

General information about company	
Scrip code	533552
NSE Symbol	RUPA
MSEI Symbol	NOTLISTED
ISIN	INE895B01021
Name of the entity	RUPA & COMPANY LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson		Yes																							
Whether Chairperson is related to MD or CEO		Yes																							
		Disqualification of Directors under section 164 of the Companies Act, 2013																							
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	PRAHLAD RAI AGARWALA		00847452	Executive Director	Chairperson related to Promoter		11-05-1938	No				Active	NA		06-02-1985	01-04-2020			1	0	0	0		
2	Mr	GHANSHYAM PRASAD AGARWALA		00224805	Executive Director	Not Applicable		14-11-1945	No				Active	NA		13-07-1987	01-04-2021			1	0	0	0		
3	Mr	KUNJ BIHARI AGARWAL		00224857	Executive Director	Not Applicable	MD	23-11-1949	No				Active	NA		17-07-1987	01-04-2021			1	0	0	0		
4	Mr	RAMESH AGARWAL		00230702	Executive Director	Not Applicable		07-06-1968	No				Active	NA		29-07-2009	01-04-2020			1	0	4	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	MUKESH AGARWAL		02415004	Executive Director	Not Applicable		01-01-1971	No				Active	NA		29-07-2009	01-04-2020			1	0	2	0		
6	Mr	VIKASH AGARWAL		00230728	Executive Director	Not Applicable		27-02-1977	No				Active	NA		23-05-2022	23-05-2022			1	0	0	0		
7	Mr	NIRAJ KABRA		08067989	Executive Director	Not Applicable		18-04-1982	No				Active	NA		12-02-2018	12-02-2023			1	0	0	0		
8	Mr	DHARAM CHAND JAIN		00453341	Non-Executive - Independent Director	Not Applicable		12-08-1946	No				Active	Yes	06-09-2019	11-09-2014	06-09-2019		102.2	1	1	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	SUSHIL PATWARI		00023980	Non-Executive - Independent Director	Not Applicable		20-09-1954	No				Active	NA		11-09-2014	06-09-2019		102.2	3	1	3	1		
10	Mr	VINOD KUMAR KOTHARI		00050850	Non-Executive - Independent Director	Not Applicable		01-09-1961	No				Active	NA		11-09-2014	06-09-2019		102.2	2	2	2	0		
11	Mr	DIPAK KUMAR BANERJEE		00028123	Non-Executive - Independent Director	Not Applicable		19-02-1946	No				Active	Yes	06-09-2019	11-09-2014	06-09-2019		102.2	2	2	3	1		
12	Mrs	ALKA DEVI BANGUR		00012894	Non-Executive - Independent Director	Not Applicable		28-11-1954	No				Active	NA		14-11-2014	14-11-2019		102.2	2	1	2	1		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
13	Mr	ASHOK BHANDARI		00012210	Non-Executive - Independent Director	Not Applicable		02-02-1953	No				Active	NA		10-08-2018	10-08-2018		55.21	6	6	10	2		
14	Mr	SUNIL REWACHAND CHANDIRAMANI		00524035	Non-Executive - Independent Director	Not Applicable		24-12-1968	No				Active	NA		23-05-2022	23-05-2022		10.8	2	2	4	3		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00028123	DIPAK KUMAR BANERJEE	Non-Executive - Independent Director	Chairperson	06-02-2015		Textual Information(1)
2	00050850	VINOD KUMAR KOTHARI	Non-Executive - Independent Director	Member	26-07-2004		
3	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Member	10-08-2018		
4	00023980	SUSHIL PATWARI	Non-Executive - Independent Director	Member	05-08-2016		
5	00230702	RAMESH AGARWAL	Executive Director	Member	29-07-2009		
6	02415004	MUKESH AGARWAL	Executive Director	Member	29-07-2009		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00050850	VINOD KUMAR KOTHARI	Non-Executive - Independent Director	Chairperson	26-07-2004		Textual Information(1)
2	00028123	DIPAK KUMAR BANERJEE	Non-Executive - Independent Director	Member	30-05-2014		
3	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Member	31-05-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Chairperson	31-05-2021		
2	00230702	RAMESH AGARWAL	Executive Director	Member	30-05-2014		
3	02415004	MUKESH AGARWAL	Executive Director	Member	29-07-2009		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00028123	DIPAK KUMAR BANERJEE	Non-Executive - Independent Director	Chairperson	23-05-2018		
2	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Member	31-05-2021		
3	00230702	RAMESH AGARWAL	Executive Director	Member	23-05-2018		
4	02415004	MUKESH AGARWAL	Executive Director	Member	23-05-2018		
5	08067989	NIRAJ KABRA	Executive Director	Member	23-05-2018		
6	00230728	VIKASH AGARWAL	Executive Director	Member	23-05-2018		
7	99999999	ARIHANT KUMAR BAID	VP (Finance & Accounts)	Member	23-05-2018		Textual Information(1)
8	99999999	SUMIT KHOWALA	Chief Financial Officer	Member	12-08-2022		Textual Information(2)

