

OLC

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2283 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Date: June 24, 2024

To,
The Securities and Exchange Board of India
SEBI Bhavan, Plot no. C4-A, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051, India



Dear Sir(s)/Madam,

Sub: Report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations") in respect of acquisition under Regulation 10(1)(d)(iii) of SEBI SAST Regulations.

With reference to captioned subject, we hereby enclose the report as required under Regulation 10(7) of the SEBI SAST Regulations in respect of acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") with Ramgopal Investment And Trading Company Private Limited ("**Transferee Company**") and their respective Shareholders and Creditors as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") vide Order dated April 17, 2024, which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("**MCA**"). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024. This acquisition pursuant to Scheme of Amalgamation is exempted under regulation 10(1)(d)(iii) of SEBI SAST Regulations.

The respective intimation and report under Regulation 10(6) of SAST Regulations have already been filed with BSE Limited and The Calcutta Stock Exchange Association Limited on 31st May, 2024.

The prescribed fees of Rs. 1,77,000/- (including GST @18%) is remitted by way of direct credit in the bank account of SEBI through NEFT vide UTR No. SBIN424164089788 on June 12, 2024.

Kindly acknowledge receipt.

Thank you,

Yours sincerely,

For **Ramgopal Investment And Trading Company Private Limited**


Sanjay Jatia
Director
(DIN: 00913405)



Place: Mumbai

Encl:- a/a

CC.

BSE Limited
Department of Corporate Services
1st Floor, New Trading Ring
Rotunda Building, P J Towers,
Dalal Street Fort, Mumbai 400 001

The Calcutta Stock Exchange Association Limited
7, Lyons Rage,
Murgighata Dalhousie,
Calcutta 700001

Ramgopal Polytex Limited
Greentex Clearing House, B-1, 2 & 3, Gosrani
Compound, Rehnal Village, Bhiwandi, Thane,
Maharashtra, 421302

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Date: June 24, 2024

To,
The Securities and Exchange Board of India
SEBI Bhavan, Plot no. C4-A, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051, India

Dear Sir(s)/Madam,

Sub: Report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations") in respect of acquisition under Regulation 10(1)(d)(iii) of SEBI SAST Regulations.

With reference to captioned subject, we hereby enclose the report as required under Regulation 10(7) of the SEBI SAST Regulations in respect of acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") with Ramgopal Investment And Trading Company Private Limited ("**Transferee Company**") and their respective Shareholders and Creditors as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") vide Order dated April 17, 2024, which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("**MCA**"). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024. This acquisition pursuant to Scheme of Amalgamation is exempted under regulation 10(1)(d)(iii) of SEBI SAST Regulations.

The respective intimation and report under Regulation 10(6) of SAST Regulations have already been filed with BSE Limited and The Calcutta Stock Exchange Association Limited on 31st May, 2024.

The prescribed fees of Rs. 1,77,000/- (including GST @18%) is remitted by way of direct credit in the bank account of SEBI through NEFT vide UTR No. SBIN424164089788 on June 12, 2024.

Kindly acknowledge receipt.

Thank you,

Yours sincerely,
For **Ramgopal Investment And Trading Company Private Limited**


Sanjay Jatia
Director
(DIN: 00913405)



Place: Mumbai

Encl:- a/a

CC.

✓ **BSE Limited**
Department of Corporate Services
1st Floor, New Trading Ring
Rotunda Building, P J Towers,
Dalal Street Fort, Mumbai 400 001

The Calcutta Stock Exchange Association Limited
7, Lyons Rage,
Murgighata Dalhousie,
Calcutta 700001

Ramgopal Polytex Limited
Greentex Clearing House, B-1, 2 & 3, Gosrani
Compound, Rehnal Village, Bhiwandi, Thane,
Maharashtra, 421302

Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance up on exemption provided for in Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1 General Details		
a.	Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Name : Ramgopal Investment and Trading Company Private Limited ("Acquirer") (member of Promoter Group of Ramgopal Textiles Limited (the "Target Company")) Address: 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021 India Telephone No.: +91-22-61396800, 22834838, 22843825 Email ID : ramgopal@ramgopalpolytex.com
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not Applicable ("NA")
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not Applicable ("NA")
2 Compliance of Regulation 10(7)		
a.	Date of report	June 24, 2024
b.	Whether report has been submitted to SEBI within 21 business days from the date of the acquisition	Yes, the report is being submitted to SEBI within 21 working days from date of acquisition.
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes, The prescribed fees of Rs. 1,77,000/- (including GST @18%) is paid through NEFT having UTR no SBIN424164089788 on 12 th June, 2024. Copy of the same is enclosed herewith as Annexure A .
3 Compliance of Regulation 10(6)		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 business days of the acquisition	Yes The Acquirer has filed/submitted Report under Regulation 10(6) on 31 st May, 2024 to BSE Limited ("BSE") and Calcutta Stock Exchange Association Limited ("CSE") where the Equity Shares of the Target Company are listed. We are enclosing herewith copy of Disclosure u/r. 10(6) as submitted to BSE & CSE marked as 'Annexure A1' .
b.	Date of report	31 st May, 2024



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

4 Details of the Target Company (TC)					
a.	Name & address of TC	Ramgopal Polytex Limited Address: Greentex Clearing House, B-1, 2 & 3, Gosrani Compound, Rehnal Village, Bhiwandi, Thane, Maharashtra, 421302			
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	<ul style="list-style-type: none"> • BSE Limited • The Calcutta Stock Exchange Association Limited 			
5 Details of the acquisition					
a.	Date of acquisition	Acquisition pursuant to amalgamation of Transferor Companies with Transferee Company as per the Scheme of Amalgamation approved by the NCLT, Mumbai Bench. The NCLT order became effective on May 27, 2024, following the submission of the certified copy to the MCA via e-Form INC 28 on that date.			
b.	Acquisition price per share (in Rs.)	NA			
c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (<u>whether Regulation 3(1), 3(2),4 or 5</u>)	Regulation 3(2)			
d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total share capital of the TC)	Before the acquisition		After the acquisition	
		No. of Shares (*)	% w.r.t total share capital / voting rights of TC	No. of Shares	% w.r.t total share capital / voting rights of TC
	Name(s) of the acquirer(s) and PAC(**)				
	Ramgopal Investment & Trading Company Private Limited	8,22,196	5.67%	26,61,296	18.36%
	PACs	57,69,600	39.79%	39,30,500	27.10%
	(for details refer Annexure A2)				
	Total	65,91,796	45.46%	65,91,796	45.46%
6 Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(d)(iii)					
a.	Confirm that the scheme is approved by the order of a court or any other competent authority	The Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Company Private Limited ("Transferor Companies") with Ramgopal Investment and Trading Company Private Limited			



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
 Nariman Point, Mumbai 400 021, India
 Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
 E-mail : ramgopal@ramgopalpolytex.com
 CIN: U65990MH1980PTC022255

			("Transferee Company"), is approved by the NCLT, Mumbai Bench.
	b.	Attached copy of the order mentioned above.	The copy of the order mentioned above is enclosed as "Annexure A3"
	c.	Total consideration paid under the scheme.	As per Clause 8 of the Scheme of Amalgamation. Copy of Scheme of Amalgamation is attached herewith and marked as 'Annexure A4'.
	d.	Component of cash and cash equivalents in the total consideration paid under the scheme. Whether the same is less than twenty-five percent of the total consideration paid under the scheme? (Y/N)	NIL Yes
	e.	After the implementation of the scheme, whether the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme? (Y/N). Please furnish relevant details including the name of such persons as well as their stake in the combined entity.	Yes The Pre and Post Shareholding is enclosed herewith as 'Annexure A2'.
	f.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	Yes, The Scheme of amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Company Private Limited ("Transferor Companies") with Ramgopal Investment & Trading Company Private Limited ("Transferee Company") as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide its Order pronounced on April 17, 2024, was made effective after filing of said NCLT order with Ministry of Corporate Affairs ("MCA"). The certified copy of the said NCLT order was received on April 24, 2024 and the same was filed with MCA (in e-Form INC 28) on May 27, 2024. Upon the effectiveness of the Scheme, the Acquirer,



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

		vide letter dated 28 th May, 2024, gave requisite disclosure under Chapter V, Regulation 29(2) of SEBI (SAST) Regulations, 2011, on 28 th May, 2024, to the Stock Exchanges, where the Equity Shares of the Target Company are listed. We are enclosing herewith copy of the disclosure required under Chapter V, Regulation 29(2) of SEBI (SAST) Regulations, 2011 marked as 'Annexure A5'.
g.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(d)(iii) with respect to exemptions has been duly complied with.	The Acquirer hereby declares that all the conditions specified under regulation 10(1)(d)(iii) with respect to exemptions has been duly complied.

We hereby declare that the information provided in the instant report is true and nothing has been concealed therefrom.

Yours sincerely,
For Ramgopal Investment and Trading Company Private Limited


Sanjay Jatia
Director
(DIN: 00913405)



Date: June 24, 2024
Place: Mumbai

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.

Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Date: May 31, 2024

To,

BSE Limited Listing Department P. J. Tower, Dalal Street, Mumbai -400 001 SCRIP CODE: 514223	The Calcutta Stock Exchange Association Ltd 7, Lyons Range, Murgighata, Dalhousie, Calcutta - 700001 SCRIP CODE: 10028131
---	--

Subject: Disclosures under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), to Stock Exchange in respect of acquisition made in reliance upon exemption provided in Regulation 10(1)(d)(iii) of the SEBI SAST Regulations.

Dear Sir/Madam,

With reference to captioned subject, we hereby enclose the report as required under Regulation 10(6) of the SEBI SAST Regulations in respect of acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("Transferor Companies") with Ramgopal Investment and Trading Company Private Limited ("Transferee Company") and their respective Shareholders and Creditors as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide Order dated April 17, 2024, which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("MCA"). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024. This acquisition pursuant to Scheme of Amalgamation is exempted under regulation 10(1)(d)(iii) of SEBI SAST Regulations.

You are requested to take the above information on records and disseminate the same on your respective websites.

Thanking you,

Yours faithfully,

For Ramgopal Investment and Trading Company Private Limited

Sanjay Jatia
Sanjay Jatia
Director
(DIN: 00913405)



Encl.: Disclosures under Regulation 10(6) of the SEBI SAST Regulations.

CC:

The Company Secretary
 Ramgopal Polytex Limited
 Greentex Clearing House, B-1, 2 & 3, Gosrani Compound,
 Rehnal Village, Bhiwandi, Thane - 421302

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Ramgopal Polytex Limited CIN: L17110MH1981PLC024145
2.	Name of the acquirer(s)	Ramgopal Investment and Trading Company Private Limited CIN: U65990MH1980PTC022255
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and The Calcutta Stock Exchange Association Ltd.
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares	Transfer of entire Assets & Liabilities including entire Shareholding in the Target Company by Ramgopal Textiles Limited and Tarapur Synthetics Private Limited (" Transferor Companies ") to Ramgopal Investment and Trading Company Private Limited (" Transferee Company ") pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" NCLT ") vide its Order pronounced on April 17, 2024 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" MCA "). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. “ (d) acquisition pursuant to a scheme,— i. ii. iii. of arrangement not directly involving the target company as a transferor company or as a transferee company, or reconstruction not involving the target company's undertaking, including amalgamation, merger or demerger, pursuant to an order of a court or a tribunal or under any law or regulation, Indian or foreign, subject to,—

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

		<p>(A) the component of cash and cash equivalents in the consideration paid being less than twenty-five per cent of the consideration paid under the scheme; and</p> <p>(B) where after implementation of the scheme of arrangement, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme.”</p>			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> o whether disclosure was made and whether it was made within the timeline specified under the regulations. o date of filing with the stock exchange. 	Not Applicable (“NA”)			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	NA		NA	
	b. Date of acquisition	NA		NA	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	NA		NA	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	NA		NA	
	e. Price at which shares are proposed to be acquired / actually acquired	NA		NA	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a. Each Acquirer / Transferee(*)	As per Annexure I		As per Annexure I	

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

	b.	Each Seller / Transferor	As per Annexure I	As per Annexure I
--	----	--------------------------	-------------------	-------------------

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Ramgopal Investment And Trading Company Private Limited


Sanjay Jatia
Director
(DIN: 00913405)



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Annexure I

Shareholding details- Pre-Transaction and Post-Transaction

Shareholding details	Pre-Transaction		Post-Transaction	
	No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a Each Acquirer / Transferee(*)				
Ramgopal Investment And Trading Company Private Limited	8,22,196	5.67%	26,61,296	18.36%
Total (a)	8,22,196	5.67%	26,61,296	18.36%
b Each Seller / Transferor				
Ramgopal Textiles Limited	16,39,500	11.31%	NIL	NIL
Tarapur Synthetics Private Limited	1,99,600	1.38%	NIL	NIL
Total (b)	18,39,100	12.69%	NIL	NIL
Total (a+b)	26,61,296	18.36%	26,61,296	18.36%

For Ramgopal Investment And Trading Company Private Limited

Sanjay Jafia
Sanjay Jafia
Director
(DIN: 00913405)



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Date: May 31, 2024

To,

BSE Limited Listing Department P. J. Tower, Dalal Street, Mumbai -400 001	The Calcutta Stock Exchange Association Ltd 7, Lyons Range, Murgighata, Dalhousie, Calcutta - 700001
SCRIP CODE: 514223	SCRIP CODE: 10028131

Subject: Disclosures under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), to Stock Exchange in respect of acquisition made in reliance upon exemption provided in Regulation 10(1)(d)(iii) of the SEBI SAST Regulations.

Dear Sir/Madam,

With reference to captioned subject, we hereby enclose the report as required under Regulation 10(6) of the SEBI SAST Regulations in respect of acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") with Ramgopal Investment and Trading Company Private Limited ("**Transferee Company**") and their respective Shareholders and Creditors as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") vide Order dated April 17, 2024, which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("**MCA**"). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024. This acquisition pursuant to Scheme of Amalgamation is exempted under regulation 10(1)(d)(iii) of SEBI SAST Regulations.

You are requested to take the above information on records and disseminate the same on your respective websites.

Thanking you,

Yours faithfully,

For **Ramgopal Investment and Trading Company Private Limited**

Sanjay Jatia
Sanjay Jatia
Director
(DIN: 00913405)



Encl.: Disclosures under Regulation 10(6) of the SEBI SAST Regulations.

