

ANGEL FIBERS LIMITED

The Corporate Identification Number of our Company is L17200GJ2014PLC078738

HAVING ITS REGISRED OFFICE AT SHIVALIK-2, SHOP NO.6, NR. PUSHKARDHAM TEMPLE, UNIVERSITY ROAD, RAJKOT-360005, TEL: +91-7622022349 / 9426785557; WEBSITE: www.angelfibers.com; EMAIL ID: info@angelfibers.com/ cs@angelfibers.com

OPEN OFFER FOR ACQUISITION OF UP TO 65,00,000 (SIXTY FIVE LAKHS) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH REPRESENTING 26.00% OF EQUITY SHARE CAPITAL/VOTING CAPITAL AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER FROM THE ELIGIBLE SHAREHOLDERS OF THE ANGEL FIBERS LIMITED FOR CASH AT A PRICE OF ₹ 9.00 (RUPEES NINE ONLY) PER EQUITY SHARE ("OFFER PRICE"), BY MR. JITENDRA G. RAIYANI (ACQUIROR NO. 1) AND MR. RAMESHKUMAR JIVRAJBHAI RANIPA (ACQUIROR NO. 2) (HEREIN AFTER COLLECTIVELY REFERRED AS "ACQUIRERS") WITH AN INTENTION TO ACQUIRE CONTROL OF THE TARGET COMPANY.

This detailed public statement ("DPS") is being issued by Beeline Broking Limited, the manager to the Open Offer (the "Manager to the Offer"), for and on behalf of the Acquirers, in compliance with Regulations 3(1) and 4 read with Regulation 13(4), 14(3) and 15(2) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto (the "SEBI (SAST) Regulations" and reference to a particular "Regulation" shall mean the particular regulation of the SEBI (SAST) Regulations), pursuant to the public announcement made on March 17, 2020 ("Public Announcement" or "PA") issued in terms of Regulation 3(1) and 4 read with regulation 13 (1) and regulation 15(1) of SEBI (SAST) Regulations and submitted to BSE Limited ("BSE") on March 17, 2020, in accordance with Regulation 14(1) of the SEBI (SAST) Regulations, sent to the registered office of the Target Company on March 17, 2020 and was filed with the Securities and Exchange Board of India ("SEBI") on March 17, 2020 in terms of Regulations 3(1) and 4 read with Regulation 14 (2) of SEBI (SAST) Regulations.

For the purpose of this Detailed Public Statement, the following terms have the meanings assigned to them below:

- (a) "EPS" means earnings per share;
- (b) "Equity Shares" or "Shares" means the fully paid-up equity shares of face value of ₹10 each of the Target Company.
- (c) "Sellers" means Mr. Ashok Mavjibhai Dudhagara and Mrs. Prafulaben Ashokbhai Dudhagara.
- (d) "Offer Period" has the meaning as ascribed to it in the SEBI (SAST) Regulations.
- (e) "Public Shareholders" means all the public shareholders of the Target Company who are eligible to tender their shares in the Offer, other than the parties to the Acquirers, the Promoters/Sellers of the Target Company and persons deemed to be acting in concert with such parties, pursuant to and in compliance with the SEBI (SAST) Regulations.
- (f) "Sale Shares" means 1,41,18,680 (One Crore Forty One Lakhs Eighteen Thousand Six Hundred and Eighty only) equity shares of face value of ₹ 10.00 each which constitutes 56.47% of the issued, paid up and subscribed equity share capital of Target Company.
- (g) "SEBI Act" shall mean Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.
- (h) "Tendering Period" means Period within which Public Shareholders of the Target Company may tender their Equity Shares in acceptance to the Offer.
- (i) "EQUITY SHARE CAPITAL/VOTING CAPITAL" means Paid-up Equity Share Capital of ₹ 25,00,00,000 comprising of 2,50,00,000 fully paid up Equity Shares of face value of ₹ 10.00 each; and
- (j) "Working Day" means any working day of the Securities and Exchange Board of India.

I. ACQUIRERS, SELLER, TARGET COMPANY AND OPEN OFFER

(A) Details of ("Acquirers") Mr. Jitendra G. Raiyani (Acquirer No. 1) and Mr. Rameshkumar Jivrajibhai Ranipa (Acquirer No. 2)

A.1 Mr. Jitendra G. Raiyani (Acquirer No. 1):

