



RUPA & COMPANY LTD.

July 13, 2012

Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051  <b>NSE Symbol: RUPA</b>	The Department of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001  <b>Scrip Code 533552</b>
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Dear Sir,

**Sub: Compliances as per Clause 35 and regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended June 30, 2012**

With reference to the above mentioned Clauses of the Stock Exchanges Listing Agreement enclosed please find herewith the compliances as per the details given below:

1. Shareholding Pattern for the Quarter ended June 30, 2012 pursuant to Clause 35 of the Listing Agreement.
2. Reconciliation of Share Capital Audit Report for the Quarter ended June 30, 2012.

Kindly acknowledge receipt.

Thanking you

Yours truly

**For Rupa & Company Limited**

**Priya Punjabi Agarwal  
Company Secretary & Compliance Officer**



CC:

The Secretary, Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700 001 Scrip Code: 028161	Jaipur Stock Exchange Limited Stock Exchange Building, Jawaharlal Nehru Marg, Malviya Nagar, Jaipur – 302017 Scrip Code: 811
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Encl: As above



RUPA & COMPANY LTD.

<b>RUPA &amp; COMPANY LIMITED</b>			
<b>SHAREHOLDING PATTERN</b>			
<b>Name of Company</b>	Rupa & Company Limited		
<b>Scrip Code: 533552</b>	<b>Name of the scrip: RUPA</b>	<b>class of security: EQUITY</b>	
<b>Quarter ended:</b>	June 30, 2012		
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by promoter/promoter group		NIL	NIL
Held by public		NIL	NIL
<b>Total - D</b>	<b>0</b>	<b>NIL</b>	<b>NIL</b>
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total no. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by promoter/promoter group		NIL	NIL
Held by public		NIL	NIL
<b>Total - E</b>	<b>0</b>	<b>NIL</b>	<b>NIL</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by promoter/promoter group		NIL	NIL
Held by public		NIL	NIL
<b>Total - F</b>	<b>0</b>	<b>NIL</b>	<b>NIL</b>
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Grand Total (A+B+C)+ D+E+F)</b>			
79524560 shares of ₹ 1/- each			NIL

**For Rupa & Company Limited**

*Priya*  
**Priya Punjabi Agarwal**  
 Company Secretary

## (I) Statement showing Shareholding Pattern

Category code	Category of shareholder	Number of Shareholders	Total Number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares		Shares Pledged or Otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
<b>(a)</b>	Individuals/ Hindu Undivided Family	38	36265510	36265510	45.60	45.60	Nil	Nil
<b>(b)</b>	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(c)</b>	Bodies Corporate	3	23320880	23320880	29.33	29.33	Nil	Nil
<b>(d)</b>	Financial Institutions/Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(e)</b>	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub-Total (A)(1)</b>	<b>41</b>	<b>59586390</b>	<b>59586390</b>	<b>74.93</b>	<b>74.93</b>	<b>Nil</b>	<b>Nil</b>
<b>(2)</b>	<b>Foreign</b>							
<b>(a)</b>	Individuals (Non Resident Individuals/ Foreign individuals)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(b)</b>	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(c)</b>	Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(d)</b>	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub-Total (A)(2)</b>							
	<b>Total Shareholding of Promoter and Promoter Group (A) =A(1) +A(2)</b>	<b>41</b>	<b>59586390</b>	<b>59586390</b>	<b>74.93</b>	<b>74.93</b>	<b>Nil</b>	<b>Nil</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>(1)</b>	<b>Institutions</b>							
<b>(a)</b>	Mutual Funds/UTI	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(b)</b>	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(c)</b>	Central Government/State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(d)</b>	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(e)</b>	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(f)</b>	Foreign Institutional Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>(g)</b>	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub -Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2)</b>	<b>Non-institutions</b>							
<b>(a)</b>	Bodies Corporate	111	18505733	18480733	23.27	23.27	Nil	Nil
<b>(b)</b>	Individuals							
	(i) Individual shareholders holding share capital up to Rs 1 lakh	1626	1246898	839502	1.57	1.57	Nil	Nil
	(ii) Individual shareholders holding share capital in excess of Rs 1 lakh.	1	184170	0	0.23	0.23	Nil	Nil
<b>(c)</b>	Any Other (specify)							
	Non Resident Individual	14	1173	1173	0.00	0.00	Nil	Nil
	Clearing Member	5	196	196	0.00	0.00	Nil	Nil
	<b>Sub -Total (B)(2)</b>	<b>1757</b>	<b>19938170</b>	<b>19321604</b>	<b>25.07</b>	<b>25.07</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>1757</b>	<b>19938170</b>	<b>19321604</b>	<b>25.07</b>	<b>25.07</b>	<b>Nil</b>	<b>Nil</b>
	<b>TOTAL (A) +(B)</b>	<b>1798</b>	<b>79524560</b>	<b>78907994</b>	<b>100.00</b>	<b>100.00</b>	<b>Nil</b>	<b>Nil</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1798</b>	<b>79524560</b>	<b>78907994</b>	<b>100.00</b>	<b>100.00</b>	<b>Nil</b>	<b>Nil</b>

