

DETAILED PUBLIC STATEMENT

For the attention of the Equity Shareholders of

SOMA TEXTILES AND INDUSTRIES LIMITED

CIN: L51909WB1940PLC010070

Regd Office: 2 Red Cross Place, Kolkata - 700 001; Tel: 033-22487406 / 07; e-mail : rs Sharma@somatextiles.com

Open Offer for acquisition upto 85,88,580 Equity Shares from shareholders of Soma Textiles and Industries Limited ("the Target Company") by KGPL Industries & Finvest Private Limited ("Acquirer")

This Detailed Public Statement ("DPS") is being issued by **Arihant Capital Markets Limited**, the Manager to the Offer ("Manager") on behalf of **KGPL Industries & Finvest Private Limited ("KGPL" or "Acquirer")** in compliance with Regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI SAST Regulations**") pursuant to the Public Announcement filed on November 16, 2016 with the BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), the Target Company and Securities and Exchange Board of India ("**SEBI**") in terms of Regulation 3(1) read along with Regulations 3(3) and 13(2) of the SEBI SAST Regulations.

I. DETAILS OF ACQUIRER, TARGET COMPANY AND THE OFFER

(A) Acquirer

(a) The Offer is being made by KGPL Industries & Finvest Private Limited, (CIN: U26100MH1969PTC014312).

KGPL Industries and Finvest Private Limited was incorporated on June 23, 1969 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra as Krishnaa Glass Private Limited. Pursuant to requisite Resolution passed in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government accorded, the name of the Acquirer was changed to KGPL Industries & Finvest Private Limited and a fresh Certificate of Incorporation consequent upon change of name was issued by the Deputy Registrar of Companies, Maharashtra, Mumbai on October 19, 2007.

The Registered Office of KGPL is situated at 1st floor, Vaswani Mansion, Dinshaw Vachha Road, Churchgate, Mumbai – 400 020; Tel: 022 2282 6076; email: raja.sharma730@gmail.com

KGPL is promoted by Mr. Arvind Kumar Somany, Mr. Surendra Kumar Somany and their family members / associates.

KGPL was incorporated with the main object of carrying on business in the field of glasses of all descriptions and varieties including scientific glasses, optic glasses, lens, commercial glasses etc. Currently KGPL is engaged in Investments.

KGPL is one of the promoters of the Target Company and does not belong to any business group

KGPL is not listed on any Stock Exchanges.

The paid-up Equity Share Capital of KGPL as on date is Rs. 2,23,02,510/- divided into 22,30,251 Equity Shares of Rs.10/- each held as under:

Sr. No	Shareholders	No. of Equity Shares	% of shareholding
1.	Arvind Kumar Somany HUF	1,98,900	8.92
2.	Surendra Kumar Somany HUF	3,22,000	14.44
3.	Surendra Kumar Somany	76,000	3.41
4.	Nalini Somany	4,00,000	17.94
5.	Prasann Somany	3,00,000	13.45
6.	Nitya Somany	3,05,100	13.68
7.	Anuja Somany	3,03,000	13.59
8.	Devpriya Kanoria	100	-
9.	Ali Alharthi Trading	3,25,151	14.58
	Total	22,30,251	100.00

Apart from the above, the Acquirer has also issued 2,46,250 non cumulative redeemable preference shares of Rs. 10/- each, aggregating to Rs. 24,62,500/-.

Equity Shareholding pattern of KGPL

Sr. No	Shareholders	No. of Equity Shares	% of shareholding
1	Promoters & associates	22,30,251	100.00
2.	FII/Mutual Funds/FIs/Banks	-	-
3.	Public	-	-
	Total	22,30,251	100.00

The details of Board of Directors of KGPL are :

S. No.	Name	DIN
1	Mr. Arvindkumar S Somany	00024903
2	Ms. Nalini S Somany	06951263
3	Ms. Prasann Somany	00019242
4	Ms. Anupama Agarwal	01447255
5	Mr. Devpriya Kanoria	00063832

Interest of Acquirer/Directors of the Acquirer in the Target Company

The interest of the Acquirer and the Promoters/Directors of the Acquirer in the Target Company as on date are given below:

Name	Nature of interest in the Target Company		
	Shareholding	Directorship	Others
KGPL Industries & Finvest Pvt Ltd	69,97,716	N.A.	Promoter
Mr. Arvind Kumar Somany	7,28,217	Managing Director	Promoter
Mr. Surendra Kumar Somany	29,65,695	Chairman	Promoter
Arvind Kumar Somany HUF	1,26,631	N.A.	Promoter
Surendra Kumar Somany HUF	14,02,579	N.A.	Promoter
Ms. Anupama Agarwal	24,239	N.A.	Promoter

Besides the above, KGPL also holds 3,45,000 (0.01%) Cumulative Redeemable Non-convertible Preference Shares of Rs. 100/- each in the Target Company.