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00847452	PRAHLAD RAI AGARWALA	Executive Director	Chairperson	30-05-2014		
2	00224857	KUNJ BIHARI AGARWAL	Executive Director	Member	30-05-2014		
3	00028123	DIPAK KUMAR BANERJEE	Non-Executive - Independent Director	Member	08-08-2019		

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2022				Yes	14	13	6
2		10-02-2023	90		Yes	14	13	6

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-11-2022				Yes	6	6	4	0
2	Audit Committee	10-02-2023	90			Yes	6	4	3	0
3	Nomination and remuneration committee	11-11-2022				Yes	3	3	3	0
4	Stakeholders Relationship Committee	22-12-2022	40			Yes	3	3	1	0
5	Risk Management Committee	13-03-2023	80			Yes	6	4	2	2
6	Corporate Social Responsibility Committee	10-02-2023				Yes	3	3	1	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://rupa.co.in/company/overview/
2	Terms and conditions of appointment of independent directors	Yes		https://rupa.co.in/livesite/wp-content/uploads/2022/06/Terms-of-Appointment_Independent-Director.pdf
3	Composition of various committees of board of directors	Yes		https://rupa.co.in/board-committees/
4	Code of conduct of board of directors and senior management personnel	Yes		https://rupa.co.in/code-of-conduct/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://rupa.co.in/livesite/wp-content/uploads/2022/08/Whistle_Blower_Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://rupa.co.in/livesite/wp-content/uploads/2022/08/Remuneration-Policy.pdf
7	Policy on dealing with related party transactions	Yes		https://rupa.co.in/livesite/wp-content/uploads/2022/08/Policy_on_Related_Party_Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://rupa.co.in/livesite/wp-content/uploads/2022/08/Policy_for_determining_Material_Subsiary.pdf
9	Details of familiarization programmes	Yes		https://rupa.co.in/livesite/wp-content/uploads/2022/08/Familiarization_program_for_Independent_Director.pdf

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://rupa.co.in/investor-relations-contact/
11	email address for grievance redressal and other relevant details	Yes		https://rupa.co.in/investor-relations-contact/
12	Financial results	Yes		https://rupa.co.in/financial-results/
13	Shareholding pattern	Yes		https://rupa.co.in/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://rupa.co.in/investor-meet-presentation/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://rupa.co.in/newspaper-publication/
18	Credit rating or revision in credit rating obtained	Yes		https://rupa.co.in/livesite/wp-content/uploads/2022/08/Rupa_CreditRating_230822.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://rupa.co.in/accounts-of-wholly-owned-subsidiaries/
20	Whether company has provided information under separate section on	Yes		https://rupa.co.in/disclosure-under-regulation/

	its website as per Regulation 46(2)			
21	Materiality Policy as per Regulation 30	Yes		https://rupa.co.in/livesite/wp-content/uploads/2022/08/Policy_for_Determination_of_Materiality.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://rupa.co.in/livesite/wp-content/uploads/2022/08/Dividend_Distribution_Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://rupa.co.in/

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) Additional Information		Textual Information(2)	
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	SUMIT KHOWALA		
Designation	CFO		
Place	KOLKATA		
Date	19-04-2023		

Signatory Details	
Name of signatory	MANISH AGARWAL
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	19-04-2023