For Rupa &amp; Company Limited

Punjabi  
Priya Punjabi Agarwal  
Company Secretary



(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	*Prahlad Rai Agarwala	6070000	7.63	Nil	Nil	Nil	Nil	Nil	Nil	Nil	7.63
2	*Ghanshyam Prasad Agarwala	6000000	7.54	Nil	Nil	Nil	Nil	Nil	Nil	Nil	7.54
3	*Kunj Bihari Agarwala	6000000	7.54	Nil	Nil	Nil	Nil	Nil	Nil	Nil	7.54
4	Prahlad Rai Agarwala	1971080	2.48	Nil	Nil	Nil	Nil	Nil	Nil	Nil	2.48
5	Vikash Agarwal	1669720	2.10	Nil	Nil	Nil	Nil	Nil	Nil	Nil	2.10
6	Ravi Agarwal	1575080	1.98	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1.98
7	Kunj Bihari Agarwala	1201080	1.51	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1.51
8	Ghanshyam Prasad Agarwala	1200000	1.51	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1.51
9	Manish Agarwal	1065000	1.34	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1.34
10	**Prahlad Rai Agarwal	980010	1.23	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1.23
11	Rajnish Agarwal	884890	1.11	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1.11
12	***Suresh Agarwal	816570	1.03	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1.03
13	Ramesh Agarwal	790000	0.99	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.99
14	Shanti Devi Agarwal	776320	0.98	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.98
15	Mukesh Agarwal	675000	0.85	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.85
16	Pushpa Devi Agarwal	593920	0.75	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.75
17	K B & Sons - HUF	588410	0.74	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.74
18	Rajnish Agarwal	358480	0.45	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.45
19	Lalita Devi Agarwal	346310	0.44	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.44
20	Seema Agarwal	293640	0.37	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.37
21	Mukesh Kumar Agarwal - HUF	282510	0.36	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.36
22	Sudha Agarwal	274720	0.35	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.35
23	Ramesh Agarwal	269230	0.34	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.34
24	Suresh Agarwal	250000	0.31	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.31
25	Seema Agarwal	220160	0.28	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.28
26	Ghanshyam Prasad Manish Kumar - HUF	185090	0.23	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.23
27	Ravi Agarwal	167550	0.21	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.21
28	****Manish Agarwal	167550	0.21	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.21
29	Prahlad Rai Suresh Kumar - HUF	151970	0.19	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.19
30	*****Bajjnath Agarwal	97410	0.12	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.12
31	Vikash Agarwal	85720	0.11	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.11
32	Kunj Bihari Agarwala	76920	0.10	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.10
33	*****Mukesh Agarwal	54550	0.07	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.07
34	Sarita Patwari	52600	0.07	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.07
35	Ghanshyam Prasad Agarwal	40910	0.05	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.05
36	Suresh Kumar Agarwal - HUF	13630	0.02	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.02
37	Ravi Agarwal - HUF	11690	0.01	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.01
38	Shalini Agarwal	7790	0.01	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.01
39	Rajnish Enterprises Ltd	15821190	19.89	Nil	Nil	Nil	Nil	Nil	Nil	Nil	19.89
40	Purvanchal Leasing Ltd	5807670	7.30	Nil	Nil	Nil	Nil	Nil	Nil	Nil	7.30
41	Sidhant Credit Capital Ltd	1692020	2.13	Nil	Nil	Nil	Nil	Nil	Nil	Nil	2.13
	<b>TOTAL</b>	<b>59,586,390</b>	<b>74.93</b>								<b>74.93</b>

Notes

- \* Held shares jointly with certain other partners on behalf of Binod Hosiery a partnership firm
- \*\* Held 641010 shares in trust for Chhoti devi Agarwala family trust, 87670 shares as trustee for Bajjnath Agarwal family trust and 138330 shares on behalf of Chhoti devi Agarwal
- \*\*\* Held 9740 shares on behalf of Shristi Agarwal and 9740 shares on behalf of Sidhant Agarwal (minors).
- \*\*\*\* Held 35070 shares on behalf of Rachana Agarwal
- \*\*\*\*\* Held 3890 shares on behalf of Bajjnath Agarwal (HUF)
- \*\*\*\*\* Held 11690 shares in trust for Devnashi Agarwal (minors).

