



## RUPA & COMPANY LIMITED

**Registered Office:** Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071

**Phone:** +91-33-4057 3100; **Fax:** +91-33-2288 1362

**E-mail:** connect@rupa.co.in; **Website:** www.rupa.co.in

**CIN:** L17299WB1985PLC038517

### Notice

**NOTICE** is hereby given that the **Thirty-Sixth (36<sup>th</sup>) Annual General Meeting** of the Members of **RUPA & COMPANY LIMITED** will be held on Tuesday, the 31<sup>st</sup> day of August, 2021 at 11:00 a.m., Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility, in accordance with the applicable provisions of the Companies Act, 2013 and MCA General Circular No. 2/2021 dated January 13, 2021 read with Circular Nos. 20/2020, 14/2020 and 17/2020 dated May 5, 2020, April 8, 2020 and April 13, 2020, to transact following businesses:

#### ORDINARY BUSINESSES:

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company, for the Financial Year ended March 31, 2021, and the Reports of the Board of Directors and the Auditors thereon;
  - the Audited Consolidated Financial Statements of the Company, for the Financial Year ended March 31, 2021, and the Report of the Auditors thereon.
- To declare a Dividend of ₹ 5/-, per share (500%), on the Equity Shares of the Company, for the Financial Year ended March 31, 2021.
- To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment.
- To appoint a Director in place of Mr. Ramesh Agarwal (DIN: 00230702), who retires by rotation and being eligible, seeks re-appointment.

#### SPECIAL BUSINESSES:

- To approve revision in the terms of remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Whole-time Director of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ( the 'Act') read with Schedule V to the Act and the Rules made thereunder, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association and policies of the Company, and other applicable provisions, if any, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Members of the Company, be and is hereby accorded to the revision in the terms of remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Whole-time Director of the Company, to include the payment of Commission to him during his current term of office, for each financial year, up to 1% of the net profit of the Company, to be calculated as per applicable provisions of Section 198 of the Act, w.e.f. the financial year 2021-22;

**RESOLVED FURTHER THAT** all other terms of remuneration of Mr. Ghanshyam Prasad Agarwala, Whole-time Director of the Company, as approved by the shareholders at their 35th Annual General Meeting held on September 18, 2020, shall remain unaltered."

- To approve revision in the terms of remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ( the 'Act') read with Schedule V to the Act and the Rules made thereunder, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association and policies of the Company, and other applicable provisions, if any, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Members of the Company, be and is hereby accorded to the revision in the terms of remuneration of Mr. Kunj Bihari Agarwal

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(DIN: 00224857), Managing Director of the Company, to include the payment of Commission to him during his current term of office, for each financial year, up to 1% of the net profit of the Company, to be calculated as per applicable provisions of Section 198 of the Act, w.e.f. the financial year 2021-22;

**RESOLVED FURTHER THAT** all other terms of remuneration of Mr. Kunj Bihari Agarwal, Managing Director of the Company, as approved by the shareholders at their 35th Annual General Meeting held on September 18, 2020, shall remain unaltered."

7. To approve revision in remuneration of Mr. Suresh Agarwal, related party, holding office or place of profit in the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the revised limit of remuneration, as detailed in the Explanatory Statement, payable, with effect from April 1, 2022, to Mr. Suresh Agarwal, related party, holding office or place of profit in the Company, be and is hereby approved;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms of remuneration within the limits approved by the Members, as aforesaid as deemed necessary and proper in the best interest of the Company."

8. To approve revision in remuneration of Mr. Ravi Agarwal, related party, holding office or place of profit in the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the revised limit of remuneration, as detailed in the Explanatory Statement, payable, with effect from April 1, 2022, to Mr. Ravi Agarwal, related party, holding office or place of profit in the Company, be and is hereby approved;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms of remuneration within the limits approved by the Members, as aforesaid as deemed necessary and proper in the best interest of the Company."

