

RAMGOPAL TEXTILES LIMITED



CIN: U17120MH1979PLC020952

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

Tel: + 91-22-61396800, 22834838

E-mail: ramgopal@ramgopalpolytex.com

Date: January 05, 2023

To,

BSE Limited Listing Department P. J. Tower, Dalal Street, Mumbai -400 001 SCRIP CODE: 514223	The Calcutta Stock Exchange Association Ltd 7, Lyons Range, Murgighata, Dalhousie, Calcutta - 700001 SCRIP CODE: 10028131
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Subject: Disclosures under Regulation 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 (" Transferor Companies ") to Ramgopal Textiles Limited (" Transferee Company ") pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (" NCLT ") vide its Order pronounced on 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.
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, ○ whether disclosure was made and whether it was made within the timeline specified under the regulations. ○ date of filing with the stock exchange.	Not Applicable (“NA”)			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	NA		NA	
	b. Date of acquisition	NA		NA	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	NA		NA	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	NA		NA	
	e. Price at which shares are proposed to be acquired / actually acquired	NA		NA	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a. Each Acquirer / Transferee(*)	As per Annexure I		As per Annexure I	
	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
a. Each Acquirer / Transferee(*)				
Ramgopal Textiles Limited	18,22,500	12.57%	27,39,500	18.89%
Total (a)	18,22,500	12.57%	27,39,500	18.89%
b. Each Seller / Transferor				
J M Commodities Limited	6,65,900	4.59%	NIL	NIL
Tarapur Vastra Udyog Private Limited	2,51,100	1.73%	NIL	NIL
Total (b)	9,17,000	6.32%	NIL	NIL
Total (a+b)	27,39,500	18.89%	27,39,500	18.89%