CC:

The Company Secretary
Ramgopal Polytex Limited
Greentex Clearing House, B-1, 2 & 3, Gosrani Compound,
Rehnal Village, Bhiwandi, Thane - 421302

Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Ramgopal Polytex Limited CIN: L17110MH1981PLC024145
2.	Name of the acquirer(s)	Ramgopal Investment and Trading Company Private Limited CIN: U65990MH1980PTC022255
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and The Calcutta Stock Exchange Association Ltd.
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares	Transfer of entire Assets & Liabilities including entire Shareholding in the Target Company by Ramgopal Textiles Limited and Tarapur Synthetics Private Limited (" Transferor Companies ") to Ramgopal Investment and Trading Company Private Limited (" Transferee Company ") pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" NCLT ") vide its Order pronounced on April 17, 2024 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" MCA "). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. “ (d) acquisition pursuant to a scheme,— i. ii. iii. of arrangement not directly involving the target company as a transferor company or as a transferee company, or reconstruction not involving the target company's undertaking, including amalgamation, merger or demerger, pursuant to an order of a court or a tribunal or under any law or regulation, Indian or foreign, subject to,—

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

		<p>(A) the component of cash and cash equivalents in the consideration paid being less than twenty-five per cent of the consideration paid under the scheme; and</p> <p>(B) where after implementation of the scheme of arrangement, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme.”</p>			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> o whether disclosure was made and whether it was made within the timeline specified under the regulations. o date of filing with the stock exchange. 	Not Applicable (“NA”)			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	NA		NA	
	b. Date of acquisition	NA		NA	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	NA		NA	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	NA		NA	
	e. Price at which shares are proposed to be acquired / actually acquired	NA		NA	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a. Each Acquirer / Transferee(*)	As per Annexure I		As per Annexure I	

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

	b.	Each Seller / Transferor	As per Annexure I	As per Annexure I
--	----	--------------------------	-------------------	-------------------

Note:

- (*) *Shareholding of each entity shall be shown separately and then collectively in a group.*
- *The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.*

For Ramgopal Investment And Trading Company Private Limited


Sanjay Jatia
Director
(DIN: 00913405)



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Annexure I

Shareholding details- Pre-Transaction and Post-Transaction

Shareholding details	Pre-Transaction		Post-Transaction	
	No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a Each Acquirer / Transferee(*)				
Ramgopal Investment And Trading Company Private Limited	8,22,196	5.67%	26,61,296	18.36%
Total (a)	8,22,196	5.67%	26,61,296	18.36%
b Each Seller / Transferor				
Ramgopal Textiles Limited	16,39,500	11.31%	NIL	NIL
Tarapur Synthetics Private Limited	1,99,600	1.38%	NIL	NIL
Total (b)	18,39,100	12.69%	NIL	NIL
Total (a+b)	26,61,296	18.36%	26,61,296	18.36%

For Ramgopal Investment And Trading Company Private Limited


Sanjay Jatia
Director
(DIN: 00913405)



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Date: May 31, 2024

To,

BSE Limited Listing Department P. J. Tower, Dalal Street, Mumbai -400 001	The Calcutta Stock Exchange Association Ltd 7, Lyons Range, Murgighata, Dalhousie, Calcutta - 700001
SCRIP CODE: 514223	SCRIP CODE: 10028131

Subject: Disclosures under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), to Stock Exchange in respect of acquisition made in reliance upon exemption provided in Regulation 10(1)(d)(iii) of the SEBI SAST Regulations.

Dear Sir/Madam,

With reference to captioned subject, we hereby enclose the report as required under Regulation 10(6) of the SEBI SAST Regulations in respect of acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("Transferor Companies") with Ramgopal Investment and Trading Company Private Limited ("Transferee Company") and their respective Shareholders and Creditors as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide Order dated April 17, 2024, which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("MCA"). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024. This acquisition pursuant to Scheme of Amalgamation is exempted under regulation 10(1)(d)(iii) of SEBI SAST Regulations.


You are requested to take the above information on records and disseminate the same on your respective websites.

Thanking you,

Yours faithfully,

For Ramgopal Investment and Trading Company Private Limited

Sanjay Jatja
Sanjay Jatja
Director
(DIN: 00913405)



Encl.: Disclosures under Regulation 10(6) of the SEBI SAST Regulations.

CC:

✓ The Company Secretary
Ramgopal Polytex Limited
Greentex Clearing House, B-1, 2 & 3, Gosrani Compound,
Rehnal Village, Bhiwandi, Thane - 421302

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Ramgopal Polytex Limited CIN: L17110MH1981PLC024145
2.	Name of the acquirer(s)	Ramgopal Investment and Trading Company Private Limited CIN: U65990MH1980PTC022255
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and The Calcutta Stock Exchange Association Ltd.
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares	Transfer of entire Assets & Liabilities including entire Shareholding in the Target Company by Ramgopal Textiles Limited and Tarapur Synthetics Private Limited (" Transferor Companies ") to Ramgopal Investment and Trading Company Private Limited (" Transferee Company ") pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" NCLT ") vide its Order pronounced on April 17, 2024 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" MCA "). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. “ (d) acquisition pursuant to a scheme,— i. ii. iii. of arrangement not directly involving the target company as a transferor company or as a transferee company, or reconstruction not involving the target company's undertaking, including amalgamation, merger or demerger, pursuant to an order of a court or a tribunal or under any law or regulation, Indian or foreign, subject to,—

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

		<p>(A) the component of cash and cash equivalents in the consideration paid being less than twenty-five per cent of the consideration paid under the scheme; and</p> <p>(B) where after implementation of the scheme of arrangement, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme.”</p>			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> o whether disclosure was made and whether it was made within the timeline specified under the regulations. o date of filing with the stock exchange. 	Not Applicable (“NA”)			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	NA		NA	
	b. Date of acquisition	NA		NA	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	NA		NA	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	NA		NA	
	e. Price at which shares are proposed to be acquired / actually acquired	NA		NA	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a. Each Acquirer / Transferee(*)	As per Annexure I		As per Annexure I	

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

	b.	Each Seller / Transferor	As per Annexure I	As per Annexure I
--	----	--------------------------	-------------------	-------------------

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Ramgopal Investment And Trading Company Private Limited


Sanjay Jatia
Director
(DIN: 00913405)



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Annexure I

Shareholding details- Pre-Transaction and Post-Transaction

Shareholding details	Pre-Transaction		Post-Transaction	
	No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a Each Acquirer / Transferee(*)				
Ramgopal Investment And Trading Company Private Limited	8,22,196	5.67%	26,61,296	18.36%
Total (a)	8,22,196	5.67%	26,61,296	18.36%
b Each Seller / Transferor				
Ramgopal Textiles Limited	16,39,500	11.31%	NIL	NIL
Tarapur Synthetics Private Limited	1,99,600	1.38%	NIL	NIL
Total (b)	18,39,100	12.69%	NIL	NIL
Total (a+b)	26,61,296	18.36%	26,61,296	18.36%

For Ramgopal Investment And Trading Company Private Limited


Sanjay Jatia
Director
(DIN: 00913405)



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Annexure A2

The details of the Shareholding of the Promoters and Promoters Group pre and post the implementation of the respective Schemes of Amalgamation

Sr. No.	Name of the Promoters/ Promoter Group	Category	Details before the Acquisition		Details of the Acquisition		Details After the Acquisition	
			No. of Shares	% of Holding	No. of Shares Acquired	% of Holding Acquired	No. of Shares	% of Holding
	Acquirer							
1)	Ramgopal Investment And Trading Company Private Limited	Promoter Group	8,22,196	5.67	*18,39,100	* 12.69	26,61,296	18.36
	PACs							
2)	Ramgopal Textiles Limited	Promoter Group	16,39,500	11.31	0	0	NIL	NIL
3)	Tarapur Synthetics Private Limited	Promoter Group	1,99,600	1.38	0	0	NIL	NIL
4)	Sanjay M Jatia	Promoter	5,61,800#	3.87	0	0	5,61,800#	3.87
5)	Mohanlal R Jatia	Promoter	12,35,400	8.52	0	0	12,35,400	8.52
6)	Mohanlal S Jatia HUF	Promoter Group	27,000	0.19	0	0	27,000	0.19
7)	Sanjay M Jatia (holding on behalf of Kalpana Trading Corporation partnership firm with other partner)	Promoter Group	5,64,800	3.90	0	0	5,64,800	3.90
8)	Sanjay M Jatia (holding on behalf of J. M. Trading Corporation partnership firm with other	Promoter Group	4,55,000	3.14	0	0	4,55,000	3.14



RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

	partner)							
9)	Sanjay M Jatia (holding on behalf of Ramgopal & Sons, partnership firm with other partner)	Promoter Group	2,03,500	1.40	0	0	2,03,500	1.40
10)	Ramgopal Synthetics Limited	Promoter Group	8,83,000	6.09	0	0	8,83,000	6.09
Total			65,91,796	45.46			65,91,796	45.46

*Acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") with Ramgopal Investment and Trading Company Private Limited ("**Transferee Company**") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide order dated April 17, 2024.

#Mr. Sanjay M Jatia, the promoter of Ramgopal Polytex Limited holds 61,800 (Sixty One Thousand Eight Hundred) equity shares in the Company in an individual capacity under demat account no. IN30047640409278. He is also partner in Kalpana Trading Corporation partnership firm and holds 5,00,000 (Five Lakhs) equity shares on behalf of Kalpana Trading Corporation jointly with the other partner(s), (Demat Account: IN30047640442142) on his name with his individual PAN, and hence we are giving total of both the shares under one name due to PAN clubbing



ANNEXURE A3 &

ANNEXURE A4

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 of the
Companies Act, 2013 and other applicable
provisions of the Companies Act, 2013;

And

In the matter of

Scheme of Merger by absorption of

Ramgopal Textiles Limited

And

**Tarapur Synthetics Company Private
Limited**

by

**Ramgopal Investment and Trading
Company Private Limited**

and their respective shareholders ('Scheme')

Ramgopal Textiles Limited

[CIN: U17120MH1979PLC020952]

...First Petitioner Company /

Transferor Company No.1

Tarapur Synthetics Private Limited

[CIN: U17116MH1980PTC023469]

... Second Petitioner Company /

Transferor Company No.2



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

**Ramgopal Investment and Trading
Company Private Limited**
[CIN: U65990MH1980PTC022255]

...Third Petitioner Company /
Transferee Company

(hereinafter collectively referred to as the "Petitioner Companies")

Order delivered on: 17.04.2024

Coram:

Ms. Anu Jagmohan Singh
Hon'ble Member (Technical)

Mr. Kishore Vemulapalli
Hon'ble Member (Judicial)

Appearances (via videoconferencing):

For the Petitioner:

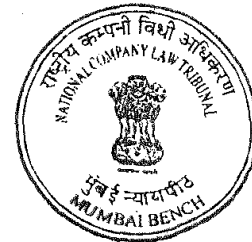
Counsel Shyam Kapadia along with
Mrs. Shruti Kelji-Pednekar,
Advocate.

For the Regional Director:

Mr. Tushar Wagh, Authorised
Representative on behalf of RD
(WR) Regional Director, WR,
MCA.

ORDER

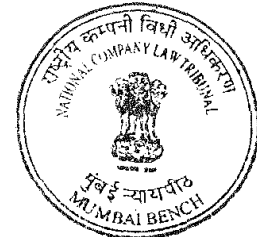
1. Heard the Learned Counsel for the Petitioner Companies and the representative of the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai. No objector has come before this Tribunal to oppose the Scheme, nor has any party controverted any averments made in the Petition to the said Scheme.



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

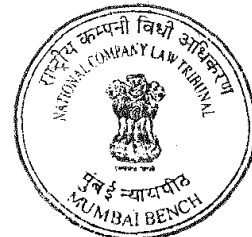
2. The sanction of the Tribunal is sought under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, to the Scheme of Merger by Absorption of Ramgopal Textiles Limited [Transferor Company No. 1] and Tarapur Synthetics Private Limited [Transferor Company No. 2] by Ramgopal Investment and Trading Company Private Limited [Transferee Company] and their respective shareholders under the provisions of Section 230 to 232 of the Companies Act, 2013.
3. The First Petitioner Company is engaged in the business of wholesale trading of commodities such as yarn and polymer etc. and the Second Petitioner Company is engaged in the business of wholesale trading of commodities such as yarn and polymer etc. and the Third Petitioner Company is engaged in the business of Investment Company, etc.
4. The Learned Advocate for the Petitioner Companies submit that the Board of Directors of the Petitioner Companies had approved the Scheme with Appointed Date 1st April, 2023 vide board resolution dated 21st August, 2023.
5. The Appointed Date is 1st April, 2023.
6. The Merger by Absorption of the Transferor Companies with the Transferee Company would inter alia have the following benefits / synergies:
 - a. Simplification of corporate structure of group entities;



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

- b. The proposed merger by absorption will enable to consolidate certain group entities and thereby save costs through focused operational efforts, rationalization, standardization and simplification of business processes and integration and optimization of various support functions, resources and the assets;
 - c. The proposed merger by absorption will enable easier and speedier decision making at all levels and better management and co-ordination;
 - d. The proposed merger by absorption will result in avoiding duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances;
 - e. The proposed merger by absorption will also facilitate inter-transfer of resources and costs and optimum utilization of assets of the Transferee Company and Transferor Companies and bring uniformity in corporate policy;
 - f. The Scheme is commercially and economically viable and feasible and is fair and reasonable.
 - g. This Scheme will be beneficial, advantageous and not prejudicial to the interest of all the shareholders, creditors and other stakeholders of all the Transferor Companies and the Transferee Company.
7. The Learned Counsel for the Petitioner Companies submits this tribunal vide its Order dated 24th November 2023 had dispensed with the Meeting of

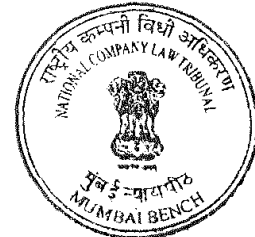


IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

Shareholders of all the Petitioner Companies in view of Consents given by all the Shareholders of respective Companies. The meeting of Secured Creditors of the First Petitioner Company and Third Petitioner Company were dispensed with in view of the Consent Affidavits given by all the Secured Creditors of the said Petitioner Companies. There were no Secured Creditors in the Second Petitioner Company. Further, the Meeting of Unsecured Creditors of Second Petitioner Company was dispensed with in view of the consent affidavit given by the Sole Unsecured Creditor and there were no Unsecured Creditors in the Third Petitioner Company. Meeting of Unsecured Creditors of the First Petitioner Company was dispensed with in view of consent affidavit given by 1 (One) Unsecured Creditor constituting 97.48% in value and direction to issue notices to remaining unsecured creditors of First Petitioner Company. Pursuant to the said directions, the First Petitioner Company had served notices to all the remaining Unsecured Creditors of the First Petitioner Company. Hence, the meeting of members and creditors as per Section 230 (6) of the Act in terms of Section 230 (1) read with subsection (3) to (5) was dispensed with vide order 24 November, 2023 passed in CA(CAA)259/MB.IV/2023.

8. The Learned Counsel for the Petitioner Companies submits that the Petition has been filed in consonance with the Order dated 24th November, 2023, passed in C.A.(CAA)/259/MB-IV/2023 by this Bench.



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

9. The Learned Counsel for the Petitioner Companies submits that the Petitioner Companies have complied with all the requirements as per directions of this Tribunal given in the Order dated 12th January, 2024 passed in CP(CAA) NO.314/MB-IV/2023 and have filed necessary Affidavits of service / Compliance Affidavit with this Tribunal on 05 February, 2024. Further, as per directions given vide aforesaid order, the notices were hand-delivered to all the respective Authorities of all the Petitioner Companies.

10. The Share Exchange ratio of the Petitioner Companies is as follows:

The Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of Transferor Companies (other than those getting cancelled pursuant to Clause 8.2 of the Scheme) and whose name appears in the Register of members of Transferor Companies on the Record Date, shares in the proportion as follows:

i. To the Equity Shareholders of the Transferor Company No. 1:

90 Equity Shares of Transferee Company of Rs. 10/- each for every
100 Equity Shares of Rs.10/- each held in Transferor Company No.1.

ii. To the Equity Shareholders of the Transferor Company No. 2 :

1 Equity Share of Transferee Company of Rs. 10/- each for every 100
Equity Shares of Rs.100/- each held in Transferor Company No. 2.

11. All the Preference Shares of Transferor Company No. 2 are held by Transferor Company No.1 and the Transferee Company. All the said preference shares shall stand cancelled pursuant to the Scheme and no shares



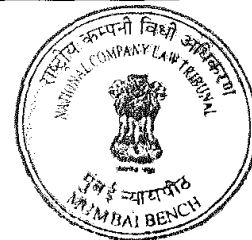
IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

shall be issued by the Transferee Company in exchange. Notwithstanding the said cancellation, any existing shareholding between Transferor Companies and Transferee Company, as the case may be, shall stand cancelled, without any further act or deed, upon the Scheme becoming effective.

