the Public Shareholders of the Target Company. This Offer is a mandatory open offer.

1. Summary of the SPA

(i) The SPA has been entered into between the Acquirer, PACs and the Sellers on July 09, 2025 ("Execution Date") for the purchase of the Sale Shares, subject to, and in accordance with, the terms of the SPA.

(ii) Under the SPA, the Acquirer and PACs have agreed to acquire the Sale Shares i.e. 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 issued and paid up share capital of Target Company from the Sellers at the price of INR 35.40 (Indian Rupees Thirty Five point Forty paise only) per Equity Share and 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 SPA.

(iii) The salient features of the SPA are set out below:

a. The SPA sets forth the terms and conditions agreed between the Sellers, the Acquirer and PACs and their respective rights and obligations with respect to the Underlying Transaction. The consideration for the purchase of the Sale Shares by the Acquirer and PACs from the Sellers will be paid in accordance with the terms of the SPA.

b. The consummation of the Underlying Transaction is subject to satisfaction, or waiver of conditions precedent as specified under the SPA, including the following key conditions precedent:

- Sellers having obtained necessary corporate and third party approvals (if any) for the consummation of the transaction under the SPA;
- There being no material adverse effect (defined in the SPA) on the Target Company;
- Sellers having provided to the Acquirer and PACs, drafts of certificates from chartered accountants in respect of any pending or outstanding tax demands; and
- Absence of any proceedings or orders pending or threatened against the Sellers and/or the Target Company, which interferes with the consummation of transaction under the SPA.

Capitalised terms used above shall have the meaning ascribed to them in the SPA.

c. Upon satisfaction or waiver of the conditions under the SPA, the consummation of the Underlying Transaction shall take place prior to the Long Stop Date (as

defined in the SPA), or any extended period, in accordance with the terms of the SPA.

- d. Subject to the fulfilment of the conditions under the SPA and in accordance with Regulation 22(2) of the SEBI (SAST) Regulations, the Sellers, the Acquirer and the PACs intend to consummate the Underlying Transaction as per the terms of the SPA, after 21 Working Days from the date of this DPS, subject to the fulfilment of all requirements under Regulation 22(2) and other applicable Regulations under the SEBI (SAST) Regulations.
- e. Upon consummation of the Underlying Transaction, each of the parties to the SPA shall undertake actions as set out in the SPA including for the re-constitution of the board of directors of the Target Company, approving appointment of nominee directors of the Acquirer and PACs and taking on record the resignation of the directors nominated by the Sellers (as defined in the SPA).
- f. The parties to the SPA have made certain representations and warranties under the SPA. The Sellers have agreed to indemnify the Acquirer and PACs for certain matters and on such terms as set out in the SPA.
- g. The SPA can be terminated (i) by the Acquirer and PACs, at their sole and absolute discretion by giving to the Sellers a 7 (seven) days' prior written notice, if the Sellers' Conditions Precedent (as defined in the SPA) have not been satisfied (unless waived by the Acquirer in writing) on or prior to the Long Stop Date (as defined under the SPA); (ii) by the Sellers, at their sole and absolute discretion by giving to the Acquirer and PACs a 7 (seven) days' prior written notice, if the Acquirer's and PACs' Conditions Precedent have not been satisfied (unless waived by the Sellers in writing) on or prior to the Long Stop Date; or (iii) in the event the Completion (as defined in the SPA) does not occur by the Long Stop Date, the non-defaulting Party shall be entitled to terminate the SPA in accordance with the terms of the SPA.

Pursuant to the Open Offer and upon the consummation of the Underlying Transaction, the Acquirer and PACs will acquire control over the Target Company and the Acquirer and PACs will be classified as 'promoters' of the Target Company in terms of the SEBI (LODR) Regulations and the SEBI (SAST) Regulations. Further, upon completion of the Underlying Transaction, the Sellers will cease to be in control of the Target Company and will cease to hold any shares or voting rights in the Target Company.

