

# CLASSIC FILAMENTS LIMITED

CIN L17114GJ1990PLC013667

Regd Office : Plot No.1, Priyanka House, Umiyadham Road, Varachha, Surat-395006.  
Tel :0261-2540570 email: [classicfilaments@ymail.com](mailto:classicfilaments@ymail.com), Website: [www.classicfilamentsltd.com](http://www.classicfilamentsltd.com)

**Date: 06/09/2023**

To,  
The Manager,  
Dept of Corporate Services  
**BSE Ltd,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai -400 001

Dear Sir,

**Ref: Stock Code – 540310**

**Subject: Intimation of Public Announcement dated 5<sup>th</sup> September, 2023  
pursuant to Open Offer under SEBI (Substantial Acquisition of Shares  
and Takeover) Regulations, 2011**

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Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Company has received Public Announcement pertaining to Open Offer under SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 on 5<sup>th</sup> September, 2023 through Manager to the Open Offer **M/s Fedex Securities Private Limited** on behalf of the Acquirers as mentioned in the said Public Announcement for the acquisition of shares from the public shareholders of **Classic Filaments Limited ('the Target Company')**.

The Public Announcement for Open Offer is enclosed herewith.

Please take the same on your records.

Thanking you,

Yours faithfully,

**For CLASSIC FILAMENTS LIMITED**

**Ankita P. Shroff**

**Company Secretary & Compliance Officer**

**Membership No.: A36425**

**Address: Plot No. 1, Priyanka House, Umiyadham Road, Varachha,  
Surat-395006**

**Encl: As Above**



To,  
The Board of Directors  
Classic Filaments Limited  
Plot No.1, Priyanka House,  
Umiyadham Road, Varachha,  
Surat, Gujarat, 395006.

**Sub: Submission Copy of Public Announcement**

**Ref: Open offer for acquisition of up to 38,40,530 (Thirty-Eight Lakhs Forty Thousand Five Hundred Thirty Only) fully paid-up equity shares of face value of ₹ 10/- each ("Equity Share"), representing 62.82% (Sixty-Two point Eighty-Two Percent) of the Voting Share Capital (as defined below) of Classic Filaments Limited (the "Target Company") at an offer price of ₹ 6.60 (Rupees Six and paise Sixty Only) per Equity Share, from the Public Shareholders (as defined below) of the Target Company by Mr. Bharat Patel ("Acquirer 1"), Mr. Amit Patel ("Acquirer 2"), Mr. Jayanti Gaudani ("Acquirer 3") and Mr. Ajay Gaudani ("Acquirer 4") hereinafter collectively referred to as "Acquirers" pursuant to and in compliance with Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") ("Offer" or "Open Offer"). No other person is acting in concert with the Acquirers for the purpose of this Open Offer.**



Dear Sir,

In relation to the captioned offer, we, Fedex Securities Private Limited, Manager to the proposed Open Offer herewith enclose the Copy of Public Announcement, in compliance with Regulation 14(2) and 15 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

Please take it on your record.

Thanking You,

**Yours faithfully,  
For Fedex Securities Private Limited**

**Saipan Sanghvi**  
Asst. Vice President  
[SEBI Registration Code - INM000010163]  
Date: September 05, 2023  
Place: Mumbai

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF CLASSIC FILAMENTS LIMITED  
UNDER REGULATION 4 READ WITH REGULATION 13(1), REGULATION 14 AND REGULATION 15(2) OF SECURITIES AND  
EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND  
SUBSEQUENT AMENDMENTS THERETO**

Open offer for acquisition of up to 38,40,530 (Thirty-Eight Lakhs Forty Thousand Five Hundred Thirty Only) fully paid-up equity shares of face value of ₹ 10/- each (“Equity Share”), representing 62.82% (Sixty-Two point Eighty-Two Percent) of the Voting Share Capital (as defined below) of Classic Filaments Limited (the “Target Company”) at an offer price of ₹ 6.60 (Rupees Six and paise Sixty Only) per Equity Share, from the Public Shareholders (as defined below) of the Target Company by Mr. Bharat Patel (“Acquirer 1”), Mr. Amit Patel (“Acquirer 2”), Mr. Jayanti Gaudani (“Acquirer 3”) and Mr. Ajay Gaudani (“Acquirer 4”) hereinafter collectively referred to as “Acquirers” pursuant to and in compliance with Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”) (“Offer” or “Open Offer”). No other person is acting in concert with the Acquirers for the purpose of this Open Offer.

