



RUPA & COMPANY LIMITED

CIN: L17299WB1985PLC038517

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: investors@rupa.co.in ; **Website:** www.rupa.co.in

NOTICE

NOTICE is hereby given that the **38th (Thirty-Eighth) Annual General Meeting** ("AGM") of the members of **RUPA & COMPANY LIMITED** ("Company") will be held on Tuesday, the 8th day of August, 2023 at 11.00 a.m. (IST), through Video Conferencing or Other Audio Visual Means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.
- To declare a Dividend of 300 %, i.e. ₹ 3/-, per equity share of ₹ 1 each, fully paid up, for the Financial Year ended March 31, 2023.
- 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. Niraj Kabra (DIN: 08067989), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

- To approve re-appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 and other applicable provisions, if any, read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and in terms of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ashok Bhandari (DIN: 00012210), who was appointed as an Independent Director of the Company for a first term of 5 (five) consecutive years commencing from August 10, 2018 upto August 09, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from August 10, 2023 to August 09, 2028 (both days inclusive) on such terms & conditions as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT any Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution."

Registered Office:

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

Date: May 24, 2023

**By Order of the Board of Directors
For Rupa & Company Limited**

Manish Agarwal

Company Secretary & Compliance Officer
ACS 29792

NOTES:

1. Pursuant to General Circular No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021, No. 19/2021, No. 02/2022 and No. 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023, respectively issued by Securities and Exchange Board of India ("SEBI") (hereinafter, collectively referred to as "Circulars"), Companies are allowed to conduct their Annual General Meeting (AGM) through Video Conferencing or Other Audio Visual Means (VC/OAVM). In compliance with the above Circulars, the relevant provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the **38th Annual General Meeting** ("AGM" or the "Meeting") of the Company will be held on **Tuesday, August 08, 2023 at 11.00 am (IST) through VC/OAVM**. The deemed venue for the 38th AGM shall be the Registered Office of the Company situated at 8th Floor, Metro Tower, 1, Ho, Chi Minh Sarani, Kolkata-700071.
2. An Explanatory Statement pursuant to Section 102 of the Act and the Rules framed thereunder, in respect of Item No. 5 forms part of this notice. The recommendation of the Board of Directors of the Company ("Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said statement.
3. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, the Register of Members of the Company will remain closed from **August 02, 2023 to August 08, 2023** (both days inclusive) in connection with the AGM and for the purpose of payment of Dividend, if declared at the Meeting.
4. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since, the AGM is being conducted through VC/OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the Institutional/ Corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of participation and voting during the AGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution together with attested specimen signature of the authorized representative to the Scrutinizer through email at contactus.apassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

5. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of holding the 38th AGM of the Company through VC/OAVM.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.
9. In accordance with the above Circulars, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2023, is being sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent ("RTA"), i.e., M/s. Maheshwari Datamatics Private Limited ("MDPL") or the Depository Participant(s), unless any member has requested for a physical copy of the same. The Notice and the Annual Report for the financial year ended March 31, 2023 shall be available on the website of the Company viz., www.rupa.co.in and on the website of the stock exchanges where equity shares of the Company are listed viz., www.bseindia.com and www.nseindia.com. The Notice shall also be available on the e-Voting website of NSDL viz., www.evoting.nsdl.com.

Members holding shares in physical mode, who have not yet registered/updated their email address are requested to kindly register the same by sending relevant documents in Form ISR-1 to the RTA of the Company i.e M/s. Maheshwari Datamatics Private Limited, having its office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. The said form is available on the website of the Company www.rupa.co.in and on the website of the RTA www.mdpl.in. Members holding shares in demat mode should update their email addresses directly with their respective Depository Participants.

10. Necessary information of the Director seeking appointment/re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms part of this notice.
11. **PAYMENT OF DIVIDEND AND TAX THEREON:**

If dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend shall be made:

- a. To all beneficial owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on August 01, 2023.
- b. To all Members in respect of shares held in physical form on or before the close of business hours on August 01, 2023.

Pursuant to Regulation 12 of the Listing Regulations read with Schedule I, it is mandatory for the Company either directly or through Depositories or RTA to use bank details as furnished by the investors for the payment of dividend through any RBI approved electronic mode of payment. In case, the bank details are not available or the Company is unable to pay the dividend directly through electronic mode, the Company shall, dispatch the dividend warrant/demand draft to such Members, at the earliest.