- (a) Mr. Jitendra G. Raiyani an Indian resident, s/o. Gopalbhai Raiyani, aged about 50 years R/o. Radhe Shyam, Plot No. 28, Silver Stone-1, Street no. 3, 150 feet Ring Road, Behind Oscar Tower, Rajkot, Gujarat-360005, Contact No.: +91 99798 73993, E-Mail ID: jitendrayai9681@gmail.com. He has experience of more than 13 years in the business of chemicals for agriculture use. He is holding directorship in Raisin Bio-Tech Private Limited (CIN: U27310GJ2006PTC046496) and Redren Energy Private Limited (CIN: U40106GJ2006PTC049654). To explore further business opportunities he has proposed to enter in the business of cotton yarn by acquiring stake in Angel Fibers Limited.
- (b) Mr. Jitendra G. Raiyani has agreed to acquire 28,23,680 equity shares representing 11.29% of total equity Share Capital/Voting Capital of Target Company from Sellers through share purchase agreement (SPA) dated March 17, 2020.
- (c) He does not hold equity shares of Target Company as on the date of this DPS. He does not have any other interest or relationship with Target Company or its promoters, directors, Key Managerial Personnel.
- (d) Mr. Jitendra G. Raiyani has confirmed that he is not categorized as a "willful Defaulter" in terms of regulation (1)(ze) of SEBI (SAST) Regulations and is not debarred by SEBI from accessing capital market or from dealing in securities in terms of provisions of section 11B of the SEBI Act, 1992 or under any other Regulations of SEBI Act, 1992.
- (e) The Net worth of Mr. Jitendra G. Raiyani as on March 16, 2020 is ₹ 287.88 lakhs (Rupees Two Crore Eighty Seven Lakhs Eighty Eight Thousand Only) and same is certified by Ms. Jyoti katarinya, Chartered Accountant (Membership No. 116861), Proprietor of Jyoti Katarinya & Associates, Chartered Accountants (Firm Registration No. 125309W), UDIN: 20116861AAAAQ7596 vide her certificate dated March 17, 2020 and further certifies that Mr. Jitendra G. Raiyani has sufficient funds to meet his part of obligations under open offer to the shareholders of Target Company.

A.2 Mr. Rameshkumar Jivrajibhai Ranipa (Acquirer No. 2):

- (a) Mr. Rameshkumar Jivrajibhai Ranipa, an Indian resident, s/o. Jivrajibhai Ranipa, aged about 48 years R/o. 301, Krishna Palace, Swasthi Society, Opp Essar House, Patel Colony, Jamnagar Gujarat-361008, Contact No.: +91 98252 12209; E-Mail ID: ramesh\_ranipa@yahoo.co.in. He started his carrier as a clerk in Agriculture co-operative society and serve to society for the period of 5 years but looking to available opportunity in business and dealership of Mahindra Tractor, he has started his first venture under the name Murlidhar Tractors (Partnership Firm) in the year 2001. In the year 2010, to explore growing opportunity in Ceramic Sector he also commenced the Ceramic business by incorporating a company namely Redstone Granito Private Limited. Later on in the year 2015, he has enters into spinning business by set up Spinning Unit under the name Sanvi Spinning Mill Private Limited. He holds directorship in Redstone Granito Private Limited (U26914GJ2010PTC063247) and Sanvi Spinning Mill Private Limited (U17291GJ2015PTC082662). To explore further business opportunity he has proposed to enter in the business of cotton yarn by acquiring stake in Angel Fibers Limited.
- (b) Mr. Rameshkumar Jivrajibhai Ranipa has agreed to acquire 1,12,95,000 equity shares representing 45.18% of total equity share Capital/Voting Capital of Target Company from Mr. Ashok M. Dudhagara through share purchase agreement (SPA) dated March 17, 2020.
- (c) He does not hold equity shares of Target Company as on the date of this DPS. He does not have any other interest or relationship with Target Company or its promoters, directors, Key Managerial Personnel.
- (d) Mr. Rameshkumar Jivrajibhai Ranipa has confirmed that he is not categorized as a "willful Defaulter" in terms of regulation (1)(ze) of SEBI (SAST) Regulations and not debarred from accessing capital market or dealing in securities in terms of the provisions of the section 11B of the SEBI Act, 1992 or under any other Regulations of SEBI Act, 1992.
- (e) The Net worth of Mr. Rameshkumar Jivrajibhai Ranipa as on March 16, 2020 is ₹ 1310. 59 lakhs (Rupees Thirteen Crore Ten Lakhs Fifty Nine Thousand Only (Rounded Off) and same is certified by Ms. Jyoti katarinya, Chartered Accountant (Membership No. 116861), Proprietor of Jyoti Katarinya & Associates, Chartered Accountants (Firm Registration No. 125309W), UDIN: 20116861AAAAAP1208 vide her certificate dated March 17, 2020 and further certifies that Mr. Rameshkumar Jivrajibhai Ranipa has sufficient funds to meet his part of obligations under open offer to the shareholders of Target Company.

(B) INFORMATION ABOUT SELLERS

The Details of sellers are set out below

Sr. No.	Name of the Sellers	Residential Address	No of Shares held in the Target Company prior to SPA	% of Share Capital
1.	Mr. Ashok Mavjibhai Dudhagara ^	A-88, Alap Avenue University Road, Rajkot 360005, Gujarat	1,14,62,320*	45.85
2.	Mrs. Prafulaben Ashokbhai Dudhagara ^	A-88, Alap Avenue University Road, Rajkot 360005, Gujarat	26,56,360#	10.63
TOTAL			1,41,18,680\$	56.47

^ Sellers are Promoters of the Target Company. There are no other individual person(s)/Bodies corporate other than Sellers are forming part of Promoters/Promoters group in Target Company. (Source: www.bseindia.com).

