

ULLAS SALES PROMOTION LLP

(Formerly Ullas Sales Promotion Limited)

LLPIN: AAR-7211

Regd. Office: 31, Shibtolla Street, P S Posta, Kolkata 700 007

Email: ullassalespromotion@gmail.com; **Contact No.:** 033 2274 8627

Date: 27/01/2020

To,

The Listing Department National Stock Exchange of India Ltd Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 NSE Symbol: RUPA	The Department of Corporate Services BSE Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 533552	The Company Secretary Rupa & Company Limited Metro Tower, 8 th Floor, 1 Ho Chi Minh Sarani, Kolkata - 700 071
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Sub: Submission of disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Respected Sir/ Madam,

Please find annexed disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In this connection please note that this disclosure is necessitated due to conversion of Ullas Sales Promotion Limited (CIN: U51909WB1994PLC063192) (the "USPL") into Ullas Sales Promotion LLP (LLPIN: AAR-7211) (the "USPLLP") with effect from 24/01/2020, vide, Certificate of Registration on Conversion dated 24/01/2020 issued under Section 58(1) of the LLP Act, 2008.

Further, consequent to conversion of the USPL into the USPLLP, 2,16,30,860 Equity Shares of Re.1 each of Rupa & Company Limited ("Target Company"), equivalent to 27.20% of the paid up capital, held in the name of USPL, stands vested in the name of USPLLP. However, actual transfer of aforesaid shares shall take place after getting PAN of the USPLLP as well as opening of Demat Account of the USPLLP.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For **Ullas Sales Promotion LLP**
(formerly Ullas Sales Promotion Limited)



Rajnish Agarwal

Designated Partner

DIN: 00250271



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

Sl.	Particulars	Particulars																																																						
1.	Name of the Target Company (TC)	Rupa & Company Limited																																																						
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Ullas Sales Promotion LLP – Acquirer (Formerly Ullas Sales Promotion Limited) Person Acting in Concert: <table><tr><td>1</td><td>Prahlad Rai Agarwala jointly with Ghanshyam Prasad Agarwal and Kunj Bihari Agarwal, on behalf of a partnership firm, M/s Binod Hosiery</td></tr><tr><td>2</td><td>Prahlad Rai Agarwal</td></tr><tr><td>3</td><td>Vikash Agarwal</td></tr><tr><td>4</td><td>Ravi Agarwal</td></tr><tr><td>5</td><td>Ghanshyam Prasad Agarwal</td></tr><tr><td>6</td><td>Kunj Bihari Agarwal</td></tr><tr><td>7</td><td>Rajnish Agarwal</td></tr><tr><td>8</td><td>Manish Agarwal</td></tr><tr><td>9</td><td>Suresh Agarwal</td></tr><tr><td>10</td><td>Ramesh Agarwal</td></tr><tr><td>11</td><td>Shanti Devi Agarwal</td></tr><tr><td>12</td><td>Mukesh Agarwal</td></tr><tr><td>13</td><td>Kunj Bihari Agarwal (HUF)</td></tr><tr><td>14</td><td>Pushpa Devi Agarwal</td></tr><tr><td>15</td><td>Lalita Devi Agarwal</td></tr><tr><td>16</td><td>Seema Agarwal</td></tr><tr><td>17</td><td>Mukesh Kumar Agarwal – HUF</td></tr><tr><td>18</td><td>Sudha Agarwal</td></tr><tr><td>19</td><td>Seema Agarwal</td></tr><tr><td>20</td><td>Ghanshyam Prasad Manish Kumar– HUF</td></tr><tr><td>21</td><td>Prahlad Rai Suresh Kumar – HUF</td></tr><tr><td>22</td><td>Sarita Patwari</td></tr><tr><td>23</td><td>Suresh Kumar Agarwal – HUF</td></tr><tr><td>24</td><td>Ravi Agarwal – HUF</td></tr><tr><td>25</td><td>Shalini Agarwal</td></tr><tr><td>26</td><td>Sidhant Credit Capital Ltd.</td></tr><tr><td>27</td><td>Ullas Sales Promotion Limited</td></tr></table>	1	Prahlad Rai Agarwala jointly with Ghanshyam Prasad Agarwal and Kunj Bihari Agarwal, on behalf of a partnership firm, M/s Binod Hosiery	2	Prahlad Rai Agarwal	3	Vikash Agarwal	4	Ravi Agarwal	5	Ghanshyam Prasad Agarwal	6	Kunj Bihari Agarwal	7	Rajnish Agarwal	8	Manish Agarwal	9	Suresh Agarwal	10	Ramesh Agarwal	11	Shanti Devi Agarwal	12	Mukesh Agarwal	13	Kunj Bihari Agarwal (HUF)	14	Pushpa Devi Agarwal	15	Lalita Devi Agarwal	16	Seema Agarwal	17	Mukesh Kumar Agarwal – HUF	18	Sudha Agarwal	19	Seema Agarwal	20	Ghanshyam Prasad Manish Kumar– HUF	21	Prahlad Rai Suresh Kumar – HUF	22	Sarita Patwari	23	Suresh Kumar Agarwal – HUF	24	Ravi Agarwal – HUF	25	Shalini Agarwal	26	Sidhant Credit Capital Ltd.	27	Ullas Sales Promotion Limited
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		(Converted into Ullas Sales Promotion LLP)		
3.	Whether the acquirer belongs to Promoter/ Promoter group	Yes		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Ltd 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 (For details please refer Annexure A)	5,82,75,545	73.28	73.28	
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil	
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil	
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)	Nil	Nil	Nil	
e) Total (a+b+c+d)	5,82,75,545	73.28	73.28	
Details of acquisition				
a) Shares carrying voting rights acquired (For details please refer Annexure A)	2,16,30,860	27.20	27.20	
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil	
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	Nil	Nil	Nil	
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil	
e) Total (a+b+c+d)	2,16,30,860	27.20	27.20	
After the acquisition/sale, holding of acquirer along with PACs of:				
a) Shares carrying voting rights (For details please refer Annexure A)	5,82,75,545	73.28	73.28	
b) VRs otherwise than by equity shares	Nil	Nil	Nil	
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	Nil	Nil	Nil	