- (iv) Details of the Underlying Transaction is set out below:

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/ voting rights acquired (INR)	Mode of payment	Regulation which has triggered
		Number	% vis-à-vis total equity/ Voting Share Capital		
Direct	Agreement – The Acquirer and the PACs have entered into the SPA 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 SPA.	2,47,68,058	74.98% INR 87,67,42,526/-	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

2. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Public Announcement, this DPS and the Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.

3. **Object of the Offer:** The Open Offer is being made as a result of the proposed acquisition of more than 25% (Twenty Five percent) of shares, voting rights and control of the Target Company by the Acquirer and PACs resulting in a change of control of the Target Company in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations. The prime object of this Offer is to acquire substantial Equity Shares and Voting Share Capital accompanied by control over the Target Company. 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. 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. 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.

III. SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed (post-Offer) shareholding of the Acquirer and PACs in the Target Company and the details of acquisition are as follows:

Details	Acquirer and PACs		
	No. of Equity Shares	Percentage Shareholder (%)	
Shareholding as on the Public Announcement date	NIL	NIL	
Shares acquired between the Public Announcement date and the DPS date	NIL	NIL	
Shareholding as on the DPS date	NIL	NIL	
Post Offer shareholding calculated on the Voting Share Capital (assuming no Equity Shares tendered in the Offer and acquisition of Sale Shares has been completed pursuant to the Underlying Transaction) (on diluted basis, as on 10th working day after closing of tendering period)	2,47,68,058	74.98% of the Voting Share Capital	

Details of shareholding between Acquirer and PACs:

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	

Post Offer shareholding calculated on the Voting Share Capital

	No. of Equity Shares	Percentage Shareholder (%)	
	3,30,33,000	100.00% of the Voting Share Capital	

Details of shareholding between Acquirer and PACs:

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	

2. The Acquirer and the members of its board of directors and the PACs do not have any shareholding in the Target Company as on the date of this DPS.

IV. OFFER PRICE

1. The Equity Shares are listed on the Stock Exchanges.
2. The traded turnover of the Equity Shares on the Stock Exchanges during the period July 01, 2024 to June 30, 2025 ("Twelve Month Period"), viz. 12 (twelve) calendar months preceding the calendar month in which the PA has been made is set out below:

Stock Exchange	Traded turnover of equity shares of the Target Company during the Twelve Month Period ("A") (No. of equity shares)	Total number of listed Equity Shares of the Target Company during the Twelve Month Period ("B")	Traded Turnover % (A/B)
BSE	40,20,761	3,30,33,000	12.18%
NSE	2,86,22,148	3,30,33,000	86.65%

Source: BSE and NSE website and as certified pursuant to certificate dated July 09, 2025 issued by Bansi S. Mehta & Co., Chartered Accountants.

Based on the above information, in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, the Equity Shares are frequently traded.

4. The Offer Price of INR 47.14/- (Indian Rupees Forty Seven and Fourteen paise only) per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations on the basis of the following, being the highest of:

S. No.	Particulars	Price (INR per Offer Share)
1.	The highest negotiated price per share of the Target Company for any acquisition under the agreement attracting the obligation to make the Public Announcement of the Offer i.e. the price per Equity Share under the SPA	INR 35.40/-
2.	The volume-weighted average price paid or payable for acquisitions, by the Acquirer or any person acting in concert with the Acquirer, during the fifty two weeks immediately preceding the date of the Public Announcement.	Not Applicable
3.	The highest price paid or payable for any acquisition, by the Acquirer or any person acting in concert with the Acquirer, during the twenty six weeks immediately preceding the date of the Public Announcement.	Not Applicable
4.	The volume-weighted average market price per Equity Share for a period of sixty trading days immediately preceding the date of the Public Announcement as traded on NSE, being the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period of sixty trading days immediately preceding the date of the Public Announcement	INR 47.14/-
5.	Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and	Not Applicable as the shares of the Target Company are frequently traded
6.	The per equity share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	Not Applicable as it is a direct acquisition

Source: Based on the certificate dated July 09, 2025 issued by Bansi S. Mehta & Co., Chartered Accountants.

