



CIN: L40103GJ2012PLC072005

September 26, 2024

To,
National Stock Exchange of India Limited.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra Kurla Complex
Bandra (East),
Mumbai - 400 051.

Dear Sir,

Sub: Clarification Letter for the disclosure submitted on 11th December, 2023 and 02nd January, 2024

Security Code: FELIX
ISIN: INE901X01013

With reference to our earlier communication dated 14th September, 2024 and telephonic discussion on the subject matter, we would like to submit as under;

- The Company incorporated a Wholly-Owned Subsidiary namely Felix Industries SPC, on 18th July 2023 in Sultanate of Oman.
- On 11th December 2023, Felix Industries SPC agreed to acquire the ongoing business of AL Mohtashem Trading & Contracting LLC, a Limited Liability Company registered in the Sultanate of Oman. Earlier, on the day of such event, the Company submitted a Letter disclosing the acquisition of an Entity in Oman by it's Wholly owned subsidiary. After discussion, we are advised and suggested by NSE to submit the complete disclosure in the prescribed format and accordingly we hereby submitting a detailed disclosure as prescribed under Regulation 30 of the SEBI LODR in the matter of acquisition of AL Mohtashem Trading & Contracting LLC, a Limited Liability Company registered in the Sultanate of Oman. The details are attached in "Annexure-A".
- The Company entered into Shareholder Agreement with Husni Mubarak Saif Al Abri and Khaja Fouzan Mohammed Ismail and agreed to add/include Husni Mubarak Saif Al Abri and Khaja Fouzan Mohammed Ismail as shareholders/stakeholders in it's wholly owned subsidiary i.e. Felix Industries SPC. Consequent to this Agreement the status of the wholly owned subsidiary company changed to subsidiary company. It is to be noted there was no acquisition of stake by the Company in it's subsidiary and hence the Company has made the disclosure in the format relating to Agreement. After discussion, we are advised and suggested by NSE to submit the complete disclosure in the prescribed format and accordingly we hereby submitting a detailed disclosure as prescribed under Regulation 30 of the SEBI LODR in the matter of Shareholders Agreement. The details are attached in "Annexure-B".

We hope that our clarification on the subject matter suffice your requirement and requested to please let us know, if any further clarification and/or action is required from the Company.

Yours Faithfully
For, Felix Industries Limited

Hena Harshal Shah
Company Secretary and Compliance Officer
(F-12582)

Sr. No.	Particulars	Information to be disclosed
1.	name of the target entity, details in brief such as size, turnover.	<p>Name of the Entity: Al Mohtashem Trading & Contracting LLC, an incorporated Limited Liability Company in Sultanate of Oman</p> <p>Certificate Registration No. 1075905</p> <p>Felix Industries SPC, a Wholly-Owned Subsidiary of Felix Industries Limited agreed to acquire the ongoing business including all assets, Land & Building, Plant & Machinery etc. of Al Mohtashem Trading & contracting LLC.</p>
2.	whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length	<p>Felix Industries SPC is a wholly-owned subsidiary of the Company.</p> <p>The Company and Promoter /promoter group/ group companies do not have any interest in the entity being acquired.</p> <p>The Acquisition transaction does not fall within related party transaction (RPT).</p>
3.	industry to which the entity being acquired belongs;	<p>Al Mohtashem Trading & Contracting LLC (Target Entity) is engaged in business of Oil & Sludge Separation plant, The Effluent Treatment System, Oil & Water Separation Unit, Bio Sludge Dryer, Sludge & Water Separations, Pre & Post Base Oil Treatment Plants, Oil Filtration Plant and with all the relevant equipment.</p>
4.	objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Felix Industries Limited incorporated a Wholly Owned Subsidiary namely Felix Industries SPC in Sultanate of Oman with the object to carry the business of Treatment and disposal of hazardous waste, Collection of Recyclable Materials, Wholesale of Metal and Non-Metal Waste Scrap and Materials for recycling, Disposal of Hazardous Industrial Waste and other activities related to Metal Waste and Scrap Recycling, Processing Recycling and Shredding of tires, cleaning up of Soils and other Pollutions on Coastlines and Sea, Sewage Treatment, Testing and Measuring Environmental Indicators which includes total waste management solutions</p> <p>The Target Entity is engaged in the business of Oil & Sludge Separation plant, The Effluent Treatment System, Oil & Water Separation Unit, Bio Sludge Dryer, Sludge & Water Separations, Pre & Post Base Oil Treatment Plants, Oil Filtration Plant and with all the relevant equipment.</p> <p>The nature of the ongoing business of the Target Entity is align with the business object of the Felix Industries LLC.</p> <p>Before the acquisition, Felix Industries SPC did not have any facilities in the Sultanate of Oman. The target entity, however, owned land, buildings, plant, machinery, and existing contracts. As a result, acquiring the ongoing</p>

