

RAJNISH ENTERPRISES LTD

Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071

Phone No.: +91-33-4057 3100, Email ID: cs.rel@rupa.co.in

Website: www.rel.net.in

CIN: U51494WB1996PLC081037

Date: 21/08/2019

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- 400 001 Scrip Code: 533552
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Sub: Submission of disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Respected Ma'am/ Sir,

Please find annexed disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and record.

Thanking you.

Yours faithfully,

For **Rajnish Enterprises Limited**

(now merged with Ullas Sales Promotion Private Limited)


Vikash Agarwal

Director

DIN: 00230728



Encl: as above.

CC: Rupa & Company Limited
Metro Tower, 8th Floor,
1, Ho Chi Minh Sarani,
Kolkata - 700 071.

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

Sl. No	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 Pvt Ltd – Acquirer Purvanchal Leasing Ltd – Transferor Rajnish Enterprises Ltd – Transferor Person Acting in Concert: - Prahlad Rai Agarwala jointly with Ghyanshyam Prasad Agarwal and K Bihari Agarwal, on behalf of a partnership firm, M/s Binod Hosliery - Prahlad Rai Agarwal - Vikash Agarwal - Ravi Agarwal - Ghanshyam Prasad Agarwal - Kunj Bihari Agarwal - Rajnish Agarwal - Manish Agarwal - Suresh Agarwal - Ramesh Agarwal - Shanti Devi Agarwal - Mukesh Agarwal - Kunj Bihari Agarwal (HUF) - Pushpa Devi Agarwal - Lalita Devi Agarwal - Seema Agarwal - Mukesh Kumar Agarwal – HUF - Sudha Agarwal - Seema Agarwal - Ghanshyam Prasad Manish Kumar– HUF - Prahlad Rai Suresh Kumar – HUF - Sarita Patwari - Suresh Kumar Agarwal – HUF - Ravi Agarwal – HUF - Shalini Agarwal - Sidhant Credit Capital Ltd.

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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 / 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 (For details please refer Annexure A)	58282046	73.29	73.29
	b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
	c) Voting rights (VR) otherwise than by 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)	58282046	73.29	73.29
Details of acquisition/sale				
	a) Shares carrying voting rights acquired/sold (For details please refer Annexure A)	21630860	27.20	27.20
	b) VRs acquired/ sold otherwise than by 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/sold	Nil	Nil	Nil
	d) Shares encumbered/ invoked/ released by the acquirer	Nil	Nil	Nil
	e) Total (a+b+c+d)	21630860	27.20	27.20
After the acquisition/sale, holding of:				
	a) Shares carrying voting rights (For details please refer Annexure A)	58282046	73.29	73.29
	b) Shares encumbered with the acquirer	Nil	Nil	Nil
	c) VRs otherwise than by 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) after acquisition	Nil	Nil	Nil
	e) Total (a+b+c+d)	58282046	73.29	73.29

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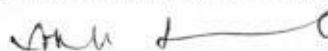
CIN: U51494WB1996PLC081037

6.	Mode of acquisition/ sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment/ inter-se transfer etc).	Hon'ble National Company Law Tribunal, Kolkata Bench, vide its order dated 28/06/2019 has approved a Scheme of Arrangement, where under 2,16,30,860 Equity Shares of face value Re. 1 each (27.20%), aggregately held in the name of Purvanchal Leasing Ltd and Rajnish Enterprises Ltd in Rupa & Company Limited, would be transferred to Ullas Sales Promotion Private Limited. This disclosure necessitated after getting certified copy of the said Order and filing of the same with the respective Registrar of Companies having jurisdiction over the companies. Actual transfer of shares will take place in due course of time.
7.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Effective date of coming into effect of the aforesaid Scheme of Arrangement, i.e. date of filing the certified copy of the order with Registrar of Companies, West Bengal is 21/08/2019.
8.	Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 7,95,24,560 comprising 7,95,24,560 equity shares of the TC of face value of Re. 1 each.
9.	Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 7,95,24,560 comprising 7,95,24,560 equity shares of the TC of face value of Re. 1 each.
10.	Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 7,95,24,560 comprising 7,95,24,560 equity shares of the TC of face value of Re. 1 each.

(*) 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.

For RAJNISH ENTERPRISES LTD.



Authorised Signatory / Director

Signature of the acquirer / seller / Authorised Signatory

Place: Kolkata

Date: 21/08/2019

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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 Private Limited – Acquirer	Nil	Nil	21630860	27.20
Rajnish Enterprises Ltd. - Transferor	15823190	19.90	Nil	Nil
Purvanchal Leasing Limited - Transferor	5807670	7.30	Nil	Nil
Person acting in concert				
Prahlad Rai Agarwala jointly with Ghyanshyam Prasad Agarwal and Kunj Bihari Agarwal, on behalf of a partnership firm, M/s Binod Hosiery	16763656	21.08	16763656	21.08
Prahlad Rai Agarwal	2891340	3.64	2891340	3.64
Vikash Agarwal	1755440	2.21	1755440	2.21
Ravi Agarwal	1742630	2.19	1742630	2.19
Ghanshyam Prasad Agarwal	1319490	1.66	1319490	1.66
Kunj Bihari Agarwal	1279660	1.61	1279660	1.61
Rajnish Agarwal	1243370	1.56	1243370	1.56
Manish Agarwal	1232550	1.55	1232550	1.55
Suresh Agarwal	1066570	1.34	1066570	1.34
Ramesh Agarwal	1059230	1.33	1059230	1.33
Shanti Devi Agarwal	776320	0.98	776320	0.98
Mukesh Agarwal	729550	0.92	729550	0.92
Kunj Bihari Agarwal (HUF)	665330	0.84	665330	0.84
Pushpa Devi Agarwal	593920	0.75	593920	0.75
Lalita Devi Agarwal	346310	0.44	346310	0.44
Seema Agarwal	293640	0.37	293640	0.37
Mukesh Kumar Agarwal – HUF	282510	0.36	282510	0.36
Sudha Agarwal	274720	0.35	274720	0.35
Seema Agarwal	220160	0.28	220160	0.28
Ghanshyam Prasad Manish Kumar – HUF	185090	0.23	185090	0.23
Prahlad Rai Suresh Kumar – HUF	151970	0.19	151970	0.19
Sarita Patwari	52600	0.07	52600	0.07
Suresh Kumar Agarwal – HUF	13630	0.02	13630	0.02
Ravi Agarwal – HUF	11690	0.01	11690	0.01
Shalini Agarwal	7790	0.01	7790	0.01
Sidhant Credit Capital Ltd.	1692020	2.13	1692020	2.13
Total	58282046	73.29	58282046	73.29

For RAJNISH ENTERPRISES LTD.



Authorised Signatory / Director