6. In view of the parameters considered and presented in the table above, the Offer Price, under Regulation 8(2) of the SEBI (SAST) Regulations, is the highest of above parameters, i.e., INR 47.14

cash deposit in such Escrow Account of INR 10,00,00,000/- (Indian Rupees Ten Crores only) ("Escrow Amount"). The amount deposited in the Escrow Account in cash is more than 25% of the total consideration, which has been confirmed vide a confirmation letter dated July 15, 2025 issued by the Escrow Agent.

3. The Manager to the Offer has been solely authorised and empowered by the Acquirer to operate and realise the Escrow Amount lying to the credit of the Escrow Account in accordance with the SEBI (SAST) Regulations.
4. The Acquirer and PACs have adequate financial resources to meet its obligations under the SEBI (SAST) Regulations for the purposes of the Open Offer.

5. K.J. Sheth & Associates, Chartered Accountants (Firm Registration Number: 0118598W) and membership number: 037824 having their office at 507, Fifth Floor, Atlantic Commercial Tower, RB Mehta Marg, Ghatkopar (East), Mumbai - 400077, has vide certificate dated July 09, 2025, certified that the Acquirer and the PACs has firm financial arrangements through verifiable means to meet their payment obligations under this Open Offer. Based on the above, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfil its obligations in relation to this Offer through verifiable means in accordance with the SEBI (SAST) Regulations.

6. In case of any upward revision in the Offer Price or the Offer Size, corresponding increase to the Escrow Amount as mentioned above in this Part shall be made by the Acquirer and PACs in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

VII. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER

1. As on the date of this DPS, to the best of the knowledge of the Acquirer and PACs, there are no statutory approval(s) required by the Acquirer and PACs to complete the transactions contemplated under the SPA and this Open Offer. However, in case of any statutory approval(s) being required by the Acquirer and PACs at a later date prior to closure of the Tendering Period, this Offer shall be subject to such other statutory or governmental approvals and the Acquirer and PACs shall make the necessary applications for such approvals.
2. In case of delay in receipt of any statutory approval(s) that may be required by the Acquirer and PACs for the Open Offer, SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer and PACs to diligently pursue such approval(s), and subject to such terms and conditions as specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, grant an extension of time to the Acquirer for making the payment of the consideration to the Public Shareholders whose Equity Shares have been accepted in the Offer. Provided that where the statutory approval(s) extend to some but not all Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approval(s) are required in order to complete this Offer.
3. All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares held by them, in the Offer (including without limitation, the approval from Reserve Bank of India ("RBI") or any other regulatory body) and to submit such approvals along with the other documents required to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
4. Subject to the receipt of the statutory and other approvals, if any, the Acquirer and PACs shall complete all procedures relating to the Open Offer, including payment of consideration within 10 (Ten) Working Days from the closure of the Tendering Period to those Public Shareholders who have tendered their shares in the Offer Period and whose Equity Shares are approved for acquisition by the Acquirer and PACs.

VIII. TENTATIVE SCHEDULE OF ACTIVITY

Sr. No.	Activities	Day and Dates *
1	Issue of PA	Wednesday, July 09, 2025
2	Publication of this DPS in newspapers	Wednesday, July 16, 2025
3	Last date of filing of the draft letter of offer with SEBI	Wednesday, July 23, 2025
4	Last date for public announcement for competing offer(s)	Wednesday, August 06, 2025
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
6	Identified Date* for determining shareholders to whom LOF shall be sent	Wednesday, August 13, 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
8	Last Date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer	Wednesday, August 27, 2025
9	Last date for upward revision of the Offer Price / the size of the Open Offer	Thursday, August 28, 2025
10	Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published	Thursday, August 28, 2025
11	Date of commencement of the Tendering Period	Friday, August 29, 2025

Sr. No.	Activities	Day and Dates *
12	Date of closure of the Tendering Period ("Offer Closing Date")	Friday, September 12, 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
14	Last date for publication of post Open Offer public announcement in the newspapers in which this DPS has been published	Friday, October 03, 2025
15	Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS was published	Friday, October 03, 2025

* The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all Public Shareholders (i.e. holders (registered or unregistered) of Equity Shares (except the Acquirer, PACs the Sellers, parties to the SPA and persons deemed to be acting in concert with the parties to the SPA) are eligible to participate in the Offer any time during the Tendering Period.

