

RAMGOPAL TEXTILES LIMITED



CIN: U17120MH1979PLC020952

Regd Office: 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai - 400 021, India.

Tel: + 91-22-61396800, 22834838

E-mail: ramgopal@ramgopalpolytex.com

Date: January 05, 2023

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
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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 9,17,000 (6.32%) equity shares pursuant to Scheme of Amalgamation of J M Commodities Limited and Tarapur Vastra Udyog Private Limited ("**Transferor Companies**") with Ramgopal Textiles 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 December 09, 2022, 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 December 13, 2022 and the same has been filed with MCA (in e-Form INC 28) on January 4, 2023.

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

Thanking you,

Yours faithfully,

For, Ramgopal Textiles Limited


Navalkishor Gadia
Director
(DIN: 01598604)



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

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

	Name of the Target Company (TC)	Ramgopal Polytex Limited CIN: L17110MH1981PLC024145		
1)	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	As per Annexure I		
2)	Whether the acquirer belongs to Promoter / Promoter group	Yes		
3)	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	i) BSE Limited ii) The Calcutta Stock Exchange Limited		
4)	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 (**)
5)	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%
6)	Details of acquisition / sale			
	a) #Shares carrying voting rights acquired / sold (Refer Annexure I)	#9,17,000	#6.32%	#6.32%
	b) VRs acquired /sold otherwise than by shares	NIL	N.A	N.A
	c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying	NIL	N.A	N.A



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	voting rights in the TC (specify holding in each category) acquired/sold			
	d) Shares encumbered / invoked / released by the acquirer	NIL	N.A	N.A
	e) Total (a+b+c+d)	9,17,000	6.32%	6.32%
7)	After the acquisition / sale, holding of:	65,91,796	45.46%	45.46%
	a) Shares carrying voting rights acquired (Refer Annexure I)	NIL	N.A	N.A
	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			
	e) Total (a+b+c+d)	65,91,796	45.46%	45.46%
8)	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 J M Commodities Limited and Tarapur Vastra Udyog Private Limited (" Transferor Companies ") with Ramgopal Textiles 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 December 09, 2022 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 December 13, 2022 and the same has been filed with MCA (in e-Form INC 28) on January 4, 2023.		
9)	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. The NCLT order has been effective from January 4, 2023 as the certified copy of the NCLT order		



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		has been filed with MCA (in e-Form INC 28) on January 4, 2023.
10)	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.
11)	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.
12)	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 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 J M Commodities Limited and Tarapur Vastra Udyog Private Limited ("**Transferor Companies**") forming part of promoter group of Target Company with Ramgopal Textiles 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 December 09, 2022 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 December 13, 2022 and the same has been filed with MCA (in e-Form INC 28) on January 4, 2023. There is no change in the shareholding of the promoter and promoter group

For Ramgopal Textiles Limited


Navalkishor Gadia
Director
(DIN: 01598604)



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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)	J M Commodities Limited	Promoter Group	6,65,900	4.59			NIL	NIL
2)	Tarapur Vastra Udyog Private Limited	Promoter Group	2,51,100	1.73			NIL	NIL
3)	Ramgopal Textiles Limited	Promoter Group	18,22,500	12.57	*9,17,000	*6.32%	27,39,500	18.89
4)	Mohanlal R Jatia	Promoter	1,35,400	0.93			1,35,400	0.93
5)	Mohanlal S Jatia HUF	Promoter Group	27,000	0.19			27,000	0.19
6)	Sanjay M Jatia	Promoter	61,800	0.43			61,800	0.43
7)	Sanjay M Jatia (holding on behalf of Kalpana Trading Corporation partnership firm with other partner)	Promoter Group	10,64,800	7.34			10,64,800	7.34
8)	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
9)	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
10)	Ramgopal Investment & Trading, Co. Pvt. Ltd	Promoter Group	8,22,196	5.67			8,22,196	5.67
11)	Ramgopal	Promoter	8,83,000	6.09			8,83,000	6.09



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	Synthetics Limited	Group						
12)	Tarapur Synthetics Pvt Ltd	Promoter Group	1,99,600	1.38			1,99,600	1.38
	Total		65,91,796	45.46			65,91,796	45.46

*Acquisition of 9,17,000 (6.32%) pursuant to amalgamation of J M Commodities Limited and Tarapur Vastra Udyog Private Limited ("**Transferor Companies**") with Ramgopal Textiles Limited ("**Transferee Company**") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench.

