

Nath pulp & paper mills ltd.

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Date: Friday, October 25, 2019

To,
The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

BSE Scrip Code: 502407

Ref: Scheme of Arrangement and Amalgamation between Nath Pulp and Paper Mills Limited ("NPPML/Company") and Nath Industrial Chemicals Limited ("NICL") (hereinafter referred as "Transferor Companies") and Rama Pulp And Papers Limited ("RPPL" or "Transferee Company") and their respective Shareholders ("Scheme")

Sub: Intimation of Record Date as per Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

With reference to the captioned subject and pursuant to the order dated August 22, 2019 passed by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench in terms of Section 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 received on October 24, 2019, we hereby inform you that **Friday, November 08, 2019 has been fixed as Record Date** for determining the eligibility of the shareholders of the Company to whom Equity Shares of Transferee Company will be issued in terms of the scheme i.e the Transferee Company shall issue and allot to the Shareholders of the Company, 1 (One) Equity Share of RPPL of Rs.10/- each credited as fully paid up for every 2 (Two) Equity Shares of NPPML of Rs. 10/- each fully paid up.

Please consider this as notice under Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly find enclosed herewith the Synopsis of the Scheme of Arrangement and Amalgamation between Nath Pulp and Paper Mills Limited and Nath Industrial Chemicals Limited and Rama Pulp And Papers Limited and their Respective Shareholders under Section 230 to 232 read with Section 66 of the Companies Act,



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2013 and other applicable provisions of the Companies Act, 2013 as **Annexure 1** to enable you to fix the Record Date for the aforesaid purpose.

Kindly take it on your records and do the needful.

Thanking you,

For Nath Pulp and Paper Mills Limited


Authorised Signatory

SYNOPSIS OF SCHEME OF ARRANGEMENT AND AMALGAMATION BETWEEN NATH PULP AND PAPER MILLS LIMITED AND NATH INDUSTRIAL CHEMICALS LIMITED AND RAMA PULP AND PAPERS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS PURSUANT TO SECTION 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013.

Pursuant to Scheme of Arrangement and Amalgamation between Nath Pulp And Paper Mills Limited and Nath Industrial Chemicals Limited and Rama Pulp And Papers Limited and their Respective Shareholders under Section 230 to 232 read with Section 66 of the Companies Act, 2013 duly sanctioned by Honourable National Company Law Tribunal ("NCLT"), Mumbai Bench vide their Order dated August 22, 2019, we give you herewith synopsis of the Scheme:

- a) The Scheme envisages reducing and consolidating the Equity Share Capital of Rama Pulp and Papers Limited. It is also intended to amalgamate Nath Pulp and Paper Mills Limited and Nath Industrial Chemicals Limited with Rama Pulp and Papers Limited.
- b) **"Appointed Date"** shall mean 1st April 2017 or such other date as may be fixed by the Tribunal.
- c) **"Effective Date"** means the date on which certified copies of the NCLT order sanctioning this Scheme is filed with the Registrar of Companies, Mumbai or the date of approval required to be obtained from a statutory authority is obtained, whichever is later.
- d) **"NPPML" or "The Transferor Company I"** means Nath Pulp and Paper Mills Limited, a company incorporated under the Companies Act, 1956, and having its registered office at Nath House, Nath Road, Aurangabad- 431005.
- e) **"NICL" or "The Transferor Company II"** means Nath Industrial Chemicals Limited, a company incorporated under the Companies Act, 1956, and having its registered office at 1-Chateau Windsor, 86 Veer Nariman Road Churchgate, Mumbai - 400020.
- f) **"RPPL" or "The Transferee Company"** means Rama Pulp and Papers Limited, a company incorporated under the Companies Act, 1956, and having its registered office at Nath House, Nath Road, Aurangabad - 431005.
- g) **"Record Date" or "Specified Date"** means the date to be fixed by the Board of Directors of RPPL for the purpose of issue of share to shareholders of RPPL on reduction and consolidation of Equity Shares of RPPL and date fixed by the Board of Directors of NPPML and NICL for the purpose of determining the members of NPPML and NICL respectively to whom shares of RPPL will be allotted pursuant to the Scheme.
- h) **"The Transferor Companies"** means collectively NPPML and NICL "the Transferor Company" means individually each of them.
- i) **"Undertaking"** means and include (without limitation):
 - i. All the properties whether movable or immovable, tangible and intangible, corporeal or incorporeal, intellectual property whether in possession or reversion, present or contingent, fixed assets, debtors, current assets, investments, loans and advances, powers, licenses, tenancy rights, tenancy licenses, registrations, contracts, engagements, arrangements, rights, titles, interests, benefits and advantages of whatsoever nature and where so ever situated belonging to or in the ownership, and all other interests belonging to or in the ownership, power or possession or in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies (hereinafter referred to as "the said Assets".)