12. The Regional Director has filed a Report dated 20th February, 2024 having certain observations. The said observations of the Regional Director and response submitted by the Petitioner Companies vide Rejoinder Affidavit are as follows:

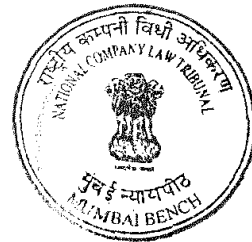
Sr No.	Observations stated in Para 2 of RD Report	Responses by the Petitioner Companies
a)	In compliance of AS-14 (IND-AS 103), the Transferor Companies 1, 2 and Transferee Company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8) etc.	The Petitioner Companies undertake that in compliance of AS-14 or IND-AS 103, as may be applicable, the Transferee Company will pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 or IND AS-8, etc.
b)	As per definition of the Scheme, 1.2. "Appointed date" for the purpose of this Scheme shall	The Petitioner Companies undertake to comply with the Circular No. F. No. 7/12/2019/CL-I dated



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

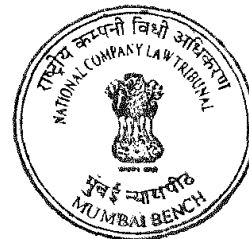
<p>mean 1 April, 2023;</p> <p>1.3. "Effective Date" means the last of the dates on which conditions and matters referred to in Clause 21 hereof occur or have been fulfilled or waived;</p> <p>In this regard, it is submitted that Section 232 (6) of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking into account its inherent powers.</p> <p>The Petitioners may be asked to comply with the requirements as clarified vide circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.</p>	<p>21.08.2019 issued by the Ministry of Corporate Affairs.</p>
--	--



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

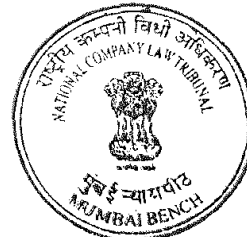
c)	<p>The Transferor Companies 1, 2 and Transferee Company have to undertake to comply with Section 230(3)(i) of the Companies Act, 2013, where the transferor company is dissolved, the fee, and stamp duty paid by the transferor company on its authorized capital shall be set-off against any fees and stamp duty payable by the transferee company on its authorized capital subsequent to the amalgamation and therefore, petitioners to undertake that the transferee company shall pay the difference of fees and stamp duty.</p>	<p>The Petitioner Companies states that the Transferee Company undertake that the fees and stamp duty if any, paid by the Transferor Companies on its Authorized Capital will be set-off against any fees payable by the Transferee Company on its Authorized Capital subsequent to the Merger by Absorption in accordance with the provisions of section 232(3)(i) of Companies Act, 2013 and affirms that it will comply with the provisions of the section. Further, the Petitioner Companies undertakes that the Transferee Company will pay the balance / difference amount of the fees and stamp duty on its increasing Authorized share capital, if any.</p>
d)	<p>The Hon'ble Tribunal may kindly seek the undertaking that this Scheme is approved by the requisite majority of members and creditors as per Section 230(6) of the Act in meetings duly held in terms of Section 230(1) read with 7 subsection</p>	<p>The Petitioner Companies states that; > The Hon'ble NCLT vide its Order dated 24th November 2023 had dispensed with the meeting of all the Equity Shareholders of all the</p>



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

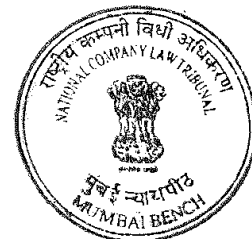
<p>(3) to (5) of Section 230 of the Act and the Minutes thereof are duly placed before the Tribunal.</p>	<p>petitioner companies in view of the Consent Affidavits given by all the Equity Shareholders of the respective Petitioner Company(ies).</p> <p>➤ Further, the meeting of the preference shareholders of Second Petitioner Company was dispensed in view of the Consent Affidavits given by the Preference Shareholders of Second Petitioner Company. Further, there were no preference shareholders in the First Petitioner Company and Third Petitioner Company.</p> <p>➤ The meeting of Secured Creditors of the First Petitioner Company and Third Petitioner Company were dispensed in view of the Consent Affidavits given by the Secured Creditor/s of the respective Petitioner Company. Further, there are no Secured Creditors in</p>
--	--



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

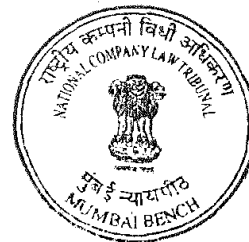
	<p>Second Petitioner Company. Therefore, the question of holding the meeting did not arise.</p> <p>➤ Further, by the said Order in the above matter, the meeting of the Unsecured Creditors of First Petitioner Company having value of Rs.1,02,58,654/- has been dispensed with in view of consent affidavit given by 1 (One) Unsecured Creditor constituting 97.48% in value of the total outstanding Unsecured Creditors of the First Petitioner Company. The meeting of the Unsecured Creditors of the Second Petitioner Company is dispensed with in view of the consent affidavit given by the Sole Unsecured Creditor. Further, there were no Unsecured Creditors in the Third Petitioner Company. Hence, the question of</p>
--	--



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

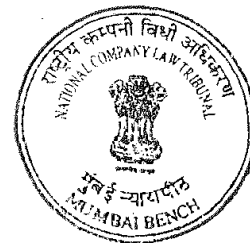
		<p>meeting of Unsecured Creditors of Third Petitioner Company did not arise.</p> <p>Hence, the meeting of members and creditors as per Section 230 (6) of the Act in terms of Section 230 (1) read with subsection (3) to (5) has been dispensed vide order 24 November, 2023 passed in CA(CAA)259/MB.IV/2023.</p>
e)	<p>The Transferor companies 1, 2 and Transferee company shall undertake to comply with the directions of the concerned sectoral Regulator, if so required</p>	<p>The Petitioner Companies states that the Transferor Company 1 & Transferor Company 2 are not regulated by any Sectoral Regulator. Further, the Transferee Company (being registered NBFC) is regulated by RBI. and accordingly, the Transferee Company undertakes to comply with the directions of the RBI, if any, as per the applicable provisions.</p>
f)	<p>The Transferor companies 1, 2 and Transferee Company shall undertake to comply with the directions of the I.T. Department and GST Department, if any.</p>	<p>The Petitioner Companies states that none of the Petitioner Companies have received any direction from Income Tax Department or GST Department. Further, the Petitioner</p>



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

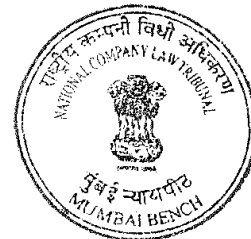
		Companies undertake to comply with the directions of the Income Tax Department and GST Department (in the event it is received) in the course of applicable law.
g)	The Hon'ble Tribunal may kindly direct the Transferor companies 1, 2 and Transferee Company file an affidavit to the extent that the Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy, or no change is made.	The Petitioner Companies undertake that the Scheme enclosed to the Company Application and the Company Petition are one and the same and there is no discrepancy, or no change is made.
h)	The Directorate has received letter dated 14.11.2023 (copy is enclosed as Annexure- A-1) and same is placed on record to protect the interest of Income Tax department in the matter. The Transferee Company shall be in compliance with the provisions of Section 2(1B) of the Income Tax Act, 1961. In this regard, the Transferor companies 1, 2 and Transferee company shall ensure compliance of all the provisions of Income Tax Act and Rules thereunder.	The Petitioner Companies states that the Petitioner Companies have not received any communication from Income Tax Department. Notwithstanding the same, the Petitioner undertakes that interest of Income Tax department will be protected and remain unaffected by the Scheme. The Petitioner Companies further undertakes to ensure compliance with the provisions of Section 2(1B) and



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

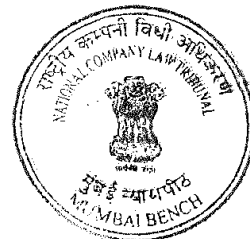
		all other provisions of the Income Tax Act, 1961 and rules made thereunder.
i)	The Transferee company is NBFC therefore the Hon'ble NCLT may, if deems fit, direct the Transferee Company to place on record NoC of the RBI	The Petitioner Companies states that NoC from RBI was not required in the present case. Regulation 66 of Master Direction of RBI DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016, as amended from time to time, reads as follows : "Chapter – X - Acquisition/ Transfer of Control of Applicable NBFCs 66. An applicable NBFC, shall require prior written permission of the Bank for the following: (a) any takeover or acquisition of control of the applicable NBFC, which may or may not result in change of management; (b) any change in the shareholding of the applicable NBFCs, including progressive increases over time, which would result in acquisition/ transfer of shareholding of 26 per cent or



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

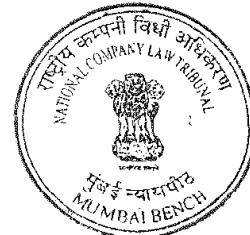
	<p>more of the paid-up equity capital of the applicable NBFC.</p> <p>Provided that, prior approval shall not be required in case of any shareholding going beyond 26 per cent due to buyback of shares/ reduction in capital where it has approval of a competent Court. The same shall be reported to the Bank not later than one month from its occurrence;</p> <p>(c) any change in the management of the applicable NBFC which results in change in more than 30 per cent of the directors, excluding independent directors.”</p> <p>Para 3(ix) of the aforesaid direction defines “Control” as follows :</p> <p>“(ix) "Control" shall have the same meaning as is assigned to it under clause (e) of sub-regulation (1) of regulation 2 of Securities and Exchange Board of India (Substantial Acquisition of</p>
--	--



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

	<p>Shares and Takeovers) Regulations, 2011.”</p> <p>Regulation 2(1)(e) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 defines “Control” as follows:</p> <p>“(e) “control” includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner”</p> <p>The Petitioner Companies submits that prior written permission of RBI is not required in the present case on the basis of following :</p> <p>a) There is no takeover or acquisition of control of the</p>
--	---



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

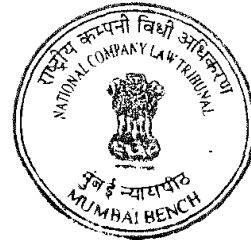
		<p>Transferee Company which is registered with RBI as NBFC</p> <p>b) The Scheme will not result in acquisition / transfer of shareholding of 26% or more of the paid-up capital of the Transferee Company. In fact, there is no change in the shareholding considering that all the shareholders, whether existing or new, are part of the same group. Further, there is reduction of share capital of the Transferee Company to the extent shares held by Transferor Company No. 1.</p> <p>c) The Scheme will not result in change in more than 30% of the directors of the Transferee Company. In fact, there is no change in the Directors of the Transferee Company in the present case.</p> <p>d) The Company which is Registered as a NBFC with RBI is a Transferee Company which will continue to exist post proposed Scheme.</p>
--	--	--



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

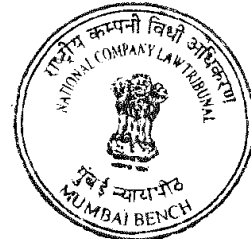
		<p>In view of the above, Petitioner Companies submits that prior written permission of RBI is not required in the present case.</p> <p>The Petitioner Companies further submits that the Transferee Company has already submitted the above facts to RBI as a prior intimation of the proposed merger vide it's letter dated 26 October, 2023 (filed with RBI on 27 October 2023). The communication with RBI on this subject is as follows:</p> <ul style="list-style-type: none">- Prior intimation by Transferee Company dated 26 October, 2023 filed with RBI on 27 October, 2023.- Pursuant to directions of Hon'ble NCLT dated 24th November, 2023 in CA(CAA)259/MB-III/2023, the Transferee Company has filed Notice (dated 04th December, 2023) with RBI on 05th December, 2023.- Pursuant to directions of Hon'ble NCLT dated 12th
--	--	---



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

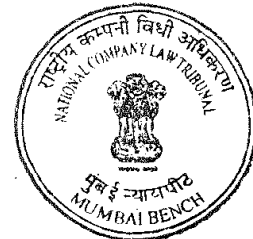
	<p>January, 2024 in C.P.(CAA)/314(MB)2023, the Transferee Company has further filed Notice (dated 22th January, 2024) with RBI on 23rd January, 2024.</p> <p>- RBI responded for the first time vide their mail dated 09 February, 2024 called for certain documents & information.</p> <p>- Transferee Company replied to RBI on 19 February, 2024 and provided all the documents & information called for by RBI. All the aforesaid communication with RBI is annexed hereto and collectively marked as Annexure -"B" to the response affidavit filed by the Petitioner Companies.</p> <p>Pursuant to aforesaid response filed by the Petitioner Companies, the Office of the Regional Director had filed their Supplementary Report dated 06.03.2024 stating that "The reply of the company may be considered by the Hon'ble NCLT</p>
--	--



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

	<p>as the matter falls under RBI domain. However, the Petitioner Company has sought exemption of prior written approval of RBI under Master Direction of RBI having no. DNBR. PD.008/03.10.119/2016-17 dated 01.09.2016 the relevant portion of which is enclosed herewith for kind consideration of this Hon'ble Tribunal and deciding the matter on merits as subject matter falls under RBI domain.”.</p> <p>RBI on 03.04.2024 issued their No Objection to the Scheme. The Petitioner Companies have submitted the said “No Objection” letter of the RBI vide their additional affidavit dated 03.04.2024 which filed with the Hon'ble Tribunal.</p> <p>Further, in addition to Clause 7 of the Scheme, as required by RBI vide their aforesaid letter dated 03.04.2024, the Petitioner Companies vide their Additional Affidavit dated 03.04.2024 have</p>
--	---



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

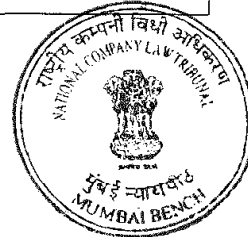
		undertaken that all regulatory or other proceedings of like nature or cause of actions against the Transferor companies pending and/or arising, before, on, or after, the appointed date shall not abate or be discontinued or be in any way prejudicially affected by reason of anything contained in this scheme but shall be initiated, continued and enforced by or against the Transferee Company in the manner and to the same extent as would or might have been initiated, continued and enforced against the Transferor Companies without any further act, instrument, deed, matter or thing being made, done or executed.
j)	The Transferee Company shall be in compliance with the provisions of Section 2(1B) of the Income Tax Act, 1961. In this regard, the Transferor Companies 1, 2 and Transferee Company shall ensure compliance of all the provisions of Income Tax Act and Rules thereunder.	The Petitioner Companies further undertakes that to ensure compliance with the provisions of Section 2(1B) and all other provisions of the Income Tax Act, 1961 and rules made thereunder.