\* Out of 1,14,62,320 equity shares 46,95,480 Equity Shares constituting 18.78% of the issued, paid up and subscribed equity share capital of the Target company are pledged with Lender(s) – State Bank of India (SBI) and 50,00,000 Equity Shares constituting 20.00% of the issued, paid up and subscribed equity share capital of the Target Company are Lock-In upto March 7, 2021.

# Out of 26,56,360 equity Shares 6,09,360 Equity Shares constituting 2.44% of the issued, paid up and subscribed equity share capital of the Target company are pledged with Lender(s) – State Bank of India (SBI) and 1,25,000 Equity Shares constituting 0.50% of the issued, paid up and subscribed equity share capital of the Target Company are Lock-In upto March 7, 2021.

\$ Out of 1,41,18,680 equity shares 53,04,840 Equity Shares constituting 21.22% of the issued, paid up and subscribed equity share capital of the Target company are pledged with Lender(s) – State Bank of India (SBI) and 51,25,000 Equity Shares constituting 20.50% of the issued, paid up and subscribed equity share capital of the Target Company are Lock-In upto March 7, 2021).

- 1) Sellers have not been prohibited by SEBI from dealing in securities in terms of section 11B of the SEBI Act, 1992.
- 2) There have been instances of non compliances with the provision of chapter V of the regulations by Mr. Ashok Mavjibhai Dudhagar and Mrs. Prafulaben Ashokbhai Dudhagara for which SEBI may take suitable action against them, details are follows:

Name of Seller/ Promoter of Target Company	Regulation/Sub-Regulations of SEBI (SAST) Regulations, 2011	Due-Date of Compliance as mentioned in the SEBI (SAST) Regulations, 2011	Actual Date of Compliance	Delay if any (No. of Days)
Mr. Ashok Mavjibhai Dudhagar	Continual Disclosures under Regulation 30(2) for the year ended March 31, 2018	April 7, 2018	March 23, 2020	713
	Continual Disclosures under Regulation 30(2) for the year ended March 31, 2019	April 7, 2019	March 23, 2020	349
	Disclosures of Encumbered Shares under Regulation 31(1)	June 21, 2018	March 23, 2020	641
Mrs. Prafulaben Ashokbhai Dudhagara ^	Continual Disclosures under Regulation 30(2) for the year ended March 31, 2018	April 7, 2018	March 23, 2020	713
	Continual Disclosures under Regulation 30(2) for the year ended March 31, 2019	April 7, 2019	March 23, 2020	349
	Disclosures of Encumbered Shares under Regulation 31(1)	June 21, 2018	March 23, 2020	641

- 3) Post completion of acquisition of 1,41,18,680 (One Crore Forty One Lakhs Eighteen Thousand Six Hundred and Eighty only) equity shares from Sellers who are existing promoters of the Angel Fibers Limited, Sellers will not be holding Equity Shares in Angel Fibers Limited.

(C) INFORMATION ABOUT ANGEL FIBERS LIMITED ("TARGET COMPANY")

- 1) The Target Company was originally incorporated in the name and style as "Angel Fibers Private Limited" at Rajkot on February 14, 2014 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently Company was converted to public limited Company pursuant to shareholders resolution passed at the Extra-ordinary General Meeting held on December 7, 2017 and the name of Company was changed to "Angel Fibers Limited". A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, on December 11, 2017. Company Identification Number of Target Company is L17200GJ2014PLC078738.
- 2) Equity Share of Target Company listed on the SME Platform of BSE Limited (Security Code: 541006 Symbol: ANGEL) on March 6, 2018.
- 3) Registered office of the Target Company is situated at Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot 360005. E-Mail ID: info@angelfibers.com/ cs@angelfibers.com; Website: www.angelfibers.com.
- 4) The Target Company is engaged in the business of spinning of cotton yarn.
- 5) As on the date of this DPS, the authorized share capital of the Target Company is ₹ 25,00,00,000 (Rupees Twenty Five Crores) comprising of 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of face value of ₹ 10. As on the date of this DPS, the issued, subscribed and paid-up equity share capital of the Target Company is ₹ 25,00,00,000 (Rupees Twenty Five Crores) comprising of 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of face value of ₹ 10.
- 6) Equity Shares of Target Company are in-frequently traded within the meaning of the Regulation 2(1)(i) of SEBI (SAST) Regulation.
- 7) Brief Financial of Target Company are as follows:

(Rs. in Lakhs)

Particulars	Year Ended as on March 31, 2017 (Audited)	Year Ended as on March 31, 2018 (Audited)	Year Ended as on March 31, 2019 (Audited)	For the period Ended September 30, 2019 (Un-Audited)
Total Revenue (In ₹ Lakhs)	8,162.33	8,635.32	13,690.60	6,929.71
Net Income (after tax) (In ₹ Lakhs)	59.95	435.08	53.82	(- 620.19) (Loss)
EPS (In ₹)	0.24	1.74	0.22	(-2.48) (Negative)
Net worth / Shareholder Funds (In ₹ Lakhs)	2454.94	2890.02	2943.85	2323.66