		business of the target entity presents a valuable business opportunity for Felix Industries, enabling it to establish a strong foothold in the region
5.	brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
7.	indicative time period for completion of the acquisition	One Year
8.	consideration - whether cash consideration or share swap or any other form and details of the same	A separate Agreement will be executed and Felix Industries SPC will be converted into LLC, hence there will be partially Cash Consideration and partially capital stake in Felix Industries SPC. The said SPC, then will be converted into Limited Liability Company (LLC).
9.	cost of acquisition and/or the price at which the shares are acquired;	14,75,000 Omani Rial Equivalent to (INR 31,94,70,250/-) at a conversion rate of 216.59 for each 1 Omani Rial as on 11 th December, 2023.
10	percentage of shareholding / control acquired and / or number of shares acquired	A separate Agreement will be executed and Felix Industries SPC will be converted into LLC, hence there will be partially Cash Consideration and partially capital stake in Felix Industries SPC. The said SPC, then will be converted into Limited Liability Company (LLC).
11.	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Al Mohtashem Trading & Contracting LLC is engaged in business of Oil & Sludge Separation plant, The effluent treatment system, Oil & water separation unit, Bio sludge Dryer, Sludge & Water Separations, Pre & Post base oil treatment Plants, Oil Filtration plant, and with all the relevant equipment and is registered in the Sultanate of Oman vide Certificate of Registration 1075905.

Yours Faithfully,

For, Felix Industries Limited

Hena Harshal Shah
Company Secretary
(F-12582)

Annexure-B

Sr. No.	Particulars	Information to be disclosed
1.	name of the target entity, details in brief such as size, turnover.	<p>The Company incorporated a Wholly-Owned Subsidiary namely Felix Industries SPC, (Sole Proprietor Company) on 18th July 2023 in Sultanate of Oman under Certificate of Registration Number 1490159.</p> <p>The wholly owned subsidiary company agreed to acquire the ongoing business of AL Mohtashem Trading & Contracting LLC, a Limited Liability Company registered in the Sultanate of Oman.</p> <p>The agreed consideration of such acquisition was 14,75,000 Omani Rial Equivalent to (INR 31,94,70,250/-) at a conversion rate of 216.59 for each 1 Omani Rial as on 11th December, 2023. It was agreed that the consideration would be partially Cash Consideration and partially capital stake in Felix Industries SPC. The said SPC, then would be converted into Limited Liability Company (LLC).</p> <p>The Company entered into Shareholder Agreement with Husni Mubarak Saif Al Abri and Khaja Fouzan Mohammed Ismail and agreed to add/include Husni Mubarak Saif Al Abri and Khaja Fouzan Mohammed Ismail as shareholders/stakeholders in its wholly owned subsidiary i.e. Felix Industries SPC. Consequent to this Agreement the status of the wholly owned subsidiary company changed to subsidiary company.</p>
2.	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length	<p>The two shareholders agreed to be included in the Wholly Owned Subsidiary of the Company as stakeholders through this Shareholders Agreement are not related to the Company and Promoter /promoter group/ group companies and hence does not fall under Related Party Transaction.</p>
3.	industry to which the entity being acquired belongs;	<p>The Shareholders Agreement relates to include new stakeholders in the existing wholly owned subsidiary and hence there is no new acquisition of any new entity and therefore not applicable.</p>
4.	objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>The wholly owned subsidiary company namely Felix Industries SPC agreed to acquire the ongoing business of AL Mohtashem Trading & Contracting LLC, a Limited Liability Company registered in the Sultanate of Oman on agreed consideration value of 14,75,000 Omani Rial Equivalent to (INR 31,94,70,250/-) at a conversion rate of 216.59 for each 1 Omani Rial as on 11th December, 2023.</p> <p>The Felix Industries SPC incorporated with the capital of 2,50,000 OMR (Omani Rial) and it decided to increase it to 7,50,000 OMR (Omani Rial).</p> <p>The Company will keep 55% stake and 22.50% Husni Mubarak Saif Al Abri and 22.50% Khaja Fouzan Mohammed Ismail.</p>

Annexure-B

5.	brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable						
7.	indicative time period for completion of the acquisition	One Year						
8.	consideration - whether cash consideration or share swap or any other form and details of the same	22.50% by Husni Mubarak Saif Al Abri will be by a cash investment in Felix Industries SPC and 22.50% to Khaja Fouzan Mohammed Ismail against share swap in Felix Industries SPC against the part consideration for acquisition of AL Mohtashem Trading & Contracting LLC.						
9.	cost of acquisition and/or the price at which the shares are acquired;	The Company is not selling its shares in Felix Industries SPC. The Felix Industries SPC will include two new shareholders for 45% of fresh issuance in capital at PAR value and consequently Felix Industries SPC will convert into Limited Liability Company namely Felix Industries LLC.						
10	percentage of shareholding / control acquired and / or number of shares acquired	<p>The shareholding in Felix Industries SPC (after conversion Felix Industries LLC) will be as under;</p> <table border="1"> <tr> <td>Felix Industries Limited</td> <td>55%</td> </tr> <tr> <td>Husni Mubarak Saif Al Abri</td> <td>22.50%</td> </tr> <tr> <td>Khaja Fouzan Mohammed Ismail</td> <td>22.50%</td> </tr> </table>	Felix Industries Limited	55%	Husni Mubarak Saif Al Abri	22.50%	Khaja Fouzan Mohammed Ismail	22.50%
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Husni Mubarak Saif Al Abri	22.50%							
Khaja Fouzan Mohammed Ismail	22.50%							
11.	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Not Applicable						

Yours Faithfully,

For, Felix Industries Limited

Hena Harshal Shah
Company Secretary
(F-12582)