OFFER OPENING PUBLIC ANNOUNCEMENT
For the attention of the Equity Shareholders of
SOMA TEXTILES AND INDUSTRIES LIMITED

Regd Office: 2 Red Cross Place, Kolkata - 700 001; Tel: 033-22487406 / 07;
e-mail : rssharma@somatextiles.com
CIN: L51909WB1940PLC010070

This advertisement is being issued by **Arihant Capital Markets Limited**, Manager to the Offer on behalf of **KGPL Industries & Finvest Private Limited ("Acquirer")** pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("**SEBI SAST Regulations**") in respect of Open Offer to acquire up to 85,88,580 Equity Shares ("**the Open Offer**"), constituting 26% of the fully diluted voting Equity Share Capital of **SOMA TEXTILES AND INDUSTRIES LIMITED** ("**Target Company**"). The Detailed Public Statement ("**DPS**") with respect to the aforementioned Offer was published on November 23, 2016 in (a) Business Standard, all India English & Hindi editions; (b) Duranta Barta, Kolkata Bengali edition; and (c) Mumbai Lakshwadeep, Mumbai Marathi edition. Corrigendum to the DPS was published on January 30, 2017 in the same publications where the DPS was published.

1. The Acquirer vide Public Announcement ("**PA**") dated November 16, 2016 and DPS dated November 23, 2016 made the open offer at a price of Rs. 7.50 per Equity Share. The price has been revised and the offer price payable to the shareholders of the Target Company is as under :
   (a) Rs. 10.16 per Equity Share (inclusive of interest of Rs. 2.20) to the shareholders in respect of Equity Shares held by them in the Target Company as on March 14, 2014 and which are continued to be held as on date and are validly tendered / accepted in the open offer
   (b) Rs. 7.96 per Equity Share in respect of remaining Equity Shares not falling under (a) above which are validly tendered / accepted in the open offer
2. The Committee of Independent Directors (IDC) of the Target Company have issued following recommendation (relevant extracts) on the offer :

   The IDC has perused the Letter of Offer and other documents as released and published by Arihant Capital Markets Limited on behalf of the Acquirer. Based on the above, the IDC is of opinion that the open offer price to the Public shareholders of the Target Company is deemed to be in compliance with the Regulation 8(2) of the SEBI (Substantial Acquisition and Takeovers) Regulations, 2011, as amended up to date and to that extent is fair and reasonable. However, IDC would like to draw attention of the shareholders on the current share price being higher than offer price.

   IDC believes that the Offer is fair and reasonable based on the following reasons:

   i) Based on the review of the Public Announcement (PA) dated November 16, 2016, the Detailed Public Statement (DPS) dated November 23, 2016, the Draft Letter of Offer dated November 30, 2016, filed with SEBI, the IDC Members are of the opinion that the Offer Price by the Acquirer is in accordance with the relevant regulations prescribed in the Takeover Code and prima facie appears to be justified
   ii) Though the Target Company has been making losses during the recent past years due to depressed and adverse market conditions, increasing input cost and other relevant factors in India, the promoter viz. KGPL Industries & Finvest Private Limited believes that the market holds growth prospects. Therefore, the Offer price seems fair and reasonable, considering the current market conditions and scale of business operations.
   iii) This is an Open Offer for acquisition of publicly held equity shares. The Shareholders have an option to tender the shares or remain Invested.

   Recommendation of IDC of the Target Company was published in aforementioned newspapers on February 1, 2017.
3. This is not a competing offer. There has been no competing offer to this Offer.
4. The Letter of Offer (LOF) has been dispatched to the registered Shareholders of the Target Company whose addresses are available as per the records of the Target Company, on February 3, 2017.
5. **Please note that a copy of the LOF (including Form of Acceptance/Tender Form) is also available on Securities and Exchange Board of India ("SEBI") website (http://www.sebi.gov.in/). Registered / unregistered Shareholders or shareholders who may not have received the LOF for any reason whatsoever, if they so desire, may also apply on the Form of Acceptance/Tender Form downloaded from SEBI's website.**
6. **FOR THE ATTENTION OF THE SHAREHOLDERS**

   SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 has provided guidelines on the mechanism for acquisition of shares through the stock exchange pursuant to, inter alia, tender-offers under SEBI (SAST) Regulations, to facilitate tendering of shares by the shareholders and settlement of the same through the stock exchange mechanism. Accordingly, this Offer is being carried out through the stock exchange mechanism (in the form of a separate acquisition window provided by BSE, being the designated stock exchange), and hence would be subject to payment of securities transaction tax (STT). For further details, Shareholders are requested to refer to the section titled "***Procedure for Acceptance and Settlement***" on page 19 of the LOF.
7. **In case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement / Tender Form, the application can be made on plain paper along with the following details:**

(a) In case of Equity Shares held in physical form: Shareholders holding Equity Shares in physical form may participate in the Offer by approaching their respective broker and open a trading account with them, if they already do not have such trading account and providing the following details in the plain paper - Name(s) and address(es) of sole/joint holder(s) (if any), number of Equity Shares tendered, distinctive numbers, folio number, self-attested PAN card copy, self-attested copy of address proof consisting of any one of the following documents: aadhar card, voter identity card, passport or driving license, original share certificate(s), original broker contract note of a registered broker (in case of unregistered shareholders) and valid share transfer form(s) duly filled and signed by the transferors. The details of the Acquirer(s) should be kept blank.

(b) In case of Equity Shares held in dematerialised form: Shareholders holding Equity Shares in dematerialised form may participate in the Offer by approaching their broker indicating the details of Equity Shares they intend to tender in Offer. The non-resident Shareholders may also participate in the Offer through their broker by providing their application in plain paper in writing signed by all Shareholders, stating names of all shareholders, address, client ID number, DP name, DP ID number, number of Equity Shares tendered, investment status (i.e. FDI route or PIS route) and enclosing documents such as statutory approval(s), if any.

8. All the changes to draft LOF suggested by SEBI vide their letter dated January 24, 2017 bearing reference number CFD/DCR1/OW/P/1984/1/2017, in terms of Regulation 16(4) of the SEBI SAST Regulations, have been incorporated in the LOF.
9. As on the date of this Offer Opening Public Announcement, no statutory approvals 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.
10. Schedule of Activities :

Activity	Day and Date
Public Announcement (PA) Date	Wednesday, November 16, 2016
Detailed Public Statement (DPS) Date	Wednesday, November 23, 2016
Last date of a competing offer	Thursday, December 15, 2016
Identified Date*	Friday, January 27, 2017
Date when Letter of Offer were dispatched to the Shareholders	Friday, February 3, 2017
Date of commencement of Tendering Period	Friday, February 10, 2017
Date of closure of Tendering Period	Thursday, February 23, 2017
Date by which acceptance/rejection would be intimated and the corresponding payment for the acquired Equity Shares and/or Equity Share certificate for the rejected Equity Shares will be dispatched	Friday, March 10, 2017
Date by which the underlying transaction which triggered the open offer will be completed.	Not Applicable

* *Date falling on the 10th working day prior to the commencement of the Tendering Period, for the purposes of determining the Shareholders to whom the Letter of Offer shall be sent.*

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS, Corrigendum to the DPS and the LOF.

The Acquirers accept full responsibility for the information contained in this Announcement and also for the fulfilment of their obligations laid down in the SEBI SAST Regulations.

A copy of this Offer Opening Public Announcement shall also be available on the SEBI website at www.sebi.gov.in.

Issued by : Managers to the Offer

ARIHANT capital markets ltd.
Merchant Banking Division
SEBI REGN NO.: INM 000011070
1011 Solitaire Corporate Park, 1st floor
Building No. 10, Guru Hargovindji Marg
Chakala, Andheri (E), Mumbai- 400 093
Tel. No. : +91- 22- 4225 4800/862;
Fax. No.: +91- 22- 4225 4880
Email: mbd@arihantcapital.com
Website: www.arihantcapital.com
Contact Persons: Mr. Satish Kumar P. / Mr. Ankur Sharma

On behalf of Acquirer and PACs

KGPL Industries & Finvest Private Limited
1st floor, Vaswani Mansion,
Dinshaw Vachha Road, Churchgate,
Mumbai - 400 020;
Tel: 022-22826076
email: raja.sharma730@gmai.com
Contact Person: Mr. Shrikant B. Bhat

Place : Mumbai
Date : February 9, 2017