

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 as 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 Sarvopari 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 10<sup>th</sup> (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 <sup>(1)</sup>	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 <sup>(2)</sup>	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 <sup>(1)</sup>	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	AGBPR2203B
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: 25197393BMOOHJ3272) 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
(as on February 28, 2025)		

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 / Registered Office Address	Part of the Promoter Group of the Target Company (Yes/No) (1)	Name of the Group	Name of the Stock Exchange in India or Abroad, where listed (if applicable)	Equity Shares or voting rights held in the Target Company before entering into an agreement with the Acquirer and PACs	Percentage held of Voting Share Capital in the Target Company (2)
Private Limited Company	Sarvopari Investments Private Limited	No change	14, 2nd floor, Plot no. 120, Vaswani Mansions, Dinslaw Vaccha Road, Backbay Reclamation, Mumbai, Maharashtra - 400020, India	Yes	NA	NA	1,65,12,996	49.99%
Individual	Surendra Kumar Somany	NA	Fiat No.81, Las Palmas Apartment, Little Gibbs Road, Near Atomic Energy Zerlina, Malabar Hill, Mumbai, Maharashtra - 400006	Yes	NA	NA	36,65,735	11.10%
Individual	Arvind Kumar Somany	NA	Somany House, Survey No. 36, Near Koba Circle, Post Office Kasturba Vidyalay, Koba, Gandhinagar, Gujarat - 382007	Yes	NA	NA	23,28,217	7.05%

Nature of the Entity/ Individual	Name of Entity/ Individual	Details of change in name in the past (if applicable)	Residential / Registered Office Address	Part of the Promoter Group of the Target Company (Yes/No) (1)	Name of the Group	Name of the Stock Exchange in India or Abroad, where listed (if applicable)	Equity Shares or voting rights held in the Target Company before entering into an agreement with the Acquirer and PACs	Percentage held of Voting Share Capital in the Target Company (2)
Hindu Undivided Family	Surendra Kumar Somany HUF	NA	Fiat No.81, Las Palmas Apartment, Little Gibbs Road, Near Atomic Energy Zerlina, Malabar Hill, Mumbai, Maharashtra - 400006	Yes	NA	NA	14,02,579	4.25%
Individual	Prasann Somany	NA	Somany House, Survey No. 36, Near Koba Circle, Post Office Kasturba Vidyalay, Koba, Gandhinagar, Gujarat - 382007	Yes	NA	NA	7,31,900	2.22%
Hindu Undivided Family	Arvind Kumar Somany HUF	NA	Somany House, Survey No. 36, Near Koba Circle, Post Office Kasturba Vidyalay, Koba, Gandhinagar, Gujarat - 382007	Yes	NA	NA	1,26,631	0.38%

**Notes:**

(1) Pursuant to the consummation of the Underlying Transaction, the Acquirer along with the PACs will acquire control over the Target Company and the Acquirer along with the PACs shall become and be classified as 'promoters' of the Target Company in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"). The Sellers shall cease to be in control of the Target Company and will cease to hold any shares or voting rights in the Target Company.

(2) Calculated as a percentage of the total issued and paid up equity share capital of the Target Company as at the date of the DPS.

2. The Sellers have not been prohibited by SEBI from dealing in securities or accessing capital markets pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

3. Upon completion of the transactions contemplated in the SPA (as defined below), the Sellers will not hold any Equity Shares or other interest in the Target Company. Further, the Sellers shall cease to be in control of the Target Company and cease to be the promoters of the Target Company.

(C) Details of Soma Textiles & Industries Limited ("Target Company")

1. The Target Company is a public limited company bearing corporate identification number L51909WB1940PLC010070. The Target Company was incorporated on March 29, 1940 as a company limited by shares. It changed its name from R.B. Rodda & Co., Ltd to Soma Textiles & Industries Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies at West Bengal on January 21, 1992.

