

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 Report to Stock Exchanges in respect of acquisition in reliance upon exemption provided for in Regulation 10(1)(g) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Respected Sir/ Madam,

Please find annexed Report under Regulation 10(6) in respect of acquisition made in reliance upon exemption provided in Regulation 10(1)(g) 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 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 LLP (Formerly Ullas Sales Promotion 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.	<p>2,16,30,860 Equity Shares of Re.1 each of Rupa & Company Limited (TC), equivalent to 27.20% of the paid up capital TC are registered in the name of Ullas Sales Promotion Limited ("USPL"). 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.</p> <p>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, stand vested in the name of USPLLP.</p> <p>However, actual transfer of shares shall take place after getting PAN of the USPLLP as well as opening of Demat Account of the USPLLP.</p>	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(g) 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		

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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 LLP (Formerly Ullas Sales Promotion Limited)	Nil	Nil	2,16,30,860	27.20
	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 Hosier	1,67,63,656	21.08	1,67,63,656	21.08
	Prahlad Rai Agarwal	28,88,876	3.63	28,88,876	3.64
	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
	Ullas Sales Promotion Limited (converted into Ullas Sales Promotion LLP)	2,16,30,860	27.20	Nil	Nil
	TOTAL	5,82,75,545	73.28	5,82,75,545	73.28

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b	Each Seller / Transferor				
	Ullas Sales Promotion Limited (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
	Ullas Sales Promotion LLP (Formerly Ullas Sales Promotion Limited)	Nil	Nil	2,16,30,860	27.20
	TOTAL	5,82,75,545	73.28	5,82,75,545	73.28

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.

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



Rajnish Agarwal
Designated Partner, DIN: 00250271