

# 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:** February 02, 2023

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 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 04, 2023. 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 January 05, 2023.

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. IN30N23020100ZLO on February 01, 2023.

Kindly acknowledge receipt.

Thank you,

Yours sincerely,  
For Ramgopal Textiles Limited

Navalkishor Gadia  
Director  
(DIN: 01598604)



**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

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**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.}	<b>Name :</b> Ramgopal Textiles Limited (“Acquirer”) (member of Promoter Group of Ramgopal Polytex Limited (the “Target Company”)) <b>Address:</b> 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021 India <b>Telephone No.:</b> +91-22-61396800, 22834838 <b>Email ID :</b> <a href="mailto:rplcompliance@ramgopalpolytex.com">rplcompliance@ramgopalpolytex.com</a> / <a href="mailto:ramgopal@ramgopalpolytex.com">ramgopal@ramgopalpolytex.com</a>
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	NA
2		Compliance of Regulation 10(7)
a.	Date of report	February 02, 2023
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 viz. January 04, 2023.
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 remitted by way of direct credit in the bank account of the SEBI through NEFT vide UTR No. IN30N23020100ZLO on February 01, 2023.
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 January 05, 2023 to BSE Limited (“BSE”) and The 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	January 05, 2023
4		Details of the Target Company (TC)
a.	Name & address of TC	Ramgopal Polytex Limited



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		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"> <li>• BSE Limited</li> <li>• The Calcutta Stock Exchange Association Limited</li> </ul>																				
<b>5</b>	<b>Details of the acquisition</b>																					
	a.	Date of acquisition <p>Acquisition pursuant to amalgamation of Transferor Companies with Transferee Company as per the Scheme of Amalgamation approved by the NCLT, Mumbai Bench.</p> <p>The NCLT order has been effective from January 04, 2023 as the certified copy of the NCLT order has been filed with MCA (in e-Form INC 28) on January 04, 2023.</p>																				
	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). (whether Regulation 3(1), 3(2),4 or 5) 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) <table border="1"> <thead> <tr> <th colspan="2">Before the acquisition</th> <th colspan="2">After the acquisition</th> </tr> <tr> <th>No. of Shares (*)</th> <th>% w.r.t total share capital / voting rights of TC</th> <th>No. of Shares</th> <th>% w.r.t total share capital / voting rights of TC</th> </tr> </thead> <tbody> <tr> <td>Ramgopal Textiles Limited</td> <td>18,22,500 12.57%</td> <td>27,39,500 18.89%</td> <td></td> </tr> <tr> <td>PACs</td> <td>47,69,296 32.89%</td> <td>38,52,296 26.57%</td> <td></td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>65,91,796</b></td> <td><b>45.46%</b></td> </tr> </tbody> </table>	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	Ramgopal Textiles Limited	18,22,500 12.57%	27,39,500 18.89%		PACs	47,69,296 32.89%	38,52,296 26.57%		<b>Total</b>		<b>65,91,796</b>	<b>45.46%</b>
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<b>Total</b>		<b>65,91,796</b>	<b>45.46%</b>																			
		Name(s) of the acquirer(s) and PAC(**) <table border="1"> <tbody> <tr> <td>Ramgopal Textiles Limited</td> <td>18,22,500</td> <td>12.57%</td> <td>27,39,500</td> <td>18.89%</td> </tr> <tr> <td>PACs</td> <td>47,69,296</td> <td>32.89%</td> <td>38,52,296</td> <td>26.57%</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>65,91,796</b></td> <td><b>45.46%</b></td> <td><b>65,91,796</b></td> </tr> </tbody> </table> <p>(for details refer Annexure A2)</p>	Ramgopal Textiles Limited	18,22,500	12.57%	27,39,500	18.89%	PACs	47,69,296	32.89%	38,52,296	26.57%	<b>Total</b>		<b>65,91,796</b>	<b>45.46%</b>	<b>65,91,796</b>					
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<b>Total</b>		<b>65,91,796</b>	<b>45.46%</b>	<b>65,91,796</b>																		
<b>6</b>	<b>Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(d)(iii)</b>																					
	a.	Confirm that the scheme is approved by the order of a court or any other competent authority <p>The Scheme of Amalgamation of J M Commodities Limited and Tarapur Vastra Udyog Private Limited ("Transferor Companies") with Ramgopal Textiles Limited ("Transferee Company"), is approved by the NCLT, Mumbai Bench.</p>																				

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b.	Attached copy of the order mentioned above.	The copy of the order mentioned above is enclosed as <b>"Annexure A3"</b>
c.	Total consideration paid under the scheme.	As per Clause 12 of the Scheme of Amalgamation.  Copy of Scheme of Amalgamation is attached herewith and marked as <b>'Annexure A4'</b> .
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  NA
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 <b>'Annexure A5'</b> .
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 J M Commodities Limited and Tarapur Vastra Udyog Private Limited (" <b>Transferor Companies</b> ") with Ramgopal Textiles Limited (" <b>Transferee Company</b> ") as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" <b>NCLT</b> ") vide its Order pronounced on December 09, 2022 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" <b>MCA</b> "). 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 04, 2023.  Upon the Scheme became effective, the Acquirer, vide letter dated January 05, 2023, has given requisite disclosure under Chapter V, Regulation 29(2) of SEBI (SAST) Regulations, 2011, on January 09, 2023, to



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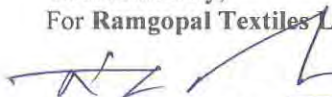
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		Stock Exchanges, where the Equity Shares of the Target Company are listed . We are enclosing herewith copy of the disclosure required under Chapter V, Regulation 29(2) of SEBI (SAST) Regulations, 2011 marked as 'Annexure A6'.
	g.	Declaration by the 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 Textiles Limited

  
Navalkishor Gadia  
Director  
(DIN: 01598604)



**Date:** February 02, 2023

**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)

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**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 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,

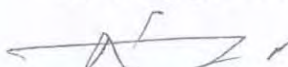
With reference to captioned subject, we hereby enclose the report as required under Regulation 10(6) of the SEBI SAST Regulations in respect of acquisition of 9,17,000 (6.32%) equity shares pursuant to Scheme of Amalgamation of J M Commodities Limited and Tarapur Vastra Udyog Private Limited ("Transferor 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. 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 Textiles Limited

  
 Navalkishor Gadia  
 Director  
 (DIN: 01598604)



**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



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**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 Textiles Limited CIN: U17120MH1979PLC020952
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 J M Commodities Limited and Tarapur Vastra Udyog Private Limited (" <b>Transferor Companies</b> ") to Ramgopal Textiles Limited (" <b>Transferee Company</b> ") pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" <b>NCLT</b> ") vide its Order pronounced on December 09, 2022 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" <b>MCA</b> "). 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.
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.  “ <i>(d) acquisition pursuant to a scheme,—</i> <i>i. ....</i> <i>ii. ....</i> <i>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,—</i> <i>(A) the component of cash and cash equivalents in the consideration paid being less than twenty-five</i>



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		<i>per cent of the consideration paid under the scheme; and</i>			
		<i>(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. "</i>			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> <li>o whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>o date of filing with the stock exchange.</li> </ul>	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	<b>Pre-Transaction</b>		<b>Post-Transaction</b>	
		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	
	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.





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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
<b>a. Each Acquirer / Transferee(*)</b>				
Ramgopal Textiles Limited	18,22,500	12.57%	27,39,500	18.89%
<b>Total (a)</b>	<b>18,22,500</b>	<b>12.57%</b>	<b>27,39,500</b>	<b>18.89%</b>
<b>b. Each Seller / Transferor</b>				
J M Commodities Limited	6,65,900	4.59%	NIL	NIL
Tarapur Vastra Udyog Private Limited	2,51,100	1.73%	NIL	NIL
<b>Total (b)</b>	<b>9,17,000</b>	<b>6.32%</b>	<b>NIL</b>	<b>NIL</b>
<b>Total (a+b)</b>	<b>27,39,500</b>	<b>18.89%</b>	<b>27,39,500</b>	<b>18.89%</b>



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**Date:** January 05, 2023

To,

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

  
**Navalkishor Gadia**

**Director**

**(DIN: 01598604)**



**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,

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**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 Textiles Limited CIN: U17120MH1979PLC020952
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 J M Commodities Limited and Tarapur Vastra Udyog Private Limited (" <b>Transferor Companies</b> ") to Ramgopal Textiles Limited (" <b>Transferee Company</b> ") pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" <b>NCLT</b> ") vide its Order pronounced on December 09, 2022 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" <b>MCA</b> "). 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.
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.  “ <i>(d) acquisition pursuant to a scheme,—</i> <i>i. ....</i> <i>ii. ....</i> <i>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,—</i> <i>(A) the component of cash and cash equivalents in the consideration paid being less than twenty-five</i>



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		<i>per cent of the consideration paid under the scheme; and</i>			
		<i>(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. "</i>			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> <li>o whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>o date of filing with the stock exchange.</li> </ul>	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	<b>Pre-Transaction</b>		<b>Post-Transaction</b>	
		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	
	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.





# 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

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
<b>a. Each Acquirer / Transferee(*)</b>				
Ramgopal Textiles Limited	18,22,500	12.57%	27,39,500	18.89%
<b>Total (a)</b>	<b>18,22,500</b>	<b>12.57%</b>	<b>27,39,500</b>	<b>18.89%</b>
<b>b. Each Seller / Transferor</b>				
J M Commodities Limited	6,65,900	4.59%	NIL	NIL
Tarapur Vastra Udyog Private Limited	2,51,100	1.73%	NIL	NIL
<b>Total (b)</b>	<b>9,17,000</b>	<b>6.32%</b>	<b>NIL</b>	<b>NIL</b>
<b>Total (a+b)</b>	<b>27,39,500</b>	<b>18.89%</b>	<b>27,39,500</b>	<b>18.89%</b>



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E-mail: ramgopal@ramgopalpolytex.com

Date: January 05, 2023

To,

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

**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,

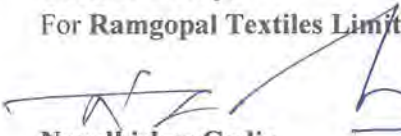
With reference to captioned subject, we hereby enclose the report as required under Regulation 10(6) of the SEBI SAST Regulations in respect of acquisition of 9,17,000 (6.32%) equity shares pursuant to Scheme of Amalgamation of J M Commodities Limited and Tarapur Vastra Udyog Private Limited ("**Transferor 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. 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 Textiles Limited**

  
**Navalkishor Gadia**  
**Director**  
**(DIN: 01598604)**



**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,  
Rehna Village, Bhiwandi, Thane - 421302



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**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 Textiles Limited CIN: U17120MH1979PLC020952
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 J M Commodities Limited and Tarapur Vastra Udyog Private Limited (" <b>Transferor Companies</b> ") to Ramgopal Textiles Limited (" <b>Transferee Company</b> ") pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" <b>NCLT</b> ") vide its Order pronounced on December 09, 2022 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" <b>MCA</b> "). 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.
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.  “ <i>(d) acquisition pursuant to a scheme,—</i> <i>i. ....</i> <i>ii. ....</i> <i>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,—</i> <i>(A) the component of cash and cash equivalents in the consideration paid being less than twenty-five</i>



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		<p><i>per cent of the consideration paid under the scheme; and</i></p> <p><i>(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. "</i></p>			
6.	<p>Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,</p> <ul style="list-style-type: none"> <li>o whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>o date of filing with the stock exchange.</li> </ul>	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	<b>Pre-Transaction</b>		<b>Post-Transaction</b>	
		<b>No. of shares held</b>	<b>% w.r.t total share capital of TC</b>	<b>No. of shares held</b>	<b>% w.r.t total share capital of TC</b>
	a. Each Acquirer / Transferee(*)	As per Annexure I		As per Annexure I	
	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.





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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
<b>a. Each Acquirer / Transferee(*)</b>				
Ramgopal Textiles Limited	18,22,500	12.57%	27,39,500	18.89%
<b>Total (a)</b>	<b>18,22,500</b>	<b>12.57%</b>	<b>27,39,500</b>	<b>18.89%</b>
<b>b. Each Seller / Transferor</b>				
J M Commodities Limited	6,65,900	4.59%	NIL	NIL
Tarapur Vastra Udyog Private Limited	2,51,100	1.73%	NIL	NIL
<b>Total (b)</b>	<b>9,17,000</b>	<b>6.32%</b>	<b>NIL</b>	<b>NIL</b>
<b>Total (a+b)</b>	<b>27,39,500</b>	<b>18.89%</b>	<b>27,39,500</b>	<b>18.89%</b>



# RAMGOPAL TEXTILES LIMITED



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## Annexure A2

### Shareholding of the Acquirer

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
<b>a. Each Acquirer / Transferee(*)</b>				
Ramgopal Textiles Limited	18,22,500	12.57%	27,39,500	18.89%
<b>Total (a)</b>	<b>18,22,500</b>	<b>12.57%</b>	<b>27,39,500</b>	<b>18.89%</b>
<b>b. Each Seller / Transferor</b>				
J M Commodities Limited	6,65,900	4.59%	NIL	NIL
Tarapur Vastra Udyog Private Limited	2,51,100	1.73%	NIL	NIL
<b>Total (b)</b>	<b>9,17,000</b>	<b>6.32%</b>	<b>NIL</b>	<b>NIL</b>
<b>Total (a+b)</b>	<b>27,39,500</b>	<b>18.89%</b>	<b>27,39,500</b>	<b>18.89%</b>



IN THE NATIONAL COMPANY LAW TRIBUNAL,  
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CP (CAA)/1037, 1038 & 1039/MB/2020  
Connected with  
CA (CAA)/285, 319 & 320/MB/2020

In the matter of the Companies Act, 2013

And

In the Matter of Sections 230-232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder

And

In the matter of Scheme of Amalgamation (by Absorption) of J M Commodities Limited (the "Transferor Company-1") and Tarapur Vastra Udyog Private Limited (the "Transferor Company-2") with Ramgopal Textiles Limited (the "Transferee Company") and their respective Shareholders and Creditors.