*The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of relevant approvals from various statutory/regulatory authorities and may have to be revised accordingly.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

1. The Open Offer will be implemented by the Acquirer through a stock exchange mechanism made available by stock exchanges in the form of a separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI's Master Circular SEBI/HO/CFD/PoD-1/P/ CIR/2023/31 dated February 16, 2023 ("Master Circular"). BSE shall be the designated stock exchange ("Designated Stock Exchange) for the purpose of tendering Equity Shares in the Open Offer.
2. All the Public Shareholders, holding Equity Shares whether in dematerialized form or physical form, registered or unregistered, are eligible to participate in this Open Offer at any time during the Tendering Period for this Open Offer. As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations as amended and SEBI's press release dated 3 December 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated 31 July 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
3. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e., the date falling on the 10th (Tenth) Working Day prior to the commencement of Tendering Period, or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer (subject to Part VI (Statutory and Other Approvals required for the Offer) above). In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer by providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
4. The Acquirer will appoint a registered broker as a buying broker ("Buying Broker") through whom the purchases and settlements on account of the Offer Shares tendered under the Open Offer shall be made.
5. All Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the Tendering Period.
6. A separate Acquisition Window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized Equity Shares only. The cumulative quantity of Equity Shares tendered shall be displayed on the Stock Exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering Period.
7. The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender their Equity Shares in the Open Offer using the Acquisition Window. Before placing the order/ bid, the Selling Broker will be required to mark lien on the tendered Equity Shares. Details of such Equity Shares marked as lien in the demat account of the Public Shareholders shall be provided by the depository to the BSE Clearing Limited.
8. Accidental omission to dispatch the Letter of Offer to any person to whom the Open Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Open Offer in any way.
9. In terms of the Master Circular, a lien shall be marked against the Equity Shares tendered in the Offer. Upon finalization of the entitlement, only the accepted quantity of Equity Shares will be debited from the demat account of the concerned Public Shareholder.
10. In the event the Selling Broker of a Public Shareholder is not registered with the BSE, then the Public Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable

law). In case the Public Shareholders are unable to register using UCC facility through any other BSE registered broker, Public Shareholders may approach Buying Broker for guidance to place their Bids. The requirement of documents and procedures may vary from broker to broker.

11. The cumulative quantity tendered shall be displayed on Designated Stock Exchange's website: <https://www.bseindia.com> throughout the trading session at specific intervals by Designated Stock Exchange during the Tendering Period. Upon finalization of the entitlement, only accepted quantity of Equity Shares will be debited from the demat account of the concerned Public Shareholder.

12. No indemnity is needed from unregistered Public Shareholders.

13. The Public Shareholders who tender their Equity Shares in the Open Offer shall ensure that the Equity Shares are fully paid-up and are free from all liens, charges and encumbrances. The Acquirer shall acquire the Offer Shares that are validly tendered and accepted in the Open Offer, together with all rights attached thereto, including the right to dividends, bonuses and rights offered declared thereof in accordance with the applicable law and the terms set out in the Public Announcement, this Detailed Public Statement and the Letter of Offer.

14. The detailed procedure for tendering the shares in the Offer will be available in the Letter of Offer along with the form of acceptance-cum-acknowledgement, which shall be available on SEBI's website (www.sebi.gov.in) and Public Shareholders can also apply by downloading such form from the said website.

15. Equity Shares should not be submitted/ tendered to the Manager to the Offer, the Acquirer, or the Target Company.

IX. OTHER INFORMATION

1. The Acquirer and its directors in their capacity as the directors, and PACs accept full responsibility for the information contained in the PA, and this DPS (other than such information regarding the Target Company and the Sellers which has been obtained from public sources or provided or relating to and confirmed by the Target Company and/or the Sellers, which has not been independently verified by the Acquirer, PACs and the Manager to the Offer) and shall be responsible for the fulfillment of obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The information pertaining to the Target Company and the Sellers contained in the PA or DPS or Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or publicly available sources or provided by the Target Company and / or the Sellers. The Acquirer and PACs have not independently verified such information and do not accept any responsibility with respect to any information provided in the PA or this DPS or the Letter of Offer pertaining to the Target Company and the Sellers.
2. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Mefcom Capital Markets Limited as the Manager to the Offer.
3. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) has been appointed as the Registrar to the Offer.
4. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
5. In this DPS, all references to "Rs." or "INR" are references to the Indian Rupee(s).
6. The Public Announcement and this DPS would also be available on SEBI's website (www.sebi.gov.in).
7. Unless otherwise stated, the information set out in this Detailed Public Statement reflects the position as of the date hereof.