9. To approve revision in remuneration of Mr. Manish Agarwal, related party, holding office or place of profit in the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the revised limit of remuneration, as detailed in the Explanatory Statement, payable, with effect from April 1, 2022, to Mr. Manish Agarwal, related party, holding office or place of profit in the Company, be and is hereby approved;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms of remuneration within the limits approved by the Members, as aforesaid as deemed necessary and proper in the best interest of the Company."

10. To approve revision in remuneration of Mr. Vikash Agarwal, related party, holding office or place of profit in the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the revised limit of remuneration, as detailed in the Explanatory Statement, payable, with effect from April 1, 2022, to Mr. Vikash Agarwal, related party, holding office or place of profit in the Company, be and is hereby approved;

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms of remuneration within the limits approved by the Members, as aforesaid as deemed necessary and proper in the best interest of the Company."

11. To approve revision in remuneration of Mr. Rajnish Agarwal, related party, holding office or place of profit in the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the revised limit of remuneration, as detailed in the Explanatory Statement, payable, with effect from April 1, 2022, to Mr. Rajnish Agarwal, related party, holding office or place of profit in the Company, be and is hereby approved;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms of remuneration within the limits approved by the Members, as aforesaid as deemed necessary and proper in the best interest of the Company."

12. To approve and ratify the remuneration of Mr. Dinesh Kumar Lodha, Chief Executive Officer of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], and other applicable laws, if any, the remuneration of Mr. Dinesh Kumar Lodha, Chief Executive Officer of the Company, details of which are stated in the Explanatory Statement annexed to the Notice of the 36th Annual General Meeting of the Company, as approved by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, be and is hereby approved and ratified;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, increase and/or vary the terms of remuneration, as deemed necessary and proper in the best interest of the Company."

**Registered Office:**

1, Ho Chi Minh Sarani,  
Metro Tower, 8th Floor,  
Kolkata - 700 071

By order of the Board of Directors  
For **RUPA & COMPANY LIMITED**

Sd/-

**Kundan Kumar Jha**

*Company Secretary & Compliance Officer*

ACS 17612

**Date:** May 31, 2021

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item Nos. 5 to 12 of the accompanying Notice, is annexed hereto and forms part of the notice. The Board of Directors of the Company at its meeting held on May 31, 2021 considered that the special business(es) under Item Nos. 5 to 12, being considered unavoidable, be transacted at the 36th Annual General Meeting (AGM) of the Company.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from August 25, 2021 to August 31, 2021 (both days inclusive), for determining the name of members eligible for dividend on equity shares, if declared at the AGM and the dividend if declared will be paid on or after September 4, 2021 within the prescribed time, to those members whose name shall appear on the Register of Members of the Company on August 24, 2021.
3. **General instructions for accessing and participating in the 36th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
  - A. In view of the Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs

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followed by Circular No. 20/2020 dated May 5, 2020 and Circular No. 2/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM facility. Further, for the purpose of technical compliance of the provisions of Section 96(2) of the Act, we are assuming the place of meeting as the place where the Company is domiciled, i.e., the Registered Office of the Company.

- B. **Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM, hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM facility and cast their votes through e-Voting.**
- C. The Members can join the AGM through the VC/OAVM facility 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM facility will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- D. The attendance of the Members attending the AGM through VC/OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- E. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
- F. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rupa.co.in](http://www.rupa.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and the AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- G. AGM has been convened through VC/OAVM facility in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

#### 4. The instructions for Members for Remote E-Voting and joining AGM are as under:

The remote e-voting period begins on **August 28, 2021 at 9:00 A.M.** and ends on **August 30, 2021 at 5:00 P.M.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. **August 24, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company, as on the cut-off date, being **August 24, 2021**.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

##### Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under "Login" which is available under <b>"IDeAS"</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against the Company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS"</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/ Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider <b>i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>

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Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.