For Rupa & Company Limited

*P. Punjabi*  
Priya Punjabi Agarwal  
Company Secretary

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Standard Credit Capital Pvt Ltd	1830000	2.30	Nil	Nil	Nil	Nil	2.30
2	Standard Textiles Pvt Ltd	1846000	2.32	Nil	Nil	Nil	Nil	2.32
3	Karuna Impex Enterprises Limited	8650000	10.88	Nil	Nil	Nil	Nil	10.88
4	Shri Krishna Creative Ideas LLP	3000000	3.77	Nil	Nil	Nil	Nil	3.77
5	Lambodar Ferro Alloys Limited	2600000	3.27	Nil	Nil	Nil	Nil	3.27
	<b>TOTAL</b>	<b>17926000</b>	<b>22.54</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>22.54</b>

For Rupa & Company Limited

*P. Punjabi*  
 Priya Punjabi Agarwal  
 Company Secretary



(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Karuna Impex Enterprises Limited	8650000	10.88	Nil	Nil	Nil	Nil	10.88
	<b>TOTAL</b>	<b>8650000</b>	<b>10.88</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>10.88</b>

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
		NIL	

For Rupa & Company Limited  
*Priya Punjabi*  
 Priya Punjabi Agarwal  
 Company Secretary

(II)(a) Statement showing details of Depository Receipts (DRs)

Serial Number	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1				
2				
3				
4				
5				
6				
7				
8				
9				
	TOTAL	NIL	NIL	NIL

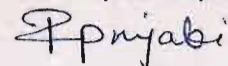
(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Serial Number	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1				
2				
3				
4				
5				
6				
7				
8				
9				
	TOTAL	NIL	NIL	NIL

III a Statement showing the voting pattern of shareholders, if more than one class of shares of shares/ securities is issued by the issuer

*There is only one class of shares issued by the issuer and hence Voting Rights are uniform for all shares*

For Rupa & Company Limited



Priya Punjabi Agarwal

Company Secretary & Compliance officer

Date: 13.07.2012



RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

- (1) For Quarter Ended
- (2) ISIN
- (3) Face Value
- (4) Name of the Company
- (5) Registered Office Address
- (6) Correspondence Address
- (7) Telephone & Fax Nos.
- (8) Email Address

- (9) Names of the Stock Exchanges where the Company's securities are listed :

	Number of Shares	% of Total Issued Cap.	
(10) Issued Capital	79524560	100%	
(11) Listed Capital (Exchange-wise) (as per Company records)	Kolkata	79524560	100.00%
	Mumbai*	79524560	100.00%
	Jaipur	79524560	100.00%
	NSE**	79524560	100.00%
(12) Held in dematerialised form in NSDL	71591283	90.02	
(13) Held in dematerialised form in CDSL	7,316,711	9.20	
(14) Physical	616566	0.78	
(15) Total No. of Shares (12+13+14)	79524560	100.00	
(16) Reasons for difference if any, between (10&11), (10&15), (11&15) :	<input type="text" value="Nil"/>		

- (17) Certifying the details of changes in share capital during the quarter under consideration as per Table below :-

Particulars****	No. of Shares	Applied/ Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin, appr. Pending for SE (Specify Names)
Sub-Division	NA	Yes	Yes	Yes	Yes	No

\*\*\*Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)

- (18) Register of Members is updated (Yes/No) if not, updated upto which date
- (19) Reference of previous quarter with regards to excess dematerialised shares, if any.
- (20) Has the Company resolved the matter mentioned in point No. 19 above in the current quarter? If not, reason why?
- (21) Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay :

Total No. of demat requests	No. of requests	No. of Shares	Reasons for delay
Confirmed after 21 Days	--nil--	--nil--	--nil--
Pending for more than 21 days	--nil--	--nil--	--nil--

- (22) Name, Telephone & Fax No. of the Compliance Officer of the Company
- (23) Name, Address, Tel. & Fax No., Regn. No. of the Auditor
- (24) Appointment of common agency for share registry work
- (25) Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name etc.)

Place : Kolkata  
Date : 12.07.2012

Name of the Company Secretary : Mohan Ram Goenka  
C.P.No: 2551