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

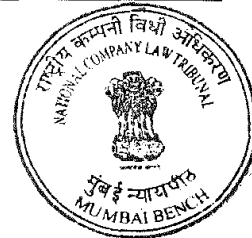
<p>k) In the Balance Sheet of the Transferor Company 1 and in the Transferee Company as on 31st March 2023, Security Premium of Rs. 5,80,40,000/- and Rs. 5,17,50,000/- respectively is showing.</p> <p>In view of the above, if agreed, Hon'ble NCLT may be direct the petitioners to clarify that Income Tax Department has properly assessed the increase of share capital from time-to-time u/s. 68 of the Income Tax Act, 1961 and payment of Income Tax by existing shareholders, if they who have purchased shares at lower price than issued price from above allottees or seek the reply from Income tax department about issue of share capital at high premium.</p> <p>It is further submitted that CBDT vide circular dated 17.03.2023 (Copy Enclosed) appointed the following nodal officer for income tax department for the Region of Mumbai & Goa, which is as follows: Pr. CCIT, Mumbai</p>	<p>The Petitioner Companies states that the Securities Premium of Rs. 5,80,40,000/- and Rs. 5,17,50,000/- as appearing in the Balance Sheet as on 31st March 2023 of Transferor Company No. 1 and Transferee Company respectively was collected vide allotment of shares during F.Y. 1995-96 and 1996-97. The said Securities Premium has been appropriately considered and disclosed in the duly Audited Financial Statements and Income Tax Returns of the relevant Assessment Years as required under the Income Tax Act, 1961 and rules made thereunder and in compliance with all relevant laws.</p> <p>As far as Assessment of Share Capital u/s 68 or any other relevant section of Income Tax Act, 1961 is concerned, the Petitioner Companies submits that question on Securities Premium collected by the Petitioner Companies was not</p>
--	--



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

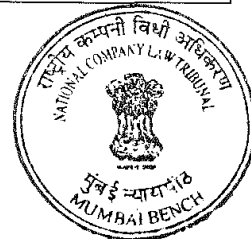
<p>Address: 3rd Floor, Aayakar Bhavan, Maharishi Karve Road, Mumbai- 400020.</p> <p>Phone No. 022-22017654</p> <p>Email:- Mumbai.pccit@incometax.gov.in</p>	<p>raised in respect of any allotment of shares at Premium. Further, the said Securities Premium was collected more than 25 years back and accordingly, assessment for the said years is already time barred.</p> <p>The Petitioner Companies also submits that at Application stage, the Petitioner Companies have issued notices to the respective Jurisdictional Assessing Officer as well as Pr. CCIT, Mumbai on 07th December, 2023 as directed by NCLT vide Order dated 24th November, 2023. Also, pursuant to directions given by the Hon'ble Tribunal during Petition admission vide order dated 12th January, 2024, the notice of Final Hearing has also been issued to respective Jurisdictional Assessing Officer as well as Pr. CCIT, Mumbai on 22nd January, 2024. The Affidavit of Service to that effect have been filed with Hon'ble NCLT. However, none of the Petitioner Companies have</p>
---	---



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

		received any response from the Income Tax Department. Nonetheless, the Petitioner Companies undertakes that the approval of the Scheme by the NCLT will not deter the rights of the Income Tax department to deal with any of the issues arising after giving effect to the scheme and the Transferee Company shall deal in the proceedings appropriately in the course of applicable law.
1)	That on examination of the report of the Registrar of Companies Mumbai dated 09.02.2024 (Annexed as Annexure A-1) that all Transferor Companies 1, 2 and Transferee Company fall within the jurisdiction of ROC, Mumbai. It is submitted that no complaint and / or representation regarding the proposed scheme of Amalgamation has been received against the Transferor Companies 1, 2 and Transferee Company. Further, the Transferor companies 1, 2 and Transferee company have filed	i. The Petitioner Companies states that the said para does



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

<p>Financial Statements up to 31.03.2023 further observations in ROC report are as under:-</p> <p>i. That the ROC Mumbai in his report dated 09.02.2023 has stated that no Inquiry, inspection, investigation & prosecution is pending against the Transferor companies 1, 2 and Transferee Company.</p> <p>ii. It is submitted that as per the provisions of Section 232(3)(i) of the Companies Act, 2013, where the transferor company is dissolved, the fee, if any, paid by the transferor company on its authorized capital shall be set-off against any fees payable by the Transferee company on its authorized capital subsequent to the amalgamation. Therefore, the remaining fee, if any after setting off the fees already paid by the transferor company on its authorized capital, has to be paid</p>	<p>not contain any observation, instead, it merely states factual information / comments which are positive in nature and does not call for any reply.</p> <p>ii. The Petitioner Companies undertake that the fee, if any, paid by the Transferor Companies on its Authorised Capital will be set-off against any fees payable by the Transferee Company on its Authorised Capital subsequent to the Merger by Absorption in accordance with the provisions of section 232(3)(i) of Companies Act, 2013 and affirms that it will comply with the provisions of the section. Further, the Transferee Company will pay the balance / difference amount of the fees on its increasing Authorised share capital, if any.</p> <p>iii. The Transferee Company</p>
---	---



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

<p>by the transferee Company on the increased authorized capital subsequent to the amalgamation.</p> <p>iii. The objects of transferor and transferee company are different. Hence, they may be directed to amend the objects clause of Memorandum of Association.</p> <p>iv. Transferee Company is an NBFC, Yet NOC from RBI has not been attached.</p> <p>v. May be decided on its merits.</p> <p>The Transferor companies 1, 2 and Transferee company may please be directed to submit reply on the above observations of RoC, Mumbai and Hon'ble NCLT may consider the scheme on merit after receipt of reply of petitioner.</p>	<p>undertakes to amend the main objects in order to include main objects of Transferor Company No. 1 and Transferor Company No. 2.</p> <p>iv. The Petitioner Companies have clarified the same in Para 2(i) above.</p>
--	--



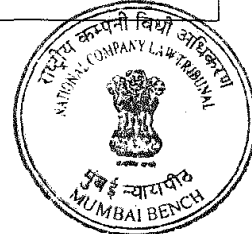
IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

13. Mr. Tushar Wagh, Authorised Representative of office of Regional Director (WR), Mumbai, appeared on the date of hearing and submits that above explanations and clarifications given by the Petitioner Companies in rejoinder are satisfactory and they have no further objection to the Scheme.

14. The Official Liquidator has filed his report in the Company Scheme Petition No. C.P.(CAA)/314/MB-IV/2023. Following is the table depicting observations of the Official Liquidator vide Para 6 & 7 of their Report and response submitted by the Petitioner Companies:

Sr No.	Observations stated in OL Report	Responses by the Petitioner Companies
6.	With reference to Clause no. 15.1 of the Scheme it is stated that such clause overrides the provision of Companies Act, 2013 namely section 232(3)(i) which inter-alia provides that, 'if a companies are dissolved, the fees paid by such company on its Authorized Capital shall be set off against any fee payable by the transferee company on its Authorized Capital. Hon'ble Tribunal may be pleased to direct transferee company to pay differential amount, if any, after setting off fees	The Petitioner Companies states that the Transferee Company undertakes that the fee, if any, paid by the Transferor Company on its Authorized Capital will be set-off against any fees payable by the Transferee Company on its Authorized Capital subsequent to the Merger by Absorption in accordance with the provisions of section 232(3)(i) of Companies Act, 2013 and affirms that it will comply with the provisions of the section. Further, the Petitioner Companies undertakes that the Transferee

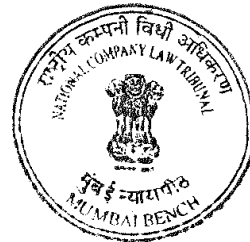


IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

	already paid by the Transferee Company.	Company will pay the balance/difference amount of the fees on its increasing Authorized share capital, if any.
7.	The Second Transferor Company has informed that Company has taken unsecured loan from its director Sanjay M. Jatia. As per the ledger account the company owes Rs. 26,50,000/- to the Director. In the matter, it is to report that, in terms of proviso to clause (viii) sub rule (c) of Rule 2 of Companies (Acceptance of Deposit) Rules, 2014 a declaration needs to be given to the effect that, that such amount is given from own fund and not being given out of funds acquired by him by borrowing or accepting loans or deposits from others. Hon'ble Tribunal may require Transferor Company to produce a copy of such declaration.	The petitioner companies submits that Mr. Sanjay M. Jatia, director of Transferor Company No. 2 has given declaration in terms of proviso to clause (viii) sub rule (c) of Rule 2 of Companies (Acceptance of Deposit) Rules, 2014 from time to time stating that the amount lent by him to the Transferor Company No. 2 is given from his own funds and not out of funds acquired by him by borrowing or accepting loans or deposits from others. Copy of said declarations given by directors is enclosed as Annexure - "B" to the response affidavit filed by the Petitioner Companies.

15. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this scheme and in case it is found that the scheme



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

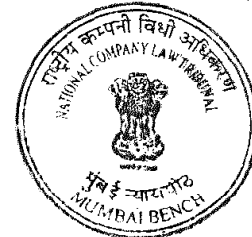
ultimately results in tax avoidance under the provisions of Income Tax Act, it shall be open to the Income tax authorities to take necessary action as possible under the Income Tax Law.

16. In terms of the RBI Letter dated 03/04/2024, all regulatory or other proceedings initiated by or against the Transferor Companies shall stand transferred in the name of the Transferee Company and same shall be continued, prosecuted and enforced by or against the Transferee Company, to the exclusion of the Transferor Companies.

17. From the material on record, the Scheme appears to be fair and reasonable and is not in violation of any provisions of law and is not contrary to public policy considering that no objection has so far been received from any authority or creditors or members or any other stakeholders.

18. Since all the requisite statutory compliances have been fulfilled, CP(CAA)-314(MB)/2023 is made absolute in terms of the prayer clauses of the said joint Company Petition. Therefore, the Scheme is hereby **sanctioned**. This Bench further orders that –

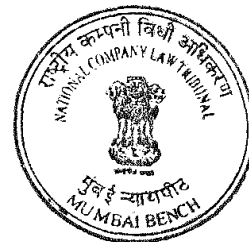
- i) The Appointed Date is fixed as 01.04.2023. It shall be binding on the Petitioner Companies involved in the Scheme and all concerned including their respective Shareholders, Creditors and Employees.
- ii) The Transferor Company be dissolved without winding up.



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

- iii) The Petitioner Companies are directed to file a copy of this Order along with a copy of the Scheme with the concerned Registrar of Companies, electronically in E-Form INC-28 within 30 days from the date of issuance of the certified copy of the Order from the Registry.
- iv) The Petitioner Companies to lodge a certified copy of this order and the Scheme duly authenticated by the Deputy Registrar or the Assistant Registrar, as the case may be, of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of receipt of the certified copy of order.
- v) The Petitioner Companies shall comply with all the undertakings given by them.
- vi) The Petitioner Companies shall take all consequential and statutory steps required under the provisions of the Act in pursuance of the Scheme.
- vii) All concerned shall act on a copy of this Order along with the Scheme duly authenticated by the Registrar of this Tribunal.
- viii) Any person interested in the above matter shall be at liberty to apply to the Tribunal for any directions that may be necessary.



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH - COURT IV

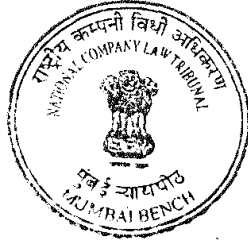
C.P. (CAA)/314/MB/2023 IN
C.A.(CAA)/259/MB/2023

19. With the above directions, C.P.(CAA)/314/MB/2023 c/w
CA(CAA)/259/MB/2023 is **allowed** and **disposed-off**. File to be consigned
to records.

Sd/-
ANU JAGMOHAN SINGH
Member (Technical)

Sd/-
KISHORE VEMULAPALLI
Member (Judicial)

17.04.2024/-



Certified True Copy _____
Date of Application 19/04/2024
Number of Pages 31
Fee Paid Rs. 155/-
Applicant called for collection copy on 24/04/2024
Copy prepared on 26.4.2024
Copy issued on 24/04/2024

S. S. Sonawale
Deputy Registrar 26.4.2024

National Company Law Tribunal, Mumbai Bench

Annx-G1

SCHEME OF MERGER BY ABSORPTION

OF

RAMGOPAL TEXTILES LIMITED

[TRANSFEROR COMPANY NO. 1]

AND

TARAPUR SYNTHETICS PRIVATE LIMITED

[TRANSFEROR COMPANY NO. 2]

BY

RAMGOPAL INVESTMENT AND TRADING COMPANY

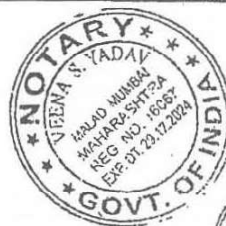
PRIVATE LIMITED

[TRANSFeree COMPANY]

AND

THEIR RESPECTIVE SHAREHOLDERS

(UNDER SECTION 230-232 OF THE COMPANIES ACT, 2013)



For RAMGOPAL TEXTILES LTD

[Signature]
Director/Authorised Signatory

For TARAPUR SYNTHETICS P LTD

[Signature]
Director/Authorised Signatory

For Ramgopal Investment and Trading Company Pvt. Ltd

[Signature]
Director/Authorised Signatory

GENERAL**1. PRELIMINARY**

This is a Scheme of Merger by Absorption pursuant to Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act').

Following are parties to the Scheme:

Sr. No.	Name of the Company
1.	Ramgopal Textiles Limited – A Company incorporated under the Companies Act, 1956 having CIN - U17120MH1979PLC020952 and having its registered office at 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai City, Maharashtra 400021, India. (<i>hereafter referred to as 'RTL' or 'Transferor Company No. 1'</i>)
2.	Tarapur Synthetics Private Limited – A Company incorporated under the Companies Act, 1956 having CIN - U17116MH1980PTC023469 and having its registered office at 701, Tulsiani Chambers, Free Pass Journal Marg, Nariman Point, Mumbai City, Maharashtra 400021, India. (<i>hereafter referred to as 'TSPL' or 'Transferor Company No. 2'</i>)
3.	Ramgopal Investment and Trading Company Private Limited – a Company incorporated under the Companies Act, 1956 having CIN - U65990MH1980PTC022255 and having its registered office at 701, Tulsiani Chambers, Free Pass Journal Marg, Nariman Point, Mumbai City, Maharashtra 400021, India and it is registered with Reserve Bank of India ('RBI') as a Non-Banking Financial company (NBFC) (<i>hereafter referred to as 'RITCPL' or 'Transferee Company'</i>)

For sake of convenience, the Scheme is divided into following parts:

- PART I:** deals with Definitions and Share Capital.
- PART II:** deals with merger by absorption of the Transferor Company No. 1 and Transferor Company No. 2 by the Transferee Company. For ease of reference, Transferor Company No. 1 and Transferor Company No. 2 shall be collectively referred to as 'Transferor Companies'.
- PART III:** deals with the general terms and conditions that would be applicable to the Scheme.

INTRODUCTION

- Ramgopal Textiles Limited is engaged in the business of wholesale trading of commodities such as yarn and polymer etc.
- Tarapur Synthetics Private Limited is engaged in the business of wholesale trading of commodities such as yarn and polymer etc.
- Ramgopal Investment and Trading Company Private Limited is a Non-Banking Financial Company registered with RBI and engaged in the business of Investment Company, etc.

RATIONALE FOR THE SCHEME OF MERGER BY ABSORPTION

The Transferee Company and the Transferor Companies are part of same Group. As a part of internal group restructuring and to simplify the corporate structure, the management has decided to consolidate entities and thereby creating a single entity which would be advantageous and beneficial to the interest of the shareholders, creditors and employees. Hence, the proposed merger by absorption is considered.

The Merger by Absorption shall result in the following benefits:

- Simplification of corporate structure of group entities;
- The proposed merger by absorption will enable to consolidate certain group entities and thereby save costs through focused operational efforts, rationalization, standardization and

For RAMGOPAL TEXTILES LTD.

For TARAPUR SYNTHETICS P LTD

For Ramgopal Investment and Trading Company Pvt. Ltd

Director / Authorised Signatory



- simplification of business processes and integration and optimization of various support functions, resources and the assets;
- c) The proposed merger by absorption will enable easier and speedier decision making at all levels and better management and co-ordination;
- d) The proposed merger by absorption will result in avoiding duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances;
- e) The proposed merger by absorption will also facilitate inter-transfer of resources and costs and optimum utilization of assets of the Transferee Company and Transferor Companies and bring uniformity in corporate policy;
- f) The Scheme is commercially and economically viable and feasible and is fair and reasonable.
- g) This Scheme will be beneficial, advantageous and not prejudicial to the interest of all the shareholders, creditors and other stakeholders of all the Transferor Companies and the Transferee Company.