2. The registered office of the Target Company is at 2, Red Cross Place, Kolkata - 700 001, West Bengal, India. The contact details of the Target Company are as follows: telephone number: +91-33-22487406/07; and e-mail id: investors@somatextiles.co and cs@somatextiles.com.

3. The Target Company is engaged in the business of trading in cotton.

4. The Equity Shares of the Target Company are listed on BSE (Scrip Code: 521034) and NSE (Symbol: SOMATEX). The ISIN of the Equity Shares of the Target Company is INE 314C01013.

5. As on the date of this DPS, the authorized capital of the Target Company is INR 50,00,00,000/- (Indian Rupees Fifty Crores only) comprising of 4,00,00,00 (Four Crores) Equity Shares of face value of INR 10/- (Indian Rupees Ten only) and 10,00,000 (Ten Lakhs) cumulative redeemable non-convertible preference shares of INR 100/- (Indian Rupees One Hundred only) each. As on the date of this DPS, the issued share capital of the Target Company is INR 33,03,30,000/- (Indian Rupees Indian Rupees Thirty Three Crores Three Lakhs and Thirty Thousand only) comprising of 3,30,33,000 (Three Crores Thirty Lakhs and Thirty Three Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each and the subscribed and fully paid-up fully diluted equity share capital of the Target Company is INR 33,03,30,000/- (Indian Rupees Thirty Three Crores Three Lakhs and Thirty Thousand only) comprising of 3,30,33,000 (Three Crores Thirty Lakhs and Thirty Three Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each.

6. The Equity Shares of the Target Company are frequently traded on the Stock Exchanges in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

7. 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; and (v) there are no shares against which depository receipts are issued.

8. The key financial information of the Target Company based on its audited consolidated financial statements which have been audited by the Target Company's statutory auditors, Pipara & Co., LLP (Firm's Registration No.: 107929W), as at and for the 12 (Twelve) month period ended March 31, 2025 March 31, 2024 and March 31, 2023, are as follows:

In INR crore, except per share data

Particulars	Financial year ended March 31, 2025 (Consolidated) (Audited)	Financial year ended March 31, 2024 (Consolidated) (Audited)	Financial year ended March 31, 2023 (Consolidated) (Audited)
Total Revenue	9.49	5.73	5.20
Net Income	69.31	21.13	165.47
Earnings Per Share (basic and diluted) (in INR)	20.98	6.40	50.09
Networth / Shareholder Funds	157.84	88.53	75.14

Source: [www.bseindia.com](http://www.bseindia.com)

(D) DETAILS OF THE OFFER:

1. This Open Offer is a mandatory open offer made in compliance with Regulations 3(1) and 4 and other applicable regulations of SEBI (SAST) Regulations pursuant to the execution of the SPA in relation to the Underlying Transaction.

2. The Open Offer has been triggered pursuant to the execution of the SPA for the purchase of the Sale Shares representing 74.98% (Seventy Four Point Ninety Eight percent) of the Voting Share Capital of the Target Company by the Acquirer and PACs from the Sellers 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). The completion of the Underlying Transaction under the SPA is subject to satisfaction or waiver of certain conditions precedent contained in the SPA.

3. The Public Announcement was made on July 09, 2025.

4. This Open Offer is being made by the Acquirer to the Public Shareholders to acquire up to 82,64,942 (Eighty Two Lakhs Sixty Four Thousand Nine Hundred and Forty Two) Equity Shares ("Offer Shares") representing 25.02% (Twenty Five Point Zero Two per cent) of the Voting Share Capital of the Target Company, at a price of INR 47.14/- (Indian Rupees Forty Seven and Fourteen paise only) per Offer Share aggregating to a total consideration of 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) (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 fulfillment 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 fulfillment 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 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 SP.

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 Equity Shares of the Target Company	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 (assuming full acceptance in the Open 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)			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 Bansil 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 Bansil 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/- (Indian Rupees Forty Seven and Fourteen paise only) per Equity Share. Accordingly, the Offer Price is justified in terms of the SEBI (SAST) Regulations.