**J M COMMODITIES LIMITED, a )**  
Company incorporated under the )  
Companies Act, 1956 having its )  
registered office at 701, Tulsiani )  
Chambers, Free Press Journal Marg, )  
Nariman Point, Mumbai - 400021 )  
(CIN: U17120MH1979PLC020978) )..Petitioner Company / Transferor  
Company 1 in  
C.P.(C.A.A.)1039/MB/2020

**TARAPUR - VASTRA UDYOG )**  
**PRIVATE LIMITED, a Company )**  
incorporated under the Companies )  
Act, 1956 having its registered office )  
at 701, Tulsiani Chambers, Free Press )  
Journal Marg, Nariman Point, )  
Mumbai - 400021 )..Petitioner Company / Transferor



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Connected with  
C.A. (CAA)/285, 319 & 320/MB/2020

(CIN: U17110MH1985PTC036679) Company-2 in  
C.P.(C.A.A.)/1037/MB/2020

**RAMGOPAL TEXTILES )**  
**LIMITED** a company incorporated )  
under the Companies Act, 1956 )  
having its registered office at 701, )  
Tulsiani Chambers, Free Press )  
Journal Marg, Nariman Point, )...Petitioner Company / Transferee  
Mumbai- 400021 ) Company in  
(CIN: U17120MH1979PLC020952) C.P.(C.A.A.)/1038/MB/2020

Order delivered on: 09.12.2022

**(hereinafter collectively referred to as “the Petitioner Companies”)**

**Coram:**

Hon'ble Member (Judicial) : Justice P. N. Deshmukh (Retd.)  
Hon'ble Member (Technical) : Mr. Shyam Babu Gautam

**Appearances:**

For the Petitioners(s) : Mr. Shyam Kapadia alongwith Mr.  
Chandrakant Mhadeshwar, Advocate.  
For Regional Director : Ms. Rupa Sutar

**ORDER**

**Per: Justice P.N. Deshmukh, Member (Judicial)**

1. This Bench vide order dated 26.07.2022 had dismissed the Captioned Company Petitions due to default committed by the Petitioners under Section 203 of the Companies Act, 2013. However, liberty was granted to the Petitioners to restore the said Company Petitions after compliance of the order dated 26.07.2022 wherein it was directed that

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Compounding Application be filed with the appropriate authority. Accordingly, the Petitioner herein has filed Restoration Application No. 6 of 2022. Upon perusal of the said Application, we are satisfied that the Petitioner has complied with the order dated 26.07.2022. Accordingly, **CP (CAA)/1037, 1038 & 1039/MB/2020** stands restored.

2. In the aforesaid circumstances, we proceed to hear the main Petition.
3. We heard the learned counsel for the Petitioner Companies. No objector has come before the Tribunal to oppose the Petition and nor any party has controverted any averments made in the Petitions.
4. The sanction of this Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013, to a Scheme of Amalgamation (by Absorption) of J M Commodities Limited (the "Transferor Company-1") and Tarapur Vastra Udyog Private Limited (the "Transferor Company-2") with Ramgopal Textiles Limited (Transferee Company) and their respective Shareholders and Creditors.
5. Transferor Company-1 is engaged in the business of trading of commodities such as Yarn and Polymer etc. The Transferor Company-2 carries on the business, inter-alia, of trading of Polymer and the Transferee Company carries on the business, inter-alia, of trading of commodities such as Yarn and Polymer etc.
6. The Learned Counsel for the Petitioner Companies states that the Scheme is presented under Sections 230 to 232 and other applicable



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provisions of the Companies Act, 2013 and the rules and regulations made thereunder, for the sanction of the Scheme of Amalgamation (by Absorption) involving transfer of all the assets and the liabilities of J M Commodities Limited and Tarapur Vastra Udyog Private Limited to Ramgopal Textiles Limited.

7. The Learned Counsel for the Petitioner Companies further submits that the Introduction and Rationale for the Scheme (Merger) is as follows:
- The proposed Amalgamation (by Absorption) will result in the combining of the businesses of the Transferor Companies with that of the Transferee Company which shall be carried on more economically, efficiently and beneficially.
  - Such arrangement would be in the interests of all the Companies and their Shareholders as the businesses carried on by all the Companies are under common Management/Shareholders.
  - The Amalgamation (by Absorption) would strengthen the management of the Transferee Company effectively because of avoidance and elimination of unnecessary duplication of time, costs and expenses, incurred for administration of operations of all the companies separately.
  - It will enhance financial strength and flexibility and consolidate and integrate the operations. It will synergize business activities, attain economies of scale, for further development and growth of the business of the Transferee Company. It will also result in pooling of resources in the most optimum manner of all the companies which will enhance shareholders value.



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With the aforesaid objective, it is proposed to amalgamate the Transferor Companies, with the Transferee Company.

8. The Counsel for the Petitioner Companies submits that the Board of Directors of the Petitioner Companies had approved the Scheme of Amalgamation (by Absorption) with Appointed Date as 1<sup>st</sup> day of April, 2019 in their respective meetings held on 7<sup>th</sup> November, 2019, the copies of the Board resolutions are annexed to their respective Company Scheme Petitions.
9. The Learned Counsel for the Petitioner Companies submits that the Company Scheme Petitions are filed in consonance with sections 230 to 232 of the Companies Act, 2013 along with the Orders passed in the connected Company Scheme Application Nos. CA(CAA) No. 320, 285 and 319 /MB/IV/2020 by this Tribunal.
10. By Order dated 1<sup>st</sup> May, 2020 passed by the National Company Law Tribunal, Mumbai Bench in CA(CAA) No. 320, 285 and 319 /MB.IV/2020, the meetings of the Equity Shareholders of the Petitioner Companies were dispensed with in view of the fact that, all the Equity Shareholders of the Petitioner Companies had provided their consent to the Scheme of Amalgamation of the Transferor Companies with the Transferee Company by way of consent affidavits which were produced before this Tribunal.
11. The Learned Counsel further states that pursuant to the directions contained in the said Order dated 1<sup>st</sup> May, 2020, the meetings of the





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Secured Creditors of the Petitioner Companies were dispensed with in view of the fact that Transferor Company - 2 had no Secured Creditors and Transferor Company - 1 and the Transferee Company undertook to serve notices on their respective Secured Creditors. Transferor Company -1 has on August 07, 2020 served individual notices to all its Secured Creditors and the Transferee Company has on August 07, 2020 served individual notices to all its Secured Creditors. Additionally, Transferor Company - 1 and the Transferee Company procured consent from respective Secured Creditor and filed with the Tribunal.

12. The Learned Counsel further states that pursuant to the directions contained in the said Order dated 1<sup>st</sup> May, 2020, the meetings of the Unsecured Creditors of the Petitioner Companies were dispensed with in view of the fact that Transferor Company -2 had no Unsecured Creditors and Transferor Company -1 and the Transferee Company undertook to serve notices on their respective Unsecured Creditors. Transferor Company - 1 has on August 07, 2020 served individual notices to all its Unsecured Creditors and the Transferee Company has on August 07, 2020 served individual notices to all its Unsecured Creditors.
13. The Counsel appearing on behalf of the Petitioner Companies further states that the Petitioner Companies have complied with all the requirements as per directions of this Tribunal and they have filed necessary affidavits of compliance before this Tribunal. Moreover, the Petitioner Companies, through their Counsel, undertake to comply



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with all statutory requirements if any, as required under the Companies Act, 2013 and the Rules made there under whichever is applicable. The said undertakings given by the Petitioner Companies are accepted.

14. Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai, has filed his report dated December 11, 2020 inter alia stating therein that save and except as stated in paragraph IV of the said report, it appears that the Scheme is not prejudicial to the interest of shareholders and public. In response to the observations made by the Regional Director, the Petitioner Companies have filed their combined affidavit dated 28<sup>th</sup> January, 2021. The observations of the Regional Director and the Petitioner Companies' response to the said observations are summarised below:

<b>SR. No. (Col . 1)</b>	<b>RD Observation via RD Report dated 30<sup>th</sup> July, 2021 (Column 2)</b>	<b>Reply Via Consolidated RD Reply dated 30<sup>th</sup> September, 2021 (Column 3)</b>
1	In compliance of AS-14 (IND AS-103), the 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	As far as the observations in paragraph IV (a) of the Report of Regional Director are concerned, the Petitioner Companies undertakes that in addition to compliance of AS-14(IND AS-103), the Petitioner Companies will pass such accounting entries which are necessary in connection with the Scheme to comply with other applicable



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		Accounting Standards such as AS-5(IND AS-8), etc.
2	<p>As per Definition of the Scheme,</p> <p><b>“Appointed Date”</b> means 1<sup>st</sup> April 2019 or such other date as may be mutually agreed upon by the respective Board of Directors of JMCL, TVUPL and RTL with the approval of the Hon’ble National Company Law Tribunal (NCLT) or such other date as may be fixed by the Hon’ble National Company Law Tribunal (NCLT), while sanctioning the Scheme.</p> <p><b>“Effective Date”</b> shall mean later of the dates on which the certified true copies of the Orders of Hon’ble National Company Law Tribunal sanctioning this Scheme of Amalgamation (by Absorption) are filed with the Registrar of Companies, Maharashtra, Mumbai by the JMCL, TVUPL and RTL, Reference in this Scheme to the word “upon the Scheme becoming effective” or effectiveness of this Scheme”</p>	<p>As far as the observations in paragraph IV (b) of the report Regional Director are concerned, the Petitioner Companies state that the Appointed Date is 1<sup>st</sup> April, 2019 and the Scheme will be effective from the said Appointed Date. Further, the Petitioner Companies undertakes 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>





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	<p>or upon the "Scheme coming into effect" shall mean Effective Date.</p> <p>Further, the Petitioners may be asked to comply with the requirements clarified vide circular no. F.No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.</p>	
3	<p>Petitioner Company have to undertake to comply with section 232(3)(i) of Companies Act, 2013, where the transferor company is dissolved, the fee, if any, paid by the transferor company on its authorised capital shall be set-off against any fees payable by the transferee company on its authorised capital subsequent to the amalgamation and therefore, petitioners to affirm that they comply the provisions of the section.</p>	<p>As far as the observations in paragraph IV(c) of Report of the Regional Director is concerned, the Petitioner Companies undertakes that the fee, if any, paid by the Transferor Company 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.</p>
4	<p>As per Clause 15.1 of the Scheme, "the credit/debit balance in the Reserves of the Transferor Companies as on the Appointed Date shall be adjusted in the corresponding Reserves of the Transferee</p>	<p>As far as the observations in paragraph IV (d) of the Report of the Regional Director are concerned, the Petitioner Companies undertakes that the surplus, if any, arising out of the amalgamation will be credited to</p>



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<p>Company in the same form as they appear in the financial statements of the Transferor Companies. In other words, identity of reserves of the Transferor Companies shall be preserved”</p> <p>As per clause 15.1(iv) of the Scheme, “The difference between what is stated at para a, b and c given below shall be accounted as Reserves of the Transferee Company:</p> <p>a) Share capital of First Transferor Company and Second Transferor Company to the extent held by the Transferee Company and respective value of investment in shares of First Transferor Company and Second Transferor Company as recorded in the books of Transferee Company,</p> <p>b) Share capital of Transferee Company to the extent held by the First Transferor Company and Second Transferee Company and respective value of investment in shares of the</p>	<p>Capital Reserve Account and not to General Reserve and the said Reserves will not be available for distribution of dividend. Further, Petitioner Companies undertakes that deficit, if any, arising out of amalgamation will be debited to Goodwill Account.</p>
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Connected with

C.A. (CAA)/285, 319 & 320/MB/2020

	<p>Transferor Company as recorded in the books of First Transferor Company and Second Transferor Company and</p> <p>c) Value of the New Shares allotted by the Transferee Company pursuant to Clause 12 of the Scheme and the share capital of the First Transferor Company and Second Transferor Company [after adjusting the impact as stated in para (a) above].”</p> <p>In this regards, Petitioner Companies have to undertake that the surplus shall be credited to Capital Reserve Account arising out of amalgamation and not with General Reserve and deficits shall be debited to Goodwill Account.</p> <p>Further Petitioner Companies have to undertake that reserves shall not be available for distribution of dividend.</p>	
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15. The observations made by the Regional Director have been explained in Column 2 of table provided in Para 14 above. The clarifications and





IN THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH, COURT - I

C.P. (CAA)/1037, 1038 & 1039/MB/2020  
Connected with  
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undertakings given by the Petitioner Companies have been explained in Column 3 of the table provided in Para 14 above. Further, with respect to the response of the Petitioner Companies to the observation made by Regional Director in para IV (a) to (d) in its Report, the Regional Director vide his supplementary report dated 2<sup>nd</sup> February, 2021 has stated that he is satisfied with the Reply given by the Petitioner Companies in their Reply dated 28<sup>th</sup> January, 2021.