### B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 116632 then user ID is 116632001***



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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL Account, last 8 digits of Client ID for CDSL Account or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat Account Number/Folio Number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [alassociates2014@gmail.com](mailto:alassociates2014@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 5. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to [investors@rupa.co.in](mailto:investors@rupa.co.in).
  - b. In case shares are held in demat mode, please provide DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to [investors@rupa.co.in](mailto:investors@rupa.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
  - c. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  - d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 6. The instructions for Members for e-Voting on the day of the AGM are as under:**
- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  - c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- 7. Instructions for Members for attending the AGM through VC/ OAVM are as under:**
- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, one can see the link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link



## Notice

for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- b. Members are encouraged to join the Meeting through Laptops for better experience.
  - c. Further Members will be required to enable Camera and ensure good Internet connectivity to avoid any disturbance during the meeting.
  - d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - e. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id & mobile number at investors@rupa.co.in. The same will be replied by the Company suitably.
  - f. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 36th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address: investors@rupa.co.in atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and will be replied by the Company suitably.
  - g. Members, who would like to ask questions during the 36th AGM with regard to the financial statements or any other matter to be placed at the 36th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address: investors@rupa.co.in, atleast 48 hours in advance before the start of the 36th AGM i.e. by August 29, 2021 by 11:00 a.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 36th AGM, depending upon the availability of time. The Company/ the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers for smooth conduct of the 36th AGM.
8. In line with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular"), the Notice of the 36th AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of 36th AGM and Annual Report for the financial year 2020-21 will be available on the website of the Company at www.rupa.co.in, on the website of the stock exchanges i.e. BSE at www.bseindia.com, on the website of NSE at www.nseindia.com. Notice of 36th AGM will also be available on the website of NSDL at www.evoting.nsdl.com. Any Member, whose email address is not registered with the Company or RTA or with their respective Depository Participant/s, and who wish to receive the Notice of the 36th AGM and the Annual Report for the financial year 2020-21, can get the same writing an email to investors@rupa.co.in.
  9. In compliance with the aforesaid Circulars, the Company shall publish a public notice by way of an advertisement in Business Standard and in Arthik Lipi, both having a wide circulation in Kolkata, where the registered office of the Company is situated and having electronic editions, inter alia, advising the Members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
  10. Since the 36th AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
  11. In case of any query / grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022-24994360/

## Notice

022 – 24994545 or toll free no. 1800 – 1020 – 990 or at E-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members may also write to the Company Secretary at the Company's email address: [investors@rupa.co.in](mailto:investors@rupa.co.in).

12. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 36th AGM by email and holds shares as on the cut-off date, i.e., August 24, 2021, may obtain the User ID and password by sending a request to the Company's email address [investors@rupa.co.in](mailto:investors@rupa.co.in). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote.
13. FCS Priti Agarwal, Practicing Company Secretary, partner of M/s. AL & Associates (Membership No. 10877), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
14. The Scrutinizer shall after the conclusion of e-Voting at the 36th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty-eight) hours from the conclusion of the 36th AGM, who shall then countersign and declare the result of the voting forthwith.
15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.rupa.co.in](http://www.rupa.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately communicated to the stock exchanges, where the shares of the Company are listed.
16. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at [investors@rupa.co.in](mailto:investors@rupa.co.in).
17. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participants.
18. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by submitting requests to the Company or the Company's RTA.
19. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest once the normalcy is restored.
20. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly, transferred dividend remaining unpaid and unclaimed dividend, upto the financial year 2012-13, to the IEPF.

Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at [www.rupa.co.in](http://www.rupa.co.in). Members who have not yet encashed Dividend for the financial year 2013-14 or any subsequent dividend declared by the Company, are advised to write to the RTA (Maheshwari Datamatics Private Limited) at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001; e-mail: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or to the Company, immediately.

