



CIL securities Ltd

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CIN No- L 67120TG1989PLC010188

13th March, 2024

To,
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai-400001

Dear Sir/Madam,

Sub: Open Offer for the acquisition of equity shares from the Public Shareholders of Soma Papers and Industries Limited ("Target Company") by Mr. Narasimharao Anumala (hereinafter referred as "Acquirer") together with Mr. Anumala Ramesh Choudary (hereinafter referred as PAC-1) and Ms. Anupama Anumala (hereinafter referred as PAC-2) (PAC-1 and PAC-2, hereinafter collectively referred to as "PACs").

We wish to inform you that in accordance with Regulation 12(1) of the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the "SEBI (SAST) Regulations") we, CIL Securities Limited, have been appointed as Manager to the Open offer by the Acquirer and PACs.

In compliance with Regulation 15(1) of the SEBI (SAST) Regulations, please find enclosed herewith a copy of the Public Announcement for the Open Offer by the Acquirer and PACs for acquisition of Equity shares from the Public Shareholders of the Target Company pursuant to Regulation 3(1) and 4 read with SEBI (SAST) Regulations.

Capitalized terms used in this letter unless defined herein shall have the same meaning as ascribed to them in the enclosed Public Announcement.

Request you to kindly take the same on record and upload it on your website.

Thanking you

Yours faithfully,
For, CIL Securities Limited

K.K. Maheshwari
Managing Director
DIN: 00223241

Encl: Public Announcement

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
SOMA PAPERS AND INDUSTRIES LIMITED**

Open Offer for acquisition of up to 3,64,559 (Three Lakhs Sixty-Four Thousand Five Hundred and Fifty-Nine) fully paid-up Equity Shares, representing 26% of the total Paid-Up/Voting Share Capital for cash consideration of INR 12 (INR Twelve only) from the Public Shareholders of Soma Papers and Industries Limited, (Hereinafter referred to as "Target Company") by Mr. Narasimharao Anumala (Hereinafter referred to as "Acquirer") together with Mr. Anumala Ramesh Choudary (PAC-1) and Ms. Anupama Anumala (PAC-2) (PAC-1 and PAC-2 hereinafter collectively referred as "PACs") in their capacity as persons acting in concert with the Acquirer for the purpose of the Open Offer, pursuant to and in compliance with the requirements of the SEBI (SAST) Regulations (the "Open Offer" or "Offer").

This Public Announcement ("**Public Announcement**" or "**PA**") is being issued by CIL Securities Limited ("**Manager to the Offer**"), for and on behalf of the Acquirer and the PACs to the Public Shareholders of the Target Company pursuant to and in compliance with, the provisions of Regulations 3(1) and 4 read with Regulations 13, 14, 15(1) and such other applicable Regulations of the SEBI (SAST) Regulations.

Definitions:

- a) "**Equity Shares**" shall mean the fully paid-up equity shares of the Target Company of face value of INR 10 (INR Ten) each;
- b) "**Public Shareholders**" shall mean all the equity shareholders of the Target Company excluding: (i) the promoters and members of the promoter group of the Target Company; (ii) the Acquirer and persons acting in concert with the Acquirer pursuant to and in compliance with the SEBI (SAST) Regulations;
- c) "**Sellers**" shall mean the persons as set out in Paragraph 4 - Details of Sellers;
- d) "**Stock Exchange**" shall mean BSE Limited;
- e) "**Working Day**" shall mean any working day of the Securities and Exchange Board of India ("SEBI").

1. Offer Details

- (a) **Size:** The Acquirer and PACs hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to 3,64,559 equity shares ("**Offer Shares**") of face value INR 10 (INR Ten) constituting 26% of the paid up equity share capital of the Target Company ("**Offer Size**") at a price of INR 12 (INR Twelve) per Offer Share.
- (b) **Price / Consideration:** The Offer Price of INR 12 (INR Twelve) per Equity Share is calculated in accordance with Regulations 8(1), 8(2) and other applicable provisions of

the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer and PACs under the Open Offer will be INR 43,74,708 (INR Forty-Three Lakhs Seventy-Four Thousand Seven Hundred and Eight) ("**Maximum Consideration**").

