

ZIYAN DEVELOPERS LLP

(FORMERLY ZIYAN DEVELOPERS PRIVATE LIMITED)

LLPIN : AAM-0785

Ref: ZDL/001/2017-18

Date: 26.02.2018

**DGM- Department of Corporate Services
BSE Limited**
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400001

**Listing Department
National Stock Exchange of India**
'Exchange Plaza', Bandra Kurla Complex,
Mumbai-400051

**The Secretary
Rupa & Company Limited**
1, Ho Chi Minh Sarani, Metro plaza, 8 floor
Kolkata-700071

Subject: Disclosure pursuant to Regulation 29(1) of SEBI (SAST) Regulations, 2011

Dear Sir,

Pursuant to Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 2011, please find the necessary information in format prescribed under the said Regulation.

Please note that this reporting / intimation is pursuant to the conversion of Ziyen Developers Private Limited ("**Company**") duly incorporated on November 9, 2016 under the provisions of Companies Act, 2013 into Ziyen Developers LLP ("**LLP**") bearing LLPIN AAM-0785 under Section 58(1) of Limited Liability Partnership Act, 2008 ("**LLP Act**") vide certificate of conversion dated 22.02.2018.

On and from the date of registration, being 22.02.2018, as specified in the certificate of registration issued under Section 58(1) of the LLP Act and in accordance with Clause 6 of Schedule III and other relevant provisions of Chapter X and Schedule III of the LLP Act following shall be effected:

(i) All tangibles (movable or immovable) and intangible property vested in the Company, all assets, interests, rights, privileges, liabilities, obligations relating to the Company and the whole of the undertaking of the Company shall be transferred to and shall vest in the LLP without further assurance, act or deed and

(ii) The Company shall be deemed to be dissolved and removed from the records of the Registrar of Companies.

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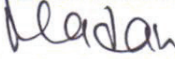
By the virtue of the aforesaid legal provision, all assets of the Company including 86,50,000 equity shares of Rupa & Company Ltd. ("Target Company") shall stand vested in the name of LLP. Accordingly, we are in the process of applying for PAN and opening of Demat account in the name of LLP, post which aforesaid investment in the Target Company shall be marked/vested/shifted in the name of the LLP.

Kindly take the same on record and acknowledge the receipt.

Yours Faithfully

For Ziyen Developers LLP
(Formerly Ziyen Developers Private Limited)

ZIYAN DEVELOPERS LLP


Designated Partner

Madan Mohan Pathak
Designated Partner
DIN: 01107616
(Nominee of MLD Commercial (P) Ltd.)

Date: 26.02.2018

Place: Kolkata

Encl: As above

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DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Part-A- Details of the Acquisition

1. Name of the Target Company (TC)	Rupa & Company Ltd.		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Ziyan Developers LLP		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	-	-	-
Details of acquisition			
a) Shares carrying voting rights acquired	86,50,000	10.88%	10.88%

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b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	86,50,000	10.88%	10.88%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	86,50,000	10.88%	10.88%
b) VRs otherwise than by equity shares	-	-	-
c) 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.	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	86,50,000	10.88%	10.88%
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Acquisition by way of succession This reporting is due to Conversion of Company into LLP (Ziyan Developers Private Limited into Ziyan Developers LLP) pursuant to the Certificate of Registration on conversion issued under the provisions of Section 58(1) of the LLP Act, 2008. Actual transfer of shares by the LLP from erstwhile Company would take place in due course of time after opening of Demat account of the LLP.		
7. Salient features of the securities	Equity Shares of face value of Re. 1 each.		

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acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	
8. Date of acquisition of/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	22 nd February, 2018 (Date of conversion of Ziyen Developers Private Limited into Ziyen Developer LLP)
9. Equity share capital / total voting capital of the TC before the said acquisition	Rs.7,95,24,560 comprising 7,95,24,560 equity shares of the TC of face value of Re. 1 each.
10. Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 7,95,24,560 comprising 7,95,24,560 equity shares of the TC of face value of Re. 1 each.
11. Total diluted share/voting capital of the TC after the said acquisition	Rs. 7,95,24,560 comprising 7,95,24,560 equity shares of the TC of face value of Re. 1 each.

Note:

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

(**) 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.

For Ziyen Developers LLP

(Formerly known as Ziyen Developers Private Limited)

ZIYAN DEVELOPERS LLP

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