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21. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

Further, Members who have not claimed/ encashed their dividends in the last seven consecutive years from the financial year 2013-14 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

22. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form.
23. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the RTA or the Company of any change in address or demise of any Member as soon as possible.
25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA or the Company.
26. During the 36th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, on the website of the of the Company at [www.rupa.co.in](http://www.rupa.co.in).
27. Details as required in Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment or fixation of remuneration, in case of at the 36th AGM, forms integral part of the Notice of the 36th AGM.
28. Members are requested to visit the website of the Company, [www.rupa.co.in](http://www.rupa.co.in), for viewing the Quarterly and Annual Financial Results and for more information about the Company. Further, the Notice for this AGM, along with requisite documents, and the Annual Report for the Financial Year 2020-21 shall also be available on the website of the Company at [www.rupa.co.in](http://www.rupa.co.in).

## Notice

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item Nos. 5 and 6– Revision in terms of remuneration of Mr. Ghanshyam Prasad Agarwala, Whole-time Director, and Mr. Kunj Bihari Agarwal, Managing Director, of the Company, with effect from April 1, 2021

The Shareholders of the Company at their 35th Annual General Meeting (AGM) held on September 18, 2020 has approved the re-appointment including the terms of remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), as the Whole-time Director of the Company, and Mr. Kunj Bihari Agarwal (DIN: 00224857), as the Managing Director of the Company, for a period of 5 (five) years, w.e.f. April 1, 2021. The existing terms of remuneration of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal do not include payment of commission to them.

Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal belong to the founder members of the Company and have been devoting all their experience, time and energy towards the promotion of the business of the Company, since its inception. They have been serving as Directors of the Company, since July 13, 1987 and July 17, 1987, respectively. Considering the wholehearted sincerity and commitment dedicated by both, i.e., Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal, towards the operations and growth of the Company, the Board of Directors of the Company at their Meeting held on May 31, 2021, on the basis of recommendation of the Nomination and Remuneration Committee, have approved the revision in the terms of remuneration of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal, to include payment of commission to each of them, during their term of office, every financial year @ up to 1% of the net profit of the Company, to be calculated as per applicable provisions of Section 198 of the Companies Act, 2013 (the "Act"), w.e.f. the financial year 2021-22, subject to approval of shareholders of the Company.

All other terms of re-appointment including the terms of remuneration shall remain same, as approved by the shareholders at the AGM held on September 18, 2020.

Pursuant to Sections 196, 197, 198 and other applicable provisions of the Act read with Schedule V of the said Act and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders would be required for the aforesaid changes in the existing terms and conditions of the remuneration of Mr. Ghanshyam Prasad Agarwala, Whole-time Director, and Mr. Kunj Bihari Agarwal, Managing Director, of the Company.

For Item No.5, save and except Mr. Ghanshyam Prasad Agarwala, Mr. Prahlad Rai Agarwala, Mr. Kunj Bihari Agarwal, Mr. Mukesh Agarwal and their respective relatives, to the extent of their shareholding interest and employment, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

For Item No.6, save and except Mr. Kunj Bihari Agarwal, Mr. Prahlad Rai Agarwala, Mr. Ghanshyam Prasad Agarwala and their respective relatives, to the extent of their shareholding interest and employment, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item Nos. 5 and 6, be passed as a Special Resolution by the Members.

#### Item Nos. 7 to 11 – To approve the revision in remuneration of the related parties, holding office or place of profit in the Company

The Members of the Company at the 34th Annual General Meeting held on September 6, 2019, had approved the remuneration scale, of the following persons designated as Presidents in the Company:

SI No.	Name of the Person	Remuneration Scale (₹ per month)
(i)	Mr. Suresh Agarwal	4,00,000/- to 10,00,000/-
(ii)	Mr. Ravi Agarwal	6,00,000/- to 10,00,000/-
(iii)	Mr. Manish Agarwal	6,00,000/- to 10,00,000/-
(iv)	Mr. Vikash Agarwal	6,00,000/- to 10,00,000/-
(v)	Mr. Rajnish Agarwal	6,00,000/- to 10,00,000/-

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee

## Notice

at its meeting held on May 31, 2021, recommended increase in the remuneration scale of the above related parties, w.e.f. April 1, 2022, for holding office or place of profit in the Company, from time to time, keeping in mind the remuneration being paid to the Presidents, during the year 2020-21 and also approved for the year 2021-22. The aforesaid related parties are currently positioned as Presidents in the Company.

