

ULLAS SALES PROMOTION PRIVATE LIMITED

31, Shibtolla Street, Kolkata- 700007

CIN: U51909WB1994PTC063192

Phone No.: (033) 2274 8627

Email Id: ullassalespromotion@gmail.com

Date: 22/08/2019

To,
Securities and Exchange Board of India
Plot No.C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051, Maharashtra

Sub: Submission of disclosure under Regulation 10(7)- Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Respected Ma'am/ Sir,

We would like to inform that Hon'ble National Company Law Tribunal, Kolkata Bench, vide its Order dated 28/06/2019 (certified copy received on 02/08/2019) has approved Composite Scheme of Arrangement for the Merger of Abhani Securities Pvt Ltd, Purvanchal Leasing Ltd and Rajnish Enterprises Limited with Ullas Sales Promotion Pvt Ltd and also demerger of NBFC Undertaking of Ullas Sales Promotion Pvt Ltd with Sidhant Credit Capital Limited. Further, 2,16,30,860 Equity Shares of face value of 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 Registrar of Companies, West Bengal having jurisdiction over the companies.

Therefore, we enclose herewith disclosure under Regulation 10(7) 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.

We also enclose herewith a Demand Draft bearing No. 076698 dated 22/08/2019 for Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) drawn on Indusind Bank Ltd, as required under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and record.

Thanking you.

Yours faithfully,

For Ullas Sales Promotion Private Limited

Mukesh Agarwal
Director
DIN: 02415004



Encl: as above.

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	Rupa & Company Limited Metro Tower, 8 th Floor, 1 Ho Chi Minh Sarani, Kolkata - 700 071
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Disclosure under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	General Details	
a.	Name, address, telephone no., e-mail of acquirer(s) (In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.)	Name: Ullas Sales Promotion Private Limited Address: 31, Shibtolla Street, Kolkata- 700007 Tel No.: 033- 22748627 Email: ullassalespromotion@gmail.com
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not applicable
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not applicable
2	Compliance of Regulation 10(7)	
a.	Date of report	22/08/2019
b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
3	Compliance of Regulation 10(6)	
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition.	Yes
b.	Date of Report	21/08/2019
4	Details of the Target Company (TC)	
a.	Name & address of TC	Rupa & Company Limited
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	National Stock Exchange of India Ltd BSE Ltd
5	Details of the acquisition	
a.	Date of acquisition	Not applicable

Ullas Sales Promotion Pvt. Ltd

Director/Authorised Signatory

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)

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b.	Acquisition price per share (in Rs.)	Not applicable. As the shares of the Target Company has been acquired pursuant to the Scheme of Arrangement sanctioned by Hon'ble National Company Law Tribunal, Kolkata Bench vide its Order dated 28/06/2019 (certified copy received on 02/08/2019). 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. 2,16,30,860 Equity Shares of face value of 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 Registrar of Companies, West Bengal having jurisdiction over the companies. Actual transfer of shares will take place in due course of time after opening of Demat account of Ullas Sales Promotion Private Limited.			
	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(1), 3(2)			
d.	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
	Name(s) of the acquirer(s) (**)				
	Ullas Sales Promotion Private Limited	Nil	Nil	21630860	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	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

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	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
	Rajnish Enterprises Ltd.	15823190	19.90	Nil	Nil
	Purvanchal Leasing Limited	5807670	7.30	Nil	Nil
	Sidhant Credit Capital Ltd.	1692020	2.13	1692020	2.13
e.	Shareholding of seller/s 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
	Name(s) of the seller(s) (**)				
	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 Ghanshyam Prasad Agarwal and Kunj Bihari Agarwal, on behalf of a partnership firm, M/s Binod Hosiery	16763656	21.08	16763656	21.08
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	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

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	Pushpa Devi Agarwal	593920	0.75	593920	0.75
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	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
6	Information specific to the exemption category to which the instant acquisition belongs- Regulation 10(1)(d)(iii)				
a.	Confirm that the scheme is approved by the order of a court or any other competent authority	This is to confirm that the Scheme of Arrangement was approved by Hon'ble National Company Law Tribunal, Kolkata Bench, vide Order dated 28/06/2019 (certified copy received on 02/08/2019) and filed with Registrar of Companies, West Bengal on 20/08/2019.			
b.	Attached copy of the order mentioned above.	Attached as Annexure- A			
c.	Total consideration paid under the scheme	As per the Scheme of Arrangement, the shareholders of the amalgamating companies shall be issued fully paid-up equity shares/ Optionally Convertible Preference Shares of Ullas Sales Promotion Private Limited			
d.	Component of cash and cash equivalents in the total consideration paid under the scheme. Whether the same is less than twenty-five percent of the total consideration paid under the scheme? (Y/N)	There is no cash component in the scheme. Full consideration has been paid by issue of shares. Yes			
e.	After the implementation of the scheme, whether the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme? (Y/N). Please furnish relevant details including the name of such persons as well as their stake in the combined entity.	Yes Kindly refer Annexure- B, annexed herein			

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)

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f.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	Yes. The Acquire as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997). Disclosures filed are attached as Annexure- C
g.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(d)(iii) with respect to exemptions has been duly complied with.	Declaration is annexed herewith and marked as Annexure- D.