This public announcement (“Public Announcement” or “PA”) is being issued by Fedex Securities Private Limited (“Manager to the Offer”), for and on behalf of the Acquirers, to the Public Shareholders of the Target Company pursuant to and in compliance with the provisions of Regulation 4, read with Regulations 13(1), 14, 15(2) and such other applicable regulations of the SEBI (SAST) Regulations.

**Definition:**

For the purpose of this PA, the following terms would have the meaning assigned to them below:

- a) “Equity Shares” shall mean the fully paid-up equity shares of the Target Company of face value of ₹ 10/- (Rupees Ten only) each.
- b) “Promoter Seller” or “Selling Shareholder” shall mean Ruchir Mittal, promoter of the Target Company.
- c) “Public Shareholders” shall mean all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the (i) Acquirers and any persons deemed to be acting in concert with the Acquirers, (ii) the parties to the underlying SPA (*as defined below*) and any persons deemed to be acting in concert with the parties to the Share Purchase Agreement, pursuant to and in compliance with the SEBI (SAST) Regulations;; and (iii) existing members of the promoter and promoter group of the Target Company.
- d) “Tendering Period” has the meaning ascribed to it under the SEBI (SAST) Regulations.
- e) “Voting Share Capital” shall mean the total voting equity share capital of the Target Company expected as of the 10th (Tenth) working day from the closure of the tendering period for the Open Offer.
- f) “Working Day” means any working day of the Securities Exchange Board of India (“SEBI”).

**1. OFFER DETAILS**

- 1.1. **Offer Size:** The Acquirers hereby make this Offer to the Public Shareholders of the Target Company to acquire up to **38,40,530 (Thirty-Eight Lakhs Forty Thousand Five Hundred Thirty Only)** Equity Shares (“Offer Shares”), constituting **62.82% (Sixty-Two point Eighty-Two Percent)** of the Voting Share Capital, at a price of **₹ 6.60 (Rupees Six and paise Sixty Only)** per Offer Share aggregating to a total consideration of **₹ 2,53,47,498 (Rupees Two Crore Fifty-Three Lakhs Forty-Seven Thousand Four Hundred Ninety-Eight Only)** (assuming full acceptance) (the “Offer Size”), subject to the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement (“DPS”) and the Letter of Offer (“LOF”) that are proposed to be issued for the Open Offer in accordance with the SEBI (SAST) Regulations.

- 1.2. **Offer Price/consideration:** The Offer is made at a price of ₹ 6.60 per Offer Share (“Offer Price”) which has been determined in accordance with Regulation 8(1) and Regulation 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Offer, the total consideration payable in the Offer will be ₹ 2,53,47,498 (Rupees Two Crore Fifty-Three Lakhs Forty-Seven Thousand Four Hundred Ninety-Eight Only).
- 1.3. **Mode of Payment:** The Offer Price is payable in cash, in accordance with the provision of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer:** This Open Offer is a mandatory offer made by the Acquirers in compliance with Regulation 4 of SEBI (SAST) Regulations pursuant to substantial acquisition of shares and voting rights of the Target Company by the Acquirers. This Offer is not subject to any minimum level of acceptance.

2. **TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (“UNDERLYING TRANSACTION”)**

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 equity shares /Voting Rights acquired ( ₹ in Lakhs)	Mode of payment (Cash/ Securities)	Regulation which has triggered
		Number	% of total Voting Share Capital			
Direct Acquisition	Share Purchase Agreement dated September 05, 2023 entered between Bharat Patel (Acquirer 1) and Ruchir Mittal (the Promoter Seller) (“SPA”)	6,83,350 Equity Shares	11.18%	24.33	Cash	4 of the SEBI (SAST) Regulations, 2011

**Note:**

1) Upon completion of the Offer, the promoter seller shall not hold any management control, nor will he be holding any Equity Shares of the Target Company, and shall cease to be the promoter of the Target Company and the Acquirers shall be the new promoters of the Target Company, subject to compliance with conditions specified in Regulation 31A of the SEBI (LODR) Regulations.

