

RAMESH AGARWAL

Highland Sapphire, 13/2, Ballygaunge Park Road, Ballygunge, Kolkata 700 019

Date: 30.12.2019

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 Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 533552
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Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Respected Ma'am/Sir,

Enclosed please find disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 in the prescribed format with respect to change in shareholding in the promoter group company (Ullas Sales Promotion Limited) of Rupa & Company Limited.

Kindly take the above information on record.

Thanking you.

Yours faithfully,



Ramesh Agarwal

Encl: as above.

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

Sl.	Particulars	Details		
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 Limited (formerly Ullas Sales Promotion Private Limited) ("USPL"), a promoter group entity, is holding 27.20% equity paid up share capital of TC. The individual shareholders belonging to promoter group are collectively holding 68.52% paid up equity share capital of USPL. The individual promoter shareholders have transferred shares by way of inter-se transfer amongst themselves. The details of shareholding of Equity Shares of Rs.10/- each, both pre and post transfer, in USPL is annexed as per 'Annexure-A'.		
3.	Whether the acquirer belongs to Promoter/ Promoter group	Yes (as stated hereinabove)		
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	Please refer Annexure A		
	b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Not Applicable		
	c) Voting rights (VR) otherwise than by equity shares	Not Applicable		
	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)	Not Applicable		
	e) Total (a+b+c+d)	Please refer Annexure A		
	Details of acquisition/sale			
	a) Shares carrying voting rights acquired/ sold	Please refer Annexure A		
	b) VRs acquired/ sold otherwise than by shares	Not Applicable		
	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	Not Applicable		

	d) Shares encumbered/ invoked/ released by the acquirer	Not Applicable
	e) Total (a+b+c+d)	Please refer Annexure A
	After the acquisition/sale, holding of acquirer along with PACs of:	
	a) Shares carrying voting rights	Please refer Annexure A
	b) Shares encumbered with the acquirer	Not Applicable
	c) VRs otherwise than by shares	Not Applicable
	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	Not Applicable
	e) Total (a+b+c+d)	Please refer Annexure A
6.	Mode of acquisition/ sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment/ inter-se transfer etc).	Inter-se transfer Ullas Sales Promotion Limited (formerly Ullas Sales Promotion Private Limited) ("USPL"), a promoter group entity, is holding 27.20% equity paid up share capital of TC. The individual shareholders belonging to promoter group are collectively holding 68.52% paid up equity share capital of USPL. The individual promoter shareholders have transferred shares by way of inter-se transfer amongst themselves. The details of shareholding of Equity Shares of Rs.10/- each, both pre and post transfer, in USPL is annexed as per 'Annexure-A'.
7.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	28/12/2019
9.	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.
10.	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.
11.	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.

*There is no change in the shareholding of the promoter group in Rupa & Company Limited (TC) in view of the transfer of equity shares amongst the promoter group shareholders in Ullas Sales Promotion Limited.

Signature of the acquirer/ seller/ Authorised Signatory

Place: Kolkata

Date: 30/12/2019


Ramesh Agarwal

for self and other promoter group members

Annexure – A

Ullas Sales Promotion Limited – Shareholding Pattern of the holders of Equity Shares of Rs.10 each before Transfer on 28/12/2019

Sl	Name of Shareholders	Number of Shares held	% of holding
1	Ramesh Agarwal	5,955	24.11
2	Ramesh Kumar Agarwal HUF^	5	0.02
3	Suresh Agarwal	1653	6.69
4	Suresh Kumar Agarwal HUF^	5	0.02
5	Shanti Devi Agarwal^	6	0.02
6	Prahlad Rai Agarwal^	11	0.04
7	Sudha Agarwal^	6	0.02
8	Seema Agarwal^	11	0.04
9	Mukesh Agarwal	515	2.09
10	Rajnish Agarwal	1,022	4.14
11	Manish Agarwal	10	0.04
12	Pushpa Devi Agarwal^	7	0.03
13	Ravi Agarwal	2,584	10.46
14	Ravi Agarwal HUF^	5	0.02
15	Lalita Devi Agarwal^	6	0.02
16	Kunj Bihari Agarwal^	16	0.06
17	Vikash Agarwal	5,107	20.68
18	Rupa Global Private Ltd	42	0.17
19	Sidhant Credit Capital Ltd	7,207	29.18
20	Sikar Knits Pvt Ltd	526	2.13
Total		24,699	100.00

^Transferred the shares to other promoter group member shareholders.

Ullas Sales Promotion Limited – Final Shareholding Pattern of the holders Equity Shares of Rs.10 each after Transfer on 28/12/2019

Sl	Name of Shareholders	Number of Shares held	% of holding
1	Ramesh Agarwal	2,820	11.42
2	Suresh Agarwal	2,821	11.42
3	Mukesh Agarwal	1,880	7.61
4	Rajnish Agarwal	1,881	7.62
5	Manish Agarwal	1,880	7.61
6	Ravi Agarwal	2,821	11.42
7	Vikash Agarwal	2,821	11.42
8	Rupa Global Private Ltd	42	0.17
9	Sidhant Credit Capital Ltd	7,207	29.18
10	Sikar Knits Pvt Ltd	526	2.13
Total		24,699	100.00

Place: Kolkata
Date: 30/12/2019


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for self and other promoter group members