7. Pursuant to regulation 8(17) of the SEBI (SAST) Regulations, there has been no confirmation for any reported event or information provided by the Target Company due to any material price movement as per the framework specified under sub-regulation (11) of Regulation 30 of the SEBI (LODR) Regulations and thus no exclusion or adjustment has been made for determination of offer price under the SEBI (SAST) Regulations.

8. Since the date of the Public Announcement and as on the date of this DPS, based on the confirmation provided by the Target Company, there have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be adjusted by the Acquirer, in consultation with the Manager, in the event of any corporate actions like bonus issue, rights stock consolidations, stock splits, payment of dividend, de-mergers, reduction of capital, stock splits, etc. where the record date for effecting such corporate actions falls prior to the third Working Days prior to the commencement of Tendering Period, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.

9. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may be undertaken by the Acquirer at any time prior to the commencement of 1 (one) Working Day before the commencement of the Tendering Period of this Offer, in accordance with Regulation 18(4) of the SEBI (SAST) Regulations.

10. As on the date of this DPS, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer and PACs shall comply with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations and other applicable provisions of the SEBI (SAST) Regulations. The Offer Price and/or Offer Size is subject to upward revision, if any, pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer at any time prior to the commencement of the last 1 (One) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) and 18(5) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall make corresponding increases to the Escrow Amount (as defined below) shall: (i) make a public announcement in the same newspapers in which the DPS is published; and (ii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office, of such revision.

11. In the event of acquisition of the Equity Shares by the Acquirer and/or the PACs, during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price per Equity Share, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and the PACs shall: (a) make corresponding increase to the Escrow Amount (as defined below); (b) make a public announcement in the same newspapers in which this DPS has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges, and the Target Company at its registered office of such revision. However, the Acquirer and/or the PACs shall not acquire any Equity Shares after the 3rd Working Day prior to the commencement of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer.

12. If the Acquirer and PACs acquire Equity Shares of the Target Company during the period of twenty six weeks after the closure of the Tendering Period at a price higher than the Offer Price per Equity Share, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price to all the Public Shareholders whose Equity Shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being a negotiated acquisition of shares of the Target Company in any form.

V. FINANCIAL ARRANGEMENTS

1. The total consideration for this Open Offer is 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), assuming full acceptance of this Offer (i.e. the Maximum Offer Consideration).

2. The Acquirer has opened an escrow account under the name and title of "ROADWAY SOLUTIONS INDIA INFRA LIMITED – OPEN OFFER ESCROW A/C" ("Escrow Account") with HDFC Bank Limited ("Escrow Agent") pursuant to an escrow agreement dated July 09, 2025 between the Manager to the Offer, the Escrow Agent and the Acquirer ("Escrow Agreement") and has made a



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.

- 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.
- The Acquirer and PACs have adequate financial resources to meet its obligations under the SEBI (SAST) Regulations for the purposes of the Open Offer.
- 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 fulfill its obligations in relation to this Offer through verifiable means in accordance with the SEBI (SAST) Regulations.
- 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.

#### VI. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER

- 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.
- 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.
- 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.
- 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.

#### VII. 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

- 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.
- 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 as are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- 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](http://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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.

- 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.
- No indemnity is needed from unregistered Public Shareholders.
- 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 offers 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.
- 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](http://www.sebi.gov.in)) and Public Shareholders can also apply by downloading such form from the said website.
- Equity Shares should not be submitted/ tendered to the Manager to the Offer, the Acquirer, or the Target Company.