3. **DETAILS OF ACQUIRERS / PAC**

Details		Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
Name of Acquirer(s)		Mr. Bharat Patel	Mr. Amit Patel	Mr. Jayanti Gaudani	Mr. Ajay Gaudani	4
Address		203, Shalin Apartment, Murlidhar Road, Ghod Dod Road, Umra, Surat - 395007	13, Meera Nagar Society, Ram Chowk, Ghod Dod, Road, Surat - 395007	B/404, Ashoka Madhuban Society, Raheja Township, Rani Sati Road, Near Saibaba Mandir, Malad (East), Mumbai - 400097	A-501, Victoria Heritage, Beside Status 20, Near Gangotri Circle, Nikol, Ahmedabad-382350	-
Name(s) of persons in control/promoters of Acquirers / PAC		Not Applicable	Not Applicable	Not Applicable	Not Applicable	-
Name of the Group, if any, to which the Acquirers / PAC belong to		Not Applicable	Not Applicable	Not Applicable	Not Applicable	-
Pre transaction shareholding (based on existing Equity Share Capital of Target Company)	Number	Nil*	Nil	25,000	Nil	25,000
	% of the Existing Share Capital	NA	NA	0.41%	NA	0.41%
Proposed shareholding after acquisition of shares which triggered the Open Offer	Number	6,83,350	Nil	Nil	Nil	6,83,350
	% of the Existing Share Capital	11.18%	N.A.	N.A.	N.A.	11.18%
Proposed shareholding after the acquisition of shares (including	Number	11,30,970	11,30,970	11,55,970	11,30,970	45,48,880
	% of Existing Share Capital	18.50%	18.50%	18.91%	18.50%	74.41%

<b>Offer Shares assuming full acceptance) which triggered the Open Offer*</b>						
<b>Any other interest in the Target Company</b>		He is the Director and CFO of the Target Company	He is the brother of Bharat Patel, Director and CFO of the Target Company	He is the Managing Director of the Target Company	He is the brother of Jayanti Gaudani, Managing Director of the Target Company	

\* 25,000 shares of the Target Company are held by Ms. Mamta Patel, deceased wife of Mr. Bharat Patel, are yet to be transmitted.

#### **4. DETAILS OF SELLING SHAREHOLDERS:**

- 4.1. The Acquirer 1 has entered into a Share Purchase Agreement (“SPA”) with the Selling Shareholder, on September 05, 2023, for acquisition of the Sale Shares (i.e. 6,83,350 (Six Lakhs Eighty Three Thousand Three Hundred and Fifty Only) fully paid-up Equity Shares of ₹ 10/- each representing 11.18% of the paid-up Equity Shares and Voting Capital of Target Company) at a price of ₹ 3.56 (Rupees Three and paise Fifty-six only) per Equity Share aggregating to ₹ 24,32,726 (Rupees Twenty-four Lakhs Thirty-two Thousand Seven Hundred Twenty-six Only), subject to the terms and the conditions as mentioned in the SPA. The Details of the Selling Shareholder is as stated hereunder:

Name of the Seller	Part of the Promoter / Promoter group	Details of equity shares / voting rights held by the selling shareholders			
		Pre-Transaction*		Post Transaction**	
		No. of Equity Shares	% of total equity / voting capital	No. of Equity Shares	% of total equity / voting capital
Ruchir Mittal	Yes	6,83,350	11.18%	Nil	Nil

\*The pre-transaction shareholding percentage of the Promoter Seller is calculated after considering the Voting Capital of the Target Company as of the date of this Public Announcement

\*\*The post-transaction shareholding of the Promoter Seller reflects the shareholding of the Promoter Seller post consummation of the Share Purchase Agreement.