The Acquirer is not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "SEBI Act") or under any of the Regulations made under the SEBI Act.

Brief audited financial data of KGPL for the last 3 financial years and for the period ended September 30, 2016 are given hereunder:

(In Rs. Lakhs)				
Particulars	6 months ending 30/09/2016	31/03/2016	31/03/2015	31/03/2014
Total Revenue	122.08	175.00	(8.64)	65.39
Net Income	0.98	78.33	(32.11)	46.48
EPS	0.04	3.51	-	2.08
Net Worth	3,787.73	3,786.75	3,717.75	3,723.78

(B) Details of Sellers

The Acquirer acquired 16,20,000 Equity Shares of the Target Company (constituting 4.90% of its paid-up capital) through open market purchase on March 14, 2014. This acquisition clubbed with their prior holding of 66,77,716 Equity Shares constituting 20.22% of the paid-up capital resulted in the Acquirer's post-acquisition holding increasing to 25.12% of the paid-up capital of the Target Company thereby breaching the threshold limit of 25% as stipulated in Regulation 3(1) of the SEBI SAST Regulations.

In terms of Regulation 3(1) read with Regulations 3(3) and 13(2) of the SEBI SAST Regulations, prior to placement of the purchase order to acquire shares on March 14, 2014, the Acquirer was under an obligation to make a public announcement (PA) of an open offer for acquiring Equity Shares of the Target Company from the public shareholders.

As no PA was made by the Acquirer as stipulated under the Regulation 3(1) of the SEBI SAST Regulations, SEBI, after issuance of show cause notice, directed the Acquirer, vide its order WTM/RKA/EPD/83/2016 dated July 5, 2016 to make a public announcement to acquire Equity Shares of the Target Company in accordance with the provisions of the SEBI SAST Regulations within a period of 45 days from its order (i.e. by August 19, 2016). The Acquirer was also directed to pay interest @ 10% p.a. from June 9, 2014 (being the estimated date of payment of consideration had the Acquirer made the PA on March 14, 2014) till the date of payment of consideration to the shareholders who were holding shares in the Target Company as on the date of violation (i.e. March 14, 2014) and whose shares are accepted in the open offer, after adjustment of dividend paid, if any. On an application by the Acquirer before Securities Appellate Tribunal (SAT), the Acquirer was permitted time till December 31, 2016 to make the PA, subject to payment of interest as agreed.

The present open offer, being made in compliance with the Order of SEBI, is to acquire 85,88,580 Equity Shares of face value of Rs.10/- each, representing 26% of the fully diluted voting Equity Share capital of the Target Company, at a price of Rs. 7.50 per Equity Share (including interest @ 10% p.a.)

(C) Target Company

(a) The Target Company was originally started as a partnership firm in the year 1930 under the name and style of M/s R.B. Rodda & Co. It was later incorporated as a limited Company on March 29, 1940 at Kolkata under the name R.B. Rodda & Company Limited. Five years later, the management of the Company was taken over by Somany brothers. Subsequently, the name of the Target Company was changed to Soma Textiles & Industries Limited and a fresh Certificate of Incorporation consequent to change of name was obtained on January 21, 1992 from the Registrar of Companies, West Bengal at Kolkata. The registered office of the Target Company is presently situated at 2 Red Cross Place, Kolkata – 700 001.

(b) Pursuant to Open Offer made during November 2007, the Acquirer, KGPL Industries & Finvest Private Limited (formerly known as Krishna Glass Private Limited) alongwith persons acting in concert, acquired substantial holding in the Target Company and was categorised as part of the Promoter group.

(c) The equity shares of the Company are listed on BSE and NSE.

(d) The annual trading turnover of Equity Shares of Soma Textiles & Industries Limited for the period from March 2013 to February 2014 (being the preceding 12 calendar months prior to the month in which PA ought to have been made) is given below :

Name of stock Exchange	Total no. of share traded during the 12 calendar months prior to the month in which PA was ought to have been made.	Total No. of listed Shares	Annual Trading turnover (in terms of % to total listed shares)
BSE	5,98,298	3,30,33,000	1.81%
NSE	1,31,675	3,30,33,000	0.40%

Based on the parameters set out in Regulation 2(j) of SEBI SAST Regulations, the Equity Shares of the Target Company are infrequently traded.