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature:

Date: 22/08/2019

Place: Kolkata

Ullas Sales Promotion Pvt. Ltd

Director/Authorised Signatory

Note:

(*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.

(**) Shareholding of each entity shall be shown separately as well as collectively.

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Annexure - B

Provisions of Regulation 10(1)(d)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [the Regulations]

Regulation 10 of the Regulations exempts certain acquisitions from the obligation of making an open offer under Regulation 3 of the Regulations. Regulation 10(1)(d)(iii) of the Regulations provides that any acquisition pursuant to a Scheme of Arrangement not directly involving the target company as a transferor or a transferee company, or reconstruction not involving the target company's undertaking, including amalgamation, merger or demerger, pursuant to an order of a court or tribunal or a competent authority under any law or regulation, Indian or foreign, shall be exempt from the obligation to make an open offer under Regulation 3 of the Regulations. However, the exemption granted under Regulation 10(1)(d)(iii) of the Regulations is subject to the satisfaction of the following conditions-

- The component of cash and cash equivalents in the consideration paid being less than 25% of the consideration paid under the scheme;
- Where after implementation of the scheme of arrangement, persons directly or indirectly holding at least 33% of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme; and
- The acquirer would be required to make disclosures under Regulations 10(6) and 10(7) of the Regulations.

Factual Matrix of the transaction

- Upon consummation of the merger pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal, Kolkata Bench ['NCLT'], the following entities, *inter alia*, which were holding shares of Rupa & Company Limited ['Target Company'] have merged with Ullas Sales Promotion Private Limited ['USPPL']:
 - Rajnish Enterprises Limited ['REL']
 - Purvanchal Leasing Ltd. ['PLL']
- The equity shares of Target Company held by the merging entities, viz., REL & PLL have been transferred to the merged entity, i.e., USPPL, as depicted below:

Entity Name	Before Acquisition		After Acquisition	
	No. of shares	% w.r.t. total share capital / voting rights of Target Company	No. of shares	% w.r.t. total share capital / voting rights of Target Company
USPPL	-	-	21630860	27.20
REL	15823190	19.90	-	-
PLL	5807670	7.30	-	-

- There is no cash paid in consideration of the merger pursuant to the Scheme of Arrangement.

Applicability of Regulation 10(1)(d)(iii) of the Regulations to the transaction

- **Condition 1 - Acquisition not directly involving the Target Company**

In the present case, the transaction does not directly involve the Target Company. Hence, this condition is satisfied.

Ullas Sales Promotion Pvt. Ltd

Authorized Signatory

ULLAS SALES PROMOTION PRIVATE LIMITED

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- **Condition 2 – Merger approved by a Tribunal under the provisions of Indian law**

One of the conditions in order to qualify for the exemption provided in Regulation 10(1)(d)(iii) of the Regulations is that the acquisition of voting rights of or control over the Target Company must be pursuant to a scheme of arrangement, including a merger, pursuant to an order of a tribunal under any Indian law.

The merger has been consummated through a Scheme of Arrangement sanctioned by the Hon'ble NCLT, Kolkata under Section 232 of the Companies Act, 2013. Hence, this condition is satisfied.

- **Condition 3 – Cash component should be less than 25% of the consideration**

The entire consideration with respect to the merger is being paid in the form of shares of USPPL. In other words, *no cash is being paid out as consideration under the merger. Hence, this condition is satisfied.*

- **Condition 4 – Post Merger Shareholding**

- We understand that in terms of this condition, persons who held the entire voting rights in the Target Company before the merger must directly or indirectly hold at least 33% of the voting rights in the combined entity, i.e., USPPL in the present case.

- Prior to the merger, REL and PLL, who collectively held the transferred shares of the Target Company were directly or indirectly controlled by Promoter Shareholder (Refer note below) in the following manner:

- a. REL held 19.90% of the Voting Share Capital of the Target Company prior to the merger. 46.12% of the shareholding of REL was held by Promoter Shareholder. Further, 21.13% of the shareholding of REL was held by PLL which was controlled by Promoter Shareholder. Therefore, 67.25% of the shareholding of REL was directly / indirectly controlled by Promoter Shareholder;

- b. PLL held 7.30% of the Voting Share Capital of the Target Company prior to the merger. 43.53% of the shareholding of PLL was held by REL which was controlled by Promoter Shareholder. Further, Promoter Shareholder directly held 52.31% of the shareholding of PLL. Therefore, 95.84% of the shareholding of PLL was directly / indirectly controlled by Promoter Shareholder;

Therefore, as stated above, prior to merger, REL and PLL, who collectively held the transferred shares of the Target Company were directly or indirectly controlled by Promoter Shareholder and therefore, Promoter Shareholder indirectly exercised the voting rights in relation to the entire shareholding of REL and PLL in the Target Company.