The requisite particulars, including the proposed remuneration, in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, of the aforesaid related parties are set out below:

Particulars	Mr. Suresh Agarwal	Mr. Ravi Agarwal	Mr. Manish Agarwal	Mr. Vikash Agarwal	Mr. Rajnish Agarwal
<b>Name of the Director or Key Managerial Personnel who is related</b>	Mr. Prahlad Rai Agarwala and Mr. Ramesh Agarwal, Whole-time Directors	Mr. Kunj Bihari Agarwal, Managing Director	Mr. Ghanshyam Prasad Agarwala and Mr. Mukesh Agarwal, Whole-time Directors	Mr. Kunj Bihari Agarwal, Managing Director	Mr. Ghanshyam Prasad Agarwala and Mr. Mukesh Agarwal, Whole-time Directors
<b>Nature of relationship</b>	Son and brother of Mr. Prahlad Rai Agarwala and Mr. Ramesh Agarwal, respectively	Son of Mr. Kunj Bihari Agarwal	Son and brother of Mr. Ghanshyam Prasad Agarwala and Mr. Mukesh Agarwal, respectively	Son of Mr. Kunj Bihari Agarwal	Son and brother of Mr. Ghanshyam Prasad Agarwala and Mr. Mukesh Agarwal, respectively
<b>Nature, material terms, monetary value and particulars of the contract or arrangement</b>	Remuneration in the range between ₹57.60 Lakhs to ₹200 Lakhs, per annum. Other terms as per the rules of the Company	Remuneration in the range between ₹ 86.40 Lakhs to ₹ 200 Lakhs, per annum. Other terms as per the rules of the Company	Remuneration in the range between ₹ 86.40 Lakhs to ₹ 200 Lakhs, per annum. Other terms as per the rules of the Company	Remuneration in the range between ₹ 86.40 Lakhs to ₹ 200 Lakhs, per annum. Other terms as per the rules of the Company	Remuneration in the range between ₹ 86.40 Lakhs to ₹ 200 Lakhs, per annum. Other terms as per the rules of the Company
<b>Any other information</b>	-	-	-	-	-

Unless otherwise stipulated for the purposes of the above, the perquisites, if any, shall be as per the Income Tax Rules whenever actual cost cannot be determined.

For Item No. 7, save and except Mr. Suresh Agarwal, Mr. Prahlad Rai Agarwala, Mr. Ramesh Agarwal, and their relatives to the extent of their shareholding interest and employment, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

For Item Nos. 8 and 10, save and except Mr. Ravi Agarwal, Mr. Vikash Agarwal, Mr. Kunj Bihari Agarwal and their relatives to the extent of their shareholding interest and employment, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

For Item nos. 9 and 11, save and except Mr. Manish Agarwal, Mr. Rajnish Agarwal, Mr. Ghanshyam Prasad Agarwala, Mr. Mukesh Agarwal and their relatives to the extent of their shareholding interest and employment, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board of Directors of the Company recommends the Resolution, as set out in Item Nos. 7, 8, 9, 10 and 11 be passed as an Ordinary Resolution by the Members.

## Notice

### Item No. 12 – To approve and ratify the remuneration to Mr. Dinesh Kumar Lodha, Chief Executive Officer of the Company

In terms of Section 203 of the Companies Act, 2013 (the “Act”), the Board of Directors of the Company (“Board”) at its Meeting held on February 8, 2019, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Dinesh Kumar Lodha, as the Chief Executive Officer (“CEO”) of the Company, w.e.f. February 25, 2019, on the following remuneration:

<b>Salary</b>	₹ 275 Lakhs gross per annum, as per terms of appointment
<b>Performance Incentive</b>	Up to ₹ 175 Lakhs, based on performance parameters
<b>Joining Bonus</b>	Upto ₹ 23 Lakhs
<b>Other Benefits, if any</b>	<ul style="list-style-type: none"> <li>• Company owned or leased and maintained car in Kolkata, including fuel as per policy;</li> <li>• Medical Coverage for self and dependent family as per policy;</li> <li>• Reimbursement of charges towards phone, internet on Company owned hardware including phone/ tablet/ laptop</li> </ul>