16. The Official Liquidator has filed his report dated 5<sup>th</sup> July, 2021, stating therein that, the affairs of Transferor Companies have not been conducted in a manner prejudicial (a) to the interest of its members or (b) to the public interest except that & subject to Company Secretary as required under section 203 of the Companies Act, 2013 was not appointed by Transferor Company-1 and to that extent there was contravention of the relevant provisions of the Companies Act, 2013.
17. The Learned Counsel of the Petitioner Companies states that the Petitioner Companies have filed an Affidavit dated 19<sup>th</sup> September, 2022 interalia stating that so far as observation of the Official Liquidator is concerned, the Transferor Company-1 has filed an Application for compounding of Offence with respect to contravention under Section 203 of the Companies Act, 2013 on 23<sup>rd</sup> August, 2022 with the Ministry of Corporate Affairs, Mumbai and the Transferee Company undertakes that post-merger of the Transferor Company-1, the Transferee Company shall be responsible for pursuing the Compounding Application and will be appropriately dealt with the



IN THE NATIONAL COMPANY LAW TRIBUNAL,  
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said Compounding Application filed by the Transferor Company-1 as per the relevant provisions of law.

18. From the material on record, the Scheme appears to be fair and reasonable and does not violate any provisions of law and is not contrary to public policy or public interest.
19. Since all the requisite statutory compliances have been fulfilled, C.P. (CAA)/1037, 1038 and 1039/MB/2020 are made absolute in terms of the prayers of the respective Petitions mentioned therein.
20. 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, along with E-Form INC-28, as per the relevant provisions of the Companies Act, 2013, within 30 days from the date of receipt of order duly certified by the Deputy/Assistant Registrar, of the National Company Law Tribunal, Mumbai Bench.
21. The Petitioner Companies to lodge a copy of this order duly certified by the Deputy/Assistant Registrar of the National Company Law Tribunal, Mumbai Bench, along with a copy of the Scheme of Amalgamation with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, within 60 days from the date of receipt of the certified copy of this order.
22. All concerned Regulatory Authorities to act on receipt of copy of this Order duly certified by the Deputy Registrar or Assistant Registrar of this Bench, alongwith copy of the Scheme.



IN THE NATIONAL COMPANY LAW TRIBUNAL,  
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Connected with  
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23. The Scheme of Amalgamation (by Absorption) is sanctioned hereby, and the appointed date of the Scheme of Amalgamation (by Absorption) is 1<sup>st</sup> day of April, 2019 as defined the Scheme.
24. Ordered Accordingly. **C.P. (CAA) 1037, 1038 and 1039 of 2020** are allowed and disposed of in above terms.

Sd/-

**SHYAM BABU GAUTAM**  
Member (Technical)

09.12.2022  
Priyal

Sd/-

**JUSTICE P. N. DESHMUKH**  
Member (Judicial)

Certified True Copy \_\_\_\_\_  
Date of Application 09/12/2022  
Number of Pages 14  
Fee Paid Rs. 70/-  
Applicant called for collection of copy on 13/12/22  
Copy prepared on 13/12/2022  
Copy issued on 13/12/2022

  
Deputy Registrar 13/12/2022  
National Company Law Tribunal, Mumbai Bench





**SCHEME OF AMALGAMATION (BY ABSORPTION)**

**OF**

**J M COMMODITIES LIMITED**

**(the "Transferor Company-1 ")**

**AND**

**TARAPUR VASTRA UDYOG PRIVATE LIMITED**

**(the "Transferor Company-2 ")**

**WITH**

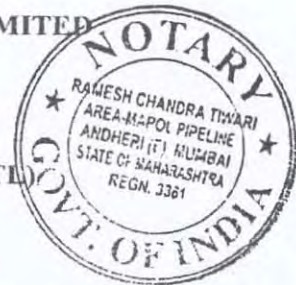
**RAMGOPAL TEXTILES LIMITED (RTL)**

**(the "Transferee Company)**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS & CREDITORS**

**(Under Sections 66, 230, 232 and other applicable provisions, if any, of the Companies Act, 2013)**



**PREAMBLE**

This Scheme of Amalgamation (by Absorption) provides for the amalgamation of J M COMMODITIES LIMITED a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai- 400021 and TARAPUR VASTRA UDYOG PRIVATE LIMITED a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai- 400021 with RAMGOPAL TEXTILES LIMITED a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai- 400021 pursuant to the provisions of Sections 66, 230 to 232 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder, as applicable from time to time.

a) J M COMMODITIES LIMITED (JMCL) was incorporated on 1 February, 1979 and registered with the Registrar of Companies,

For RAMGOPAL TEXTILES LTD

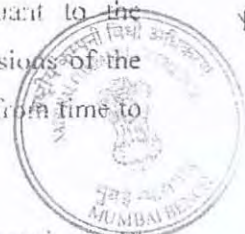
*[Signature]*  
Director/Authorised Signatory

M/s J M COMMODITIES LTD

*[Signature]*  
DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD

*[Signature]*  
Director/Authorised Signatory



Maharashtra, Mumbai as a Private Company, limited by Shares under the name and style of "J M TEXTILES PRIVATE LIMITED". Subsequently, the Company was converted into Public Limited Company on 16<sup>th</sup> October, 1992 pursuant to section 43A of the Companies Act, 1956 under the name and style of "J M TEXTILES LIMITED", thereafter vide Fresh Certificate of Incorporation consequent upon change of Name dated 9<sup>th</sup> April, 2012 the name of the Company was changed to "J M Commodities Limited" and having its registered office situated at 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai-400021, Maharashtra, India. The Corporate Identification Number of JMCL is U17120MH1979PLC020978. The PAN of the Company is AAACJ0264E. The e-mail address of JMCL is ramgopal@ramgopalpolytex.com. The Company has not changed its name, registered office or objects during the last five years. JMCL is Un-Listed Public Company, limited by Shares.

The main objects of JMCL as specified under the heading A- Main Objects of the Company to be pursued by the Company on its incorporation under Clause III of the Memorandum of Association of the Company are as under:

1. To establish and carry on business of Ginning, Pressing, Manufacturing and processing of all types yarn and fabrics such as textiles, synthetics.
2. To carry on in India or elsewhere the business of manufactures, buyers, sellers, importers, exporters, dealers in and distributors of all types of yarn and fabrics such as textiles, synthetic and other allied products.
3. To carry in the business of manufacturers and dealers in textile and yarn and of stores every description.

JMCL at present carries on business, inter-alia, of trading of commodities such as Yarns and Polymers.

The Authorised, Issued, Subscribed and paid-up Share Capital of JMCL as on the Appointed Date was as under:

**Authorised Share Capital:**

10,00,000 Equity shares of Rs.100/- each

For RAMGOPAL TEXTILES LTD

M/s J M COMMODITIES LTD

Rs. 10,00,00,000/-  
For TARAPUR VASTRA UDYOG P. LTD.

*May 2011*  
Director/Authorised Signatory

*May 2011*  
DIRECTOR/AUTHORISED SIGNATORY

*May 2011*  
Director/Authorised Signatory





**Issued, Subscribed and Paid –up Share Capital:**

10,00,000 Equity Shares of Rs.100/- each

Rs. 10,00,00,000/-

There is no change in the Issued, Subscribed and Paid-Up Share Capital of JMCL after the Appointed Date.

**Following are the Promoters and Directors of JMCL as on the Appointed Date:**

Sr. No	Name of Person	Promoter/ Director	DIN/PAN	Address
1.	Shri. Mohanlal Ramgopal Jatia	Director/ Promoter	01598982	81, Jatia Sadan, Worli Sea Face, Worli, Mumbai 400025
2.	Shri. Sanjay Mohanlal Jatia	Director/ Promoter	00913405	Jatia Sadan, Ground Floor, 81, Worli Seaface, Worli, Mumbai 400018.
3.	Shri. Panna Lal Jyotshi	Director	07248640	12-A, Scheme Number 2, Rajhans Colony 2, Narsing Marg, Brahampuri, Jaipur 302002.
4.	Shri. Arun Kumar Modi	Director	07513121	1893, Nahargarh Road, Chandpole Bazar, Jaipur G.P.O., Jaipur 302001.

**TARAPUR VASTRA UDYOG PRIVATE LIMITED (TVUPL)** was incorporated on 28<sup>th</sup> June 1985 and registered with the Registrar of Companies, Maharashtra, Mumbai as a Private Company, limited by shares, having its registered office situated at 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai- 400021, Maharashtra, India. The Corporate Identification Number of TVUPL is U17110MH1985PTC036679. The PAN of the Company is

For RAMGOPAL TEXTILES LTD

*May 2011*  
Director/Authorised Signatory

M/s J M COMMODITIES LTD

*May 2011*  
DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.

*May 2011*  
Director/Authorised Signatory





AABCT2706N. The e-mail address of TVUPL is ramgopal@ramgopalpolytex.com. The Company has not changed its name, registered office or objects during the last five years. TVUPL is Un-Listed Private Company, limited by Shares.

The main objects of TVUPL as specified under the heading A- Main Object of the Company to be pursued by the Company on its incorporation under Clause III of the Memorandum of Association of the Company are as under:

1. To carry on the business of weaving, processing, printing, bleaching, dyeing, ginning, pressing, carding, combing, mixing, spinning, twisting blending, texturising, crimping, knitting and finishing cotton, wool, raw silk, waste silk jute; nylon, rayon, terene, terylene, polyamide, acrylics, polyester and any other type of natural and man-made fibres and to carry on the business of buying, selling, agency, exchanging, importing, exporting, converting, altering or otherwise dealing in yarns, fibers and fabrics whether synthetic, artificial or natural, nylon, polyester, acrylics rayon, silk, artificial silk, waste and other fibers or fibrous materials whether an agricultural or animal or natural or chemical or synthetic products.
2. To carry on the business as manufacturers, producers, processors, traders, dealers, wholesalers, retailers, importers, exporters, agents, stockists, brokers, distributors, sellers of and dealers in fabrics and textiles, threads, tapes, ropes, cords, twine, lace, readymade garments, costumes, mantle, furriers, haberdashers, milliners, hosiers, gloves, tarpaulin, surgical cotton, surgical bandages, hints, gauze, sanitary and other textiles goods.

TVUPL at present carries on business inter-alia of trading of Polymer.

For RAMGOPAL TEXTILES LTD

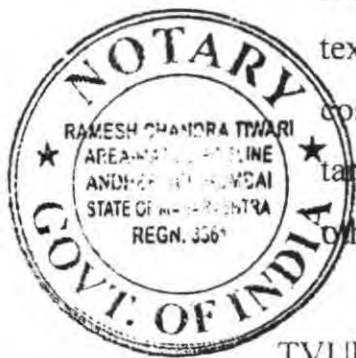
*May 2012*  
Director/Authorised Signatory

M/s J M COMMODITIES LTD

*May 2012*  
DIRECTOR / AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.

*May 2012*  
Director/Authorised Signatory



The Authorized, Issued, Subscribed and paid-up Share Capital of TVUPL as on the Appointed Date was as under:

**Authorised Share Capital:**

25,000 Equity shares of Rs.100/- each	Rs.25,00,000/-
75,000 10% Cumulative Redeemable Preference Shares of Rs.100/- each	Rs.75,00,000/-
	Total: <u>Rs. 1,00,00,000/-</u>

**Issued, Subscribed and Paid –up Share Capital:**

1,000 Equity Shares of Rs.100/- each	<u>Rs. 1,00,000/-</u>
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TVUPL is Associate Company of RTL

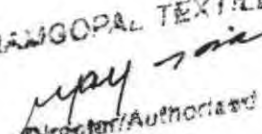
There is no change in the Issued, Subscribed and Paid-Up Share Capital of TVUPL after the Appointed Date.

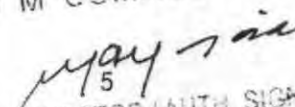
Following are the Promoters and Directors of TVUPL as on the Appointed Date:

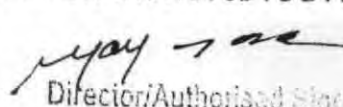
Sr. No	Name of Person	Promoter/ Director	DIN/PAN	Address
1.	Shri. Sanjay Mohanlal Jatia	Director	00913405	Jatia Sadan, Ground Floor, 81, Worli Seaface, Worli, Mumbai 400018
	Shri. Mohanlal Ramgopal Jatia	Director	01598982	81, Jatia Sadan, Worli Sea Face, Worli, Mumbai 400025

c) RAMGOPAL TEXTILES LIMITED (RTL) was incorporated on

25<sup>th</sup> January, 1979 and registered with the Registrar of Companies,

For RAMGOPAL TEXTILES LTD.  
  
 Director/Authorised Signatory

M/s J M COMMODITIES LTD  
  
 DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P.  
  
 Director/Authorised Signatory

Maharashtra, Mumbai as a Private Company, Limited by Shares, thereafter the Company was converted into Public Limited Company on 15<sup>th</sup> September, 1988 pursuant to section 43A of the Companies Act, 1956 under the name and style of "RAMGOPAL TEXTILES LIMITED", and having its registered office situated at 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai- 400021, Maharashtra, India. The Corporate Identification Number of RTL is U17120MH1979PLC020952. The PAN of the Company is AAACR0435P. The e-mail address of RTL is ramgopal@ramgopalpolytex.com. The Company has not changed its name, registered office or objects during the last five years. RTL is Un-Listed Public Company, limited by Shares.