- In terms of Regulation 10(1)(d)(iii) of the Regulations, so long as Promoter Shareholder holds at least 33% of the shares of the combined entity, i.e., USPPL, the conditions required for exemption would be met.

- Pursuant to the merger becoming effective, Promoter Shareholder is holding 84.81% of the shareholding of USPPL. Therefore, this condition is satisfied.

- Details of shareholding of the companies before and after the merger is provided below for reference purposes.

In view of the satisfaction of all the conditions required to avail the exemption provided by Regulation 10(1)(d)(iii) of the Regulations, we humbly submit that the transaction is covered under Regulation 10(1)(d)(iii) of the Regulations.

Ullas Sales Promotion Pvt. Ltd

Direct Authorised Signatory

ULLAS SALES PROMOTION PRIVATE LIMITED

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Name of the shareholder	Pre-merger						Post-Merger	
	REL			PLL			USPPL	
	No. of shares	% of shares	No. of shares	No. of shares	% of shares	No. of shares	No. of shares	% of shares
Promoter shareholder								
Ramesh Agarwal	7,739	0.09%	500,000	8.42%	4,925	49.25%	5,955	20.45%
Ramesh Agarwal Karta	-	-	-	-	5	0.05%	5	0.02%
Suresh Agarwal	895,240	10.13%	-	-	5	0.05%	1,653	5.68%
Suresh Agarwal Karta	-	-	-	-	5	0.05%	5	0.02%
Mukesh Agarwal	237,533	2.69%	-	-	5	0.05%	515	1.77%
Rajnish Agarwal	100	0.01%	500,125	8.42%	5	0.05%	1,022	3.51%
Vikash Agarwal	6,100	0.07%	-	-	5,000	50.00%	5,107	17.54%
Ravi Agarwal	898,400	10.17%	499,940	8.42%	5	0.05%	2,584	8.87%
Ravi Agarwal HUF	-	-	-	-	5	0.05%	5	0.02%
Kunj Bihari Agarwal	6,700	0.08%	-	-	5	0.05%	16	0.05%
Shanti Devi Agarwal	1,000	0.01%	-	-	5	0.05%	6	0.02%
Sudha Agarwal	1,033	0.01%	-	-	5	0.05%	6	0.02%
Manish Agarwal	3,333	0.04%	-	-	5	0.05%	10	0.03%
Pushpa Devi Agarwal	1,533	0.02%	-	-	5	0.05%	7	0.02%
Prahlad Rai Agarwal	3,780	0.04%	-	-	5	0.05%	11	0.04%
Seema Agarwal	3,500	0.04%	-	-	5	0.05%	11	0.04%
Lalita Devi Agarwal	1,000	0.01%	-	-	5	0.05%	6	0.02%
Sikar Knits Pvt Ltd	-	-	286,917	4.83%	-	-	526	1.81%

Ullas Sales Promotion Pvt. Ltd

Director (Authorised Signatory)

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Name of the shareholder	Pre-merger						Post-Merger		
	REL			PLL			USPPL		
	No. of shares	% of shares	No. of shares	No. of shares	% of shares	No. of shares	No. of shares	% of shares	% of shares
Sidhant Credit Capital Ltd	1,982,190	22.44%	1,320,050		22.22%	-	7,207	24.75%	
Rupa Global Private Ltd	24,400	0.28%	-		-	-	42	0.14%	
<i>Indirect Promoter shareholding</i>									
REL	-	-	2,585,478		43.53%	-	-	-	
PLL	1,866,300	21.13%	-		-	-	-	-	
<i>Non - Promoter shareholder</i>	2,893,619	32.75%	247,050		4.16%	-	4,423	15.19%	
Total	8,833,500	100.00%	5,939,560		100.00%	10,000	29,122	100.00%	100.00%

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Annexure - "C"

Details of the disclosure made by the Acquirer (Ullas Sales Promotion Private Limited) and Sellers (Purvanchal Leasing Limited and Rajnish Enterprises Limited)

Disclosure made by	Applicable provision	Date of disclosure
Acquirer (Ullas Sales Promotion Private Limited)	Regulation 10(6)	21/08/2019
	Regulation 29(1)	21/08/2019
Sellers (Purvanchal Leasing Limited and Rajnish Enterprises Limited)	Regulation 29(2)	21/08/2019

For Ullas Sales Promotion Private Limited

Place: Kolkata
Date: 22/08/2019



Mukesh Agarwal
Director
DIN: 02415004

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Annexure - "D"

DECLARATION

We hereby declare that all the conditions specified under Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to exemptions has been duly complied with.

For Ullas Sales Promotion Private Limited

Place: Kolkata
Date: 22/08/2019



Mukesh Agarwal
Director
DIN: 02415004

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)'