

ULLAS SALES PROMOTION PRIVATE LIMITED

31, Shibtolla Street, Kolkata- 700007

CIN: U51909WB1994PTC063192

Phone No.: (033) 2274 8627

Email Id: ullassalespromotion@gmail.com

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
--	---

Sub: Submission of disclosure under Regulation 10(6)- Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Respected Ma'am/ Sir,

Please find annexed enclosed disclosure under Regulation 10(6) in respect acquisition made in reliance upon exemption provided for in Regulation 10(1)(d)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your reference and record.

Thanking you.

Yours faithfully,

For **Ullas Sales Promotion Private Limited**

Mukesh Agarwal

Director

DIN: 02415004

Encl: as above.



ULLAS SALES PROMOTION PRIVATE LIMITED

31, Shibtolla Street, Kolkata- 700007

CIN: U51909WB1994PTC063192

Phone No.: (033) 2274 8627

Email Id: ullassalespromotion@gmail.com

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Rupa & Company Limited	
2.	Name of the acquirer(s)	Ullas Sales Promotion Private Limited	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Ltd BSE Ltd	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Hon'ble National Company Law Tribunal, Kolkata Bench, vide its order dated 28/06/2019 (Certified copy received on 02/08/2019) has approved a Scheme of Arrangement, where under equity shares of Target Company (i.e. Rupa & Company Limited) held by Purvanchal Leasing Ltd and Rajnish Enterprises Ltd in Rupa & Company Limited, of 19.90% and 7.30%, respectively, will be transferred to Ullas Sales Promotion Private Limited. The said order is effective from the date of filing of the order with the Registrar of Companies, in prescribed form INC-28, i.e., 21/08/2019. 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.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	
6.	Whether disclosure of proposed acquisition was required to be made under Regulation 10(5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	No	
7.	Details of acquisition	Disclosures required to be made under Regulation 10(5)	Whether the disclosures under Regulation 10(5) are actually made
	a. Name of the transferor / seller	Not Applicable	Not Applicable
	b. Date of acquisition		
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above		
	d. Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC		
	e. Price at which shares are proposed to be acquired / actually acquired		

ULLAS SALES PROMOTION PRIVATE LIMITED

31, Shibtolla Street, Kolkata- 700007

CIN: U51909WB1994PTC063192

Phone No.: (033) 2274 8627

Email Id: ullassalespromotion@gmail.com

8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. total share capital of TC	No. of shares held	% w.r.t. total share capital of TC
a	Each Acquirer / Transferee(*)				
	Ullas Sales Promotion Private Limited	Nil	Nil	21630860	27.20
	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
	Rajnish Enterprises Ltd.	15823190	19.90	Nil	Nil
	Purvanchal Leasing Limited	5807670	7.30	Nil	Nil
	TOTAL	58282046	73.29	58282046	73.29

ULLAS SALES PROMOTION PRIVATE LIMITED

31, Shibtolla Street, Kolkata- 700007

CIN: U51909WB1994PTC063192

Phone No.: (033) 2274 8627

Email Id: ullassalespromotion@gmail.com

b	Each Seller / Transferor				
	Rajnish Enterprises Ltd.	15823190	19.90	Nil	Nil
	Purvanchal Leasing Limited	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
	Ullas Sales Promotion Private Limited	Nil	Nil	21630860	27.20
	TOTAL	58282046	73.29	58282046	73.29

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Ullas Sales Promotion Pvt. Ltd.

Director/Authorised Signatory