The main objects of RTL as specified under the heading A- Main Objects of the Company to be pursued by the Company on its incorporation is under Clause III of the Memorandum of Association of the Company are as under:

1. To establish and carry on business of Ginning, Pressing, Manufacturing and processing of all types yarn and fabrics such as textiles, synthetics.
2. To carry on in India or elsewhere the business of manufactures, buyers, sellers, importers, exporters, dealers in and distributors of all types of yarn and fabrics such as textiles, synthetic and other allied products.
3. To carry in the business of manufacturers and dealers in textile fabrics and yarn and of stores every description.

RTL at present carries on business inter-alia of trading of commodities such as Yarn and Polymer etc.

The Authorised, Issued, Subscribed and paid-up Share Capital of RTL as on the Appointed Date was as under:

FOR RAMGOPAL TEXTILES LTD.

*May 2011*  
Director/Authorized Signatory

M/s J M COMMODITIES LTD

*May 2011*  
DIRECTOR / AUTH. SIGNATORY

FOR TARAPUR VASTRA UDYOG P. LTD.

*May 2011*  
Director/Authorized Signatory



**Authorised Share Capital:**

73,50,000 Equity shares of Rs.10/- each

Rs. 7,35,00,000/-**Issued, Subscribed and Paid-up Share Capital:**

67,13,299 Equity Shares of Rs.10/- each

Rs. 6,71,32,990/-

Following are the Promoters and Directors of RTL as on Appointed Date:

Sr. No	Name of Person	Promoter/ Director	DIN/PAN	Address
1.	Shri. Sanjay Mohanlal Jatia	Director/ Promoter	00913405	Jatia Sadan, Ground Floor, 81, Worli Seaface, Worli, Mumbai 400018
2.	Shri. Navalkishor Vishwanath Gadia	Director	01598604	71, A-Wing, Vinayak Heights Chs Ltd, Upper Govind Nagar, Malad East Mumbai 400097
3.	Shri. Surendra Kumar Sitani	Director	03555034	A/1107, Oberoi Park View, Thakur Village, Kandivali (East), Mumbai 400101.

**BACKGROUND AND RATIONALE FOR THE SCHEME**

The background and circumstances which justify the proposed Amalgamation are, inter-alia, as follows:-

The proposed Amalgamation (by Absorption) will result in the combined businesses of J M COMMODITIES LIMITED and TARAPUR VASTRA UDYOG PRIVATE LIMITED with RAMGOPAL TEXTILES LIMITED which shall be carried on more economically, efficiently and beneficially. Such arrangement would be in the interests of all the companies and their shareholders as the businesses carried on by all the Companies are under common management/shareholders. The Amalgamation (by Absorption) would strengthen the management of RTL effectively because of avoidance and elimination of unnecessary duplication of time, costs and expenses,

For RAMGOPAL TEXTILES LTD.

Director/Authorised Signatory

M/s J M COMMODITIES LTD

DIRECTOR / AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG F

Director/Authorised Sign

incurred for administration of operations of all the companies separately. It will enhance financial strength and flexibility and consolidate and integrate the operations. It will synergize business activities, attain economies of scale, for further development and growth of the business of RTL. It will also result in pooling of resources in the most optimum manner of all the companies which will enhance shareholders value.

In view of the aforesaid, the Board of Directors of JMCL, TVUPL and RTL at their respective meetings all held on 07<sup>th</sup> November, 2019, have considered and approved unanimously, the proposed Scheme of Amalgamation (by Absorption) of J M COMMODITIES LIMITED and TARAPUR VASTRA UDYOG PRIVATE LIMITED with RAMGOPAL TEXTILES LIMITED subject to necessary statutory approvals, as may be required. Accordingly, the Board of Directors of the respective Companies have formulated this Scheme of Amalgamation (by Absorption) for the transfer to and vesting of the entire undertaking and business of JMCL and TVUPL into RTL pursuant to the provisions of Section 230 to Section 232 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder.

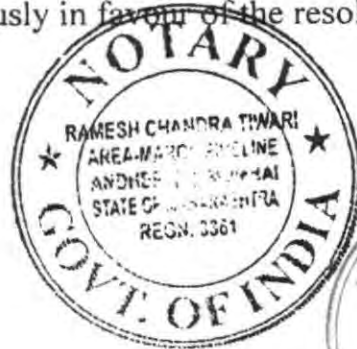


**Details of voting pattern by the Board of Directors of JMCL, TVUPL and RTL in respect of the resolution approving the Scheme of Amalgamation (by Absorption):**

Directors of JMCL:

Names of Directors who had voted unanimously in favour of the resolution.

- Shri. Sanjay Mohanlal Jatia
- Shri. Mohanlal Ramgopal Jatia
- Shri. Panna Lal Jyotshi
- Shri. Arun Kumar Modi



Directors of TVUPL:

Names of Directors who had voted unanimously in favour of the resolution.

- Shri. Sanjay Mohanlal Jatia
- Shri. Mohanlal Ramgopal Jatia

For RAMGOPAL TEXTILES LTD.

*Sanjay Mohanlal Jatia*  
Director/Authorized Signatory

M/s J M COMMODITIES LTD

*Sanjay Mohanlal Jatia*  
DIRECTOR / AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.

*Sanjay Mohanlal Jatia*  
Director/Authorized Signatory

Directors of RTL:

Names of Directors who had voted unanimously in favour of the resolution.

- Shri. Sanjay Mohanlal Jatia
- Shri. Navalkishor Vishwanath Gadia
- Shri. Surendra Kumar Sitani

**Amount due to Creditors:**

- a. As on 30<sup>th</sup> September, 2019, the amount due to Secured Creditor of the JMCL is Rs. 4,56,52,518/- and as on 30<sup>th</sup> September, 2019 the amount due to Unsecured Creditors is Rs.5,57,08,468/- (Unsecured Borrowing Rs.3,95,00,000/-, Trade Creditors Rs.1,51,76,706/- and Interest on Loans and advances is Rs.10,31,762/- ).
- b. As on 30<sup>th</sup> September, 2019, TVUPL does not have any Secured Creditors & Unsecured Creditors.
- c. As on 30<sup>th</sup> September, 2019 the amount due to Secured Creditor of the RTL is Rs. 1,14,78,153/- and as on 30<sup>th</sup> September, 2019 the amount due to Unsecured Creditors is Rs.17,33,541/- (Unsecured Loan Rs.17,00,000/- and Interest on Loans and advances is Rs.33,541/-).

**1. DEFINITIONS**

In this Scheme, (as defined hereafter), unless repugnant to or inconsistent with the meaning or context thereof, the following expressions shall have the following meanings:

1.1. "Act" or "the Act" means Companies Act, 2013, and Rules made thereunder or any statutory modification, amendment or re-enactment thereof.

1.2. "Applicable Law" means all the applicable statutes, notification, enactments, act of legislature, listing regulations, bye-laws, rules, regulations, guidelines, rules or common law, policy, code, directives,

For RANGOPAL TEXTILES LTD.

*May 2019*  
Director/Authorized Signatory

M/s J M COMMODITIES LTD

*May 2019*  
DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. I

*May 2019*  
Director/Authorized Signatory





ordinance, orders or other instructions having force of law enacted or issued by any Appropriate Authority including any statutory modifications or re-enactment thereof for the time being in force.

1.3. "Appointed Date" means 1<sup>st</sup> April, 2019 or such other date as may be mutually agreed upon by the respective Board of Directors of JMCL, TVUPL and RTL with the approval of the Hon'ble National Company Law Tribunal (NCLT) or such other date as may be fixed by the Hon'ble National Company Law Tribunal (NCLT), while sanctioning the Scheme.

1.4. "Appropriate Authority" means "Appropriate Authority" means any national, state, provincial, local or similar governmental, statutory, regulatory, administrative authority, agency, commission, departmental or public body or authority, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, including the Registrar of Companies, Regional Director, Reserve Bank of India, Hon'ble NCLT, and such other regulators or authorities as may be applicable;

1.5. "Effective Date" shall mean later of the dates on which the copies of the Orders of Hon'ble National Company Law Tribunal sanctioning this Scheme of Amalgamation (by Absorption) are filed with the Registrar of Companies, Maharashtra, Mumbai by the JMCL, TVUPL and RTL, Reference in this Scheme to the word "upon the Scheme becoming effective" or effectiveness of this Scheme" or upon the "Scheme coming into effect" shall mean Effective Date.

1.6. "NCLT" means the National Company Law Tribunal, at Mumbai, as applicable, and in force shall be deemed to include, if applicable, a



For RAMGOPAL TEXTILES LTD

M/s J M COMMODITIES LTD For TARAPUR VASTRA UDYOG P. LTD.

*May 2019*  
Director/Authorised Signatory

*May 2019*  
DIRECTOR/AUTH SIGNATORY

*May 2019*  
Director/Authorised Signatory

reference to such other forum or authority which may be vested with any of the powers of above mentioned Tribunal under the Act for approving any Scheme of Amalgamation (by Absorption) of a Company under Section 230 to 232 of the Act read with Section 66 of the Act.

1.7. **“Record Date”** means the date to be fixed by the Board of Directors of RTL for the purpose of issue of its Equity Shares to the Equity Shareholders of JMCL and TVUPL, who would be eligible to be allotted the Equity Shares of RTL under this Scheme;

1.8. **“Scheme”** or **“the Scheme”** or **“this Scheme”** means this Scheme of Amalgamation (by Absorption) in its present form or with any modification(s) made under Clause 17.2 of this Scheme or any modifications approved or directed by NCLT;

1.9. **“JMCL”** means **J M COMMODITIES LIMITED**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400021. The Corporate Identification Number of the Company is U17120MH1979PLC020978 (Transferor Company-1)

1.10. **“TVUPL”** means **TARAPUR VASTRA UDYOG LIMITED**, a Company incorporated under the Companies Act, 1956 and having its registered office at 701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400021. The Corporate Identification Number of the Company is U17110MH1985PTC036679 (Transferor Company-2).

1.11. **“RTL”** means **RAMGOPAL TEXTILES LIMITED**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 701 Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400021. The Corporate Identification Number of the Company is U17120MH1979PLC020952 (Transferee Company).

For RAMGOPAL TEXTILES LTD

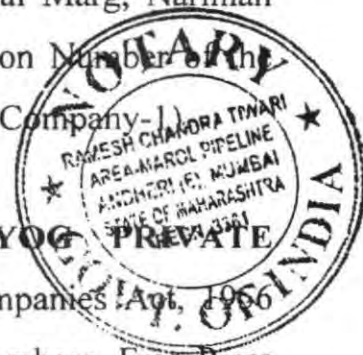
*[Signature]*  
Director/Authorized Signatory

M/s J M COMMODITIES LTD

*[Signature]*  
DIRECTOR/AUTH SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.

*[Signature]*  
Director/Authorized Signatory



“Transferor Company-1” and “Transferor Company-2” are collectively referred to as “Transferor Companies”.

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

## 2. DATE OF TAKING EFFECT AND OPERATIVE DATE

2.1 The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT, shall be operative from the Appointed Date but shall be implemented from the Effective Date.

## 3. VESTING OF ASSETS

3.1. With effect from the Appointed Date, the entire business and undertaking of JMCL and TVUPL including all their respective properties and assets (whether movable or immovable, tangible or intangible) of whatsoever nature, such as licenses, lease, tenancy rights, if any, and all other rights, title, interest, investments, contracts, trademarks, patents, copy rights, powers or benefits of every kind, nature and descriptions whatsoever shall under the provisions of Sections 230 and 232 of the Act and pursuant to the orders of the NCLT sanctioning this Scheme and without further act, instrument or deed, but subject to the securities, mortgages, charges, encumbrances or liens, if any, existing as on the Effective Date be transferred and/or deemed to be transferred to and vested in RTL become the properties and assets of RTL.

3.2. However, in respect of such of the assets of JMCL and TVUPL as are movable in nature or are otherwise capable of transfer by manual delivery, they shall be physically handed over by manual delivery or endorsement or delivery. The same may be so transferred by JMCL and TVUPL, without

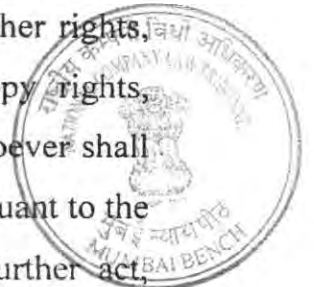
For RAMGOPAL TEXTILES LTD

*may 10/11*  
Director/Authorised Signatory

M/s J M COMMODITIES LTD For TARAPUR VASTRA UDYOG P. LTD

*may 10/11*  
DIRECTOR/AUTH. SIGNATORY

*may 10/11*  
Director/Authorised Signatory





requiring any deed or instrument of conveyance for the same and shall become the property of RTL to the end and intent that the ownership and property therein passes to RTL on such handing over, which would take place on the Effective Date or thereafter as may be agreed upon between the Companies.