It is to be noted that the aforesaid appointment of Mr. Lodha as the CEO of the Company and the terms and conditions of such appointment are not mandatorily required to be approved by the Members of the Company as per the laws applicable to the Company including the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, as a measure of good corporate governance practice, the Nomination and Remuneration Committee (NRC) and the Board of Directors (“Board”) at their Meeting held on May 31, 2021, have recommended to place the terms of remuneration before the Members seeking their approval and ratification thereof, as approved by the Board based on the recommendations of the NRC, from time to time.

Apart from Mr. Dinesh Kumar Lodha, to the extent of his employment in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution, respectively,

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item No. 12, be passed as an Ordinary Resolution by the Members.

#### Registered Office:

1, Ho Chi Minh Sarani,  
Metro Tower, 8th Floor,  
Kolkata - 700 071

By order of the Board of Directors  
For **RUPA & COMPANY LIMITED**

Sd/-

**Kundan Kumar Jha**

Company Secretary & Compliance Officer

ACS 17612

**Date:** May 31, 2021

#### Annexure A

Sl. No.	A	B	C	D
<b>Name of the Director</b>	<b>Mr. Prahlad Rai Agarwala</b>	<b>Mr. Ghanshyam Prasad Agarwala</b>	<b>Mr. Kunj Bihari Agarwal</b>	<b>Mr. Ramesh Agarwal</b>
<b>DIN</b>	00847452	00224805	00224857	00230702
<b>Date of Birth (Age)</b>	May 11, 1938 83 years	November 14, 1945 75 years	November 23, 1949 71 Years	June 7, 1968 52 years
<b>Qualification</b>	Bachelor’s degree in Law from the University of Calcutta	Bachelor’s degree in Commerce	Bachelor’s degree in Commerce.	Bachelor’s degree in Commerce from the University of Calcutta.
<b>Date of first appointment on the Board</b>	February 6, 1985	July 13, 1987	July 17, 1987	July 29, 2009



## Notice

Sl. No.	A	B	C	D
<b>Brief resume, Experience &amp; Expertise in specific functional areas</b>	Mr. Prahlad Rai Agarwala is the Chairman (Executive) of the Company. He has more than 53 years of rich and vast experience in the textile industry. Mr. Agarwala was awarded the lifetime achievement award in the 7th Reid & Taylor awards for retail excellence organized by the Asia Retail Congress, 2011. His Knowledge and understanding of the hosiery business and related activities apart from his wisdom and rich experience in governance, leadership, strategic guidance, risk foresight is immensely beneficial to the Company. He is also engaged in various philanthropic activities.	Mr. Ghanshyam Prasad Agarwala is the Whole-time Director of the Company, designated as the Vice-Chairman. He has more than 48 years of experience in the textile industry. His knowledge and understanding of the hosiery business and related activities, apart from rich experience in leadership, Strategic guidance, risk foresight and operations of the Company. He also actively engaged in various philanthropic activities.	Mr. Kunj Bihari Agarwal is Managing Director of the Company. He has more than 46 years of experience in the textile industry. He has wide knowledge and understanding of the hosiery business and related activities, apart from rich experience in governance, leadership, Strategic guidance, risk foresight, operations, sales, branding and distribution. He has played key role in setting up of systems and process of marketing, sale and distribution division of the Company. He gives strategic guidance to the Company at all stages of growth and development. He also actively engaged in various philanthropic activities.	Mr. Ramesh Agarwal is a Whole-time Director of the Company, designated as Whole-time Director-cum-Chief Financial Officer of the Company. He has more than 26 years of experience in the textile industry. He plays a key role in the production, planning, sales and distribution of Company's products.
<b>Term and condition of appointment or re-appointment along with details of remuneration sought to be paid</b>	Re-appointment of director retire by rotation, pursuant to Section 152 of the Companies Act, 2013. He is entitled to receive remuneration as approved by the Members through postal ballot resolution passed on March 25, 2020.	He is entitled to receive remuneration as approved by the Members at the AGM held on September 18, 2020 as well as the revised remuneration recommended for approval at the ensuing AGM.	He is entitled to receive remuneration as approved by the Members at the AGM held on September 18, 2020 as well as the revised remuneration recommended for approval at the ensuing AGM.	Re-appointment of director retire by rotation, pursuant to Section 152 of the Companies Act, 2013. He is entitled to receive remuneration as approved by the Members through postal ballot resolution passed on March 25, 2020 as well as the revised remuneration recommended for approval at the ensuing AGM.
<b>Last Drawn Remuneration</b>	During the year 2020-21 - ₹ 2,08,00,000/-	During the year 2020-21 - ₹ 1,02,00,000/-	During the year 2020-21 - ₹ 1,02,00,000/-	During the year 2020-21 - ₹ 1,08,00,000/-