(e) The brief audited financial information of the Target Company for the last 3 years are as follows :

(Rs. in lakhs)			
Particulars	31/03/2016	31/03/2015	31/03/2014
Total Income	17,180.20	22,828.61	27,791.76
(Loss) / Profit After Tax	(1,422.66)	(3,358.06)	(1,333.79)
EPS (Rs.)	-	-	-
Networth	1,242.42	2,665.07	6,222.84

(D) Details of the Offer

(a) The present open offer, being made in compliance with the Order of SEBI, is to acquire 85,88,580 Equity Shares of face value of Rs.10/- each, representing 26% of the fully diluted voting Equity Share capital of the Target Company, at a price of Rs. 7.50 per Equity Share payable in cash ("**Offer Price**"), including interest @ 10% p.a. for the period from June 9, 2014 (being the date of payment of consideration had the Acquirer made the PA on March 14, 2014) till February 6, 2017 (being the expected date of payment of consideration to the shareholders under the present open offer).

(b) The offer is being made to all the equity shareholders of the Target Company except the Promoters and the persons deemed to be acting in concert with the Promoters.

(c) There are no partly paid up equity shares of the Target Company. There are no outstanding warrants or similar instruments issued by the Company.

(d) No approval from any bank or financial institutions is required for the purpose of this Open Offer. As on the date of DPS, no other statutory approvals are required to be obtained for the purpose of this Open Offer. The Open Offer would be subject to all the statutory approvals that may become applicable at a later date before the completion of the Open Offer.

(e) The Offer is not subject to any minimum level of acceptance from the shareholders i.e. it is not a conditional offer and the Acquirer will be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 85,88,580 Equity Shares that are tendered in valid form in terms of the Offer subject to all the terms and conditions mentioned in this DPS and the Letter of Offer ("**LOF**") to be sent to the shareholders of the Target Company.

(f) This is not a competing offer.

(g) The Acquirer may withdraw the offer only in compliance with Regulation 23 of the SEBI SAST Regulations, 2011.

(h) The Acquirer currently does not plan to dispose off or otherwise encumber any asset of the Target Company in the next 2 years except in the ordinary course of business of the Company. The Acquirer undertakes not to sell / dispose off or otherwise encumber any substantial asset of the Target Company for a period of 2 years except with the prior approval of the shareholders of the Target Company through a Special Resolution in terms of Regulation 25(2) of the SEBI SAST Regulations.

(i) The Target Company does not have any subsidiary.

(j) Upon completion of this offer, assuming full acceptance, considering the joint shareholding of the existing promoters and the Acquirer, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per the Securities Contract (Regulations) Rules as amended and the Listing Agreement entered into between the Target Company and the Stock Exchanges. However, the Acquirer undertakes to take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the Listing Agreement within the period mentioned therein.

II. BACKGROUND OF THE OFFER

The Open Offer is triggered pursuant to terms of Regulation 3(1) read with Regulations 3(3) and 13(2) of the SEBI SAST Regulations in terms of SEBI Order No. WTM/RKA/EPD/83/2016 dated July 5, 2016.

The present open offer is to acquire 85,88,580 Equity Shares of face value of Rs.10/- each, representing 26% of the fully diluted voting Equity Share capital of the Target Company, at a price of Rs. 7.50 per Equity Share payable in cash (including interest @ 10% p.a. for the period from June 9, 2014 (being the date of payment of consideration had the Acquirer made the PA on March 14, 2014) till February 6, 2017 (being the expected date of payment of consideration to the shareholders under the present open offer).

The Acquirer already holds 69,97,716 Equity Shares in the Target Company and is also one of the Promoters in the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS

KGPL is one of the promoters of the Target Company and presently holds 69,97,716 Equity Shares constituting 21.18% of the present paid-up capital in the Target Company. These Shares were acquired by KGPL as under :

Particulars	Equity Shares	% of the paid-up capital
January 2007	11,00,000	3.33
February 2007	37,00,100	11.20
November 2007	31,59,236	9.56
July 2008	11,76,470	3.56
January 2009	(6,98,090)	(2.11)
August 2011	(7,60,000)	(2.30)
December 2011	(10,00,000)	(3.03)
March 2014	16,20,000	4.90
March 2015	(13,00,000)	(3.94)
Total	69,97,716	21.18

The current and the proposed shareholding of the Acquirer in the Target Company is as under:

Details	No. of Shares	% to paid-up Equity
Shareholding as on the Public Announcement (PA) date	69,97,716	21.18
Shares acquired between the PA date and the DPS date	NIL	N.A
Acquisition under Open offer	85,88,580	26.00
Post offer shareholding (*)	1,55,86,296	47.18%

* assuming full acceptance under the Open Offer

The shareholding of the Acquirer and the Promoters/Directors of the Acquirer in the Target Company as on date are given below:

Name	Shareholding
KGPL Industries & Finvest Pvt Ltd	69,97,716
Mr. Arvind Kumar Somany	7,28,217
Mr. Surendra Kumar Somany	29,65,695
Arvind Kumar Somany HUF	1,26,631
Surendra Kumar Somany HUF	14,02,579
Ms. Anupama Agarwal	24,239

IV. OFFER PRICE

(a) The shares of the Target Company are listed on BSE and NSE.

(b) As per the information available from BSE/NSE where the equity shares of the Target Company are listed and traded, the annualised trading turnover for the period March 2013 to February 2014 (being the preceding 12 calendar months prior to the month in which PA ought to have been made) as percentage to total listed shares was 1.81% on BSE and 0.40% on NSE. As such, the Equity Shares of Soma Textiles & Industries Limited are infrequently traded shares within the meaning of Regulation 2(j) of SEBI SAST Regulations, 2011.

(c) Justification of offer price

The offer price of Rs. 7.50 per Equity Share of the Target Company has been determined after considering the following, in terms of Regulations 8(1) and 8(2) of the SEBI SAST Regulations:

PARTICULARS	Price (Rs.)
1. Negotiated price (price at which 16,20,000 Equity Shares were acquired during March 2014 from open market)	2.65
2. Volume weighted average price paid/payable for acquisitions during the 52 weeks preceding March 14, 2014 (the date when the PA was ought to have been made)	2.65
3. Highest price paid/payable for acquisition during the 26 weeks preceding March 14, 2014 (the date when the PA ought to have been made)	2.65
4. Volume weighted average market price of shares for a period of 60 trading days immediately preceding the date of public announcement	3.01
5. Fair Value determined in accordance with parameters of Regulation 8(2) (e)*	5.58
6. Highest of the above	5.58
7. Offer Price	7.50

The offer price has been arrived as under :

Fair Value as above	Rs. 5.58
Interest @ 10% on Rs. 5.58 for the period from June 9, 2014 (being the estimated date of payment of consideration had the Acquirer made the PA on March 14, 2014) till February 6, 2017 (being the expected date of payment of consideration to the shareholders under the present open offer)	Rs. 1.49
Total	Rs. 7.07
Offer Price (rounded off)	Rs. 7.50

* The fair value of Equity Shares is Rs. 5.58 (Rupees Five and Paise Fifty Eight only) as certified by M/s. S. Ganesh & Associates, Chartered Accountants, Firm Registration No. 111909W, having their office at No. 5, Aneesh Apartments, Azad Street, Near Shoppers Stop, Off. S.V. Road, Andheri (W), Mumbai 400 058; Tel: 022 26208083; e-mail : ganesh323@gmail.com; vide their certificate dated November 21, 2016 keeping in view the Hon'ble Supreme Court's decision in the Hindustan Lever Employee's Union vs. Hindustan Lever Limited, 1995 (83 Com Case 30)

(d) There is no revision in offer price since the date of public announcement made on November 16, 2016. The offer price does not warrant any adjustment for corporate actions.

(e) In case the Acquirer acquires or agrees to acquire whether by themselves or through or with persons deemed to be acting in concert with them any shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition and would be notified to the shareholders. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

(f) Subject to other Regulations, the Acquirer may, in terms of Regulation 18(4) of the SEBI SAST Regulations, make upward revision of the offer price at any time prior to the commencement of the last three working days before the commencement of the tendering period. Announcement of such revision would also be made in all the newspapers in which this DPS is made.

V. FINANCIAL ARRANGEMENTS

(a) Assuming full acceptance, the total fund requirements for this Offer is Rs. 6,44,14,350/- (Rupees Six Crore Forty Four Lakhs Forteen Thousand Three Hundred Fifty only).

(b) The Acquirer has adequate resources to meet the financial requirements of the Offer. The fund requirements will be met from own sources/Net Worth and no borrowings from Banks / FIs or Foreign sources such as NRIs or otherwise is envisaged by the Acquirer. The Acquirer hereby declare and confirms that they have adequate and firm financial resources to fulfill the total financial obligation under the Offer.