**4. TRANSFER OF LIABILITIES**

4.1. With effect from the Appointed Date, all debts, liabilities, duties and obligations of JMCL and TVUPL as on the close of business on the date immediately preceding the Appointed Date, whether or not provided for in the books of JMCL and TVUPL and all other liabilities of JMCL and TVUPL which may arise or accrue on or after the Appointed Date upto the Effective Date, but which relate to the period upto the Appointed Date shall under the provisions of sections 230 and 232 of the Act and pursuant to the Orders of the NCLT sanctioning this Scheme and without any further act or deed, be transferred or deemed to be transferred to and vested in and be assumed by RTL, so as to become as from the Appointed Date, the debts, liabilities, duties and obligations of RTL on the same terms and conditions as were applicable to JMCL and TVUPL provided however that such charges, mortgages and/or encumbrances, if any, shall be confined only to the relative assets of JMCL and TVUPL or part thereof or over which they are subsisting on transfer to and vesting of such assets in RTL and no such charges, mortgages, and/or encumbrances shall be enlarged or extend over or apply to any other asset(s) of RTL. Any reference in any security documents or arrangements (to which JMCL and TVUPL is a party) to any assets of JMCL and TVUPL shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of RTL and RTL shall not be obliged to create any further or additional security.

4.2. Without prejudice to the provisions of the foregoing clause and upon the Scheme becoming effective, the RTL, if required, may execute any instrument or documents or do all acts and deeds as may be required,

M/s J M COMMODITIES LTD



For RAMGOPAL TEXTILES LTD.  
*[Signature]*  
Director/Authorised Signatory

*[Signature]*  
DIRECTOR/AUTH SIGNATORY

For TARAPUR VASTRA UDYOG PVT. LTD.  
*[Signature]*  
Director/Authorised Signatory

including filing necessary particulars and/or modification(s) of charge, with the Registrar of Companies to give formal effect to the above provisions.

- 4.3. For the removal of doubt, it is clarified that to the extent that there are inter-Company loans, deposits, obligations, balances or other outstanding as between JMCL, TVUPL and RTL, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of RTL for the reduction of such assets or liabilities, as the case may be, and there would be no accrual of interest or any other charges in respect of such inter-Company loans, deposits or balances, with effect from the Appointed Date.

## 5. LEGAL PROCEEDINGS

- 5.1. If any suits, actions and proceedings of whatsoever nature (hereinafter referred to as the "**Proceedings**") by or against JMCL and TVUPL are pending on the Effective Date, the same shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of JMCL and TVUPL with RTL or anything contained in the Scheme, but the Proceedings may be continued and enforced by or against RTL as effectually and in the same manner and to the same extent as the same would or might have continued and enforced by or against JMCL and TVUPL, as the case may be, in the absence of the Scheme.

## 6. CONTRACTS AND DEEDS

- 6.1 All contracts, deeds, bonds, agreements, arrangements, incentives, licenses, engagements, registrations and other instruments of whatsoever nature to which JMCL and TVUPL is a party or to the benefit of which JMCL and TVUPL may be eligible, and which have not lapsed and are subsisting on the Effective Date, shall remain in full force and effect against or in favour of RTL as the case may be, and may be enforced by or against RTL as fully and effectually as if, instead of JMCL and

For RAMGOPAL TEXTILES LTD.

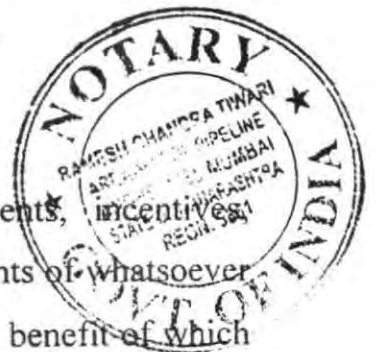
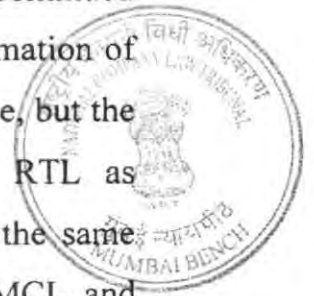
*May 2014*  
Director/Authorized Signatory

M/s J M COMMODITIES LTD

*May 2014*  
DIRECTOR/AUTH SIGNATORY

For TARAPUR VASTRA UDYOG P. LT

*May 2014*  
Director/Authorized Signatory



TVUPL, as the case may be, RTL had been a party or beneficiary thereto.

6.2 RTL shall, if and to the extent required by law, enter into and/or issue and/or execute deeds, writings or confirmations, to give formal effect to the provisions of this Clause and to the extent that JMCL and TVUPL are required prior to the Effective Date to join in such deeds, writings or confirmations, RTL shall be entitled to act for and on behalf of and in the name of JMCL and TVUPL .

**7. SAVING OF CONCLUDED TRANSACTIONS**

7.1 The transfer of the assets and liabilities of JMCL and TVUPL under Clauses 3 & 4 above, the continuance of Proceedings under Clause 5 above and the effectiveness of contracts and deeds under clause 6 above, shall not affect any transaction or proceedings already concluded by JMCL and TVUPL, as the case may be, on or before the Effective Date, to the end and intent that RTL accepts and adopts all acts, deeds and things done and executed by JMCL and TVUPL, as the case may be in respect thereto, as if done and executed on its behalf.



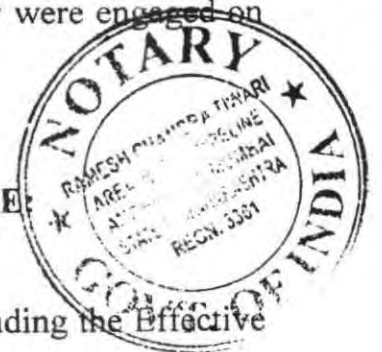
**8. EMPLOYEES**

8.1 All the employees of JMCL and TVUPL in service on the Effective Date shall, on and from the Effective Date, become the employees of RTL without any break or interruptions in their service and upon the terms and conditions not less favourable than those on which they were engaged on the Effective Date.



**9. CONDUCT OF BUSINESS TILL EFFECTIVE DATE**

With effect from the Appointed Date and upto and including the Effective Date:



M/s J M COMMODITIES LTD

For RANGOLA TEXTILES LTD.

*may sa*  
Director/Authorised signatory

*may sa*  
DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG PVT

*may sa*  
Director/Authorised signatory



9.1. JMCL and TVUPL shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all of their respective assets and investments for and on account of, and in trust for RTL and all profits or dividends or other rights accruing to JMCL and TVUPL and all taxes thereof, or losses arising or incurred by it, relating to such investments, shall, for all intent and purposes, be treated as the profits, dividends, taxes or losses, as the case may be, of RTL.

9.2. JMCL and TVUPL shall carry on their respective business and activities with reasonable diligence, business prudence and shall not (without the prior written consent of RTL) alienate, charge, mortgage, encumber or otherwise deal with or dispose of their respective undertakings or any part thereof, except in the ordinary course of business.

9.3. All the profits or income, taxes (including advance tax and tax deducted at source) or any costs, charges, expenditure accruing to JMCL and TVUPL or expenditure or losses arising or incurred or suffered by JMCL and TVUPL shall for all purposes be treated and be deemed to be and accrue as the profits, taxes, incomes, costs, charges, expenditure or losses of RTL, as the case may be.

9.4. JMCL and TVUPL shall not vary the terms and conditions of their respective employees except in the ordinary course of its business.

9.5. On and after the Appointed Date and until the Effective Date, JMCL and TVUPL shall not without the prior written approval of the Board of Directors of RTL: except as contemplated under the Scheme, issue or allot any further securities, either by way of rights or bonus or otherwise, or utilize, subject to Clause 10 below, the profits, if any, for any purpose including of declaring or paying any dividend.

For RAMGOPAL TEXTILES LTD

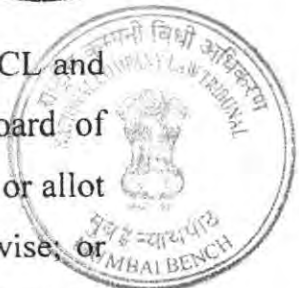
*[Signature]*  
Director/Authorized Signatory

M/s J M COMMODITIES LTD

*[Signature]*  
DIRECTOR/AUTH. SIGNATORY

For TARAPUR VESTRAMBHOOP LTD.

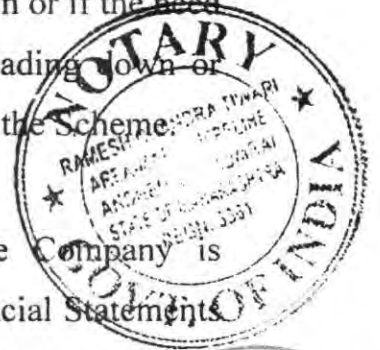
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Director



9.6. It is clarified that all taxes payable by JMCL and TVUPL, relating to the transferred undertaking, from the Appointed Date onwards including all or any refunds and claims shall, for all purposes, be treated as the tax liabilities or refunds and claims of RTL. Accordingly, upon the Scheme becoming effective, RTL is expressly permitted to revise its VAT and Sales tax returns, Excise & Modvat/Cenvat returns, Service Tax, Goods and Service Tax, Income Tax, other tax returns, and to claim refunds/credits, if any, pursuant to the provisions of this Scheme.

9.7. This Scheme has been drawn up to comply with and fall within the definition and conditions relating to "Amalgamation" as specified under Section 2(1B) and other applicable provisions of the Income Tax Act, 1961, as amended, if any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Sections of the Income Tax Act, 1961, at a later date, including resulting from amendment of law or for any other reason whatsoever, the Scheme shall stand modified/amended/alterd to the extent determined necessary to comply with and fall within the definition and conditions relating to "Amalgamation" as specified in the Income Tax Act, 1961. In such an event, the Clauses which are inconsistent shall be read down or if the need arises be deemed to be deleted and such modification/reading down or deemed deletion shall however not affect the other parts of the Scheme.

9.8. Upon the Scheme becoming effective, the Transferee Company is expressly permitted and shall be entitled to revise its Financial Statements and Returns along with prescribed Forms, fillings and annexures under the Income Tax Act, 1961, as amended, (including for minimum alternate tax purposes and tax benefits,) services tax law, Goods & Services Tax as may be applicable and other tax laws, and to claim refunds and/or credits for taxes paid (including minimum alternate tax), and to claim tax benefits under the Income Tax, 1961 etc. and for matters incidental thereto, if required to give effect to the provisions of this Scheme.



For RAMBORA TEXTILES LTD

M/s J M COMMODITIES LTD

For TARAPUR UDYOG P. LTD

*[Signature]*  
Director / AUTH. SIGNATORY

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DIRECTOR / AUTH. SIGNATORY

*[Signature]*  
Director / AUTH. SIGNATORY

9.9. JMCL and TVUPL, shall preserve and carry on their respective business and activities with reasonable diligence and business prudence and shall not 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 comforts or commitments for itself or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with the undertaking or any part thereof 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 the Hon'ble NCLT; or
- (b) If the same is permitted by this Scheme; or
- (c) If the same is permitted by a written consent of the Board of Directors of RTL; or
- (d) If the same is pursuant to any pre-existing obligations undertaken by JMCL and TVUPL.



9.10. JMCL and TVUPL shall not, without prior written consent of RTL undertake any new Business.



9.11. JMCL and TVUPL shall not, without prior written consent of RTL, take any major policy decisions in respect of management of the JMCL and TVUPL and for the business of the JMCL and TVUPL and shall not change their respective present capital structure.

9.12. JMCL and TVUPL and RTL shall co-operate with each other for smooth transfer of the business and undertaking from JMCL and TVUPL to RTL and any directors of JMCL and TVUPL and any Directors of RTL shall be empowered to give effect to the Scheme in all aspects as may be necessary or expedient including settling any question or difficulties arising in relation to the Scheme in such manner as they deem fit to attain the objective of this Scheme and their decision in this regard shall be final and binding.



For RAMGOPAL TEXTILES LTD.

*[Signature]*  
Director/Authorised Signatory

M/s J M COMMODITIES LTD

*[Signature]*  
DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.

*[Signature]*  
Director/Authorised Signatory



**10. DIVIDENDS**

10.1. JMCL and TVUPL and RTL shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Appointed Date. The dividend, if any, shall be declared by JMCL and TVUPL only with the prior written consent of the Board of Directors of RTL, as mentioned in Clause 9.5 above.

10.2. Subject to the provisions of the Scheme, the profits of JMCL and TVUPL, for the period beginning from the Appointed Date, shall belong to and be the profits of RTL and will be available to RTL for being disposed of in any manner as it thinks fit.

10.3. It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any member of JMCL and TVUPL and RTL to demand or claim any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the Board of Directors of RTL and subject to such approval of the shareholders, as may be required.

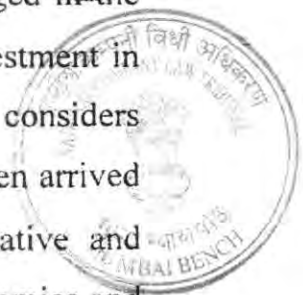


**11. SUMMARY OF VALUATION REPORT: OF MR. RAJENDRA RAMNARAIN AGARWAL REGISTERED VALUER dated September, 2019 is as under:**

**OPINION OF VALUE OF THE BUSINESS**

**Determination of Fair Valuation / Recommended Value:**

In our opinion, in the present case where the companies are engaged in the wholesale trading business and having income from loans and investment in companies, adjusted Assets Method approach is more reliable as it considers the value of assets as on the date of valuation. The valuation has been arrived at based on methodologies explained herein and various qualitative and quantitative factors relevant to the Companies and the business dynamics and



M/s J M COMMODITIES LTD For TARAPUR VASTRA UDYOG P. I

For RAMGOPA, TEXTILES LTD  
*may 7 19*  
Director/Authorised Signatory

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DIRECTOR / AUTH. SIGNATORY

*may 7 19*  
Director/Authorised Signatory

growth potential having regard to information base, management representations and perceptions, key underlying assumptions and limitations.