- ii. All the debts, liabilities, duties, obligations and guarantees of the Transferor Companies (hereinafter referred to as "the said Liabilities");
 - iii. Without prejudice to the generality of sub-clauses 3.9.1 and 3.9.2 of the Scheme, the Undertaking of the Transferor Companies all assets including investments, claims, powers, consents, registrations, contracts, enactments, arrangements, rights, titles, interest, benefits, advantages, lease-hold rights and, systems of any kind whatsoever, and benefits of all agreements and other interests including rights and benefits under various schemes of different taxation laws as may belong to or be available to the Transferor Companies, rights and powers of every kind, nature and description of whatsoever probabilities, liberties, easements, advantages, and approval of, whatsoever nature and where so ever situated, belonging to or in ownership, power or possession or control or entitlement of the Transferor Companies.
- j) As an integral part of the Scheme, the issued, subscribed and paid up equity share capital of the Transferee Company shall stand reduced by reducing the face value of the equity shares from the present sum Rs. 11,00,00,000 divided into 1,10,00,000 equity shares of Rs. 10/- each fully paid up to Rs. 5,50,00,000 divided into 1,10,00,000 equity shares of Rs.5/- each fully paid up.
- k) Simultaneously with the reduction of Share Capital in accordance with clause 5.1 of the Scheme the reduced face value of Rs. 5/- each shall be consolidated into Equity Shares of Rs. 10/- each fully paid up. Accordingly the Transferee Company shall issue to its shareholders 1 (One) Equity Shares of Rs. 10/- each for every 2(Two) Equity Shares of the face value of Rs. 5/-each after effecting reduction.
- l) If any shareholder of the Transferee Company becomes entitled to fractional shares, entitlements on the issue and allotment of equity shares by the Transferee Company in accordance with Clause 5.1 and 5.2 of this Scheme, the Board of Directors of the Transferee Company shall consolidate all such fractional entitlements and shall, without any further application, act, instrument or deed, issue and allot such consolidated Equity Shares directly to an individual trust or a board of trustees or a corporate trustee nominated by the Transferee Company (the "Trustee"), who shall hold such equity shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such equity shares in the market at such price or prices and on such time or times, as the Trustee may in its sole discretion decide and on such sale pay to shareholders of the Transferee Company, the net sale proceeds thereof and any additions and accretions, whereupon the Transferee Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Transferee Company in proportion to their respective fractional entitlements.
- m) Upon transfer of Undertaking into the Transferee Company and the arrangement becoming effective in terms of the Scheme, the Transferee Company shall without any further application, issue and allot to the shareholders of the Transferor Company I, 1 (ONE) Equity Share of Rs. 10/- (Rupees Ten only) each credited as fully paid-up in the capital of the Transferee Company to the Equity Shareholders of the Transferor Company I whose names appear in the register of members of the Transferor Company I on the Record Date to be fixed by the Board of Directors of the Transferor Company I for every 2 (TWO) Equity Share of Rs.10/- each fully paid up held by said Equity Shareholders in the Transferor Company I or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title, as the case may be.
- n) Upon transfer of Undertaking into the Transferee Company and the arrangement becoming effective in terms of the Scheme, the Transferee Company shall without any further application, issue and allot to the shareholders of the Transferor Company II, 180 (One Hundred Eighty) Equity Share of Rs.10/- (Rupees Ten only) each credited as fully paid-up in the capital of the Transferee Company to the Equity Shareholders of the Transferor Company II whose names

appear in the register of members of the Transferor Company II on the Record Date to be fixed by the Board of Directors of the Transferor Company II for every 100 (One Hundred) Equity Share of Rs. 10/- each fully paid up held by said Equity Shareholders in the Transferor Company II or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title, as the case may be.

- o) If any shareholder of the Transferor Companies becomes entitled to fractional shares, entitlements on the issue and allotment of equity shares by the Transferee Company in accordance with Clause 10.1 and 10.2 of the Scheme, the Board of Directors of the Transferee Company shall consolidate all such fractional shares entitlement and shall, without any further application, act, instrument or deed, issue and allot such consolidated equity shares directly to an individual trust or a board of trustees or a corporate trustee nominated by the Transferee Company (the "Trustee"), who shall hold such equity shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such equity shares in the market at such price or prices and on such time or times, as the Trustee may in its sole discretion decide and on such sale pay to respective shareholders of the Transferor Companies, the net sale proceeds thereof and any additions and accretions, whereupon the Transferee Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Transferor Companies in proportion to their respective fractional entitlements.
- p) As an integral part of the Scheme, and, upon the coming into effect of the Scheme, the name of the Transferee Company shall stand changed to "Nath Industries Limited" or such other name as may be made available without following the procedure laid down under the provisions of the Companies Act, 2013 and in pursuant to Section 13 read with relevant Rules under Companies Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013. However, approval of the Scheme shall be deemed to be the approval for change of name as may be required. The Transferee Company shall file the requisite forms with the Registrar of Companies for such change in name.

For Nath Pulp and Paper Mills Limited



Authorised Signatory