PUBLIC ANNOUNCEMENT

[under Regulation 15(1) read with Regulation 13(2)(b) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

Open Offer for acquisition of 85,88,580 Equity Shares from shareholders of Soma Textiles & Industries Limited having its Registered Office at 2, Red Cross Place, Kolkata – 700 001 ("Target Company" / "Target") by KGPL Industries & Finvest Private Limited ("Acquirer") at a price of Rs. 7.50 per Share

1. **Offer Details**

Size	85,88,580 fully paid up equity shares of face value of Rs. 10/- each constituting 26% of the fully diluted Equity and voting Share Capital of the Target Company.
Price/consideration	Cash offer of Rs. 7.50 (Rupee Seven and Paise Fifty only) per Equity Share
Mode of Payment (cash / security)	The Offer Price is payable in cash.
Type of Offer	This Offer is a triggered offer made in compliance with Regulation 3(1) read with Regulations 3(3) and 13(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **("SEBI SAST Regulations")**

2. **Transaction which has triggered the Open Offer obligation (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 (Rs.)	Mode of payment	Regulation which has triggered
		Number	% vis-à-vis total equity/ voting capital			
Direct	Open Market	16,20,000	4.90%	42,93,000	Cash	3(1) read with Regulation 3(3)

Note:

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 increase 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 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). Upon an application by the Acquirer, the Hon'ble Securities Appellate Tribunal (SAT) vide their Order dated September 28, 2016, permitted the Acquirer time till December 31, 2016 to comply with the SEBI's Order of July 5, 2016

3. **Details of the Acquirers**

Details	Acquirer
Name	**KGPL Industries & Finvest Private Limited**
Address	1st floor, Vaswani Mansion, Dinshaw Vachha Road, Churchgate, Mumbai – 400 020
Name of the persons in control / promoters / partners of Acquirer / PAC	Mr. Arvind Kumar Somany **#** Mr. Surendra Kumar Somany and their family members/associates
Name of the Group, if any, to which the Acquirer/PAC belongs to	The Acquirer is part of the Promoter group of the Target Company
Pre transaction holding (nos & %)	66,77,716 (20.22%) *****
Proposed shareholding after the acquisition of shares which triggered the open offer	82,97,716 (25.12%) **@**
Any other interest in the Target Company	One of the Promoters of the Target Company

*Mr. Arvindkumar S Somany is one of the promoters of the Target Company and is also on its Board.*

***** *Besides the above, the Acquirer also holds 3,45,000 0.01% Cumulative Redeemable Non-convertible Preference Shares of Rs. 100/- each.*

@ *The present holding of the Acquirer in the Target Company is 69,97,716 Equity Shares constituting 21.18% of the paid-up capital of the Target Company taking into account sale of 13,00,000 Equity Shares (3.94%) by the Acquirer during March 2015*

4. **Details of selling shareholders, if applicable**

The Open Offer is triggered pursuant to the purchase of Equity Shares by the Acquirer from the open market with no identified sellers.

5. **Target Company**

Name	**Soma Textiles & Industries Limited**
Exchanges where listed	BSE Limited and National Stock Exchange of India Limited

6. **Other details regarding the Offer**

(a) A Detailed Public Statement regarding the Open Offer would be published on or before November 23, 2016 in all editions of an English national daily with wide circulation, all editions of a Hindi national daily with wide circulation, a Bengali language daily with wide circulation at Kolkata (where the registered office of the Target Company is situated) and a Marathi language daily with wide circulation at Mumbai (being the location of the Stock Exchange where the highest trading volume was recorded in preceding sixty days) in accordance with Regulation 14(3) of SEBI SAST Regulations.

(b) **The Acquirer accepts full responsibility for the information contained in this Public Announcement. The Acquirer has given an undertaking that they are aware of and will comply with their obligations under SEBI SAST Regulations and have adequate financial resources to meet the offer obligations.**

Issued by : Managers to the Offer	On behalf of Acquirer
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**	**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
Dated : November 16, 2016