(Source: Annual Report and half yearly financials results filed with BSE Limited; www.bseindia.com)

- 8) None of the directors of the Target Company represents the Acquirers.
- 9) Shree Ganesh Cotton Industries ("Operational Creditor") had filed Rebuttal Affidavit/Petition dated March 17, 2020 before the National Company Law Tribunal ("NCLT") - Ahmedabad Bench against the response to counter affidavit filed by the Target Company, for recovery of dues of ` 4,94,23,348.90 (Rupees Four Crores Ninety Four Lakhs Twenty Three Thousand Three Hundred Forty Eight and Ninety paise only) from Target Company. The copy of Rebuttal Affidavit/Petition filed by Operation creditor dated March 17, 2020 was received by the Target Company on March 20, 2020. (Source: Information provided by the Sellers/Target Company).

(D) DETAILS OF THE OFFER

- 1) The Acquirers are making Open Offer for acquisition of up to 65,00,000 (Sixty Five Lakhs) fully paid up equity shares of ` 10 each representing 26.00% of equity share capital/voting capital as of the tenth working day from the closure of the tendering period of the open offer from the eligible shareholders of the Angel Fibers Limited.
- 2) This open offer is made to all the equity shares holders of the Target Company other than parties to SPA executed on March 17, 2020.
- 3) The Open Offer is made at a price of ₹ 9.00 (Rupees Nine Only) per equity share ("offer price") subject to the terms and conditions mentioned in the Public Announcement, this detailed public statement ("DPS"), and to be set out in the letter of offer and any corrigendum thereto, if any, that may be issued in relation to the Offer in accordance with the Takeover Regulations. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and the terms and conditions mentioned in the Public Announcement, this DPS and to be set out in the letter of offer to be sent to all the Public Shareholders in relation to this Offer.
- 4) To the best of the knowledge of the Acquirers, there are no statutory or other approval(s) required by the Acquirers to complete the acquisition under the SPA and the Offer as on the date of this DPS. If, however, any statutory or other approval(s) becomes applicable prior to completion of such acquisition, the Offer would also be subject to such other statutory or other approval(s). In the event such statutory approvals are refused, the Acquirers will have the right to withdraw this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations.
- 5) Except as stated below there are no conditions, the meeting of which would be outside reasonable control of Acquirers and in view of which the offer might be withdrawn under regulation 23 of the SEBI (SAST) Regulations stipulated in the SPA which threatens or questions the validity or enforceability of the SPA or any of the transaction contemplated in SPA between Sellers and Acquirers:
  - a. Target Company has received application in form no. 5 dated January 3, 2020 from Operational Creditor namely Shree Ganesh Cotton Industries, one of the suppliers of the company, to initiate corporate insolvency resolution process under the code/rule 6 of the Insolvency and Bankruptcy (Application to Adjudicating Authority), Rules 2016 for recovery of dues of ₹ 4,94,23,348.90 (Rupees Four Crores Ninety Four Lakhs Twenty Three Thousand Three Hundred Forty Eight and Ninety paise only). Further Target Company has filed counter affidavit/Petition dated March 6, 2020 in response to above application, being the matter related to dispute of quality and allowances matter for raw material supplied by the operational creditor. If a Corporate Debtor (Target Company) is accepted into the CIRP (Corporate Insolvency Resolution Process) by National Company Law Tribunal ("NCLT") – Ahmedabad Bench, NCLT- Ahmedabad Bench will i) Declare Moratorium, ii) Cause a Public Announcement iii) Appoint an Interim resolution Professional. Subsequently, the management is placed under an independent "Interim Resolution Professional" till the end of the CIRP (Corporate Insolvency Resolution Process), the management ceases to have any control over the activities of the company.
  - 6) On triggering of aforesaid event of CIRP (Corporate Insolvency Resolution Process) by NCLT Ahmedabad Bench, the situation will be outside the reasonable control of Acquirers and consequently Acquirers will withdraw this open offer under Regulation 23 of SEBI (SAST) Regulations and will rescind the SPA dated March 17, 2020 and sellers will immediately refund the amount received from the Acquirers towards sale shares.
  - 7) This Offer is not conditional upon any minimum level of acceptance by the Shareholder(s) of the Target Company.
  - 8) This is not a competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
  - 9) There are no partly paid shares and other convertible instruments pending for conversion.
  - 10) The Manger to the open offer, Beeline Broking Limited does not hold Equity shares of the Target Company. The manager to the open offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target company during the Offer Period.
  - 11) The SPA is subject to compliance of provision of SEBI (SAST) Regulations, and in case of non compliance with the provision of SEBI (SAST) Regulations, the SPA shall not be acted upon by the Sellers and Acquirers.
  - 12) In terms of Regulation 25(2), the Acquirers will not dispose-off or otherwise encumber any assets or investments of the Target Company, through sale, lease, reconstruction, restructuring including but not limited to amalgamation and/or demerger with its group companies and/or re-negotiation or termination of existing contractual/operating arrangements, for restructuring and/or rationalizing the assets, investments or liabilities of the Target Company and/or its subsidiaries, to improve operational efficiencies and for other commercial reasons. The Board of Directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company.
  - 13) Assuming full acceptance of 65,00,000 fully paid up equity shares of ₹ 10 each representing 26.00% of equity share capital/voting capital as of the tenth working day from the closure of the tendering period of the open offer from the eligible shareholders of the Target Company by the Acquirers, public shareholding will be reduced to 17.53% in the target company. As per Regulation 38 of SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. As per sub rule 2 of rule 19A of the Securities Contract (Regulation) Rules, 1957, where the public shareholding in a listed company falls below twenty five per cent. at any time, such company shall bring the public shareholding to twenty five per cent within a maximum period of twelve months from the date of such fall in the manner specified by the Securities and Exchange Board of India.
  - 14) In the Open offer, the Equity Shares of the Target Company will be acquired by the Acquirers as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights after offer declared thereto.