#### IX. OTHER INFORMATION

- 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 fulfilment 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.
- Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Mefcom Capital Markets Limited as the Manager to the Offer.
- MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) has been appointed as the Registrar to the Offer.
- 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.
- In this DPS, all references to "Rs." or "INR" are references to the Indian Rupee(s).
- The Public Announcement and this DPS would also be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)).
- 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, Dalamal House, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021  
**Contact Person:** Sameer Purohit/ Akhil Mohod  
**Tel:** +91 (022) 35227026  
**E-mail:** [stil.openoffer@mefcomcap.in](mailto:stil.openoffer@mefcomcap.in)  
**Website:** [www.mefcomcap.in](http://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.mpms.mufig.com](mailto:somatextiles.offer@in.mpms.mufig.com)  
**Website:** [www.in.mpms.mufig.com](http://www.in.mpms.mufig.com)  
**Investor Grievance E-mail:** [somatextiles.offer@in.mpms.mufig.com](mailto:somatextiles.offer@in.mpms.mufig.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

#### ELIXIR CAPITAL LIMITED

CIN: L67190MH1994PLC083361

**Registered office:** 58, Mittal Chambers, 228, Nariman Point, Mumbai - 400 021  
**Website:** [www.elixircapital.in](http://www.elixircapital.in), Email: [dm@elixirinvestments.com](mailto:dm@elixirinvestments.com) Tel.: 022-6115 1919

#### NOTICE OF THE 31<sup>st</sup> ANNUAL GENERAL MEETING TO BE HELD THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS, RECORD DATE, FINAL DIVIDEND INFORMATION

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting ("AGM") of the members of the Company will be held on Tuesday, 26<sup>th</sup> August, 2025 at 10.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with the provisions of the Companies Act, 2013 ("Act") and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") issued in this regard, without physical presence of the members at a common venue, to transact the business as set out in the Notice of the 31<sup>st</sup> AGM dated 4<sup>th</sup> July, 2025.

In accordance with the applicable MCA and SEBI circulars, the Notice of the 31<sup>st</sup> AGM along with Annual Report for the financial year ended 2024-25 will be sent through electronic mode only to those members, whose e-mail addresses are registered with the Company /Registrar and Transfer Agent ("RTA")/Depository Participants. The requirement of sending physical copies of the Annual Report has been dispensed with by the MCA and SEBI through their respective circulars. The Notice of the 31<sup>st</sup> AGM along with Annual Report will also be available on the Company's website viz. [www.elixircapital.in](http://www.elixircapital.in), BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The members can join and participate in the 31<sup>st</sup> AGM through VC/OAVM facility only. The detailed instructions for joining the 31<sup>st</sup> AGM and the manner of participation in the remote e-voting or casting vote through e-voting system during the 31<sup>st</sup> AGM are provided in the Notice of the 31<sup>st</sup> AGM dated 4<sup>th</sup> July, 2025. The Members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

In order to register / update their email address, the members holding shares in demat form are requested to register the same with their respective Depository Participant(s) and members holding shares in physical form are requested to furnish the same to the Company's RTA i.e. Bigshare Services Private Limited. The detailed procedure for registration / update of e-mail address is provided in the Notice of the 31<sup>st</sup> AGM. The members will have an opportunity to cast their vote remotely or during the 31<sup>st</sup> AGM on the business as set forth in the Notice of the 31<sup>st</sup> AGM through the electronic voting system. The manner of remote e-voting and voting during the 31<sup>st</sup> AGM is provided in the Notice of the 31<sup>st</sup> AGM. The Company has fixed Tuesday, 19<sup>th</sup> August, 2025 as cutoff date for determining entitlement of members for attending the 31<sup>st</sup> AGM and e-voting. The Company has fixed Tuesday, 19<sup>th</sup> August, 2025 as 'record date' for payment of final dividend for the financial year ended 31<sup>st</sup> March, 2025, if approved at the 31<sup>st</sup> AGM. The dividend will be paid only through various electronic mode in line with circulars of SEBI. In order to receive the dividend on time, the Members holding shares in physical form are requested to update their bank account(s) along with other details with RTA and shareholders holding shares in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s).

Any queries / grievances pertaining to e-voting process can be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 21 09911.

FOR ELIXIR CAPITAL LIMITED

Sd/-  
**RADHIKA MEHTA**  
WHOLE TIME DIRECTOR  
DIN: 00112269

Date: 15<sup>th</sup> July, 2025  
Place: Mumbai

This is a public announcement for information purposes only and is not a prospectus announcement and does not constitute an invitation or offer to acquire, purchase or subscribe to securities. Not for release, publication or distribution, directly or indirectly, outside India.