The following shares may be adjusted / cancelled appropriately:

TVUPL and JMCL are holding 75,000 shares and 12,600 shares of Rs.10/- each respectively in RTL.

RTL is holding 400 shares and 1,95,000 shares of Rs.100/- each in TVUPL and JMCL respectively.

Considering the above and on consideration of all the relevant factors and circumstances as discussed and outlined herein, we recommend the Valuation and share exchange ratio as on valuation date 31<sup>st</sup> March 2019 as under:

**Estimated Equity Fair Valuation:**

Rangopal Textiles Limited Rs.204/- per Equity Share of face value Rs.10/- each.

J M Commodities Limited Rs.37/- per Equity Share of face value Rs.100/- each.

Tarapur Vastra Udyog Private Limited Rs.31,000/- per Equity Share of face value Rs.100/- each.

**Recommended Share Exchange Ratio (Swap Ratio) Rounded off**

2 (Two) shares (rounded off) of FV Rs.10/- each of Rangopal Textiles Limited is equal to 11 (Eleven) shares of FV of Rs.100/- each of J M Commodities Limited

152 (One Hundred Fifty-Two) shares (rounded off) of FV Rs.10/- each of Rangopal Textiles Limited is equal to One share of FV of Rs.100/- each of Tarapur Vastra Udyog Private Limited



For **RANGOPAL TEXTILES LTD.** M/s **J M COMMODITIES LTD.**

*[Signature]*  
Director/Authorised Signatory

*[Signature]*  
DIRECTOR / AUTH. SIGNATORY

For **TARAPUR VASTRA UDYOG P. LTD.**

*[Signature]*  
Director/Authorised Signatory

**12. CONSIDERATION:**

12.1 Upon this Scheme finally coming into effect and in consideration of the transfer of all the respective assets and Liabilities of JMCL and TVUPL to RTL in the terms of this Scheme.

- 1,95,000 Equity Shares of JMCL held by RTL shall stand cancelled.
- 400 Equity Shares of TVUPL held by RTL shall stand cancelled.
- 12,600 Equity Shares of RTL held by JMCL shall stand cancelled.
- 75,000 Equity Shares of RTL held by TVUPL shall stand cancelled.

12.2 Upon this Scheme coming into effect, and without any further application, act or deed, RTL shall, in consideration of the amalgamation, issue and allot to every equity shareholder of JMCL holding fully paid-up equity shares of JMCL and whose names appear in the Register of Members of JMCL as on the Record Date, 2 (Two)

Equity Share of Rs.10/- each of RTL credited as fully paid up for every 11 (Eleven) Equity Shares of Rs.100/- each fully paid up held by such members in the capital of JMCL.

12.3 Upon this Scheme coming into effect, and without any further application, act or deed, RTL shall, in consideration of the amalgamation, issue and allot to every equity shareholder of TVUPL holding fully paid-up equity shares of TVUPL and whose names appear in the Register of Members of TVUPL as on the Record Date, 152 (One Hundred Fifty-Two) Equity Shares of Rs.10/- each of RTL credited as

fully paid up for every 1 (one) Equity Shares of Rs.100/- each fully paid up held by such members in the capital of TVUPL.

12.4 The Shares of JMCL and TVUPL held by their equity shareholders shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled without any requirement to surrender the certificate for shares held by the Shareholders of JMCL and TVUPL,

as the case may be.

For **RAMGOPAL TEXTILES LTD.**

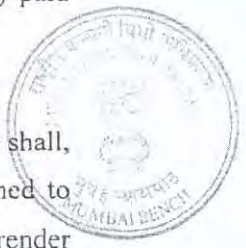
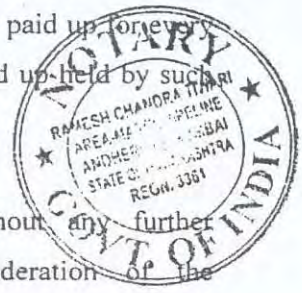
M/s **J M COMMODITIES LTD**

For **TARAPUR VASTRA UDYOG P. LTD**

*[Signature]*  
Director/Authorized Signatory

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Director/Aut. Sign





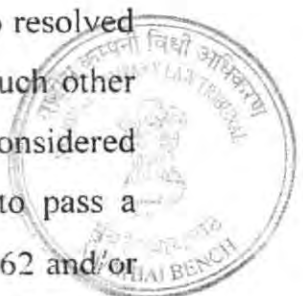
12.5 The shares issued pursuant to clause No. 12.2 and 12.3 above shall be issued to the shareholders of the JMCL and TVUPL in demat form, that is dematerialized shares unless otherwise notified in writing by a shareholder of the JMCL and TVUPL to the RTL on or before such date as may be determined by the Board of RTL. In the event that such notice has not been received by RTL in respect of any of the Shareholders of JMCL and TVUPL, the equity shares, shall be issued to such shareholders in dematerialized form provided that the Shareholders of JMCL and TVUPL shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that RTL has received notice from any Shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/her/its accounts with a depository participant or other confirmation as may be required or if the details furnished by any shareholders do not permit electronic credit of the shares of RTL, the RTL shall issue equity shares in physical form to such Shareholder or Shareholders.



12.6 In case any member's shareholding in JMCL and TVUPL is such that the member becomes entitled to a fraction of an equity share in RTL then RTL shall not issue fractional share certificate to such member but shall round off to the nearest numbers.



12.7 On the approval of the Scheme by the members of RTL pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, it shall be deemed that the said members of RTL have also resolved and accorded all relevant consents under Section 42, 62 and such other provisions of the said Act to the extent the same may be considered applicable, if any. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Section 42, 62 and/or any other provisions of the said Act, if any, as may be applicable.



For **RAMGOPAL TEXTILES LTD.**

*May 12/12*  
Director/Authorised Signatory

M/s **J M COMMODITIES LTD.**

*May 12/12*  
DIRECTOR/AUTH. SIGNATORY

For **TARAPUR VASTRA UDYOG P. LTD**

*May 12/12*  
Director/Authorised Signatory

12.8 The new shares in RTL to be issued to the eligible members of JMCL and TVUPL shall be subject to the Memorandum and Articles of Association of RTL and the Equity Shares shall rank for dividend, voting rights and in all other respects pari- passu with the existing Equity Shares of RTL.

12.9 The Shares to be issued by RTL to Shareholders (s) of JMCL and TVUPL shall be subject to all the consents, approval and permissions, as may be necessary, from the concerned statutory authorities as the case may be. Further necessary compliance, if any, as may be required under the applicable laws, if any, required arising out of the above Amalgamation will be made.

12.10 Upon Scheme becoming effective, 75,000 fully paid up Equity shares of RTL of Rs. 10/- each held by TVUPL and 12,600 fully paid up Equity Shares of RTL of Rs.10/- each held by JMCL aggregating to 87,600 Equity Shares shall get cancelled and the paid up share capital of RTL shall stand reduced to that extent, which constitutes a reduction of Paid up capital, shall be effected as part of the Scheme only and no separate procedure under Section 66 of the Act will be required to be carried out and it shall be deemed that the members of RTL have also resolved and accorded all relevant consents under Section 66 of the Act, or any other provisions of the Act to the extent the same may be considered applicable.

### 13. DISSOLUTION OF JMCL AND TVUPL

On the Scheme becoming effective, JMCL and TVUPL shall stand dissolved without being wound up without any further act by the parties.

### 14. FINANCIAL STATEMENT AND LIST OF SHAREHOLDERS OF JMCL, TVUPL AND RTL AS ON 30<sup>th</sup> SEPTEMBER, 2019 IS AS UNDER:

For RAMGOPAL TEXTILES LTD.

*May 10/19*  
Director/Authorised Signatory

M/s J M COMMODITIES LTD.

*May 10/19*  
23  
DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.

*May 10/19*  
Director/Authorised Signatory



14.1 Unaudited Financial Statement of JMCL as on 30<sup>th</sup> September, 2019 is as under:

Particulars		Amount in Rs.
<b>A</b>	<b>EQUITY AND LIABILITIES</b>	
<b>1</b>	<b>SHAREHOLDERS' FUNDS</b>	
	(a) Share capital	10,00,00,000
	(b) Reserves and surplus	(6,90,75,952)
<b>2</b>	<b>NON-CURRENT LIABILITIES</b>	
	(a) Long Term Borrowings	-
	(b) Long Term Provisions	3,73,953
<b>3</b>	<b>CURRENT LIABILITIES</b>	
	Short-Term borrowings	8,51,52,518
	Trade Payables	
	(a) Total outstanding Dues of Micro Enterprises and Small Enterprises	-
	(b) Total outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	1,62,08,468
	Other Current Liabilities	64,948
	Short Term Provisions	16,164
	<b>TOTAL</b>	<b>13,27,40,090</b>
<b>B</b>	<b>ASSETS</b>	
<b>1</b>	<b>NON-CURRENT ASSETS</b>	
	Property, plant and Equipment (net)	
	Tangible Assets	14,90,427
	Non-Current Investments	18,70,000
	Long-term Loans and Advances	20,26,567
<b>2</b>	<b>CURRENT ASSETS</b>	
	Inventories	4,13,70,663
	Trade Receivables	4,89,40,767
	Cash and Cash equivalents	1,69,30,028
	Short-Terms Loans and advances	1,03,59,270

For RANGOPAL TEXTILES LTD

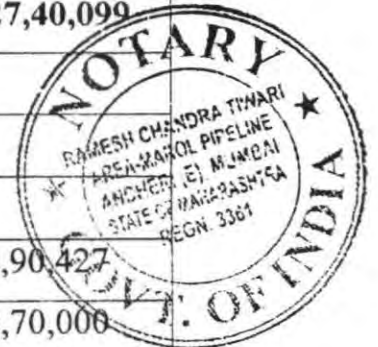
Director/Authorised Signatory

M/s J M COMMODITIES LTD

DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD

Director/Authorised Signatory



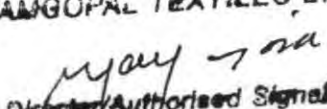


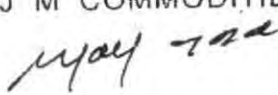
Other Current Assets	97,52,377
<b>TOTAL</b>	<b>13,27,40,099</b>

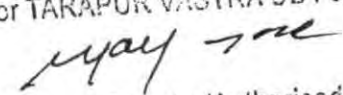
14.2 Unaudited Financial Statement of TVUPL as on 30<sup>th</sup> September, 2019 is an under

Particulars	Amount in Rs.
<b>A EQUITY AND LIABILITIES</b>	
<b>SHAREHOLDERS' FUNDS</b>	
Share capital	1,00,000
Reserves and surplus	1,14,81,674
<b>CURRENT LIABILITIES</b>	
Trade Payables	
a) Total outstanding Dues to Micro Enterprises and Small Enterprises	-
b) Total outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	-
Other Current Liabilities	-
Short Term Provisions	13,605
<b>TOTAL</b>	<b>1,15,95,279</b>
<b>ASSETS</b>	
<b>NON-CURRENT ASSETS</b>	
Non-Current Investments	66,2
Long-term Loans and Advances	
<b>CURRENT ASSETS</b>	
Cash and Cash equivalents	3,02,535
Short-Terms Loans and Advances	43,05,760
Other Current Assets	3,74,553
<b>TOTAL</b>	<b>1,15,95,279</b>

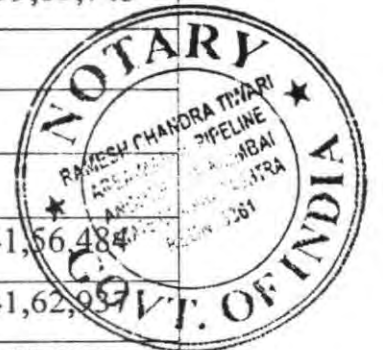
14.3 Unaudited Financial Statement of RTL as on 30<sup>th</sup> September, 2019 is as under

For RAMGOPAL TEXTILES LTD  
  
 Director/Authorised Signatory

M/s J M COMMODITIES LTD  
  
 DIRECTOR / AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.  
  