- 4.2. Pursuant to the Open Offer and the consummation of the Underlying Transaction (contemplated under the Share Purchase Agreement) and subject to compliance with the SEBI (SAST) Regulations, the Acquirers will acquire control over the Target Company and the Acquirers shall become the promoter of the Target Company including in accordance with the provisions of the SEBI (LODR) Regulations. Upon sale of the entire shareholding of the Seller in the Target Company pursuant to the Share Purchase Agreement, the Seller is desirous that he will cease to be members of the promoter and promoter group of the Target Company in accordance with applicable law.

- 4.3. If, as a result of the acquisition of Equity Shares pursuant to the Share Purchase Agreement and the Open Offer, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer and the PAC will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws.


**5. TARGET COMPANY**

<b>Name:</b>	Classic Filaments Limited
<b>CIN:</b>	L17114GJ1990PLC013667
<b>ISIN</b>	INE181U01018
<b>Exchange Listed</b>	BSE Limited; Scrip Code: 540310
<b>Registered Office:</b>	Plot No.1, Priyanka House, Umiyadham Road, Varachha, Surat, Gujarat, 395006
<b>Tel. No.:</b>	0261-2540570
<b>Email id:</b>	<a href="mailto:classicfilaments@ymail.com">classicfilaments@ymail.com</a>

**6. OTHER DETAILS**

- 6.1. Further details of the Offer shall be published in the DPS which shall be published on or before Tuesday, September 12, 2023 i.e. within 5 (five) working days from the Public Announcement as required under Regulation 13(4) of the SEBI (SAST) Regulations. The DPS shall contain details of the Offer including information on the Offer Price, the Acquirers, the promoter seller and the Target Company, the background to the Offer (including details of and conditions precedent to the Offer and completion of the transactions contemplated by the transaction agreements), the statutory approvals required for the Offer and details of financial arrangements and other terms of the Offer. The DPS will be published, as required by Regulation 14(3) of the SEBI (SAST) Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper (Gujarati) with wide circulation at the place where the registered office of the Target Company is situated, and any one regional language daily newspaper ( Marathi) at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 (sixty) trading days preceding the date of this Public Announcement.
- 6.2. The Acquirers accept full responsibility for the information contained in this Public Announcement (“PA”). The Acquirers undertake that they are aware of and will comply with their obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011. The Acquirers confirm that they have adequate financial resources to meet their obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, through verifiable means, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 6.3. The Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations.

- 6.4. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.5. This Open Offer and the Underlying Transaction are subject to the satisfaction of identified conditions precedent. This Open Offer is also subject to the other terms and conditions mentioned in this Public Announcement, and as will be set out in the Detailed Public Statement, the draft Letter of Offer and the Letter of Offer, that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 6.6. All the Information pertaining to Target Company contained in this Public Announcement has been obtained from publicly available sources or from the Target Company. All the information pertaining to the Selling Shareholder contained in this Public Announcement has been obtained from the Selling Shareholder. Accordingly, the accuracy of the information has not been independently verified by the Manager to the Offer.
- 6.7. In this Public Announcement, all references to “Rs.” or “₹” are references to Indian Rupees and any discrepancy in figures as a result of multiplication or totaling is due to rounding off.

<b>Issued by the Manager to the Open Offer on behalf of the Acquirers:</b>	
	<p><b>FEDEX SECURITIES PRIVATE LIMITED</b>            B7, Jay Chambers, Dayaldas Road, Vile Parle East, Mumbai – 400057, Maharashtra, India;  <b>Tel. No.:</b> +91 81049 85249;  <b>Email:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> ;  <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a>  <b>Contact Person:</b> Saipan Sanghvi  <b>SEBI Registration Number:</b> INM000010163</p>

**For and on behalf of Acquirers**

<b>Acquirer 1</b>	<b>Acquirer 2</b>	<b>Acquirer 3</b>	<b>Acquirer 4</b>
Sd/- <b>Mr. Bharat Patel</b>	Sd/- <b>Mr. Amit Patel</b>	Sd/- <b>Mr. Jayanti Gaudani</b>	Sd/- <b>Mr. Ajay Gaudani</b>

**Place: Surat, Gujarat**

**Date: September 05, 2023**