In view of the above, the Board of Directors of each of the companies that are parties to the Scheme believe that the merger by absorption would streamline the business of the companies and increase overall operational efficiency.

PART I Definitions and Share Capital

2. DEFINITIONS

In this Scheme unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 2.1 "Act" or "the Act" shall mean the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force;
- 2.2 "Appointed Date" for the purpose of this Scheme shall mean 1 April 2023;
- 2.3 "Authority" shall mean any applicable Central, State or local government, legislative body, regulatory or administrative authority, agency or commission or any Court, Tribunal, Board, Bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction over the territory of India including but not limited to Registrar of Companies and National Company Law Tribunal;
- 2.4 "Effective Date" means the last of the dates on which conditions and matters referred to in Clause 21 hereof occur or have been fulfilled or waived;
- 2.5 "Merger by Absorption" shall mean the amalgamation of the Transferor Companies with the Transferee Company in accordance with Section 2(1B) of the Income Tax Act, 1961, and the restructuring contemplated by the Scheme in terms of Part II of the Scheme;
- 2.6 "NCLT" shall mean the National Company Law Tribunal, Mumbai Bench;
- 2.7 "Order" shall mean the Order of Hon'ble National Company Law Tribunal sanctioning the Scheme;
- 2.8 "Record Date" shall mean the date on which the list of shareholders shall be determined by the Board of the respective companies for issuance of shares as consideration to the shareholders pursuant to this Scheme;
- 2.9 "Registrar of Companies" shall mean the Registrar of Companies, Mumbai;
- 2.10 "Scheme" or "the Scheme" or "this Scheme" shall mean this Scheme of merger by



For RAMGOPAL TEXTILES LTD

For TARAPUR SYNTHETICS P LTD

For Ramgopal Investment and Trading Company Pvt. Ltd

Director / Authorised Signatory

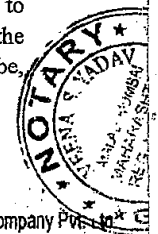
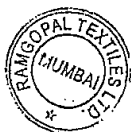
Director / Authorised Signatory

Director / Authorised Signatory

absorption in its present form or with any modification(s) approved, imposed or directed by the NCLT;

- 2.11 "Employees" shall mean all the employees of the Transferor Company No.1 and Transferor Company No. 2, if any, as on the Effective date.
- 2.12 "Transferee Company" or "RITCPL" means Ramgopal Investment and Trading Company Private Limited, a company incorporated under the Companies Act, 1956 having its registered office at 701, Tulsiani Chambers, Free Pass Journal Marg, Nariman Point, Mumbai City, Maharashtra 400021, India and it is registered with Reserve Bank of India ("RBI") as a Non-Banking Financial company (NBFC).
- 2.13 "Transferor Company No. 1" or "RTL" shall mean Ramgopal Textiles Limited, a company incorporated under provisions of Companies Act, 1956 having its registered office at 701, Tulsiani Chambers, Free Pass Journal Marg, Nariman Point, Mumbai City, Maharashtra 400021, India;
- 2.14 "Transferor Company No. 2" or "TSPL" shall mean Tarapur Synthetics Private Limited, a company incorporated under provisions of Companies Act, 1956 having its registered office at 701, Tulsiani Chambers, Free Pass Journal Marg, Nariman Point, Mumbai City, Maharashtra 400021, India.
- 2.15 "Transferor Companies" shall mean Transferor Company No. 1 and Transferor Company No. 2.
- 2.16 "Undertaking" shall mean and include the whole of the undertaking of the Transferor Companies, as a going concern, including their businesses, all secured and unsecured debts, liabilities, contingent liabilities, duties, leases of Transferor Companies and all other obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or in corporeal, tangible or intangible, present or contingent and including but without being limited to land and building (whether owned, leased, licensed), all fixed and movable plant and machinery, vehicles, fixed assets, work-in-progress, current assets, investments, reserves, provisions, funds, licenses, registrations, copyrights, patents, trade names, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, pre-qualifications, certifications, track record, experience, goodwill and all other rights, leases, licenses, tenancy rights, premises, ownership flats, hire purchase and lease arrangements, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, software, internet connections, communication facilities, equipment and installations and utilities, electricity, water and other service connection, benefit of agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, advances, deduction at source, tax collected at source, tax holidays/benefits, balances of lessor and unabsorbed depreciation, tax credits [including but not limited to credits in respect of income tax, sales tax, value added tax (VAT), turnover tax, service tax, Minimum Alternate Tax (MAT), Goods and Services Tax (GST), software license, domain, websites, etc. in connection / relating to the Transferor Companies and other claims and powers, of whatsoever nature and wheresoever situated by the Transferor Companies, on the Appointed Date.

2.17 All the terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act and other applicable laws, rules, regulations, and byelaws, as the case may be, including any statutory modification or re-enactment thereof from time to time.



For RAMGOPAL TEXTILES LTD

For TARAPUR SYNTHETICS P LTD

For Ramgopal Investment and Trading Company Private Limited

May - 2011
Director / Authorised Signatory

May - 2011
Director / Authorised Signatory

May - 2011
Director / Authorised Signatory

3. OPERATIVE DATE OF THE SCHEME

The Scheme set out herein in its present form or with any modification(s) as approved or imposed or directed by the Hon'ble Tribunal, shall be deemed to be effective from the Appointed Date but shall become operative from the Effective Date.

4. SHARE CAPITAL

4.1. The Share Capital of the Transferor Company No. 1 as on 31st May, 2023 is as under:

Authorized Share Capital	Amount (Rs.)
1,76,00,000 Equity shares of Rs. 10/- each	17,60,00,000
7,50,00 10% cumulative Preference shares of Rs.100/- each.	75,00,000
Total	18,35,00,000
Issued, Subscribed and Paid-up Share Capital	
68,63,263 Equity shares of Rs. 10/- each fully paid up.	6,86,32,630
Total	6,86,32,630

Subsequent to the above date and till approval of this Scheme by the Board of Directors, there has been no change in the capital structure of the Transferor Company No. 1.

4.2. The Share Capital of the Transferor Company No. 2 as on 31st May, 2023 is as under:

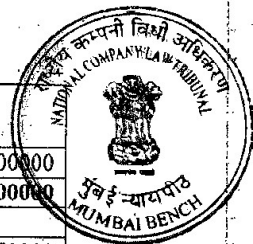
Authorized Share Capital	Amount (Rs.)
25,000 Equity shares of Rs. 100/- each	25,00,000
75,000 10% cumulative Redeemable Preference Shares of Rs. 100/- each	75,00,000
Total	1,00,00,000
Issued, Subscribed and Paid-up Share Capital	
1,020 Equity shares of Rs. 100/- each fully paid up.	1,02,000
75,000 10% cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up.	75,00,000
Total	76,02,000

Subsequent to the above date and till approval of this Scheme by the Board of Directors, there has been no change in the capital structure of the Transferor Company No. 2.

4.3. The Share Capital of the Transferee Company as on 31st May, 2023 is as under:

Authorized Share Capital	Amount (Rs.)
66,00,000 Equity shares of Rs. 10/- each.	6,60,00,000
Total	6,60,00,000
Issued, Subscribed and Paid-up Share Capital	
65,75,000 Equity shares of Rs. 10/- each fully paid up.	6,57,50,000
Total	6,57,50,000

Subsequent to the above date and till approval of this Scheme by the Board of Directors, there has been no change in the capital structure of the Transferee Company.



For RANGOPAL TEXTILES LTD

For TARAPUR SYNTHETICS P. LTD

For Rangopal Investment and Trading Company Pvt. Ltd

Director / Authorised Signatory

Director / Authorised Signatory

Director / Authorised Signatory

PART II
MERGER BY ABSORPTION OF RTL AND TSPL BY RITCPL

5. Transfer and Vesting of the Undertaking

5.1. Upon the coming into effect of this Scheme and with effect from the opening of business as on the Appointed Date, the Undertaking of the Transferor Companies shall, pursuant to Section 232(4) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in Transferee Company, as a going concern so as to become as and from the Appointed Date, estate, assets, rights, title, interest, liabilities and authorities of Transferee Company.

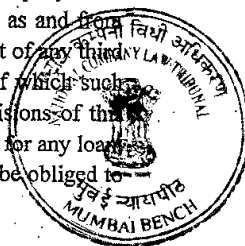
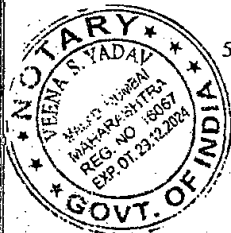
5.2. Without prejudice to Clause 5.1 above, in respect of such of the assets as are moveable assets or incorporeal property of the Transferor Companies unless they are capable of being transferred otherwise, they shall be physically handed over by manual delivery or by endorsement and/ or delivery to Transferee Company, as a going concern so as to become as and from the Appointed Date, the estate, rights, title and interest and authorities of Transferee Company.

5.3. In respect of such assets and movables other than those referred to above in Clause 5.2 i.e. trade receivables, outstanding loans, all advances recoverable in cash or in kind or for value to be received, bank balances and deposits with Government, Semi-Government, local and other authorities and bodies, customers and suppliers, etc., the same shall, without any further act, deed or instrument, be transferred to and vested in and/or be deemed to be transferred and vested in Transferee Company as and from the Appointed Date. With effect from the Effective Date and until such time the names of the bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall, in respect of the Undertaking, be entitled to operate the bank accounts of the Transferor Companies, in so far as may be necessary. The banks shall also honor the cheques or other bills issued in the name of the Transferor Companies on and from the Effective Date.

5.4. In relation to the assets, properties and rights including rights arising from contracts, deeds, instruments and agreements if any which require separate documents of transfer including documents for attornment or endorsement as the case may be, the Transferee Company will execute necessary document of transfer including documents for attornment or endorsement or deed of adherence, as the case may be, as and when required or will enter into a novation agreement.

5.5. With effect from the Appointed Date, all the liabilities and contingent liabilities of the Transferor Companies shall, without any further act, instrument or deed, stand transferred to and vested in or deemed to have been transferred to and vested in Transferee Company so as to become the debts, liabilities, duties, and obligations of Transferee Company, as and from the Appointed Date and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to effect the provisions of this Clause. Provided always that, the Scheme shall not operate to enlarge the security for any loan deposit or facility availed by the Transferor Companies and Transferee shall not be obliged to create any further or additional security therefor after the Effective Date.

Provided however, the Transferee Company may, at any time, after the coming into effect of this Scheme in accordance hereof, if so required, under any law or otherwise, execute deeds of confirmation or any writing, as may be necessary, in favour of the creditors of the Transferor Companies or in favour of any other party to contract or arrangement to which the Transferor Companies are a party in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such deeds/documents on behalf of the Transferor Companies as well as to implement and carry out all such formalities and compliances referred to above.



For RAMGOPAL TEXTILES LTD

For TARAPUR SYNTHETICS P LTD

For Ramgopal Investment and Trading Company Pvt. Ltd

[Signature]
Director/Authorised Signatory

[Signature]
Director/Authorised Signatory

[Signature]
Director/Authorised Signatory

5.6. It is hereby clarified that all inter party transactions, if any, between the Transferor Companies and Transferee Company shall be considered as intra party transactions for all purposes from the Appointed Date and the same shall stand cancelled post the approval of the Scheme.

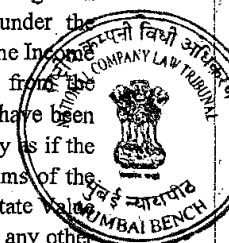
5.7. All assets, investments, estate, rights, title, interest, licenses and authorities acquired by or permits, quotas, approvals, permissions, incentives, sales tax deferrals, loans or benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, rehabilitation schemes, tax credits (including but not limited to credits in respect of income tax, sales tax, value added tax, turnover tax, service tax, GST, MAT credit and other assets, special status and other benefits or privileges, enjoyed or conferred upon or held or availed of by and / or all rights and benefits that have accrued or which may accrue to the Transferor Companies after the Appointed Date and prior to the Effective Date in connection with or in relation to the operation of the Undertaking of the Transferor Companies shall, pursuant to the provisions of Section 232(4) of the Act, without any further act, instrument or deed, be and hereby stand transferred to and vested or deemed to have been transferred to and vested in Transferee Company.

5.8. All registrations, benefits, incentives, exemptions etc., which the Transferor Companies are eligible for and/or which are availed by Transferor Companies will be transferred to the Transferee Company upon the Transferee Company intimating the concerned authority for undertaking the necessary action for the transfer. The Board of Directors of the Transferee Company will be authorized to seek approval or enter into agreement with the concerned authority and/or undertake such other activity as is necessary for being eligible for such registrations, benefits, incentives, exemptions etc., as were availed by the Transferor Companies.

5.9. All loans, raised and utilized and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Companies in relation to or in connection with the Undertaking of the Transferor Companies, after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of Section 232(4) of the Act, without any further act, instrument or deed, be and stand transferred to or vested in or be deemed to have been transferred to and vested in Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of Transferee Company, which shall meet, discharge and satisfy the same.

5.10. Upon the coming into effect of the Scheme, benefits of all taxes paid including but not limited to MAT paid, advance taxes and tax deducted at source, right to carry forward and set off unabsorbed tax losses, unabsorbed depreciation, book loss, book depreciation, foreign tax credit, unutilized MAT credit, Central Value Added Tax (CENVAT) credit under the provisions of applicable tax laws, right to claim deductions under the provisions of the Income Tax Act, 1961, including its continuing benefits, by the Transferor Companies from the Appointed Date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same and shall be deemed to be the rights/claims of the Transferee Company. All un-availed credits, set offs, claims for refunds under any State Value Added Tax, CST, Central Excise, Customs Act, Service Tax and GST provisions or any other State or Central statutes regardless of the period to which they may relate, shall stand transferred to the benefit of and shall be available in the hands of the Transferee Company without restrictions under the respective provisions.

5.11. The resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall be continued to be valid and subsisting and be considered as resolutions of Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then said limits shall be added and shall constitute the aggregate of the said limits in Transferee Company.



For RAMGOPAL TEXTILES LTD

For TARAPUR SYNTHETICS P LTD

For Rangopal Investment and Trading Company Pvt. Ltd

May 2011
Director / Authorised Signatory

May 2011
Director / Authorised Signatory

May 2011

5.12. This Scheme shall not, in any manner, affect the rights of any of the creditors of the Transferor Companies.

5.13. This part of the Scheme complies with the conditions relating to "Amalgamation" as specified under Section 2(1B) of the Income Tax Act, 1961 or any statutory modification or re-enactment thereof. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section, at a later date, including resulting from an amendment of law or for any other reason whatsoever up to the Effective Date, the provisions of the said Section of the Income Tax Act, 1961 or re-enactment thereof shall prevail and the Scheme shall stand modified to the extent necessary after obtaining necessary directions from the Appropriate Authority as necessary to comply with Section 2(1B) of the Income Tax Act, 1961 or re-enactment thereof.

6. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

6.1. Without any further acts or deeds, upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, incentives, licenses, (including but not limited to all the licenses by any Government authorities for the purpose of carrying on its business or in connection there with), engagements, registrations, benefits, exemptions, entitlements, arrangements, certificates, consents, permissions, approvals, guarantees and other instruments of whatsoever nature, including all the bids and tenders which have been submitted and/or accepted, in relation to the Transferor Companies to which the Transferor Companies are a party or to the benefit of which the Transferor Companies may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on or against or in favour of, as the case may be, and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee thereto without the requirement of obtaining or seeking consent or approval of any third party.