- (c) **Mode of Payment:** The Offer Price will be paid in cash by the Acquirer and PACs in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- (d) **Type of Offer:** The Open Offer is a mandatory offer in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations, for the substantial acquisition of shares, voting rights and control over the Target Company by the Acquirer and PACs. This Offer is not subject to any minimum level of acceptance. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

2. Transaction which has triggered the Open Offer Obligations (Underlying Transaction)

This Open Offer has been triggered pursuant to the execution of the Share Purchase Agreement ("SPA") on 13th March, 2024, between the Acquirer, PACs and Sellers belonging to the promoter and promoter group of the Target Company agreeing to sell in aggregate up to 6,94,130 Equity Shares representing 49.50% of the fully paid-up equity share capital and control over the Target Company for an aggregate consideration of INR 34,70,650 at a price of INR 5 per Equity Share as Earnest Money Deposit.

| Details of Underlying Transaction | | | | | | |
|--|---|--|---|--|------------------------------------|---|
| Type of Transaction (Direct/ Indirect) | Mode of Transaction (Agreement/ Allotment/ Market Purchase) | Shares / Voting rights proposed to be acquired | | Total consideration for shares/Voting rights (VR) acquired (Amount in INR) | Mode of Payment (Cash/ Securities) | Regulation which has triggered |
| | | Number | % vis a vis total equity voting capital | | | |
| Direct Acquisition | A Share Purchase Agreement dated 13 th March, 2024 to acquire 6,94,130 Equity Shares and control over Target Company | 6,94,130 Equity Shares | 49.50% of Issued, Subscribed & Paid up Equity Share Capital | 34,70,650 | Cash | Regulations 3(1) and 4 of the SEBI (SAST) Regulations |

3. Details of Acquirer and PACs

| Details | Acquirer | PAC-1 | PAC-2 | Total |
|---|---|---|---|-------|
| Name of Acquirer / PACs | Mr. Narasimharao Anumala | Mr. Anumala Ramesh Choudary | Ms. Anupama Anumala | 3 |
| Residential Address of the Acquirer / PACs | 6-27, Nadendla Mandalam, Guntur, Andhra | Indian Address: 6-27, Nadendla, Guntur, | Plot No - 1976, 1977, Flat No - 203 Sri Sai | - |

| | | | | | |
|--|--|------------------|-----------------------|--|-----------|
| | | Pradesh - 522234 | Andhra Pradesh-522234 | Dhatri Heights, Kakatiya Hills, Pragathi Nagar, Nizampet, Medchal-Malkajgiri, Telangana-500090 | |
| PAN | | ARGPA6165K | BQRPA0246G | AQFPA9357B | - |
| Name of the Group, if any, to which the Acquirer/ PACs belongs | | Not Applicable | Not Applicable | Not Applicable | - |
| Pre- transaction shareholding | No. of Equity Shares | 0 | 0 | 0 | 0 |
| | % of total share capital | 0.00% | 0.00% | 0.00% | 0.00% |
| Proposed Shareholding after acquisition of Equity shares which Triggered the Open Offer | No. of Equity Shares | 3,54,006 | 3,05,249 | 34,875 | 6,94,130 |
| | % of Total share capital | 25.25% | 21.77% | 2.48% | 49.50% |
| Proposed shareholding after acquisition of shares (including Offer Shares, assuming full acceptance) which triggered the Open Offer | No. of Equity Shares | 5,39,931 | 4,65,655 | 53,103 | 10,58,689 |
| | % of total share capital | 38.50% | 33.21% | 3.79% | 75.50% |
| Any other interest in the Target Company | As of the date of this Public Announcement, except for the execution of the Share Purchase Agreement, the Acquirer along with PACs do not have any interest or any other relationship with the Target Company. | | | | |