Members holding shares in physical mode and who have not yet updated their mandate for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payment may kindly register the same by sending relevant documents along with Form ISR-1 to the RTA of the Company i.e M/s. Maheshwari Datamatics Private Limited, having its office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. The said form is available on the website of the Company www.rupa.co.in and on the website of the RTA www.mdpl.in. Members holding shares in demat mode should update their bank mandate directly with their respective Depository Participants.

Pursuant to the changes by the Finance Act, 2020 in the Income-Tax Act, 1961 (the "IT Act"), w.e.f. April 01, 2020, the dividend paid or distributed by a Company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source. The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the separate communication made in this regard along with this notice and take necessary actions, if required.

12. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before August 01, 2023 through email at investors@rupa.co.in. The same will be replied by the Company suitably.

Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests before August 01, 2023 at investors@rupa.co.in from their registered e-mail addresses mentioning their names, folio numbers/demat account numbers, PAN details, mobile numbers and their questions. Only those Members who have registered themselves as speakers and have been selected will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting/the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.

13. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at investors@rupa.co.in from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.

During the AGM, the relevant document including the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act read with Rules issued thereunder shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.

14. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar i.e M/s. Maheshwari Datamatics Private Limited, having its office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. The prescribed form in this regard is available on Company's website www.rupa.co.in and on the website of the RTA www.mdpl.in In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
15. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 01, 2019. An investor is not prohibited from holding the shares in physical mode even after the said date, however, any investor desirous of transferring shares (which are held in physical mode) can do so only after the shares are dematerialized. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
16. The shareholders who have not encashed their dividend warrants are requested to write to the Company for claiming outstanding dividends declared by the Company. Details of the unpaid/unclaimed dividend are uploaded on the website of the Company at www.rupa.co.in. As per Section 124(5) of the Act, all dividends which remain unpaid/unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, as per Section 124 (6) of the Act read with relevant rules made thereunder, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF Suspense Account.
17. SEBI vide circular dated March 16, 2023 has mandated shareholders holding securities in physical form to furnish/update their PAN, Nomination Details, Contact Details (Address with PIN, mobile number, email address), bank account details and specimen signature for availing any investor service. Folios wherein any of the above information is not available by October 01, 2023, shall be frozen. PAN to be furnished should be mandatorily linked with Aadhaar number of the holder by **June 30, 2023** or any other date as may be specified by Central Board of Direct Taxes. The folios in which PANs are not linked within the specified date shall also be frozen. Further w.e.f. April 01, 2024, dividend in respect of such frozen folios shall be paid electronically only, upon complying with the aforesaid requirements. Further w.e.f. December 31, 2025, the frozen folios shall be referred by the RTA/ the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002.

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The relevant forms prescribed by SEBI for furnishing the above information are available on the website of the Company <http://www.rupa.co.in>. The concerned shareholders are requested to update the above details by submitting the prescribed forms to the RTA of the Company i.e M/s. Maheshwari Datamatics Private Limited having its office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001.

18. PROCEDURE FOR ATTENDING THE AGM THROUGH VC/OAVM

- (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system at <https://www.evoting.nsdl.com> by following the steps mentioned below for access to NSDL e-voting system. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in shareholder/member login where the EVEN of Company will be displayed. 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 below to avoid last minute rush.
- (ii) Members can join the AGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned above.

The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve 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 serve basis.

- (iii) Members, who need any assistance before or during the AGM, may contact call on Toll Free No.: 022-4886 7000 and 022- 2499 7000 or contact Ms. Pallavi Mhatre, Senior Manager of NSDL at e-mail id: evoting@nsdl.co.in or may contact the Company at investors@rupa.co.in.
- (iv) Members are encouraged to join the Meeting through Laptops and allow camera for better experience. Members connecting through Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation/bandwidth issues in their respective networks. It is, therefore, recommended to use a good speed internet connection, preferably stable Wi-Fi or LAN Connection, to mitigate any kind of aforesaid glitches and to avoid any disturbance(s) during the AGM.
- (v) Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.

19. VOTING THROUGH ELECTRONIC MEANS

A. GENERAL INFORMATION

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA circulars and Regulation 44 of Listing Regulations, the Company has engaged the services of NSDL to provide remote e-voting services and e-voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting.
- ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date, i.e. August 01, 2023** shall be entitled to avail the facility of remote e-voting/e-voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The remote e-voting facility will be available during the following voting period:

Commencement of Remote E-voting	End of Remote E-voting
From 9.00 A.M. (IST) on Saturday, August 05, 2023	Up to 5.00 P.M. (IST) on Monday, August 07, 2023

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of aforesaid period. However, e-voting facility will be made available during the AGM for those shareholders who have not casted their votes through remote e-voting.