 Director/Authorised Signatory

Particulars	Amount in Rs.
<b>EQUITY AND LIABILITIES</b>	
<b>SHAREHOLDERS' FUNDS</b>	
Share capital	6,71,32,990
Reserves and Surplus	23,61,32,375
<b>NON-CURRENT LIABILITIES</b>	
Long Term Borrowings	91,86,130
Long Term Provisions	19,67,133
<b>CURRENT LIABILITIES</b>	
Short-term borrowings	17,00,000
Trade Payables	
a) Total outstanding Dues to Micro Enterprises and Small Enterprises	-
b) Total outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	37,181
(c) Other Current Liabilities	28,91,300
Short-term provisions	8,62,634
<b>TOTAL</b>	<b>31,99,09,743</b>
<b>ASSETS</b>	
<b>NON-CURRENT ASSETS</b>	
Property, Plant and Equipment	
Tangible Assets (net)	1,41,56,484
Non-current investments	8,41,62,957
Deferred Tax Asset	3,07,781
Long-term loans and advances	1,01,000
<b>CURRENT ASSETS</b>	
Inventories	
Trade receivables	58,84,639
Cash and cash equivalents	9,23,802
Short-Term Loans and Advances	19,63,59,903
Other Current Assets	1,80,13,197
<b>TOTAL</b>	<b>31,99,09,743</b>



For RAMGOPAL TEXTILES LTD.  
*May 7th*  
 Director/Authorised Signatory

M/s J M COMMODITIES LTD  
*May 7th*  
 DIRECTOR / AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.  
*May 7th*  
 Director/Authorised Signatory

15. ACCOUNTING TREATMENT

The Transferee Company shall account for the amalgamation as mentioned herein below:

15.1 The Transferee Company shall follow "Pooling of Interest Method" for accounting for the amalgamation as per Accounting Standard - 14 on Accounting for Amalgamation notified under Section 133 of Companies Act, 2013 as follows:

i. With effect from the Appointed Date and subject to the provisions hereof and such other corrections and adjustments as may, in the opinion of the Board of Directors of the Transferee Company be required and except to the extent required by the law, all the assets and liabilities of the Transferor Companies shall be recorded in the books of the Transferee Company at the book values as recorded in the books of the Transferor Companies.

ii. The credit/debit balance in the Reserves of the Transferor Companies as on the Appointed Date shall be adjusted in the corresponding Reserves of the Transferee Company in the same form as they appear in the financial statements of the Transferor Companies. In other words, identity of reserves of the Transferor Companies shall be preserved.

iii. The Equity Shares of First Transferor Company and Second Transferor Company held by the Transferee Company and value of investments in the shares of First Transferor Company and Second Transferor Company as recorded in the books of the Transferee Company shall stand cancelled. The equity shares of the Transferee Company held by the First Transferor Company and Second Transferor Company and value of investments recorded in the books of First Transferor Company and Second Transferor Company shall stand cancelled.



For RAJGOPAL TEXTILES LTD. M's J  
*May 10*  
Director/Authorised Signatory

For M COMMODITIES LTD  
*May 10*  
DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.  
*May 10*  
Director/Authorised Signatory



iv. The difference between what is stated at para a, b and c given below shall be accounted as Reserves of the Transferee Company:

- a) share capital of First Transferor Company and Second Transferor Company to the extent held by the Transferee Company and respective value of investment in shares of First Transferor Company and Second Transferor Company as recorded in the books of Transferee Company,
- b) share capital of Transferee Company to the extent held by the First Transferor Company and Second Transferor Company and respective value of investment in shares of the Transferee Company as recorded in the books of First Transferor Company and Second Transferor Company and
- c) value of the New Shares allotted by the Transferee Company pursuant to Clause 12 of the Scheme and the share capital of the First Transferor Company and Second Transferor Company [after adjusting the impact as stated in para (a) above].



15.2 In case of any difference in the accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in the Reserves to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

15.3 Upon coming into effect of this Scheme, to the extent that there are inter-company holdings, loans, advances, deposits balances or other obligations as 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 the Transferee Company for the reduction of any assets or liabilities as the case may be. For the



For RAMGOPAL TEXTILES LTD  
*[Signature]*  
Director/Authorised Signatory

M/s J M COMMODITIES LTD  
*[Signature]*  
DIRECTOR / AUTH. SIGNATORY  
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For TARAPUR VASTRA UDYOG P. LTD  
*[Signature]*  
Director/Authorised Signatory

removal of doubt, it is clarified that in view of the above there would be no accrual of interest or other charges in respect of any such inter-company loans, advances, deposits, balances or other obligations.

15.4 In addition to compliance with AS-14, the 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.

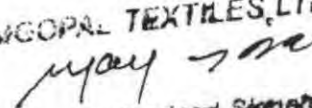
15.5 The aforesaid accounting treatment proposed in the scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

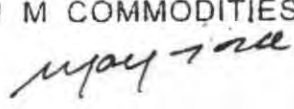
#### 16. CHANGE IN MEMORANDUM & ARTICLES OF ASSOCIATION OF RTL:

Upon the Scheme being finally effective, the Authorised Capital of JMCL of Rs. 10,00,00,000/- divided into 10,00,000 Equity Shares of Rs.100/- each will stand subdivided into 1,00,00,000 Equity Shares of Rs.10/- each and will get merged with that of RTL without payment of additional Fees and Stamp duties as the said fees have already been paid by JMCL and the Authorised Capital of RTL will be increased to that extent and no separate procedure shall be followed under the Act.

Upon the Scheme being finally effective, the Authorised Capital of TVUPL of Rs. 25,00,000/- divided into 25,000 Equity Shares of Rs. 100/- each will stand subdivided into 2,50,000 Equity Shares of Rs.10/- each and will get merged with of RTL without payment of additional fees and stamp duties as the said fees have already been paid by TVUPL and the Authorised Capital of RTL shall be increased to that extent and no separate procedure shall be followed under the Act.

Upon the Scheming being finally effective, the Authorised Share Capital of JMCL consisting of 1,00,00,000 Equity Shares of Rs.10/- each be

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 Director/Authorised Signatory

M/s **J M COMMODITIES LTD**  
  
 DIRECTOR / AUTH. SIGNATORY

For **TARAPUR VASTRA UDYOG**  
  
 Director/Authorised Signatory



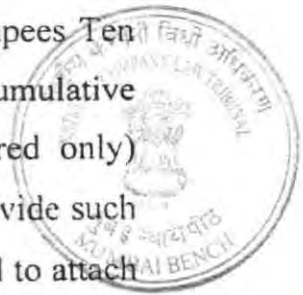
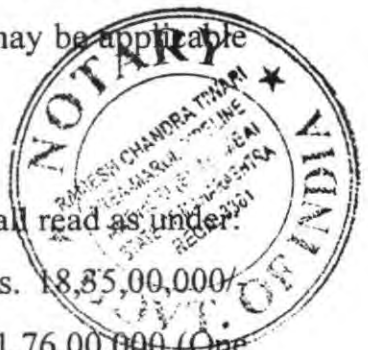
merged in the Authorised Share Capital of RTL without any further act or deed and it shall be deemed that the members of JMCL have also resolved and accorded all relevant consents under the provisions of the Act.

Upon the Scheming being finally effective, the Authorised Share Capital of TVUPL consisting of 2,50,000 Equity Shares of Rs. 10/- each and 7,50,000 10% Cumulative Redeemable Preference Shares of Rs.100/- each be merged in the Authorised Share Capital of RTL without any further act or deed and it shall be deemed that the members of TVUPL have also resolved and accorded all relevant consents under the provisions of the Act.

Consequently, with effect from the Effective Date, the Authorised Share Capital of RTL shall stand at Rs. 18,35,00,000/- (Eighteen Crores Thirty Five Lacs only) divided into 1,76,00,000 Equity Shares of Rs.10/- each and 75,000 10% Cumulative Redeemable Preference Shares of Rs.100/- each.

Consequently, the Memorandum & Articles of Association of RTL shall without any act, instrument or deed be shall stand altered, modified and amended pursuant to Sections 13, 14, 61 of the Act and Section 230 to 232 of the Act and other applicable provisions of the Act as may be applicable as follows:

- (a) Clause V of Memorandum of Association of RTL shall read as under:  
 "The Authorised Share Capital of the Company is Rs. 18,35,00,000/- (Eighteen Crores Thirty Five Lacs only) divided into 1,76,00,000 (One Crore Seventy Six Lacs) Equity Shares of Rs.10/- each (Rupees Ten only) and 75,000 (Seventy Five Thousand) 10% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred only) each with power to increase and reduce such capital and to divide such shares in the capital for the time being into several classes and to attach thereto respectively any preferential rights, privileges or conditions as



For RAMGOPAL TEXTILES LTD  
*[Signature]*  
Director/Authorised Signatory

M/s J M COMMODITIES LTD  
*[Signature]*  
DIRECTOR/AUTH. SIGNATORY

For TARAPUR VASTRAUDYOG LTD  
*[Signature]*  
Director/Authorised Signatory



may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company and allowed by law.

(b) Clause 4 of Articles of Association of RTL shall read as under:

“The Authorised Share Capital of the Company is Rs.18,35,00,000/- (Eighteen Crores Thirty Five Lacs only) divided into 1,76,00,000 (One Crore Seventy Six Lakhs) Equity Shares of Rs.10/- each (Rupees Ten only) and 75,000 (Seventy Five Thousand) 10% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred only) each with power to increase or reduce the capital for time being into several classes, (being those specified in the Act) and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Article of Association of the Company for the time being in force and to vary, modify or abrogate any such rights privileges or conditions in such manner as may for the time being the permitted by the Act or provided by the Articles of the Association of the Company for time being.



**17. GENERAL**

17.1 On the Scheme being agreed to by the respective requisite majorities of members and creditors, if any of, JMCL, TVUPL and RTL all the companies shall with reasonable dispatch, apply to the Hon'ble NCLT under Section 230 of the Act and for an order or orders under Section 232 of the Act for carrying this Scheme into effect.

17.2 Subject to the approval of the NCLT, JMCL, TVUPL and RTL through their respective Board of Directors or such other person or persons, as their respective Board of Directors may authorize, including any committee or sub-committee thereof, are hereby empowered and



For RANGOPAL TEXTILES LTD

*[Signature]*  
Director/Authorised Signatory

M/s J M COMMODITIES LTD

*[Signature]*  
DIRECTOR / AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LT

*[Signature]*  
Director/Authorised Signat

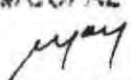
authorized to assent from time to time to any modifications or amendments or conditions or limitations which the NCLT or any other Government Authority may deem fit to impose and to settle all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as may be necessary for putting the Scheme into effect. The power of the Board of Directors of the Transferor Companies and the Transferee Company shall be subject to the final approval of the NCLT (s).

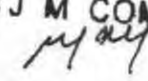
17.3 The Scheme is conditional upon and subject to:

- (a) The Scheme being agreed to by the respective requisite majorities of the members and Creditors (Secured/Unsecured), if any as are referred to in clause 17.1 hereof on behalf of JMCL, TVUPL and RTL and requisite Order or Orders referred to in clause 17.2 being obtained.
- (b) Such other sanctions and approvals as may be required by law in respect of the Scheme.
- (c) the sanctions of the NCLT being obtained, under Sections 230 and 232 and other applicable provisions, if any, of the Act in favour of JMCL, TVUPL and/or RTL and certified true copies of the Order sanctioning the Scheme passed by the NCLT under Section 232 being filed with the Registrar of Companies, Maharashtra, Mumbai and all other sanctions and approvals as may be required by law in respect of this Scheme being obtained.

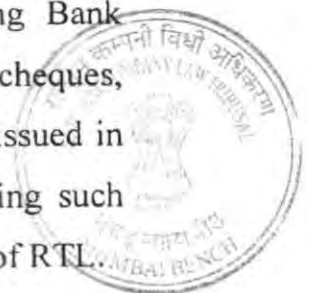
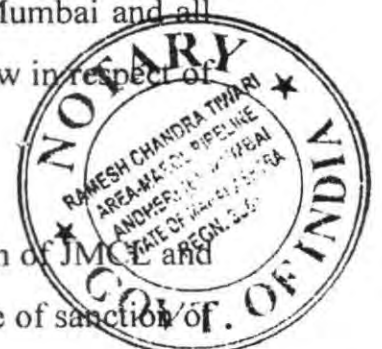
17.4 After the sanction of the Scheme and in spite of dissolution of JMCL and TVUPL, RTL shall for a period of two years from the date of sanction of the Scheme, be also entitled to continue to operate existing Bank Account(s) of JMCL and TVUPL for the purpose of depositing cheques, drafts, pay orders and/or payment advances issued to or to be issued in favor of JMCL and TVUPL and for the purpose of transferring such deposits in such accounts of JMCL and TVUPL to the accounts of RTL.

Disclosure about the effect of aforesaid Amalgamation on:

For PARAGOPAL TEXTILES LTD  
  
 Director/Authorised Signatory

M/s J M COMMODITIES LTD For TARAPUR VASTRA UDYOG P. LTD.  
  
 DIRECTOR / AUTH. SIGNATORY

Director/Authorised Signatory



Key managerial personnel	All the Key Managerial Personnel in JMCL and RTL will continue to be in employment. There are no Key Managerial Personnel in TVUPL.
Directors	Upon this Scheme coming into effect and without any further application, acts or deeds, the Directors of JMCL and TVUPL shall cease to be Directors of the JMCL and TVUPL and only the Directors of the RTL will continue their Directorship.
Promoters	Upon this Scheme coming into effect and without any further application, acts or deed, the Promoters of JMCL and TVUPL will cease to be Promoters and will be allotted share by RTL based upon their Shareholding in the JMCL and TVUPL if any, as the case may be.
Non-Promoter members	Upon this Scheme coming into effect and without any further application, acts or deed, RTL shall in, consideration of the Merger, issue and allot to every Non-Promoter members of JMCL and TVUPL, if any, whose names appear in the Register of Members of JMCL and TVUPL as on the Record date such number of Shares as referred to in Clause 12 above.
Depositors	There are no Depositors in JMCL, TVUPL and RTL.
Creditors	Upon this Scheme coming into effect, and without any further application, acts or deed, all the Creditors of JMCL and



For RAMGOPAL TEXTILES LTD

Director/Authorised Signatory

M/s J. M. COMMUNITIES LTD

33

For TARAPUR VASTRA UDYOG P. L.