II. BACKGROUND TO THE OFFER

- 1) The Acquirers has agreed to acquire from the promoters of the Target Company namely Mr. Ashok Mavjibhai Dudhagara and Mrs. Prafulaben Ashokbhai Dudhagara ("Sellers"), 1,41,18,680 (One Crore Forty One Lakhs Eighteen Thousand Six Hundred and Eighty only) equity shares ("Sale Shares") of face value of ₹ 10.00 each which constitutes 56.47% of the issued, paid up and subscribed equity share capital of Target Company (including 53,04,840 Equity Shares constituting 21.22% of the issued, paid up and subscribed equity share capital of the Target company are pledged with Lender(s) – State Bank of India (SBI) and 51,25,000 Equity Shares constituting 20.50% of the issued, paid up and subscribed equity share capital of the Target Company are Lock-In upto March 7, 2021), for an aggregate consideration of ₹ 12,70,68,120 (Twelve Crores Seventy Lakhs Sixty Eight Thousand One Hundred and Twenty Only), i.e ₹ 9 (Rupees Nine Only) per Equity Share ("Negotiated Price") through a Share Purchase Agreement dated March 17, 2020 ("SPA"). Consequent upon acquisition of Sale Shares, the Shareholding of the Acquirers will be holding 1,41,18,680 (One Crore Forty One Lakhs Eighteen Thousand Six Hundred and Eighty only) equity shares constituting 56.47% of the issued, paid up and subscribed equity share capital of Target Company. Pursuant to SPA, the Acquirers shall hold majority of Equity Shares by virtue of which they shall be in a position to exercise control over management and affairs of the Target Company. This offer is made in terms of Regulations 3(1) and 4 of the Takeover Regulations.
- 2) Some Salient Features of SPA are as follows:
  - Sellers has agreed to transfer the 1,41,18,680 (One Crore Forty One Lakh Eighteen Thousand Six Hundred and Eighty only) equity shares in Target Company and the Acquirers have agreed to take over the 1,41,18,690 (One Crore Forty One Lakh Eighteen Thousand Six Hundred and Ninety only) equity shares of ₹ 10/- each from Sellers for cash at ₹ 9.00 per share, thus the total amount of consideration comes to ₹ 12,70,68,120 (Twelve Crores Seventy Lakhs Sixty Eight Thousand One Hundred and Twenty Only) ("Total Consideration" or "Purchase Consideration") thorough SPA executed on March 17, 2020. The purchase consideration will be paid to sellers as follows;
    - An earnest money deposit of Rs. 3,81,20,436 (Rupees Three Crores Eighty One Lakh Twenty Thousand Four Hundred and Thirty Six only) (30.00% of the total consideration) will be paid at the time of execution of this Agreement.
    - 30% of total consideration amounting to Rs. 3,81,20,436 (Rupees Three Crores Eighty One Lakh Twenty Thousand Four Hundred and Thirty Six only) will be paid on or before March 31, 2020.
    - 30% of total consideration amounting to Rs. 3,81,20,436 (Rupees Three Crores Eighty One Lakh Twenty Thousand Four Hundred and Thirty Six only) will be paid on or before April 15, 2020.
    - Balance 10% of total consideration amounting to Rs. 1,27,06,812 (Rupees One Crore Twenty Seven Lakhs Six Thousand Eight Hundred and Twelve only) will be paid on will be paid after the completion of the formalities of takeover with SEBI/Stock Exchange and Other Regulatory Authorities, etc.
  - The Acquirers shall purchase from the Seller and the Seller shall sell to the Acquirers, as legal and beneficial owners, the Sale Shares, free from all encumbrances 1,41,18,680 (One Crore Forty One Lakhs Eighteen Thousand Six Hundred and Eighty only) equity shares which constitutes 56.47% (including 53,04,840 Equity Shares constituting 21.22% of the issued, paid up and subscribed equity share capital of the AFL, which are pledged with Lender(s) and are subject to NOC/approval from lender(s)), and 51,25,000 Equity Shares which are under lock in upto March 7, 2021 and will continue to lock-in in the hands of new Acquirers/Promoters as per Regulation 243 of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, and together with all rights, title, interest and benefits appertaining thereto, for the Purchase Consideration to the Seller by the Acquirers.
  - Sellers and Acquirers shall jointly approach to Lenders Banks to get approval /NOC for change in management (including transferring of Equity Shares duly pledged by the Sellers with the lenders), release of personal guarantee and property of selling shareholder's group (except Non agriculture residential plot of approx ₹ 589.15 Lakhs (Rupees Five Crores Eighty Eight Nine Lakhs and Fifteen Thousand only) and by offering personal guarantee and properties acceptable to bank with equivalent valuation or as approved by bank of Acquirers as well as change in signatory authority with bank. In case of delay in receipt of NOC/consent from the lenders (SBI) or any other secured Bankers by more than 15 days from the date of making an application for change in management or releasing of pledge shares of sellers for transferring to Acquirers, in such a case, Sellers or Acquirers may approach other lenders/Bankers or existing lenders/Bankers for takeover of loan for repayment of outstanding loan amount to existing lenders (SBI) and will further continue to proceed with the takeover formalities as per SEBI (Takeover) Regulations, 2011.
  - The Sellers will not transfer any of it existing shareholding of AFL to anyone except Acquirers till completion of Takeover formalities as prescribed under SEBI (Takeover) Regulations, 2011