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	d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
	e) Total (a+b+c+d)	5,82,75,545	73.28	73.28
6.	Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment/ inter-se transfer/ encumbrance, etc.)	Acquisition by way of succession Ullas Sales Promotion Limited ("USPL") has been converted into Ullas Sales Promotion LLP ("USPLLP") with effect from 24/01/2020, vide, Certificate of Registration on Conversion dated 24/01/2020 issued under Section 58(1) of the LLP Act, 2008. Further, consequent to conversion of USPL into the USPLLP, 2,16,30,860 Equity Shares of Re.1 each of Rupa & Company Limited ("Target Company"), equivalent to 27.20% of the paid up capital, stands vested in the name of USPLLP. However, actual transfer of shares shall take place after getting PAN of the USPLLP as well as opening of Demat Account of the USPLLP.		
7.	Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity Shares of face value Re. 1 each		
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	24/01/2020 Date of conversion of Ullas Sales Promotion Limited into Ullas Sales Promotion 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.		

Signature of the acquirer/ Authorised Signatory

Place: Kolkata

Date: 27/01/2020

For Ullas Sales Promotion LLP
(Formerly Ullas Sales Promotion Limited)


Rajnish Agarwal
Designated Partner, DIN: 00250271



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Annexure – A

Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
	No. of Shares	% w.r.t total share capital of TC (*)	No. of Shares	% w.r.t total share capital of TC
Ullas Sales Promotion LLP – Acquirer (Formerly Ullas Sales Promotion Limited)	Nil	Nil	2,16,30,860	27.20
Ullas Sales Promotion Limited – Transferor (Converted into Ullas Sales Promotion LLP)	2,16,30,860	27.20	Nil	Nil
Person acting in concert				
Prahlad Rai Agarwala jointly with Ghanshyam Prasad Agarwal and Kunj Bihari Agarwal, on behalf of a partnership firm, M/s Binod Hosiery	1,67,63,656	21.08	1,67,63,656	21.08
Prahlad Rai Agarwal	28,88,876	3.63	28,88,876	3.63
Vikash Agarwal	17,55,440	2.21	17,55,440	2.21
Ravi Agarwal	17,42,630	2.19	17,42,630	2.19
Ghanshyam Prasad Agarwal	13,17,148	1.66	13,17,148	1.66
Kunj Bihari Agarwal	12,77,965	1.61	12,77,965	1.61
Rajnish Agarwal	12,43,370	1.56	12,43,370	1.56
Manish Agarwal	12,32,550	1.55	12,32,550	1.55
Suresh Agarwal	10,66,570	1.34	10,66,570	1.34
Ramesh Agarwal	10,59,230	1.33	10,59,230	1.33
Shanti Devi Agarwal	7,76,320	0.98	7,76,320	0.98
Mukesh Agarwal	7,29,550	0.92	7,29,550	0.92
Kunj Bihari Agarwal (HUF)	6,65,330	0.84	6,65,330	0.84
Pushpa Devi Agarwal	5,93,920	0.75	5,93,920	0.75
Lalita Devi Agarwal	3,46,310	0.44	3,46,310	0.44
Seema Agarwal	2,93,640	0.37	2,93,640	0.37
Mukesh Kumar Agarwal – HUF	2,82,510	0.36	2,82,510	0.36
Sudha Agarwal	2,74,720	0.35	2,74,720	0.35
Seema Agarwal	2,20,160	0.28	2,20,160	0.28
Ghanshyam Prasad Manish Kumar – HUF	1,85,090	0.23	1,85,090	0.23
Prahlad Rai Suresh Kumar – HUF	1,51,970	0.19	1,51,970	0.19
Sarita Patwari	52,600	0.07	52,600	0.07
Suresh Kumar Agarwal – HUF	13,630	0.02	13,630	0.02
Ravi Agarwal – HUF	11,690	0.01	11,690	0.01
Shalini Agarwal	7,790	0.01	7,790	0.01
Sidhant Credit Capital Ltd.	16,92,020	2.13	16,92,020	2.13
Total	5,82,75,545	73.29	5,82,75,545	73.29

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Rajnish Agarwal
Designated Partner, DIN: 00250271