## Notice

Sl. No.	A	B	C	D
<b>Relation with other Directors or Key Managerial Personnel of the Company</b>	Father of Mr. Ramesh Agarwal, and brother of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal, Directors of the Company	Father of Mr. Mukesh Agarwal, and brother of Mr. Prahlad Rai Agarwala and Mr. Kunj Bihari Agarwal, Directors of the Company.	Brother of Mr. Prahlad Rai Agarwala and Mr. Ghanshyam Prasad Agarwala, Directors of the Company.	Son of Mr. Prahlad Rai Agarwala, Chairman (Whole-time Director) of the Company.
<b>Number of Board Meetings attended during the Financial Year 2020-21</b>	4/5	3/5	5/5	5/5
<b>Directorship in other Companies</b>	PGK Builders Pvt Ltd, Ravi Global Pvt Ltd, Rupa Spinners Ltd, Salasar Developers & Garments Pvt Ltd, Salasar Hosiery Pvt Ltd, Salasar Project and Estates Pvt Ltd, Sobhasaria Enterprises Pvt, Ltd, Vibhuti Infracon Pvt Ltd, Neo Metaliks Ltd and Apparel Made-Ups and Home Furnishing Sector Skill Council	Rupa Spinners Ltd, Sobhasaria Enterprises Private Limited	Rupa Spinners Ltd, Chatresh Projects Pvt Ltd, Sobhasaria Enterprises Private Limited, West Bengal Hosiery Park Infrastructure Limited, Federation of Hosiery Manufacturers Association of India and Metro Towers Office Owners Association	Euro Fashion Inners International Pvt Ltd, Imoogi Fashions Pvt Ltd, Rupa Fashions Pvt Ltd, Oban Fashions Pvt Ltd, Neo Metaliks Ltd, Badrinath Homes Pvt Ltd, Rupa Global Pvt Ltd, PRS Tie Up Pvt Ltd, Sidhant Credit Capital Ltd, Aparesh Niwas Pvt Ltd, Sidhant Niwas Pvt Ltd, Goodview Developers Pvt Ltd, Sungrace Primeview Properties Pvt Ltd, Aparesh Compuvision Pvt Ltd, Aparesh Infotech Pvt Ltd, Salasar Project and Estates Pvt Ltd and Sidhant Flats and Apartments Pvt Ltd.
<b>Member (Chairman) of Committees of Other Boards</b>	Nil	Nil	Nil	<b>Member of Audit Committee:</b> Neo Metaliks Ltd, Sidhant Credit Capital Ltd. <b>Member of Nomination &amp; Remuneration Committee:</b> Sidhant Credit Capital Limited
<b>Shareholding in the Company</b>	21,60,196 Equity Shares (2.72%)	13,17,148 Equity Shares (1.66%)	12,77,965 Equity Shares (1.61%)	10,59,230 Equity Shares (1.33%)