INTIMATION OF FILING OF THE PRE-FILED DRAFT RED HERRING PROSPECTUS DATED JULY 14, 2025 ("PRE-FILED DRAFT RED HERRING PROSPECTUS") OF INDIRA IVF HOSPITAL LIMITED ("COMPANY") UNDER CHAPTER IIA OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED, ("SEBI ICDR REGULATIONS") WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") AND BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED (TOGETHER THE "STOCK EXCHANGES") IN RELATION TO THE PROPOSED INITIAL PUBLIC OFFERING OF ITS EQUITY SHARES BEARING FACE VALUE OF ₹ 5 EACH (THE "EQUITY SHARES") ON THE MAIN BOARD OF THE STOCK EXCHANGES.

#### PUBLIC ANNOUNCEMENT

**INDIRA IVF**  
FERTILITY & IVF CENTRE

#### INDIRA IVF HOSPITAL LIMITED

4<sup>th</sup> Floor, C Tower, Times Square Building, Marol, Gamdevi, Andheri Kurla Road, Andheri East, Marol Naka, Mumbai - 400059, Maharashtra, India. Tel.: +91 22 6808 3600. Email: [investors@indiraivf.in](mailto:investors@indiraivf.in), Website: <https://www.indiraivf.com>. Corporate Identity Number: U85110MH2015PLC406059

This public announcement is being made pursuant to Regulation 59C(5) of the SEBI ICDR Regulations to inform the public that the Company has filed the Pre-filed Draft Red Herring Prospectus with SEBI and the Stock Exchanges, under Chapter IIA of the SEBI ICDR Regulations in relation to the proposed initial public offering of its equity shares on the main board of the Stock Exchanges. The filing of the Pre-filed Draft Red Herring Prospectus shall not necessarily mean that the Company will undertake the initial public offering.

This public announcement is not an offer of securities for sale in the United States or elsewhere. This public announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States. The equity shares described in this public announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. No public offering of securities in the United States is contemplated.

For INDIRA IVF HOSPITAL LIMITED

On behalf of the Board of Directors

Sd/-

**Manish Wahal**

Company Secretary and Compliance Officer

Place: Mumbai  
Date: July 15, 2025

Adfactors 234/25



#### 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](mailto:ho@sahayogmultistate.com), **Web :** [www.sahayogmultistate.com](http://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 Avanti Bai 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 :-

- To consider and adopt the minutes of the previous General Body Meeting.
- To approve the Annual Report and Audited Financial Statements for the financial year 2024-25.
- To approve the appropriation of profits for the financial year 2024-25.
- To approve the budget for the financial year 2025-26.
- To appoint Statutory Auditors and Concurrent Auditors for the financial year 2025-26.
- To discuss and approve the purchase of land/building for society.
- 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.
- To amend the Bye-Laws for increasing the Society's authorized share capital from ₹ 50 Crores to ₹ 150 Crores.
- 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.
- To grant approval for initiating a Corporate Insurance Agency and to approve the hiring of necessary staff for its operations.
- To consider the appointment of an agent, Corporate Agent and business Correspondent to assist in expanding business activities, client outreach, and overall growth.
- To approve upgradation in IT software and hardware infrastructure to support digital transformation and overall growth of the Society and its Members.
- To discuss any other matters arising during the meeting with the permission of the Hon'ble Chairman.

**Special Notice :-**

- If the meeting is adjourned due to lack of quorum, the meeting will be held at the same place on the same day after half an hour as per the original agenda. A quorum will not be required for that meeting.
- The meeting will be held online. The link will be sent to you well in time.
- Any member interested to attend meeting at registered office is also welcome.

By order of the Hon'ble Board of Directors.  
For Sahayog Multistate Credit Co-Op Society Limited.

Sd/-

(Vilas Wasnik)

Chief Executive Officer

Date : 15.07.2025  
Place : Gondia