6.2. Upon the coming into the effect of this Scheme, and subject to other provisions of this Scheme, the Transferee Company may enter into and/or issue and/or execute deeds or enter into tripartite agreements, confirmations or novation, to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of the Scheme, if so required or if so, considered necessary. The Transferee Company shall be deemed to be authorised to execute any such deeds, on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.



6.3. The transfer of the Undertaking of the Transferor Companies from the Appointed Date, as above and the continuance of proceedings by or against Transferee Company under Clause 7 below, shall not affect any transaction or proceeding already concluded by the Transferor Companies on and after the Appointed Date to the end and intent that Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies including investments in securities of any entity and the Transferor Companies shall be deemed to have carried on and to be carrying on its business on behalf of Transferee Company, until such time this Scheme comes into effect.



7. LEGAL PROCEEDINGS



7.1. Upon the coming into effect of this Scheme, all suits, writ petitions, revision, actions and other proceedings including legal and taxation proceedings, if any, by or against the Transferor Companies, pending and / or arising on or before the Effective Date shall be continued and be enforced by or against Transferee Company effectually and in the same manner and to the same extent, as if the same had been pending and / or arising by or against the Transferee Company.

For RAMGOPAL TEXTILES LTD

For TARAPUR SYNTHETICS P LTD

For Ramgopal Investment and Trading Company Pvt. Ltd

may
Director / Authorised Signatory.

may
Director / Authorised Signatory.

may
Director / Authorised Signatory.

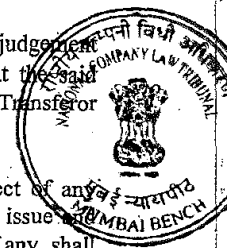
- 7.2. Further, the aforementioned proceedings shall not abate or be discounted nor in any way be prejudicially affected by reason of merger by way of absorption of the Transferor Companies into the Transferee Company or anything contained in the Scheme.
- 7.3. Transferee Company shall on and from Effective Date undertake to have all legal or other proceedings initiated by or against the Transferor Companies referred to in Clause 7.1 above transferred to its name and to have the same continued, prosecuted and enforced by or against Transferee Company.

8. CONSIDERATION

- 8.1. Upon this Scheme coming into effect and upon the transfer and vesting of the business and undertaking of the Transferor Companies in the Transferee Company, the consideration in respect of such transfer shall, subject to the provisions of the Scheme, be paid and satisfied by the Transferee Company as detailed in this Clause.
- 8.2. All the Preference Shares of Transferor Company No. 2 are held by Transferor Company No. 1 and the Transferee Company. All the said preference shares shall stand cancelled pursuant to the Scheme and no shares shall be issued by the Transferee Company in exchange. Notwithstanding the said cancellation, any existing shareholding between Transferor Companies and Transferee Company, as the case may be, shall stand cancelled, without any further act or deed, upon the Scheme becoming effective.
- 8.3. The Board of Directors of the Transferor Company and Transferee Company have engaged Mr. Subhas R. Hegde (Registered Valuer), to provide a valuation report in respect of the share exchange ratio to be considered for issue of new shares to the shareholders of Transferor Companies pursuant to the Scheme. The Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of Transferor Companies (other than those getting cancelled pursuant to Clause 8.2 above) and whose name appears in the Register of members of Transferor Companies on the Record Date, shares in the proportion as follows:

- i. To the Equity Shareholders of the Transferor Company No. 1 :
90 Equity Shares of Transferee Company of Rs. 10/- each for every 100 Equity Shares of Rs.10/- each held in Transferor Company No. 1.
- ii. To the Equity Shareholders of the Transferor Company No. 2 :
1 Equity Share of Transferee Company of Rs. 10/- each for every 100 Equity Shares of Rs.100/- each held in Transferor Company No. 2.

- 8.4. The Board of Directors of the Transferor Companies, based on their independent judgement and after taking into consideration the aforesaid valuation report, concluded that the said exchange ratio is fair and reasonable and is in the interest of shareholders of the Transferor Companies.
- 8.5. No fractional certificate(s) shall be issued by the Transferee Company in respect of fractions which the members of the Transferor Companies may be entitled to on issue and allotment of equity shares as aforesaid by the Transferee Company. The fraction, if any, shall be rounded off to the next number and Transferee Company shall issue the equity shares accordingly.
- 8.6. The shares so allotted pursuant to Clause 8.3 above shall rank, for dividend, voting rights and for all other benefits and in all other respects, *pari-passu* with the existing shares of the Transferee Company with effect from the date of allotment.
- 8.7. The issue and allotment of shares, pursuant to Clause 8.3 above is an integral part of this Scheme. The approval of this Scheme by the members of the Transferee Company shall be



For RAMGOPAL TEXTILES LTD

May 2011
Director / Authorised Signatory

For TARAPUR SYNTHETICS P LTD

May 2011
Director / Authorised Signatory

For Ramgopal Investment and Trading Company Pvt. Ltd

May 2011

deemed to be due compliance with all applicable provisions of the Act including but not limited to Section 62(1)(c) of the Act, to the extent applicable.

8.8. The cancellation and consequent Reduction of the paid-up share capital of the Transferee Company pursuant to Clause 8.2 above, shall be effected as an integral part of the scheme as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid up share capital and it shall also be deemed to be in compliance with the provisions of section 66 and other applicable provisions of the Act and rules and regulations made there under upon the Scheme becoming effective. The order of the NCLT sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction. Further, the Transferee Company shall not be required to use the words "AND REDUCED" as part of its corporate name and such use is dispensed with.

9. CONDUCT OF BUSINESS BY THE TRANSFEROR COMPANIES TILL EFFECTIVE DATE

With effect from the Appointed Date and up to the Effective Date:

9.1. The Transferor Companies shall carry on and be deemed to carry on all the business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and for the benefit of and in trust for the Transferee Company and all the profits or losses, arising or incurred by the Transferor Companies shall, for all purposes, be treated and be deemed to be and to accrue as the profits or losses of Transferee Company, as the case may be.

9.2. The Transferor Companies shall carry on its business and activities with reasonable diligence and business prudence and shall not, except with notice to or knowledge of, undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its subsidiaries or group companies or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal with the Undertaking, save and except in each case in the following circumstances.

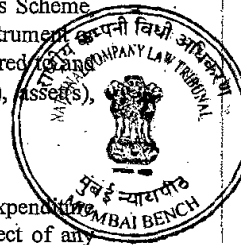
- a) if the same is in its ordinary course of business, as carried on by it as on the date of filing this Scheme with NCLT; or
- b) if the same is expressly permitted by this Scheme; or
- c) if written consent of the Board of Directors of Transferee Company has been obtained.

9.3. All estate(s), asset(s), right(s), title(s), interest(s) and authority(ies) pertaining to the business of the Transferor Companies accrued to and/or acquired by the Transferor Companies prior to the Effective Date shall have been or deemed to have been accrued to and/or acquired for and on behalf of the Transferee Company and shall upon the coming into effect of this Scheme pursuant to the provisions of Section 232(4) of the Act, without any further act, instrument deed be and stand transferred to and vested in or be deemed to have been transferred, vested in the Transferee Company to that extent and shall become the estate(s), asset(s), right(s), title(s), interest(s) and authority(ies) of the Transferee Company.

9.4. All the profits or income accruing or arising to the Transferor Companies and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Companies shall, be treated and be deemed to be and accrue as the profits or income or as the case may, expenditure or losses (including taxes) of the Transferee Company.

10. ACCOUNTING TREATMENT

10.1. The Transferee Company shall account for the merger by absorption in accordance with the 'Pooling of Interest Method' as per Accounting Standard 14 on Accounting for Amalgamation



For RAMGOPAL TEXTILES LTD

For TARAPUR SYNTHETICS P LTD

For Ramgopal Investment and Trading Company Pvt Ltd

May 2024
Director/Authorised Signatory

May 2024
Director/Authorised Signatory

May 2024
Director/Authorised Signatory

notified under Section 133 of the Companies Act, 2013. In addition to the same, the Transferor Companies and the Transferee Company shall pass such accounting entries which are necessary in connection with the Scheme to comply with other applicable Accounting Standards.

10.2. With effect from the Appointed Date, all the Assets, Liabilities and Reserves as on the Appointed Date, recorded in the books of the Transferor Companies, shall stand transferred to and vested in Transferee Company pursuant to the Scheme becoming effective and shall be accounted for in the books of Transferee Company at the book values as recorded in the books of the Transferor Companies.

10.3. The difference, if any, between;

- a) the value of the Shares allotted by Transferee Company pursuant to the Scheme and corresponding share capital of Transferor Companies; and
- b) the share capital and corresponding value of investment recorded in the Books of Accounts being cancelled pursuant to cancellation of existing shareholding between Transferor Company No. 1, Transferor Company No. 2 and Transferee Company, as the case may be;

shall be adjusted in the Reserves of the Transferee Company.

10.4. The identity of the reserves of the Transferor Companies, if any, to the extent possible shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner, in which they appeared in the financial statements of the Transferor Companies, prior to this Scheme becoming effective. Accordingly, if there are any reserves in the financial statements of the Transferor Companies that are available for distribution as dividend prior to this Scheme becoming effective, the same would also be available in the financial statements of the Transferee Company for distribution as dividend on and after the Effective Date;

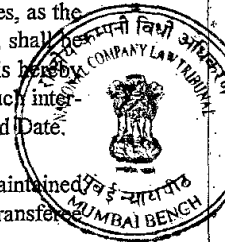
10.5. In case of any differences in accounting policy between the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference till the respective Appointed Date will be quantified and adjusted in the Reserves mentioned earlier to ensure that the financial statements of the Transferee Company reflect financial position on the basis of consistent accounting policy.

10.6. Upon the Scheme coming into effect, to the extent that there are any inter-company investments, loans, bonds, debentures, advances, deposits, balances, or other obligations between the Transferor Companies and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of Transferee Company for the cancellation of any such assets or liabilities, as the case may be. The difference, if any, arising by such effects in the books of accounts, shall be adjusted in the reserves of the Transferee Companies. For the removal of doubts, it is hereby clarified that there would be no accrual of interest or other charges in respect of any such inter-company investments, loans, debt securities or balances with effect from the Appointed Date.

10.7. In any case, the accounting treatment in respect of the Scheme will be carried and maintained in order to be in conformity with the Accounting Standards applicable to the Transferee Company as prescribed under Section 133 of the Companies Act, 2013.

BOOKS AND RECORDS OF THE TRANSFEROR COMPANIES

All books, records, files, papers, engineering and process information, building plans, business plans, databases, catalogues, quotations, advertising material, if any, list of present and former clients and all other books and records, whether in physical or electronic form, of the Transferor Companies, to the extent possible and permitted under applicable laws, be handed over by them to the Transferee Company.



For RAMGOPAL TEXTILES LTD

For TARAPUR SYNTHETICS P LTD

For Ramgopal Investment and Trading Company Pvt. Ltd

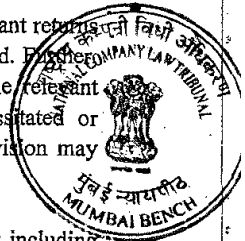
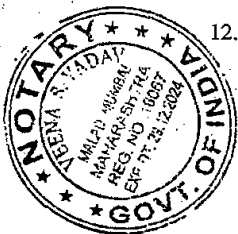
[Signature]
Director/Authorised Signatory

[Signature]
Director/Authorised Signatory

[Signature]
Director/Authorised Signatory

12. TREATMENT OF TAXES

- 12.1. Any tax liabilities under the Income Tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, any other State Sales Tax / Value Added Tax laws, Service Tax, Goods and Services Tax Act, 2017, stamp laws or other applicable laws / regulations (hereinafter in this Clause referred to as "Tax Laws") dealing with taxes / duties / levies allocable or related to the business of the Transferor Companies to the extent, not provided for or covered by tax provision in the accounts made, as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company.
- 12.2. All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, GST, etc.) paid or payable by the Transferor Companies in respect of the operations and / or the profits of the business, on and from the Appointed Date, shall be on account of Transferee Company and, insofar as it relates to the tax payment (including without limitation to income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, GST, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by Transferee Company and, shall, in all proceedings, be dealt with accordingly.
- 12.3. Any refund under Tax Laws received by / due to the Transferor Companies consequent to the assessments made on the Transferor Companies subsequent to the Appointed Date pertaining to the business transferred and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date, shall also belong to and be received by the Transferee Company.
- 12.4. TDS, if any, deducted by the Transferee Company under the Income Tax Act, 1961 or any other statute for the time being in force, in respect of the payments made by the Transferee Company to the Transferor Companies on account of inter-se transactions, assessable for the period prior to the Effective Date shall be deemed to be the advance tax paid by the Transferee Company and credit for such advance tax shall be allowed to the Transferee Company notwithstanding that the certificates or challans for advance tax being in the name of the Transferor Companies and not in the name of the Transferee Company.
- 12.5. Without prejudice to generality of the aforesaid, any concessional or statutory forms under the service tax laws, GST Laws, issued or received by the Transferor Companies, if any, in respect of period prior to the Effective Date shall be deemed to be issued or received in the name of the Transferee Company and benefit of such forms shall be allowable to the Transferee Company in the same manner and to the same extent as would have been available to the Transferor Companies.
- 12.6. The Transferee Company shall, after the Effective Date, be entitled to file the relevant returns with the regulatory authorities for the period prior to the Effective Date, if required. Further, the Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Companies for any year, if so necessitated or consequent to this Scheme, notwithstanding that the time prescribed for such revision may have elapsed.
- 12.7. Without prejudice to the generality of the above, all benefits under the income tax including dividend tax, sales tax, MAT, excise duty, customs duty, service tax, VAT, GST, etc., to which the Transferor Companies are entitled to in terms of the applicable tax laws of the Union and State Governments, shall be available to and vest in the Transferee Company.



For RAMGOPAL TEXTILES LTD

Director / Authorised Signatory



For TARAPUR SYNTHETICS P LTD

Director / Authorised Signatory



For Ramgopal Investment and Trading Company Pvt. Ltd

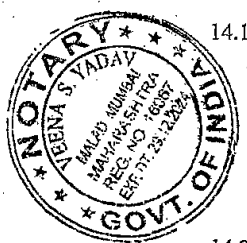
Director / Authorised Signatory

13. EMPLOYEES

- 13.1. All the Employees of the Transferor Companies in service on the Effective Date shall become the Employees of the Transferee Company on such date, without any break or interruption in service and on terms and conditions, as to remuneration not less favourable than those subsisting with reference to the Transferor Companies as on the said date.
- 13.2. It is expressly stated that the Transferee Company agrees that the services of all such Employees with the Transferor Companies up to the Effective Date shall be considered for the purposes of all retirement benefits to which they may be eligible in the Transferor Companies on the Effective Date.
- 13.3. It is expressly provided that as far as the provident fund, gratuity scheme, leave encashment, compensated absences scheme or any other special scheme(s) or fund(s), provisions for Employee benefits created or existing, if any, for the benefit of the Employees of the Transferor Companies are concerned, upon coming into effect of the Scheme, the Transferee Company shall stand substituted for the Transferor Companies for all purposes whatsoever, related to the administration or operation of such schemes and all the rights, duties, powers and obligation(s) of the Transferor Companies in relation to such schemes shall become those of the Transferee Company. It is clarified that the employment of the Employees of the Transferor Companies will be treated as having been continuous for the purpose of the aforesaid schemes. The Transferee Company shall file the relevant intimations with the statutory authorities concerned who shall take the same on record and endorse the name of the Transferee Company for the Transferor Companies.