Director/Authorised Signatory



	TVUPL will become Creditors of RTL
Debenture holders	There are no Debenture holders in JMCL, TVUPL and RTL.
Deposit Trustee and Debenture trustee	There are no Deposits Trustee and Debenture Trustee in JMCL, TVUPL and RTL.
Employees of the Company	All the employees of JMCL, TVUPL in service on the Effective date will on and from the Effective Date, become the employees of RTL without any break or interruptions in their service and upon terms and conditions not less favorable than those on which they were engaged on the Effective Date.



There will not be any other effect on material interests of Directors and Key Managerial Personnel, as the case may be, apart from the explanation provided in the table above.

17.5 No Investigation proceedings have been instituted or are pending against JMCL, TVUPL and RTL under the Companies Act, 2013 or Companies Act, 1956.

17.6 The person may vote in the meeting either in person or by proxies as specifically provided in the notice convening meeting of the shareholders of the Company wherever required.

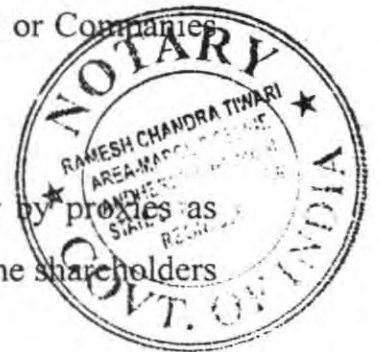
17.7 The details of following documents for the inspection by the members and creditors would also be available at the registered office of the JMCL, TVUPL and RTL.

- Latest audited financial statements of the Company including consolidated financial statements, as applicable
- Copy of the Scheme.

For HANOGPAL TEXTILES LTD  
  
 Director/Authorised Signatory

M/s J M COMMODITIES LTD  
  
 DIRECTOR / AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD  
  
 Director/Authorised Signatory



- Contract or agreement material to the compromise or arrangement – **Not Applicable.**
- The certificate issued by Auditor of the Company to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;

17.8 This scheme will be forwarded / filed with all required regulatory or any other government authorities to seek its approval / no objection / sanctions, if any, as may be required.

17.9 Inter-se relationship between Directors of JMCL, TVUPL and RTL

The directors of JMCL, TVUPL and RTL are as under;

Particulars	JMCL	TVUPL	RTL
Name of Directors	1) Shri Mohanlal Ramgopal Jatia	1) Shri Mohanlal Ramgopal Jatia	1) Shri Sanjay Mohanlal Jatia
	2) Shri Sanjay Mohanlal Jatia	2) Shri Sanjay Mohanlal Jatia	2) Shri Navalkishor Vishwanath Gadia
	3) Shri Panna Lal Jyotshi		3) Shri Surendra Kumar Sitani
	4) Shri Arun Kumar Modi		

**Interse relation with directors of JMCL**

Name of Director	Interse Relations with Directors of RTL
Shri Mohanlala Ramgopal Jatia	Father of Shri. Sanjay Jatia
Shri Sanjay Mohanlal Jatia	Son of Shri. Mohanlal Jatia
Shri Panna Lal Jatia	NIL

For RAMGOPAL TEXTILES LTD

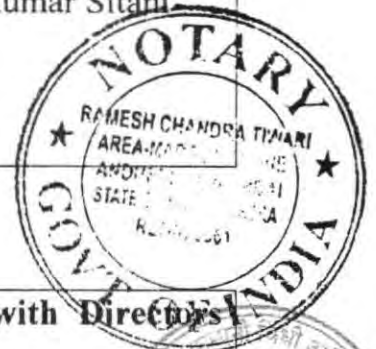
Director/Authorised Signatory

M/s J M COMMODITIES LTD

DIRECTOR / AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD.

Director/Authorised Signatory



Shri Arun Kumar Modi	NIL
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#### Inter-se relation with directors of TVUPL

Name of Director	Inter-se Relations with Directors of RTL
Shri. Mohanlala Ramgopal Jatia	Father of Shri. Sanjay Jatia
Shri. Sanjay Mohanlal Jatia	Son of Shri. Mohanlal Jatia

#### 18. REVOCATION OF THE SCHEME:

18.1 In the event of any of the said sanctions and approvals referred to in Clause 17. 2 above, not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the NCLT and/or order or orders not being passed as aforesaid before 31<sup>st</sup> December, 2020 or such other date as may be mutually agreed upon by the respective Board of Directors of JMCL, TVUPL and RTL, who are hereby empowered and authorized to agree to and extend the aforesaid period from time to time without any limitations in exercise of their powers through and by their respective delegate(s), this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* JMCL, TVUPL and RTL or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each Company shall bear its own costs unless otherwise mutually agreed. Further, the Board of Directors of JMCL, TVUPL and RTL shall be entitled to revoke, cancel and declare the Scheme of no effect, if such Boards are of view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have adverse implication on the companies herein.

M/s J M COMMODITIES LTD

For RAMGOPAL TEXTILES LTD

Director/Authorised Signatory

DIRECTOR / AUTH. SIGNATORY

For TARAPUR VASTRA UDYOG P. LTD

Director/Authorised Signatory





**19. VALIDITY OF EXISTING RESOLUTIONS:**

19.1 Upon the coming into effect of this Scheme, the Resolutions, if any, of JMCL and TVUPL, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as Resolutions of RTL and if any such Resolutions have any monetary limits approved under the provisions of the Act or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like Resolutions passed by RTL and shall constitute aggregate of the said limits in RTL.

**20. COST:**

20.1 All costs, charges and expenses including stamp duty and registration fee of any deed, document, instrument or Court's order of JMCL, TVUPL and RTL respectively in relation to or in connection with negotiations leading upto the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement of the said Scheme of Amalgamation (by Absorption) shall be borne and paid by RTL.



For **RAMGOPAL TEXTILES LTD** *May 7/22* Director/Authorised Signatory  
 For **Mrs J M COMMODITIES LTD** *May 7/22* DIRECTOR / AUTH. SIGNATORY  
 For **TARAPUR VASTRA UDYOG P. L** *May 7/22* Director/Authorised Signatory

Certified True Copy \_\_\_\_\_  
 Date of Application 09/12/2022  
 Number of Pages 37  
 Fee Paid Rs. 185/-  
 Applicant called for collection copy on 13/12/22  
 Copy prepared on 13/12/2022  
 Copy issued on 13/12/2022



*R.S. Sonawane*  
 Deputy Registrar 13/12/2022  
 National Company Law Tribunal, Mumbai Bench

**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

## Annexure A5

### 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
	<b>Acquirer</b>							
1)	Ramgopal Textiles Limited	Promoter Group	18,22,500	12.57	*9,17,000	*6.32%	27,39,500	18.89
	<b>PACs</b>							
2)	J M Commodities Limited	Promoter Group	6,65,900	4.59	0	0	NIL	NIL
3)	Tarapur Vastra Udyog Private Limited	Promoter Group	2,51,100	1.73	0	0	NIL	NIL
4)	Sanjay M Jatia	Promoter	61,800	0.43	0	0	61,800	0.43
5)	Mohanlal R Jatia	Promoter	1,35,400	0.93	0	0	1,35,400	0.93
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	10,64,800	7.34	0	0	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	0	0	4,55,000	3.14

# RAMGOPAL TEXTILES LIMITED



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**Regd Office:** 701, Tulsiani Chambers, Free Press Journal Marg,  
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**E-mail:** ramgopal@ramgopalpolytex.com

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 Investment & Trading. Co. Pvt. Ltd	Promoter Group	8,22,196	5.67	0	0	8,22,196	5.67
11)	Ramgopal Synthetics Limited	Promoter Group	8,83,000	6.09	0	0	8,83,000	6.09
12)	Tarapur Synthetics Pvt Ltd	Promoter Group	1,99,600	1.38	0	0	1,99,600	1.38
<b>Total</b>			<b>65,91,796</b>	<b>45.46</b>			<b>65,91,796</b>	<b>45.46</b>

\*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.



**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:

<b>BSE Limited</b> <b>Listing Department</b> <b>P. J. Tower, Dalal Street,</b> <b>Mumbai -400 001</b>  <b>SCRIP CODE: 514223</b>	<b>The Calcutta Stock Exchange Association Ltd</b> <b>7, Lyons Range, Murgighata, Dalhousie, Calcutta</b> <b>- 700001</b>  <b>SCRIP CODE: 10028131</b>
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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 &amp; 3, Gosrani Compound,

Rehnal Village, Bhiwandi, Thane - 421302

# 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

## 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)	<b>Before the acquisition under consideration, holding of:</b>			
	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
	<b>e) Total (a+b+c+d)</b>	<b>65,91,796</b>	<b>45.46%</b>	<b>45.46%</b>
6)	<b>Details of acquisition / sale</b>			
	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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**E-mail:** ramgopal@ramgopalpolytex.com

	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
	<b>e) Total (a+b+c+d)</b>	<b>9,17,000</b>	<b>6.32%</b>	<b>6.32%</b>
7)	<b>After the acquisition / sale, holding of:</b>	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			
	<b>e) Total (a+b+c+d)</b>	<b>65,91,796</b>	<b>45.46%</b>	<b>45.46%</b>
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 (" <b>Transferor Companies</b> ") with Ramgopal Textiles Limited (" <b>Transferee Company</b> ") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" <b>NCLT</b> ") vide its Order pronounced on December 09, 2022 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" <b>MCA</b> "). 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		





# RAMGOPAL TEXTILES LIMITED



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**E-mail:** ramgopal@ramgopalpolytex.com

		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)



# RAMGOPAL TEXTILES LIMITED



CIN: U17120MH1979PLC020952

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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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**E-mail:** ramgopal@ramgopalpolytex.com

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

\*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.





# RAMGOPAL TEXTILES LIMITED



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**E-mail:** ramgopal@ramgopalpolytex.com

**Date:** January 05, 2023

To,

<b>BSE Limited</b> <b>Listing Department</b> <b>P. J. Tower, Dalal Street,</b> <b>Mumbai -400 001</b>  <b>SCRIP CODE: 514223</b>	<b>The Calcutta Stock Exchange Association Ltd</b> <b>7, Lyons Range, Murgighata, Dalhousie, Calcutta</b> <b>- 700001</b>  <b>SCRIP CODE: 10028131</b>
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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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E-mail: ramgopal@ramgopalpolytex.com

## 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)	<b>Before the acquisition under consideration, holding of:</b>			
	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
	<b>e) Total (a+b+c+d)</b>	<b>65,91,796</b>	<b>45.46%</b>	<b>45.46%</b>
6)	<b>Details of acquisition / sale</b>			
	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
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**E-mail:** ramgopal@ramgopalpolytex.com

	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
	<b>e) Total (a+b+c+d)</b>	<b>9,17,000</b>	<b>6.32%</b>	<b>6.32%</b>
7)	<b>After the acquisition / sale, holding of:</b>	65,91,796	45.46%	45.46%
	a) Shares carrying voting rights acquired (Refer Annexure I)	NIL	N.A	N.A
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	<b>e) Total (a+b+c+d)</b>	<b>65,91,796</b>	<b>45.46%</b>	<b>45.46%</b>
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 (" <b>Transferor Companies</b> ") with Ramgopal Textiles Limited (" <b>Transferee Company</b> ") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" <b>NCLT</b> ") vide its Order pronounced on December 09, 2022 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" <b>MCA</b> "). 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		





# RAMGOPAL TEXTILES LIMITED



**CIN:** U17120MH1979PLC020952

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**E-mail:** ramgopal@ramgopalpolytex.com

		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)**



# RAMGOPAL TEXTILES LIMITED



CIN: U17120MH1979PLC020952

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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
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10)	Ramgopal Investment & Trading, Co. Pvt. Ltd	Promoter Group	8,22,196	5.67			8,22,196	5.67
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	Synthetics Limited	Group						
12)	Tarapur Synthetics Pvt Ltd	Promoter Group	1,99,600	1.38			1,99,600	1.38
	<b>Total</b>		<b>65,91,796</b>	<b>45.46</b>			<b>65,91,796</b>	<b>45.46</b>

\*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.





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**E-mail:** ramgopal@ramgopalpolytex.com

**Date:** January 05, 2023

To,

<b>BSE Limited</b> <b>Listing Department</b> <b>P. J. Tower, Dalal Street,</b> <b>Mumbai -400 001</b>  <b>SCRIP CODE: 514223</b>	<b>The Calcutta Stock Exchange Association Ltd</b> <b>7, Lyons Range, Murgighata, Dalhousie, Calcutta</b> <b>- 700001</b>  <b>SCRIP CODE: 10028131</b>
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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)	<b>Before the acquisition under consideration, holding of:</b>			
	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
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6)	<b>Details of acquisition / sale</b>			
	a) #Shares carrying voting rights acquired / sold (Refer Annexure I)	#9,17,000	#6.32%	#6.32%
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# 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

	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
	<b>e) Total (a+b+c+d)</b>	<b>9,17,000</b>	<b>6.32%</b>	<b>6.32%</b>
7)	<b>After the acquisition / sale, holding of:</b>	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			
	<b>e) Total (a+b+c+d)</b>	<b>65,91,796</b>	<b>45.46%</b>	<b>45.46%</b>
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 (" <b>Transferor Companies</b> ") with Ramgopal Textiles Limited (" <b>Transferee Company</b> ") as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" <b>NCLT</b> ") vide its Order pronounced on December 09, 2022 which shall be effective after filing of said NCLT order with Ministry of Corporate Affairs (" <b>MCA</b> "). 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
	<b>Total</b>		<b>65,91,796</b>	<b>45.46</b>			<b>65,91,796</b>	<b>45.46</b>

\*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.