- The Acquirers may after the expiry of twenty-one working days from the date of detailed public statement, act upon this agreement and the acquirers may complete the acquisition of shares or voting rights in, or control over the target company as contemplated in this agreement, subject to deposit of entire consideration payable in the Open Offer, assuming full acceptance, in cash, in the Escrow Account, in terms of Proviso to regulation 22(2) read with regulation 17 of the Securities And Exchange Board Of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011. The Acquirers are entitled to appoint themselves or their representatives on the Board of Target Company, after an initial period of 15 working days from the date of Detailed Public Statement, subject to deposit of entire consideration payable in the Open Offer, assuming full acceptance, in cash, in the Escrow Account, in terms of Proviso to regulation 24(1) read with regulation 17 of the Securities And Exchange Board Of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011. However, as informed by sellers/Target Company, Target company has received application from one of the operational creditor (namely Shree Ganesh Cotton Industries) under code/Rule 6 of the Insolvency and Bankruptcy (Application to Adjudicating Authority), Rules 2016 for recovery of dues of ₹ 4,94,23,348.90 (Rupees Four Crores Ninety Four Lakhs Twenty Three Thousand Three Hundred Forty Eight and Ninety paise only) and due to this there is triggering of any event of CIRP (Corporate Insolvency Resolution Process) by NCLT Ahmedabad Bench, resulting the situation which would be outside the reasonable control of Acquirers and consequently Acquirers will withdraw this Open Offer under Regulation 23 of SEBI (SAST) Regulations and will rescind the SPA dated March 17, 2020 and sellers will immediately refund the amount received from the Acquirers towards sale shares.
- 3) The Open Offer is made at a price of ₹ 9.00 (Rupees Nine Only) per equity share ("offer price") subject to the terms and conditions mentioned in this Public Announcement, the detailed public statement ("DPS"), the letter of offer and any corrigendum thereto, if any, that may be issued in relation to the Offer in accordance with the Takeover Regulations. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and the terms and conditions mentioned in the Public Announcement, this DPS and to be set out in the letter of offer to be sent to all the Public Shareholders in relation to this Offer.

- 4) The object of acquisition is to acquire substantial shares/voting rights accompanied by control over the Target Company thereby exploring the business opportunity in textile sector through spinning unit. Acquirers may reorganize the present Capital Structure of the Company and also further strengthen the Board by appointing themselves or their representatives including appointment of new independent directors on the board of Target Company. Acquirers may allow the existing executive Director to be appointed as Key Managerial Personnel for their technical advice. Upon consummation of the transaction contemplated in the SPA, the Acquirers will also acquire control over the Target Company and the Acquirers shall become the promoters of the Target Company upon compliance with the provision of regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirers in TC and the details of their acquisition are as follows:

Details	Mr. Jitendra G. Raiyani (Acquirer No. 1)			Mr. Rameshkumar Jivrajibhai Ranipa (Acquirer No. 2)			Total
	No of Shares	% of Total Equity Share Capital/Voting Capital	No of Shares	% of Total Equity Share Capital/Voting Capital	No of Shares	% of Total Equity Share Capital/Voting Capital	
Shareholding as on the PA date	0	0.00	0	0.00	0	0.00	
Shares agreed to be acquired under SPA	28,23,680	11.29	1,12,95,000	45.18	1,41,18,680	56.47	
Shares acquired between the PA date and the DPS date	0	0.00	0	0.00	0	0.00	
Shares to be acquired under open offer (Assuming Full Acceptance)	13,00,000	5.20	52,00,000	20.80	65,00,000	26.00	
Post Offer shareholding (On Diluted basis, as on 10th working day after closing of tendering period)	41,23,680	16.49	1,64,95,000	65.98	2,06,18,680	82.47	

➤ At present Acquirers are not holding any Equity Shares of the Target Company.