14. SAVING OF CONCLUDED TRANSACTIONS

- 14.1. Without prejudice to anything contained in this Scheme, the transfer and vesting of the Undertaking of the Transferor Companies as per this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies prior to the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds, matters and things made, done and executed by the Transferor Companies as acts, deeds, matters and things made, done and executed by or on behalf of the Transferee Company.
- 14.2. All liabilities, incurred or undertaken by the Transferor Companies prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of Section 232 and any other applicable provisions, if any, of the Act without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become liabilities of the Transferee Company.



COMBINATION OF AUTHORIZED SHARE CAPITAL

- 15.1. Upon the Scheme coming into effect, the existing Authorised Share Capital of the Transferor Companies will get merged with that of the Transferee Company without payment of additional fees and duties, as the said fees had already been paid by the Transferor Companies, and the Authorised Share Capital of Transferee Company will be increased to that extent.
- 15.2. It is clarified that the Transferee Company, for the purpose of amendment in Authorized Share Capital and corresponding amendment in the Memorandum of Association and Articles of Association, shall not be required to pass a separate resolution under Section 13, Section 14 or any other provisions of the Act, and on the members of Transferee Company approving the Scheme, it shall be deemed that the shareholders of Transferee Company have given their

For RAMGOPAL TEXTILES LTD For TARAPUR SYNTHETICS P LTD For Ramgopal Investment and Trading Company Pvt Ltd

May 2011
Director/Authorised Signatory

May 2011
Director/Authorised Signatory

May 2011
Director/Authorised Signatory

consent for the amendment to the Authorized Share Capital and consequent amendment in Memorandum of Association and Articles of Association of Transferee Company, as required under Section 13, Section 14 and other applicable provisions of the Act.

16. DISSOLUTION OF TRANSFEROR COMPANIES

On the Scheme becoming effective, the Transferor Companies shall stand dissolved without the process of being wound up and without any further act by the parties to this Scheme.

**PART III
General Terms and Conditions**

17. APPLICATION TO NCLT

The Transferor Companies and the Transferee Company shall with all reasonable dispatch make applications under Sections 230 to 232 of the Act and other applicable provisions of the Act to the NCLT for sanctioning the Scheme.

18. COMPLIANCES

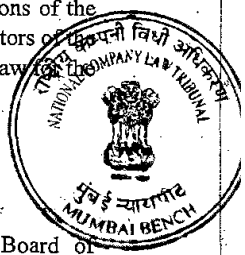
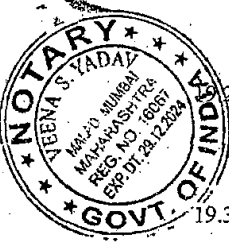
The approval to this Scheme under Sections 230 to 232 of the Act by the shareholders of the Transferor Companies and the Transferee Company shall be deemed to be the approval of the shareholders, under the applicable provisions of the Act, including but not limited to Sections 4, 13, 14, 61 and 64 of the Act and no separate procedure is required to be carried out.

19. DIVIDEND

19.1. The Transferor Companies and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the period prior to the Effective Date.

19.2. Until the effectiveness of this Scheme, the shareholders of the Transferor Companies and the Transferee Company shall continue to enjoy their existing rights under their respective Articles of Association including their right to receive dividend.

19.3. It is however clarified that the aforesaid provision in respect of declaration of dividend is an enabling provision only and shall not be deemed to confer any right on any member of any of the respective Companies to demand or claim any dividend subject to the provisions of the Act, and the same shall be entirely at the discretion of the respective Board of Directors of respective Companies and subject, wherever necessary and in accordance with the law in force at the time being in force.



MODIFICATION OR AMENDMENTS TO THE SCHEME

The Transferor Companies and the Transferee Company through their respective Board of Directors or any Committee constituted by their respective Boards, may assent to any modifications/ amendments to the Scheme or to any condition or limitation that the NCLT may deem fit to direct or impose or which may otherwise be considered necessary, desirable, or appropriate by them. The Transferor Companies and the Transferee Company shall authorize their respective Board of Directors, or any Committee constituted by them to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of any other authority or otherwise howsoever arising out of or by virtue of the Scheme or implementation thereof and / or any matter concerned or connected therewith.

For RAMGOPAL TEXTILES LTD

For TARAPUR SYNTHETICS P LTD

For Ramgopal Investment and Trading Company Pvt. Ltd

[Signature]
Director/ Authorised Signatory

[Signature]
Director/ Authorised Signatory

[Signature]
Director/ Authorised Signatory

21. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- (i) the requisite consent, approval or permission of statutory or regulatory authorities, if any, which by law may be necessary for the implementation of this Scheme.
- (ii) the approval by requisite majority of the shareholders and creditors of the Transferor Companies and the Transferee Company or dispensation thereof by NCLT, and NCLT sanctioning the Scheme under the Act.
- (iii) Filing of certified copies of the order(s) passed the NCLT, referred to in sub-clause (ii) above, in respect of the Transferor Companies and the Transferee Company with the Registrar of Companies.

22. SEQUENCING OF EVENTS

Upon the sanction of this Scheme, and upon this Scheme becoming effective, the following shall be deemed to have occurred / shall occur and become effective and operative, only in the sequence and in the order mentioned hereunder:

- (i) Merger by Absorption of the Transferor Companies by the Transferee Company in accordance with Part I and Part II of the Scheme.
- (ii) Dissolution of the Transferor Companies without winding up in accordance with Clause 16 of this Scheme.

23. WITHDRAWAL OF SCHEME

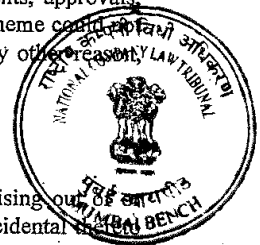
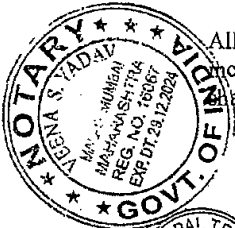
The Transferor Companies and the Transferee Company shall have the discretion to withdraw their application(s)/ petition(s) from NCLT, if any onerous term(s) or other term(s) not acceptable to them which may be introduced in the Scheme whether at the meetings of shareholders / creditors, or at the time of sanction of the Scheme, or as otherwise deemed fit by the Board of respective Companies. They shall also be at liberty to render the Scheme ineffective by not filing the certified copy of order of the Scheme sanctioned, with Registrar of Companies. However, necessary intimation may be filed by the Companies with the NCLT of their decision not to file the Scheme and not to make it effective.

24. EFFECT OF NON-RECEIPT OF APPROVALS

In case the Scheme is not sanctioned by the NCLT, or in the event any of consents, approvals, permissions, resolutions, agreements, sanctions, or conditions enumerated in the Scheme could not be obtained or complied with, or the Scheme could not be implemented for any other reason, then the Scheme shall become null and void.

25. COST, CHARGES AND EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any arising out of or incurred in carrying out and implementing any Part of this Scheme and matters incidental thereto shall be borne by the Transferee Company.



For RAMGOPAL TEXTILES LTD

May 2011
Director/Authorised Signatory

For TARAPUR SYNTHETICS P LTD

May 2011
Director/Authorised Signatory

For Ramgopal Investment and Trading Company Pvt, Ltd

May 2011
Director/Authorised Signatory

P
PTO

Certified True Copy _____

Date of Application 19/04/2024


Number of Pages 15

Fee Paid Rs. 75/-

Applicant called for collection copy on 24/04/2024

Copy prepared on 24.4.2024

Copy Issued on 24/04/2024


R. S. Sonawane,
Deputy Registrar 24.4.2024

National Company Law Tribunal, Mumbai Bench

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.

Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Date: May 28, 2024

To,

BSE Limited Listing Department P. J. Tower, Dalal Street, Mumbai -400 001 SCRIP CODE: 514223	The Calcutta Stock Exchange Association Ltd 7, Lyons Range, Murgighata, Dalhousie, Calcutta - 700001 SCRIP CODE: 10028131
---	--

Subject: Disclosures under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), to Stock Exchanges.

Dear Sir/Madam,

With reference to captioned subject, we hereby enclose the disclosures under Regulation 29(2) of the SEBI SAST Regulations in respect of acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("Transferor Companies") with Ramgopal Investment And Trading Company Private Limited ("Transferee Company") and their respective Shareholders and Creditors as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide Order dated April 17, 2024, which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("MCA"). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024.

You are requested to take the above information on records and disseminate the same on your respective websites.

Thanking you,

Yours faithfully,

For, Ramgopal Investment And Trading Company Private Limited

SANJAY M
JATIA

Sanjay Jatia

Director

(DIN: 00913405)

Encl.: Disclosures under Regulation 29(2) of the SEBI SAST Regulations.

CC:

The Company Secretary
Ramgopal Polytex Limited
Greentex Clearing House, B-1, 2 & 3, Gosrani Compound,
Rehnal Village, Bhiwandi, Thane - 421302

Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1)	Name of the Target Company (TC)	Ramgopal Polytex Limited CIN: L17110MH1981PLC024145		
2)	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	As per Annexure I		
3)	Whether the acquirer belongs to Promoter / Promoter group	Yes		
4)	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	i) BSE Limited ii) The Calcutta Stock Exchange Association Limited		
5)	Details of the acquisition / disposal as follows	Number	% w.r.t. Total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
6)	Before the acquisition under consideration, holding of:			
	a) Shares carrying voting rights (Refer Annexure I)	65,91,796	45.46%	45.46%
	b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	N.A	N.A
	c) Voting rights (VR) otherwise than by shares	NIL	N.A	N.A
	d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	NIL	N.A	N.A
	e) Total (a+b+c+d)	65,91,796	45.46%	45.46%
7)	Details of acquisition /sale			
	a) #Shares carrying voting rights acquired / sold (Refer Annexure I)	#18,39,100	#12.69%	#12.69%
	b) VRs acquired /sold otherwise than by shares	NIL	N.A	N.A
	c) Warrants/convertible	NIL	N.A	N.A

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

	securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	N.A	N.A
	d) Shares encumbered / invoked / released by the acquirer			
	e) Total (a+b+c+d)	18,39,100	12.69%	12.69%
8)	After the acquisition / sale, holding of:	65,91,796	45.46%	45.46%
	a) Shares carrying voting rights acquired (Refer Annexure I)			
	b) Shares encumbered with the acquirer	NIL	N.A	N.A
	c) VRs otherwise than by shares	NIL	N.A	N.A
	d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	N.A	N.A
	e) Total (a+b+c+d)	65,91,796	45.46%	45.46%
9)	Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquisition pursuant to amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited (" Transferor Companies ") with Ramgopal Investment And Trading Company Private Limited (" Transferee Company ") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" NCLT ") vide its Order pronounced on April 17, 2024 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" MCA "). The certified copy of the said NCLT order received on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024.		
10)	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Acquisition pursuant to amalgamation of Transferor Companies with Transferee Company as per the Scheme of Amalgamation approved by the NCLT, Mumbai Bench.		

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

		The NCLT order has been effective from May 27, 2024 as the certified copy of the NCLT order has been filed with MCA (in e-Form INC 28) on May 27, 2024.
11)	Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs 14,50,00,000/- consisting of 1,45,00,000 equity shares of Rs 10/- each.
12)	Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs 14,50,00,000/- consisting of 1,45,00,000 equity shares of Rs 10/- each.
13)	Total diluted share/voting capital of the TC after the said acquisition	Rs 14,50,00,000/- consisting of 1,45,00,000 equity shares of Rs 10/- each.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (previously covered under Clause 35 of the Listing Agreement).

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(#) Acquisition pursuant to amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") forming part of promoter group of Target Company with Ramgopal Investment And Trading Company Private Limited ("**Transferee Company**") forming part of promoter group of Target Company as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") vide its Order pronounced on April 17, 2024 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("**MCA**"). The certified copy of the said NCLT order received on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024. There is no change in the shareholding of the promoter and promoter group

For Ramgopal Investment And Trading Company Private Limited

**SANJAY M
JATIA**

Digitally signed by SANJAY M JATIA
DN: c=IN, st=Maharashtra,
2.5.4.20=71841706489991029344262027375319264
50481478127804644, postalCode=400018, streetName=VILLA WORTH, Mumbai, Maharashtra=400018,
serialNumber=4226457272038752304870091311842,
serialNumber=5440166263444990664868897846416,
180220240528194923410530, o=Personal, ou=SANJAY M
JATIA
Date: 2024.05.28 19:49:34 +05'30'

Sanjay Jatia
Director
(DIN: 00913405)

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Annexure I

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer

Sr. No.	Name of the Promoters/ Promoter Group	Category	Details before the Acquisition		Details of the Acquisition		Details After the Acquisition	
			No. of Shares	% of Holding	No. of Shares Acquired	% of Holding Acquired	No. of Shares	% of Holding
1)	Ramgopal Textiles Limited	Promoter Group	16,39,500	11.31			Nil	Nil
2)	Tarapur Synthetics Private Limited	Promoter Group	1,99,600	1.38			Nil	Nil
3)	Ramgopal Investment And Trading Company Private Limited	Promoter Group	8,22,196	5.67	*18,39,100	*12.69	26,61,296	18.36
4)	Mohanlal R Jatia	Promoter	12,35,400	8.52			12,35,400	8.52
5)	Mohanlal S Jatia HUF	Promoter Group	27,000	0.19			27,000	0.19
6)	Sanjay M Jatia	Promoter	5,61,800 [#]	3.87			5,61,800 [#]	3.87
7)	Sanjay M Jatia (holding on behalf of J. M. Trading Corporation partnership firm with other partner)	Promoter Group	4,55,000	3.14			4,55,000	3.14
8)	Sanjay M Jatia (holding on behalf of Ramgopal & Sons, partnership firm with other partner)	Promoter Group	2,03,500	1.40			2,03,500	1.40
9)	Sanjay M Jatia (holding on behalf of Kalpana Trading Corporation, partnership firm with other partner)	Promoter Group	5,64,800	3.90			5,64,800	3.90
10)	Ramgopal Synthetics Limited	Promoter Group	8,83,000	6.09			8,83,000	6.09
	Total		65,91,796	45.46			65,91,796	45.46

*Acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("Transferor Companies") with Ramgopal

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Investment And Trading Company Private Limited ("**Transferee Company**") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench.

Mr. Sanjay M Jatia, the promoter of Ramgopal Polytex Limited holds 61,800 (Sixty One Thousand Eight Hundred) equity shares in the Company in an individual capacity under demat account no. IN30047640409278. He is also partner in Kalpana Trading Corporation partnership firm and holds 5,00,000 (Five Lakhs) equity shares on behalf of Kalpana Trading Corporation jointly with the other partner(s), (Demat Account: IN30047640442142) on his name with his individual PAN, and hence we are giving total of both the shares under one name due to PAN clubbing.

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Date: May 28, 2024

To,

BSE Limited Listing Department P. J. Tower, Dalal Street, Mumbai -400 001	The Calcutta Stock Exchange Association Ltd 7, Lyons Range, Murgighata, Dalhousie, Calcutta - 700001
SCRIP CODE: 514223	SCRIP CODE: 10028131

Subject: Disclosures under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), to Stock Exchanges.

Dear Sir/Madam,

With reference to captioned subject, we hereby enclose the disclosures under Regulation 29(2) of the SEBI SAST Regulations in respect of acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") with Ramgopal Investment And Trading Company Private Limited ("**Transferee Company**") and their respective Shareholders and Creditors as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") vide Order dated April 17, 2024, which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("**MCA**"). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024.