- iii. Only those members, who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting.
- iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- v. The Board of Directors of the Company has appointed FCS Priti Agarwal, Practicing Company Secretary, Proprietor of M/s. Agarwal Priti & Associates (Membership No. F10877), to act as Scrutinizer to scrutinize the process of remote e-voting and also e-voting during the meeting in a fair and transparent manner.
- vi. The Scrutinizer shall after the conclusion of AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in the employment of the Company. The Scrutinizer shall submit the consolidated Scrutinizer's report, not later than two working days from the conclusion of the Meeting, to the Chairman or any other person authorized by the Board. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.rupa.co.in and also be displayed on the Notice board of the Company at its registered office and on the website of NSDL viz., www.evoting.nsdl.com immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.
- vii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. August 08, 2023.
- viii. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.rupa.co.in.

B. THE INSTRUCTIONS/PROCEDURE FOR REMOTE E-VOTING:

To vote electronically on NSDL e-Voting system, please follow the steps which are mentioned below:

Step 1: Access to NSDL e-Voting system;

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

DETAILS ON STEP 1 ARE GIVEN BELOW:

(i) Login method for e-voting and joining of meeting virtually by individual shareholders holding securities in demat mode:

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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. The login method for individual shareholders holding securities in demat mode are mentioned below:

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Type of shareholders	Login Method
<p>a) Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 hold 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 company name or e-Voting service provider i.e. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” for seamless voting experience.
<p>b) Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
c) Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 Company name or e-Voting service provider i.e. 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.

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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at at toll free no. 1800 22 55 33

(ii) Login method for e-voting and joining of meeting virtually by shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

To Login to NSDL e-voting website:

- Open the web browser by typing the URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a Mobile.
- Click on icon "Login" available under "Shareholder/Member" section.
- A new screen will open. Enter your User Id, Password/OTP and also a verification code as shown on the screen.

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

- Your User Id details are given below:

Manner of holding shares, i.e., in Demat Account or in Physical Mode	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 Mode.	EVEN followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 123456 then User Id is 123456001***

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- (e) Your Password details are given below:
- If you are already registered with NSDL for remote e-Voting, then you can use your existing User Id and Password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you are required 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 direct you to change your “Initial Password”.
 - Process 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. Open the e-mail and thereafter open the PDF file attached. The Password to open the pdf file is your 8-digit Client Id of NSDL Demat Account or the last 8 digits of Client Id of CDSL Demat Account or Folio Number for shares held in Physical mode. The said PDF file contains your User Id and “Initial Password” for e-Voting purpose.
 - ii. If your e-mail Id is not registered, please follow steps mentioned below under “Process for those shareholders whose e-mail ids are not registered”.
- (f) If you are unable to retrieve or have not received the “Initial Password” or have forgotten your Password:
- If you are holding shares in your demat account with NSDL or CDSL, click on icon “Forgot User Details/ Password” available on <https://www.evoting.nsdl.com>
 - If you are holding shares in physical mode, click on icon “Physical User Reset Password” available on www.evoting.nsdl.com
 - If you are still unable to get the Password by following aforesaid two options, you can send your request at evoting@nsdl.co.in mentioning your name, your DP Id and Client Id/Folio Number, your PAN and your registered postal address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (g) Tick on Agree to “Terms and Conditions” by selecting on the check box.
- (h) Now click on icon “Login”.
- (i) Home page of e-Voting will open.

DETAILS ON STEP 2 ARE GIVEN BELOW:

Process to cast your vote electronically and join General Meeting on NSDL e-Voting system:

- (a) After successful login at Step 1, you will be able to see the homepage of e-voting. Click on e-Voting. Then, click on “Active Voting Cycles”.
- (b) After clicking on Active Voting Cycles, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (c) Select “EVEN” of Rupa & Company Limited. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- (d) Now you are ready for e-Voting as the voting page opens.
- (e) 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 thereafter click on icon “Submit” and also “Confirm” when prompted.
- (f) Upon confirmation, the message “Vote cast successfully” will be displayed.

- (g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (h) Once you have confirmed after voting on the Resolution, you will not be allowed to modify your vote.

C. THE INSTRUCTIONS/PROCEDURE FOR E-VOTING AT THE AGM:

- i. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
- ii. Only those Members, who will be present in the AGM through VC or OAVM facility and have not casted their votes on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system in the AGM.
- iii. 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.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for remote e-Voting.

