

NAGESHWAR ADVISORY SERVICES LLP

Jindal Towers, 21/1A/3, Darga Road, Block-B,
Unit - 502, 5th Floor, Kolkata-700 017.
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LLPIN No. : AAA-2355

March 20, 2015

To,
The BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

To,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata 700001

To,
Jaipur Stock Exchange Limited
Stock Exchange Building,
JLN Marg, Malviya
Nagar, Jaipur-302017

Ref: Rupa & Co. Limited

**Sub: Disclosures under the Regulation 29(2) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/Madam,

Pursuant to the Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith the disclosures regarding acquisition of shares of Rupa & Co. Limited.

This is for your information and records.

Thanking you,

Yours faithfully,

For Nageshwar Advisory Services LLP


Authorised Signatory

✓ CC: Rupa & Co. Limited
Metro Tower, 8th Floor,
1 Ho Chi Minh Sarani,
Kolkata - 700071

Encl: As above

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

Name of the Target Company (TC)	Rupa & Co. Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	1. Topview Enclaves LLP 2. Shri Krishna Creative Ideas LLP 3. Standard Credit Capital Private Limited 4. Standard Textiles Private Limited 5. Nageshwar Advisory Services LLP 6. Padmakar Advisors Limited 7. Mihit Consultancy Services Limited		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited 2. BSE Limited 3. Calcutta Stock Exchange Limited 4. Jaipur Stock Exchange Limited		
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 (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	67,15,257	8.44%	8.44%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	5,13,183	0.65%	0.65%
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)	72,28,440	9.09%	9.09%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	149,738	0.19%	0.19%
b) VRs acquired /sold otherwise than by 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/sold	5,13,183	0.65%	0.65%
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+d)	(3,63,445)	(0.46%)	(0.46%)
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	68,64,995	8.63%	8.63%
b) Shares encumbered with the acquirer	-	-	-
c) VRs 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) after acquisition	-	-	-
e) Total (a+b+c+d)	68,64,995	8.63%	8.63%
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Refer Note – 1.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	-		
Equity share capital / total voting capital of the TC before the said acquisition/sale	7,95,24,560 shares of Re.1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	7,95,24,560 shares of Re.1/- each		
Total diluted share/voting capital of the TC after the said acquisition/sale	7,95,24,560 shares 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 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.

Signature of the acquirer / Seller  Authorised Signatory

Place: Kolkata

Date: 20/03/2015



Note - 1

Topview Enclaves LLP, Shri Krishna Creative Ideas LLP, Microsec Financial Services Limited, Padmakar Advisors Limited and Mihit Consultancy Services Limited are part of the same group.

Presently, Standard Textiles Private Limited and Standard Credit Capital Private Limited are holding 18,46,000 (2.32%) equity shares and 18,30,000 (2.30%) equity shares of Rupa & Company Limited, respectively.

Padmakar Advisors Limited and Mihit Consultancy Services Limited, on March 18, 2015 and March 20, 2015 respectively, became designated partners in Sarvopari Consultants LLP which holds 99.93% in Standard Credit Capital Private Limited. Further, Padmakar Advisors Limited and Mihit Consultancy Services Limited, on March 18, 2015 and March 20, 2015 respectively, became designated partners in Virochon Consultants LLP which holds 99.93% in Standard Textiles Private Limited.

Nageshwar Advisory Services LLP holding 1,83,165 (0.23%) shares has become a part of the Group and Topview Farming LLP ceased to be a part of the group. Further, Topview Enclaves LLP has sold 33,427 (0.04%) shares on various dates in the market through stock exchange.

Further, 5,13,183 (0.65%) shares of Rupa & Company Limited which were under pledge with Microsec Financial Services Limited have been released on various dates and as on date of this disclosure, there are no shares under pledge with Microsec Financial Services Limited.

Holding details are as under:

Name	No. of shares	Percentage
Topview Enclaves LLP	5,830	0.01%
Shri Krishna Creative Ideas LLP	30,00,000	3.77%
Standard Credit Capital Private Limited	18,30,000	2.30%
Standard Textiles Private Limited	18,46,000	2.32%
Nageshwar Advisory Services LLP	1,83,165	0.23%
Total	68,64,995	8.63%