4. Details of Selling Shareholders (Collectively called as the "Sellers")

| Name of the Sellers and PAN | Part of Promoter/ Promoter Group (Yes/No) | Details of shares / voting rights held by the Sellers | | | |
|---|---|---|-------|------------------|----|
| | | Pre Transaction | | Post Transaction | |
| | | Number of Shares | % | Number of Shares | % |
| Vikram Somani PAN: AABPS0051J | Yes | 8,462 | 0.60% | Nil | NA |
| Bharat Krishnakumar Somani PAN: ATWPS5963K | Yes | 27,500 | 1.96% | Nil | NA |
| Somani Vikram HUF PAN: AABHS0897N | Yes | 3,000 | 0.21% | Nil | NA |

| | | | | | |
|--|-----|-----------------|---------------|-----|----|
| Asha Somani PAN: ATSPS1578G | Yes | 15,070 | 1.07% | Nil | NA |
| Rakhi Somani PAN: AAYPS9788F | Yes | 7,300 | 0.52% | Nil | NA |
| Saraswati Somani PAN: ATSPS1466K | Yes | 27,575 | 1.97% | Nil | NA |
| SRS Trading & Agencies Pvt Ltd PAN: AAACS6990G | Yes | 5,65,736 | 40.35% | Nil | NA |
| Oricon Enterprises Ltd PAN: AAACO0480F | Yes | 39,487 | 2.82% | Nil | NA |
| TOTAL | | 6,94,130 | 49.50% | | |

5. Target Company

- (a) **Name:** Soma Papers & Industries Limited
- (b) **Registered Office Address:** Unit No 8A, 1st Floor, Plot No. 212, Mohatta Bhuvan, Laxminarsigh Papan Marg, Off Dr E Moses Road, Gandhi Nagar, Worli, Mumbai – 400018
- (c) **Exchange Listed:** The Equity Shares are listed on BSE Limited.
- (d) **CIN:** L21093MH1991PLC064085
- (e) **ISIN:** INE737E01011

6. Other Details

- (a) Further details of the Offer, including the reasons and background to the Offer, information on the Offer Price, details of the Underlying Transaction, information on the Acquirer, PACs and the Target Company and statutory approvals, if any, shall be made available in the DPS, which shall be published in newspaper(s) on or before 20th March, 2024 (not later than 5 working days from the date of this Public Announcement), in accordance with Regulation 13(4), 14(3) and 15(2) of the SEBI (SAST) Regulations.
- (b) The Acquirer and PACs accept full responsibility for the information contained in this PA and will comply with their obligations under the SEBI (SAST) Regulations, 2011. The Acquirer and PACs have adequate financial resources to meet the obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of Equity Shares under the Open Offer.
- (c) This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- (d) All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or the Target Company. All the information pertaining to the Sellers contained in this Public Announcement has been obtained from the Sellers. Accordingly, the accuracy of the information has not been

independently verified by the Manager to the Open Offer.

- (e) In this Public Announcement, all references to “INR” are references to Indian Rupees and any discrepancy in figures as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Open Offer



CIL SECURITIES LIMITED

CIN: L67120TG1989PLC010188

SEBI Registration No: INM000009694

Registered Office: 214, Raghava Ratna Towers,
Chirag Ali Lane, Abids, Hyderabad – 500001

Contact Person: Ms. Purva Singh

Tel: 040-69011111/ 1158;

Email: secretary@cilsecurities.com

Website: www.cilsecurities.com

For and on behalf of the Acquirer and PACs

Sd/-

Mr. Narasimharao Anumala
(“Acquirer”)

Sd/-

Mr. Anumala Ramesh Choudary
(“PAC-1”)

Sd/-

Ms. Anupama Anumala
(“PAC-2”)

Place: Hyderabad

Date: 13th March, 2024