You are requested to take the above information on records and disseminate the same on your respective websites.

Thanking you,

Yours faithfully,

For, **Ramgopal Investment And Trading Company Private Limited**

SANJAY M
JATIA

Sanjay Jatia
Director
(DIN: 00913405)

Digitally signed by SANJAY M JATIA
DN: cn=SANJAY M JATIA, o=RAMGOPAL INVESTMENT AND TRADING COMPANY PRIVATE LIMITED, email=SANJAY.M.JATIA@RAMGOPALPOLYTEX.COM, c=IN
Reason: I am the Signer
Date: 2024.05.28 14:17:45 +05'30'

Encl.: Disclosures under Regulation 29(2) of the SEBI SAST Regulations.

CC:

The Company Secretary
Ramgopal Polytex Limited
Greentex Clearing House, B-1, 2 & 3, Gosrani Compound,
Rehnal Village, Bhiwandi, Thane - 421302

Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1)	Name of the Target Company (TC)	Ramgopal Polytex Limited CIN: L17110MH1981PLC024145		
2)	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	As per Annexure I		
3)	Whether the acquirer belongs to Promoter / Promoter group	Yes		
4)	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	i) BSE Limited ii) The Calcutta Stock Exchange Association Limited		
5)	Details of the acquisition / disposal as follows	Number	% w.r.t. Total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
6)	Before the acquisition under consideration, holding of:			
	a) Shares carrying voting rights (Refer Annexure I)	65,91,796	45.46%	45.46%
	b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	N.A	N.A
	c) Voting rights (VR) otherwise than by shares	NIL	N.A	N.A
	d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	NIL	N.A	N.A
	e) Total (a+b+c+d)	65,91,796	45.46%	45.46%
7)	Details of acquisition /sale			
	a) #Shares carrying voting rights acquired /sold (Refer Annexure I)	#18,39,100	#12.69%	#12.69%
	b) VRs acquired /sold otherwise than by shares	NIL	N.A	N.A
	c) Warrants/convertible	NIL	N.A	N.A

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

	securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	N.A	N.A
	d) Shares encumbered / invoked / released by the acquirer			
	e) Total (a+b+c+d)	18,39,100	12.69%	12.69%
8)	After the acquisition / sale, holding of:	65,91,796	45.46%	45.46%
	a) Shares carrying voting rights acquired (Refer Annexure I)			
	b) Shares encumbered with the acquirer	NIL	N.A	N.A
	c) VRs otherwise than by shares	NIL	N.A	N.A
	d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	N.A	N.A
	e) Total (a+b+c+d)	65,91,796	45.46%	45.46%
9)	Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquisition pursuant to amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited (" Transferor Companies ") with Ramgopal Investment And Trading Company Private Limited (" Transferee Company ") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" NCLT ") vide its Order pronounced on April 17, 2024 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" MCA "). The certified copy of the said NCLT order received on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024.		
10)	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Acquisition pursuant to amalgamation of Transferor Companies with Transferee Company as per the Scheme of Amalgamation approved by the NCLT, Mumbai Bench.		

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

		The NCLT order has been effective from May 27, 2024 as the certified copy of the NCLT order has been filed with MCA (in e-Form INC 28) on May 27, 2024.
11)	Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs 14,50,00,000/- consisting of 1,45,00,000 equity shares of Rs 10/- each.
12)	Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs 14,50,00,000/- consisting of 1,45,00,000 equity shares of Rs 10/- each.
13)	Total diluted share/voting capital of the TC after the said acquisition	Rs 14,50,00,000/- consisting of 1,45,00,000 equity shares of Rs 10/- each.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (previously covered under Clause 35 of the Listing Agreement).

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(#) Acquisition pursuant to amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") forming part of promoter group of Target Company with Ramgopal Investment And Trading Company Private Limited ("**Transferee Company**") forming part of promoter group of Target Company as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") vide its Order pronounced on April 17, 2024 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("**MCA**"). The certified copy of the said NCLT order received on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024. There is no change in the shareholding of the promoter and promoter group

For Ramgopal Investment And Trading Company Private Limited

SANJAY
M JATIA
Sanjay Jatia
Director
(DIN: 00913405)

Digitally signed by SANJAY M JATIA
DN: cn=R, o=Mahaakshita,
2.5.4.25607096899991020344200277553
092950a1a781e7894d44_posaC06=402076,
email=JATIA.SANJAY@MCA201102081810701816A
FACE, OU=RAMGOPALVLLA
NOCN, OU=RAMGOPALVLLA-400018,
serialNumber=4246ff7252507c233487309131802,
givenName=SANJAYMCA201102081810701816A
0a11a781e7894d44_posaC06=402076,
o=Personid,
c=IN, SANJAY M JATIA,
Date: 2024.05.28 18:41:41 +05'30'

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Annexure I

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer

Sr. No.	Name of the Promoters/ Promoter Group	Category	Details before the Acquisition		Details of the Acquisition		Details After the Acquisition	
			No. of Shares	% of Holding	No. of Shares Acquired	% of Holding Acquired	No. of Shares	% of Holding
1)	Ramgopal Textiles Limited	Promoter Group	16,39,500	11.31			Nil	Nil
2)	Tarapur Synthetics Private Limited	Promoter Group	1,99,600	1.38			Nil	Nil
3)	Ramgopal Investment And Trading Company Private Limited	Promoter Group	8,22,196	5.67	*18,39,100	*12.69	26,61,296	18.36
4)	Mohanlal R Jatia	Promoter	12,35,400	8.52			12,35,400	8.52
5)	Mohanlal S Jatia HUF	Promoter Group	27,000	0.19			27,000	0.19
6)	Sanjay M Jatia	Promoter	5,61,800 [#]	3.87			5,61,800 [#]	3.87
7)	Sanjay M Jatia (holding on behalf of J. M. Trading Corporation partnership firm with other partner)	Promoter Group	4,55,000	3.14			4,55,000	3.14
8)	Sanjay M Jatia (holding on behalf of Ramgopal & Sons, partnership firm with other partner)	Promoter Group	2,03,500	1.40			2,03,500	1.40
9)	Sanjay M Jatia (holding on behalf of Kalpana Trading Corporation, partnership firm with other partner)	Promoter Group	5,64,800	3.90			5,64,800	3.90
10)	Ramgopal Synthetics Limited	Promoter Group	8,83,000	6.09			8,83,000	6.09
	Total		65,91,796	45.46			65,91,796	45.46

*Acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") with Ramgopal

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Investment And Trading Company Private Limited ("**Transferee Company**") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench.

Mr. Sanjay M Jatia, the promoter of Ramgopal Polytex Limited holds 61,800 (Sixty One Thousand Eight Hundred) equity shares in the Company in an individual capacity under demat account no. IN30047640409278. He is also partner in Kalpana Trading Corporation partnership firm and holds 5,00,000 (Five Lakhs) equity shares on behalf of Kalpana Trading Corporation jointly with the other partner(s), (Demat Account: IN30047640442142) on his name with his individual PAN, and hence we are giving total of both the shares under one name due to PAN clubbing.

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Date: May 28, 2024

To,

BSE Limited Listing Department P. J. Tower, Dalal Street, Mumbai -400 001	The Calcutta Stock Exchange Association Ltd 7, Lyons Range, Murgighata, Dalhousie, Calcutta - 700001
SCRIP CODE: 514223	SCRIP CODE: 10028131

Subject: Disclosures under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), to Stock Exchanges.

Dear Sir/Madam,

With reference to captioned subject, we hereby enclose the disclosures under Regulation 29(2) of the SEBI SAST Regulations in respect of acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") with Ramgopal Investment And Trading Company Private Limited ("**Transferee Company**") and their respective Shareholders and Creditors as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") vide Order dated April 17, 2024, which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("**MCA**"). The Company has received the certified copy of the said NCLT order on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024.

You are requested to take the above information on records and disseminate the same on your respective websites.

Thanking you,

Yours faithfully,

For, **Ramgopal Investment And Trading Company Private Limited**

SANJAY M

JATIA

Sanjay Jatia

Director

(DIN: 00913405)

Digitally signed by SANJAY M JATIA
DN: cn=SANJAY M JATIA, o=RAMGOPAL INVESTMENT AND TRADING COMPANY PRIVATE LIMITED, email=SANJAY.M.JATIA@RAMGOPALPOLYTEX.COM, c=INDIA
Serial 478191896444, c=India, o=RAMGOPAL INVESTMENT AND TRADING COMPANY PRIVATE LIMITED, ou=RAMGOPAL INVESTMENT AND TRADING COMPANY PRIVATE LIMITED, email=SANJAY.M.JATIA@RAMGOPALPOLYTEX.COM, cn=SANJAY M JATIA
Date: 2024.05.28 19:42:36 +05'30'

Encl.: Disclosures under Regulation 29(2) of the SEBI SAST Regulations.

CC:

The Company Secretary
Ramgopal Polytex Limited
Greentex Clearing House, B-1, 2 & 3, Gosrani Compound,
Rehnal Village, Bhiwandi, Thane - 421302

Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1)	Name of the Target Company (TC)	Ramgopal Polytex Limited CIN: L17110MH1981PLC024145		
2)	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	As per Annexure I		
3)	Whether the acquirer belongs to Promoter / Promoter group	Yes		
4)	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	i) BSE Limited ii) The Calcutta Stock Exchange Association Limited		
5)	Details of the acquisition / disposal as follows	Number	% w.r.t. Total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
6)	Before the acquisition under consideration, holding of:			
	a) Shares carrying voting rights (Refer Annexure I)	65,91,796	45.46%	45.46%
	b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	N.A	N.A
	c) Voting rights (VR) otherwise than by shares	NIL	N.A	N.A
	d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	NIL	N.A	N.A
	e) Total (a+b+c+d)	65,91,796	45.46%	45.46%
7)	Details of acquisition /sale			
	a) #Shares carrying voting rights acquired /sold (Refer Annexure I)	#18,39,100	#12.69%	#12.69%
	b) VRs acquired /sold otherwise than by shares	NIL	N.A	N.A
	c) Warrants/convertible	NIL	N.A	N.A

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

	securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	N.A	N.A
	d) Shares encumbered / invoked / released by the acquirer			
	e) Total (a+b+c+d)	18,39,100	12.69%	12.69%
8)	After the acquisition / sale, holding of:	65,91,796	45.46%	45.46%
	a) Shares carrying voting rights acquired (Refer Annexure I)			
	b) Shares encumbered with the acquirer	NIL	N.A	N.A
	c) VRs otherwise than by shares	NIL	N.A	N.A
	d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	N.A	N.A
	e) Total (a+b+c+d)	65,91,796	45.46%	45.46%
9)	Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquisition pursuant to amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited (" Transferor Companies ") with Ramgopal Investment And Trading Company Private Limited (" Transferee Company ") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" NCLT ") vide its Order pronounced on April 17, 2024 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" MCA "). The certified copy of the said NCLT order received on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024.		
10)	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Acquisition pursuant to amalgamation of Transferor Companies with Transferee Company as per the Scheme of Amalgamation approved by the NCLT, Mumbai Bench.		

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

		The NCLT order has been effective from May 27, 2024 as the certified copy of the NCLT order has been filed with MCA (in e-Form INC 28) on May 27, 2024.
11)	Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs 14,50,00,000/- consisting of 1,45,00,000 equity shares of Rs 10/- each.
12)	Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs 14,50,00,000/- consisting of 1,45,00,000 equity shares of Rs 10/- each.
13)	Total diluted share/voting capital of the TC after the said acquisition	Rs 14,50,00,000/- consisting of 1,45,00,000 equity shares of Rs 10/- each.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (previously covered under Clause 35 of the Listing Agreement).

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(#) Acquisition pursuant to amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("**Transferor Companies**") forming part of promoter group of Target Company with Ramgopal Investment And Trading Company Private Limited ("**Transferee Company**") forming part of promoter group of Target Company as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") vide its Order pronounced on April 17, 2024 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs ("**MCA**"). The certified copy of the said NCLT order received on April 24, 2024 and the same has been filed with MCA (in e-Form INC 28) on May 27, 2024. There is no change in the shareholding of the promoter and promoter group

For Ramgopal Investment And Trading Company Private Limited

**SANJAY M
JATIA**

Digitally signed by SANJAY M JATIA
DN: cn=Sanjay M JATIA,
2.5.4.20=7166373964999910271442620273755309205,
serial=7811, tz=+0530, postalCode=400016, street=JATIA,
SANJAY, EMAIL=SANJAY.M.JATIA@RAMGOPAL.COM,
VLLA WDRUMumbai,Maharashtra-400016,
phoneNumber=+9120281270125, o=RAMGOPAL,
serialNumber=5442116420, cn=SANJAY M
JATIA,
Date: 2024.05.28 19:42:55 +05'30'

Sanjay Jatia
Director
(DIN: 00913405)

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Annexure I

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer

Sr. No.	Name of the Promoters/ Promoter Group	Category	Details before the Acquisition		Details of the Acquisition		Details After the Acquisition	
			No. of Shares	% of Holding	No. of Shares Acquired	% of Holding Acquired	No. of Shares	% of Holding
1)	Ramgopal Textiles Limited	Promoter Group	16,39,500	11.31			Nil	Nil
2)	Tarapur Synthetics Private Limited	Promoter Group	1,99,600	1.38			Nil	Nil
3)	Ramgopal Investment And Trading Company Private Limited	Promoter Group	8,22,196	5.67	*18,39,100	*12.69	26,61,296	18.36
4)	Mohanlal R Jatia	Promoter	12,35,400	8.52			12,35,400	8.52
5)	Mohanlal S Jatia HUF	Promoter Group	27,000	0.19			27,000	0.19
6)	Sanjay M Jatia	Promoter	5,61,800 [#]	3.87			5,61,800 [#]	3.87
7)	Sanjay M Jatia (holding on behalf of J. M. Trading Corporation partnership firm with other partner)	Promoter Group	4,55,000	3.14			4,55,000	3.14
8)	Sanjay M Jatia (holding on behalf of Ramgopal & Sons, partnership firm with other partner)	Promoter Group	2,03,500	1.40			2,03,500	1.40
9)	Sanjay M Jatia (holding on behalf of Kalpana Trading Corporation, partnership firm with other partner)	Promoter Group	5,64,800	3.90			5,64,800	3.90
10)	Ramgopal Synthetics Limited	Promoter Group	8,83,000	6.09			8,83,000	6.09
	Total		65,91,796	45.46			65,91,796	45.46

*Acquisition of 18,39,100 (12.69%) equity shares pursuant to Scheme of Amalgamation of Ramgopal Textiles Limited and Tarapur Synthetics Private Limited ("Transferor Companies") with Ramgopal

RAMGOPAL INVESTMENT & TRADING CO. PVT. LTD.



Regd Office : 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021, India
Tel: + 91 22 2283 4838 / 2284 3825 / 6139 6800 Fax: + 91 22 2285 1085
E-mail : ramgopal@ramgopalpolytex.com
CIN: U65990MH1980PTC022255

Investment And Trading Company Private Limited ("**Transferee Company**") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench.

Mr. Sanjay M Jatia, the promoter of Ramgopal Polytex Limited holds 61,800 (Sixty One Thousand Eight Hundred) equity shares in the Company in an individual capacity under demat account no. IN30047640409278. He is also partner in Kalpana Trading Corporation partnership firm and holds 5,00,000 (Five Lakhs) equity shares on behalf of Kalpana Trading Corporation jointly with the other partner(s), (Demat Account: IN30047640442142) on his name with his individual PAN, and hence we are giving total of both the shares under one name due to PAN clubbing.