IV. OFFER PRICE

- 1) The Equity Shares of Target Company are listed and traded on SME Platform of BSE Limited (BSE) with Script ID "ANGEL" and with script code "541006".
- 2) The annualized traded turnover of the Equity Shares on the BSE during the period March 1, 2019 to February 29, 2020 ("Twelve Month Period"), viz. twelve calendar months preceding the calendar month in which the PA has been made is set out below:

Name of the Stock Exchange	Total Number of Equity Shares traded during the preceding 12 calendar months prior to the month of PA (A)	Total No. of Equity Shares listed (B)	Trading turnover (as % of total number of listed Equity Shares-(A/B))
BSE LIMITED	15,44,000	2,50,00,000	6.18%

(Source: BSE and Based on Certificate received dated March 17, 2020 issued by Ms. Jyoti katarinya, Chartered Accountant (Membership No. 116861), Proprietor of Jyoti Katarinya & Associates, Chartered Accountants (Firm Registration No. 125309W), UDIN: 20116861AAAAA05891 having office at 314, 3rd Floor, Neo Square, Opp. I.T. Office, P.N. Marg, Jamnagar-361 008 dated March 17, 2020)

- 3) Based on above equity shares of Target Company are not frequently traded within the meaning of regulation 2(1)(i) of SEBI (SAST) Regulations.
- 4) The Offer Price of INR 9.00 per Offer Share is justified, being highest price of below, in terms of Regulation 8(2) of the SEBI (SAST) Regulations on the basis of the following:

Sr. No.	Particulars	Amount in ₹
(a)	The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer.	9.00
(b)	The volume-weighted average price paid or payable for acquisitions, whether by the Acquirers or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the public announcement	Nil
(c)	The highest price paid or payable for any acquisition, whether by the Acquirers or by any person acting in concert with him, during the twenty-six weeks immediately preceding the date of the public announcement	Nil
(d)	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded	Not Applicable as Equity Shares are Infrequently Traded
(e)	Where the shares are not frequently traded, the price determined by the Acquirers and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and such other Parameters	For the period ended September 30, 2020
Other Parameters		
Return on Network (%)		Negative
Earning Per Share (₹ per Share)		Negative
Book Value Per Share (₹)		9.29

- 5) The fair value of Shares of the Target Company is ₹8.00 (Rupees Eight Only) per Equity Share as certified by Ms



DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 3(1) AND REGULATION 4 READ WITH REGULATIONS 13(4), 14(3) AND 15(2) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (SEBI (SAST) REGULATIONS), AS AMENDED, TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF

# ANGEL FIBERS LIMITED

The Corporate Identification Number of our Company is L17200GJ2014PLC078738

HAVING ITS REGISTERED OFFICE AT SHIVALIK-2, SHOP NO.6, NR. PUSHKARDHAM TEMPLE, UNIVERSITY ROAD, RAJKOT-360005, TEL: +91-7622022349 / 9426785557; WEBSITE: www.angelfibers.com; EMAIL ID: info@angelfibers.com/ cs@angelfibers.com

7) In terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, except a condition precedent in this DPS and SPA or approvals; in case if a Corporate Debtor (Target Company) is accepted into the CIRP (Corporate Insolvency Resolution Process) by National Company Law Tribunal ("NCLT") – Ahmedabad Bench, the situation will be outside the reasonable control of Acquirers and consequently Acquirers will withdraw this open offer under Regulation 23 of SEBI (SAST) Regulations and will rescind the SPA dated March 17, 2020 and sellers will immediately refund the amount received from the Acquirers towards sale shares and in the event that the approvals which may become applicable prior to completion of the Offer are not received in terms of paragraph VI - (i), (ii) and (viii), the Acquirers shall have the right to withdraw the Offer. In the event of such a withdrawal of the Offer; the Acquirers (through the Manager to the Offer) shall, within 2 (Two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, in the same newspapers in which the DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

## VII. TENTATIVE SCHEDULE OF ACTIVITY

Particulars	Date	Day
Date of the Public Announcement (PA)	March 17, 2020	Tuesday
Date of publishing the Detailed Public Statement (DPS)	March 24, 2020	Tuesday
Last date for filing of Draft Letter of Offer with SEBI	April 1, 2020	Wednesday
Last date of a competing offer	April 21, 2020	Tuesday
Last date for receipt of SEBI observations on the DLOF (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	April 28, 2020	Tuesday
Identified Date*	April 30, 2020	Thursday
Last date by which the Letter of Offer will be dispatched to the Shareholders (Except the Acquirers and the Selling Shareholders) as on the identified date	May 11, 2020	Monday
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	May 14, 2020	Thursday
Last Date for upward revision of the Offer Price/number of shares	May 14, 2020	Thursday
Date of Public Announcement for Opening the Offer in the newspapers in which the DPS was published	May 15, 2020	Friday
Date of Commencement of the Tendering Period (Offer Opening Date)	May 18, 2020	Monday
Date of Closing of the Tendering Period (Offer Closing Date)	June 1, 2020	Monday
Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders	June 15, 2020	Monday

\* Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Draft Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer, PAC and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.

## VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF (LETTER OF OFFER) LOF

- This open offer is made to all the equity shares holders, whether holding equity shares in physical or dematerialised form, registered or unregistered, whether they have received Letter of Offer to tender their shares or who have acquired equity shares after identified date i.e. the date falling on the 10 Working Day prior to the commencement of Tendering Period, of the Target Company other than parties to SPA executed on March 17, 202, are eligible to participate in this open offer at any time during the tendering period.
- The Offer will be implemented by the Acquirers through the Stock Exchange Mechanism made available by the BSE in the form of a separate window ("Acquisition Window") the Acquirers will acquire the Offer Shares in accordance with the 'tender offer method' prescribed by SEBI, in accordance with SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended by SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 ("Acquisition Window Circulars").
- BSE shall be the Designated Stock Exchange for the purpose of tendering shares in the Open Offer.
- The Acquirer has appointed buying broker for the open offer through whom the purchase and the settlement of the Open Offer shall be made during the tendering period. The contact details of the buying brokers are as mentioned below:

**Swastika Investmart Limited (SEBI Registration no.IN2000192732) (CIN:L65910MH1992PLC067052)**

**Address:** Flat no. 18, 2nd Floor, North Wing, Madhaveshwar Co-Op-Hsg Society Ltd, Madhav Nagar, 11/12, S.V. Road, Andheri West, Mumbai - 400058; **Tel:** 0731-6644223; **Fax:** 0731-6644300; **Email:** lokesh.s@swastika.co.in /mohit.goyal@swastika.co.in; **Investor grievances:** dp@swastika.co.in, **website:** www.swastika.co.in; **Contact Person:** Mr. Lokesh Soni

The Facility for acquisition of shares through Stock Exchange mechanism pursuant to open offer shall be available through stock exchange in the form of a separate window ("Acquisition Window")

- All the shareholders who desires to tender their shares under the Open Offer would have to intimate their respective stock broker ("Selling Broker") during the normal trading hours of the secondary market during tendering period.
- Procedure to be followed by the Public Shareholders holding equity shares in physical form
  - As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI PR 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019.
  - Accordingly, the Public Shareholders who are holding equity shares in physical form and are desirous of tendering their equity shares in the Offer can do so only after the equity shares are dematerialized. Such Public Shareholders are advised to approach any depository participant to have their equity shares dematerialized.

## IX. THE DETAILED PROCEDURE FOR TENDERING THE OFFER SHARES IN THIS OPEN OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

### X. OTHER INFORMATION

- The Acquirers accept full responsibility for the information contained in the PA, and this DPS (other than such information regarding the Target Company as has been obtained from public sources, which has not been independently verified by the Acquirers and the Manager to the Offer) and shall be jointly and severally responsible for the fulfilment of obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The information pertaining to the Target Company contained in the PA or DPS or Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been/will be compiled from information published or publicly available sources or provided by the Target Company. The Acquirers have not independently verified such information and do not accept any responsibility with respect to any information provided in the PA or this DPS or the Letter of Offer pertaining to the Target Company.
- Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Beeline Broking Limited as the Manager to the Offer.
- The Acquirers have appointed Bigshare Services Private Limited (**SEBI Registration Number:** INR000001385) as the Registrar to the Offer having office at 1st Floor, Bharat Tin works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra- 400059. **Tel. No.:** +91-022 62638200; **Fax:** +91 22 – 62638280; **E-Mail ID:** openoffer@bigshareonline.com; **Investor Grievance E-Mail:** investor@bigshareonline.com; **Website:** www.bigshareonline.com; **Contact Person:** Mr. Arvind Tandem.
- In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
- In this DPS, all references to "Rs.", "₹", or "INR" are references to the Indian Rupee (₹).
- The Public Announcement and this DPS would also be available on SEBI's website (www.sebi.gov.in).

**ISSUED BY MANAGER TO THE OPEN OFFER FOR AND ON BEHALF OF THE ACQUIRERS MR. JITENDRA G. RAIYANI AND MR. RAMESHKUMAR JIVRAJBHAI RANIPA**

**BEELINE**  
Go the extra mile for you.

**BEELINE BROKING LIMITED**

**CIN:** U51900GJ2014PLC080598

**SEBI Reg. No.:** INM000012546

**Registered Office Address:-** Office No. 1 To 3, Vishwa Complex, First Floor, Opp. Jain Derasar, Navrangpura, Ahmedabad-380 009.

**Merchant Banking Division:** 807, Phoenix Tower, Opp. New Girish Cold Drinks, Near Vijay Cross Road, Navarangpura, Ahmedabad-380009, **Tel. No.:** +91 79 48405357/635, **E-Mail ID:** mb@beelineb.com,

**Website:** www.beelinebroking.com, **Contact Person:** Mrs. Khushbu Shah

Place: Ahmedabad

Date: March 23, 2020 (Monday)