Issued by the Manager to the Offer:



Mefcom Capital Markets Limited

Address: G-III, Ground Floor, Dalmal House,

Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021

Contact Person: Sameer Purohit/ Akhil Mohod

Tel: +91 (022) 35227026

E-mail: sti.openoffer@mefcomcap.in

Website: www.mefcomcap.in

SEBI Registration Number: INM000000016

Validity Period: Permanent Registration



Registrar to the Offer:

MUFG Intime India Private Limited

(Formerly Link Intime India Private Limited)

Address: C-101, 1st Floor, 247 ParkL.B.S. Marg,

Vikhroli West, Mumbai 400 083, Maharashtra, India

Tel: +91 91 810 811 4949

E-mail: somatextiles.offer@in.mpmms.mufg.com

Website: www.mpmms.mufg.com

Investor Grievance E-mail: somatextiles.offer@in.mpmms.mufg.com

Contact Person: Shanti Gopalkrishnan

SEBI Registration No: INR000004058

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

Place : Mumbai

Date : July 15, 2025

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SAHAYOG MULTISTATE CREDIT CO-OPERATIVE SOCIETY

HEAD OFFICE: In front of Sahayog Hospital, Rani Avanti Bai Square Road,

Ring Road, Gondia - 441 614, Maharashtra.

Mob. : +91 8327278888, E-mail : ho@sahayogmultistate.com, Web : www.sahayogmultistate.com

Outgoing No.: A.D.M /SMCCS/A.G.M. Meeting /09/2025-26 Gondia Dt. 14/07/2025

Notice of Annual General Meeting

All members are informed that the 11th Annual General Meeting of Sahayog Multistate Credit Co-Operative Society Limited will be held through video conference. It has been decided to hold a meeting On Friday 01/08/2025 at 11.30 am. On the following topics at the Head Office of the society- In front of Sahayog Hospital, Rani Avantibai Square Ring Road, Gondia Maharashtra -441614.

However, we request all the members to attend the meeting on time from video conference or any member intend to attend the meeting is also welcome.

- The following shall be the agenda of the meeting :-

1. To consider and adopt the minutes of the previous General Body Meeting.
2. To approve the Annual Report and Audited Financial Statements for the financial year 2024-25.
3. To approve the appropriation of profits for the financial year 2024-25.
4. To approve the budget for the financial year 2025-26.
5. To appoint Statutory Auditors and Concurrent Auditors for the financial year 2025-26.
6. To discuss and approve the purchase of land/building for society.
7. To amend the Bye-Laws regarding the Society's operational area:
 - Existing : Maharashtra, Karnataka, Madhya Pradesh, Uttarakhand, Himachal Pradesh, Chandigarh, Jammu & Kashmir.
 - Proposed Addition : Pondicherry (UT), Goa, Chhattisgarh, Haryana, Bihar, Tamil Nadu, Jharkhand, Punjab, Telangana, Uttar Pradesh, Delhi, Andhra Pradesh, Gujarat.
8. To discuss the opening of zonal offices, regional offices, and branches across Maharashtra, Karnataka, Madhya Pradesh, Uttarakhand, Himachal Pradesh, Chandigarh, and Jammu & Kashmir to facilitated member of the society.
10. To grant approval for initiating a Corporate Insurance Agency and to approve the hiring of necessary staff for its operations.
11. To consider the appointment of an agent, Corporate Agent and business Correspondent to assist in expanding business activities, client outreach, and overall growth.
12. To approve upgradation in IT software and hardware infrastructure to support digital transformation