(c) In accordance with Regulation 17 of the SEBI SAST Regulations, the Acquirer has deposited Rs. 1,62,00,000/- (Rupees One Crore Sixty Two Lakhs only) by way of cash, being over 25% of the entire amount of the consideration (assuming full acceptance by the shareholders) in an Escrow Account with ICICI Bank Limited, Backbay Reclamation branch, Mumbai with exclusive authority to operate the account in favour of Arihant Capital Markets Ltd., the Manager to the Offer. The Acquirer has duly empowered the Managers to the Offer to realise the value of the Escrow Account in terms of Regulation 21(1) of the SEBI SAST Regulations

(d) Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements for funds for payment through verifiable means have been put in place by the Acquirer to fulfill their obligations in relation to the Offer in accordance with the SEBI SAST Regulations.

VI. STATUTORY AND OTHER APPROVALS

(a) Non-resident equity shareholders, if any, who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "**RBI**") approvals (specific or general) that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer reserve the right to reject the equity shares tendered in the Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of equity shares by the Acquirer from NRIs and OCBs.

(b) As on the date of this DPS, no statutory approvals, except as mentioned above, are required by the Acquirer to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

(c) In terms of Regulation 18(11) of the SEBI SAST Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders as may be specified by the SEBI.

(d) The Acquirer may withdraw the offer only in compliance with Regulation 23 of the SEBI SAST Regulations, 2011.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day and Date
Public Announcement Date	Wednesday, November 16, 2016
Detailed Public Statement Date	Wednesday, November 23, 2016
Filing of draft Letter of Offer (LOF) with SEBI	Wednesday, November 30, 2016
Last date for competing offer	Thursday, December 15, 2016
SEBI observations on draft LOF	Thursday, December 22, 2016
Identified Date (Identified date is only for the purpose of determining the shareholders to whom the LOF shall be sent)	Monday, December 26, 2016
Date by which LOF will be despatched to the shareholders	Monday, January 2, 2017
Last date by which the Board of Target Company shall give its recommendation	Thursday, January 5, 2017
Issue Opening Advertisement Date	Friday, January 6, 2017
Date of commencement of tendering period (open date)	Monday, January 9, 2017
Date of expiry of tendering period (closure date)	Friday, January 20, 2017
Date by which all requirements including payment of consideration would be completed	Monday, February 6, 2017

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LOF

1. Persons who have acquired Equity Shares but their names do not appear in the register of members of the Target Company as on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

2. The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism as provided under the SEBI (SAST) Regulations and the SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.

3. The Acquirer has appointed **Arihant Capital Markets Limited** ("Buying Broker") for the Open Offer through whom the purchase and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

Arihant Capital Markets Limited

1011, Building No. 10, Solitaire Corporate Park
Guru Hargovindji Road, Chakala, Andheri (E) Mumbai – 400 093

Tel : 022-42254800; Fax : 022-42254880

e-mail : mbd@arihantcapital.com

Contact Persons : Mr. Amol Kshirsagar / Mr. Ankur Sharma

4. BSE shall be the Designated Stock Exchange for the purpose of tendering Offer Shares in the Open Offer.

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. The detailed process of Stock Exchange mechanism will be provided in the Letter of Offer which shall be sent to the Public Shareholder of the Target Company.

IX. The detailed procedure for tendering the shares in the Open Offer will be available in the Letter of Offer that would be mailed to the shareholders of the Target Company as on the identified date.

X. OTHER INFORMATION

(a) The Acquirer alongwith it's Directors, accept full responsibility for the information contained in the Public Announcement / Detailed Public Statement and also the obligations of the Acquirers as laid down in the SEBI SAST Regulations.

(b) Pursuant to Regulation 12 of the SEBI SAST Regulations, the Acquirer has appointed **Arihant Capital Markets Limited**, having office at 1011, Solitaire Corporate Park, Building No. 10, 1st floor, Guru Hargovindji Road, Chakala, Andheri (E), Mumbai – 400093; Tel:022-42254800; Fax:022-42254880 Email:mbd@arihantcapital.com as **Manager to the Offer**. The contact person is Mr. Satish Kumar P. / Mr. Ankur Sharma.

(c) The Acquirer has appointed **Sharex Dynamic (India) Private Limited** as Registrar to the Offer having office at Unit- 1, Luthra industrial Premises, Andheri kurta Road, Safed Pool, Andheri East Mumbai 400 072 Tel: 022-2851 5606; Fax: 022-2851 2885; email: sharexindia@vsnl.com. The contact person is Mr. B.S. Baliga.

(d) This