D. INSTRUCTIONS FOR MEMBERS WHOSE E-MAIL ID'S ARE NOT REGISTERED:

The process for those members whose e-mail id's are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the businesses mentioned in the Notice convening the AGM are as follows:

- (i) In case shares are held in physical mode, please provide Folio Number, Name of Shareholder, Number of Equity Shares held, Scanned copy of Share Certificate (both side) along with self-attested scanned copy of PAN card and self-attested scanned copy of any document (such as AADHAAR card/latest Electricity Bill/latest Telephone Bill/Driving License/Passport/Voter ID Card/Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding by e-mail to investors@rupa.co.in
- (ii) In case shares are held in demat mode, please provide Name, DP Id & Client Id, Client Master or copy of Consolidated Account Statement along with self-attested scanned copy of PAN and AADHAAR by e-mail to investors@rupa.co.in. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (i) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (iii) Alternatively Member may send an e-mail request to evoting@nsdl.co.in for obtaining User Id and Password by providing the details mentioned in Point (i) or (ii) as the case may be.
- (iv) In terms of SEBI circular dated December 09, 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.

E. OTHER IMPORTANT INSTRUCTIONS

- (i) It is strongly recommended not to share your Password with any other person and you must take utmost care to keep your Password confidential. Login to e-Voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will require to reset the Password by clicking on the icon "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com
- (ii) Any person holding shares in physical form and non-individual shareholders, who acquires shares in the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as on the cut-off date, i.e., Tuesday, August 01, 2023 may obtain the Login User Id and Password by sending a request at evoting@nsdl.co.in or investors@rupa.co.in.

NOTICE

However, if you are already registered with NSDL for e-Voting then you can use your existing User Id and Password for casting your votes. If you forgot your password, you can reset your password by clicking “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 022-48867000 and 022- 24997000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as on the cut-off date i.e. August 01, 2023, may follow steps mentioned in the Notice of the AGM under Step 1 above.

- (iii) 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 NSDL e-Voting website, i.e., www.evoting.nsdl.com or call on Toll Free No.: 022-48867000 and 022- 24997000 or contact Ms. Pallavi Mhatre, Senior Manager of NSDL at e-mail id: evoting@nsdl.co.in.

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

Item No. 5 – To approve re-appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company for a second term of five years.

Pursuant to Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company at its meeting held on August 10, 2018, appointed Mr. Ashok Bhandari (DIN: 00012210) as an Additional Director (Category: Independent) of the Company for a term of five years, which was approved by the shareholders at their 33rd Annual General Meeting (AGM) held on August 31, 2018. Accordingly, Mr. Bhandari is due for retirement from the first term as an Independent Director on August 09, 2023 and is eligible for re-appointment for a second term of five consecutive years.

The Nomination and Remuneration Committee of the Board, after taking into account the positive performance evaluation of Mr. Ashok Bhandari and after considering his diverse skills, leadership capabilities, expertise in governance, finance, strategic planning and risk management, being key requirements identified for this role, has at its meeting held on May 24, 2023, recommended to the Board his re-appointment for a second term of five years w.e.f August 10, 2023.

In view of the above, the Board considered that Mr. Bhandari possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director of the Company. Mr. Bhandari, would be attaining the age of 75 years during the tenure of his second term, if re-appointed. He is in good health and the Board is confident about him being able to discharge his duties in an able and competent manner.

The Company has in terms of Section 160(1) of the Act, received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Bhandari confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Mr. Bhandari has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Bhandari has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

Further, Mr. Bhandari has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Bhandari has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board, Mr. Bhandari fulfils the conditions specified in the Act, Rules thereunder and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

Brief resume of Mr. Ashok Bhandari and other information as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are annexed hereto and marked as “**Annexure-A**”.



The copy of draft letter of re-appointment of Mr. Bhandari as an Independent Director setting out terms and conditions of his appointment would be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to investors@rupa.co.in.

Save & except Mr. Ashok Bhandari and/or his relatives, none of the other Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives, are in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The resolution seeks the approval of members for the reappointment of Mr. Bhandari as an Independent Director of the Company effective from August 10, 2023.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Registered Office:

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

Date: May 24, 2023

**By Order of the Board of Directors
For Rupa & Company Limited**

Manish Agarwal
Company Secretary & Compliance Officer
ACS 29792

NOTICE

ANNEXURE-A

Details of Directors seeking re-appointment at the AGM [Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Categories	(A)	(B)	(C)
Name of the Director	Mr. Prahlad Rai Agarwala	Mr. Niraj Kabra	Mr. Ashok Bhandari
Director Identification Number (DIN)	00847452	08067989	00012210
Date of Birth/Age	May 11, 1938 (85 Years)	April 18, 1982 (41 Years)	February 02, 1953 (70 Years)
Qualification	Bachelor's degree in Law from the University of Calcutta	Bachelor's degree in Commerce	Chartered Accountant
Date of first appointment on the Board	February 06, 1985	February 12, 2018	August 10, 2018
Brief Resume, Experience and Expertise	Mr. Prahlad Rai Agarwala is the Chairman (Executive) of the Company. With over five decades of experience, he has been instrumental in building India's first organized hosiery brand-Rupa. For his distinguished service in the field of Trade and Industry, he has been conferred with Padma Shri, one of the highest civilian honours of India in the year 2022. 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.	Mr. Niraj Kabra has profound knowledge and experience and is associated with the Company since 2003. He is engaged in the day to day commercial operations and administration of the Company. He also looks after legal and factory matters. Additionally, he is serving as the Occupier of all the plants of the Company.	Mr. Ashok Bhandari is a member of the Institute of Chartered Accountants of India (ICAI) and has served as the Chief Financial Officer and President at Shree Cement Limited for over 25 years. Mr. Bhandari has over 40 years of experience as a key senior executive negotiating with banks, governments, JV partners and technology & equipment suppliers. His areas of expertise includes finance, governance, strategy, leadership, risk management and mergers & acquisitions.
Terms & Conditions of re-appointment	Re-appointment of director retiring by rotation, pursuant to Section 152 of the Companies Act, 2013.	Re-appointment of director retiring by rotation, pursuant to Section 152 of the Companies Act, 2013.	Re-appointment of Independent Director, pursuant to Section 149 and 152 of the Companies Act, 2013.
Details of proposed remuneration	As per the scale already approved by the members	As per the scale already approved by the members	Commission as already approved by the members and sitting fees as approved by the Board.
Remuneration last drawn (FY 22-23)	₹ 149.04 lakhs	₹ 23.41 lakhs	Sitting Fees of ₹ 9.00 lakhs and Commission of ₹ 5.00 lakhs
Number of Board meeting attended during the year	4/4	4/4	4/4

Categories	(A)	(B)	(C)
Disclosure of relationship with other directors/KMP	Brother of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal and father of Mr. Ramesh Agarwal (all being the Directors of the Company)	None	None
Shareholding of Directors including shareholding as beneficial owner	21,52,506 (2.71%) *	123 (0.00%)	Nil
List of Directorship in other companies as on March 31, 2023	<ul style="list-style-type: none"> i. Rupa Spinners Limited ii. Salasar Hosiery Private Limited iii. Ravi Global Private Limited iv. Neo Metaliks Limited v. PGK Builders Private Limited vi. Vibhuti Infracon Private Limited vii. Sobhasaria Enterprises Private Limited viii. Salasar Developers & Garments Private Limited ix. Salasar Project and Estates Private Limited x. Apparel Made-Ups And Home Furnishing Sector Skill Council 	i. Tiesta Digital Services Private Limited	<ul style="list-style-type: none"> i. Maithan Alloys Limited ii. Skipper Limited iii. IFB Industries Limited iv. Maharashtra Seamless Limited v. N.B.I. Industrial Finance Company Limited vi. J.G. Chemicals Limited vii. BDJ Oxides Private Limited viii. Ragini Finance Private Limited ix. Shree Capital Services Limited x. Digvijay Finlease Limited ix. Vehere Interactive Private Limited xiii. Shreecap Holdings Private Limited
List of Membership/ Chairmanship of Committees of other companies as on March 31, 2023**	NA	NA	<p>Audit Committee</p> <p>Chairman:</p> <ul style="list-style-type: none"> i. J.G Chemicals Limited <p>Member:</p> <ul style="list-style-type: none"> i. Skipper Limited ii. IFB Industries Limited iii. Maharashtra Seamless Limited iv. N.B.I Industrial Finance Company Limited v. Digvijay Finlease Limited <p>Stakeholder's Relationship Committee</p> <p>Member:</p> <ul style="list-style-type: none"> i. IFB Industries Limited ii. J.G. Chemicals Limited

NOTICE

Categories	(A)	(B)	(C)
Name of Listed Companies from which the Director has resigned in last three years	None	None	i. Intrasoft Technologies Limited
Skills and capabilities required for the role and manner in which the proposed person meets the requirements	NA	NA	As mentioned in the explanatory statement.

**Holds 1,67,63,656 equity shares (%21.08) jointly with Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal on behalf of a partnership firm. Further holds 1,51,970 equity shares (%0.19) on behalf of a HUF.*

*** Only Audit committee and Stakeholder's Relationship Committee has been considered.*