

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17299WB1985PLC038517

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCR2648M

(ii) (a) Name of the company

RUPA & COMPANY LTD

(b) Registered office address

1 HO CHI MINH SARANI METROPLAZA 8TH FLOOR
KOLKATA
West Bengal
700071
India

(c) *e-mail ID of the company

cs@rupa.co.in

(d) *Telephone number with STD code

03340573100

(e) Website

www.rupa.co.in

(iii) Date of Incorporation

06/02/1985

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE LIMITED	1
	NATIONAL STOCK EXCHANGE OF INDIA LTD.	1,024

(b) CIN of the Registrar and Transfer Agent

U20221WB1982PTC034886

Pre-fill

Name of the Registrar and Transfer Agent

MAHESHWARI DATAMATICS PVT LTD.

Registered office address of the Registrar and Transfer Agents

23, R.N. Mukherjee Road
5th Floor

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 08/08/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	97.58

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	EURO FASHION INNERS INTERN	U17120MH2005PTC152837	Subsidiary	100
2	IMOOGI FASHIONS PRIVATE LI	U17120WB2010PTC140976	Subsidiary	100

3	OBAN FASHIONS PRIVATE LIM	U18204MH2015PTC271385	Subsidiary	100
4	RUPA FASHIONS PRIVATE LIM	U17299WB2019PTC235237	Subsidiary	100
5	RUPA BANGLADESH PRIVATE L		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	79,733,560	79,524,560	79,524,560
Total amount of equity shares (in Rupees)	200,000,000	79,733,560	79,524,560	79,524,560

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Re. 1/- each				
Number of equity shares	200,000,000	79,733,560	79,524,560	79,524,560
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200,000,000	79,733,560	79,524,560	79,524,560

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	187,414	79,337,146	79524560	79,524,560	79,524,560	
Increase during the year	0	31,062	31062	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		31,062	31062			
Due to dematerialization of shares						
Decrease during the year	31,062	0	31062	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	31,062		31062			
Due to dematerialization of shares						
At the end of the year	156,352	79,368,208	79524560	79,524,560	79,524,560	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
NA				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
NA				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE895B01021

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
------------------	--	---

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

11,174,401,439

(ii) Net worth of the Company

9,069,522,732

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	34,952,665	43.95	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	23,322,880	29.33	0	
10.	Others	0	0	0	
	Total	58,275,545	73.28	0	0

Total number of shareholders (promoters)

38

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	14,239,659	17.91	0	
	(ii) Non-resident Indian (NRI)	480,059	0.6	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	507,987	0.64	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,604,944	3.28	0	
10.	Others Alternate Investment Fund:	3,416,366	4.3	0	
	Total	21,249,015	26.73	0	0

Total number of shareholders (other than promoters)

73,916

**Total number of shareholders (Promoters+Public/
Other than promoters)**

73,954

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACADIAN EMERGING I	DEUTSCHE BANK AG DB HOUSE, H			340	0
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, H			1,488	0
AMERICAN CENTURY I	DEUTSCHE BANK AG, DB HOUSE, H			2,495	0
AMERICAN CENTURY I	DEUTSCHE BANK AG, DB HOUSE, H			8,000	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AMERICAN CENTURY I	DEUTSCHE BANK AG, DB HOUSE H			235	0
AVIATOR EMERGING M	CICICI BANK LTD SMS DEPT 1ST FLO			500	0
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			2,736	0
CITY OF NEW YORK GF	HSBC SECURITIES SERVICES 11TH F			9,763	0.01
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			1,356	0
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			3,141	0
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			8,590	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			92	0
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE H			2,293	0
EMERGING MARKETS C	DEUTSCHE BANK AG, DB HOUSE H			10,340	0.01
EMERGING MARKETS C	CITIBANK N.A. CUSTODY SERVICES			243,662	0.3
EMERGING MARKETS I	CITIBANK N.A. CUSTODY SERVICES			6,647	0
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			5,302	0
EMERGING MARKETS T	CITIBANK N.A. CUSTODY SERVICES			2,488	0
GOLDMAN SACHS INV	STANDARD CHARTERED BANK Sec			18,100	0.02
OPTIMUM FUND TRUS	DEUTSCHE BANK AG DB HOUSE, H			325	0
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., INC			6,602	0
SAMSUNG INDIA SMA	DEUTSCHE BANK AG, DB HOUSE H			100,000	0.12
SPDR S&P EMERGING	HSBC SECURITIES SERVICES 11TH F			18,390	0.02
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			49,237	0.06
WISDOMTREE INDIA I	CITIBANK N.A. CUSTODY SERVICES			1,285	0

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	38	38
Members (other than promoters)	64,601	73,916
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	5	0	6	0	10.6	0
B. Non-Promoter	1	6	1	7	0	0.05
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	7	0	0.05
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	6	6	7	7	10.6	0.05

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 16

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PRAHLAD RAI AGARW	00847452	Whole-time directo	2,152,506	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GHANSHYAM PRASAD	00224805	Whole-time director	1,317,148	
KUNJ BIHARI AGARWAL	00224857	Managing Director	1,277,965	
RAMESH AGARWAL	00230702	Whole-time director	1,059,230	
MUKESH AGARWAL	02415004	Whole-time director	729,550	
VIKASH AGARWAL	00230728	Whole-time director	1,883,600	
NIRAJ KABRA	08067989	Director	123	
DIPAK KUMAR BANERJEE	00028123	Director	0	
VINOD KUMAR KOTHAKOTA	00050850	Director	0	
ASHOK BHANDARI	00012210	Director	0	
SUSHIL PATWARI	00023980	Director	0	
DHARAM CHAND JAIN	00453341	Director	40,000	
ALKA DEVI BANGUR	00012894	Director	0	
SUNIL REWACHAND CAR	00524035	Director	0	
SUMIT KHOWALA	AOLPK3323B	CFO	60	
MANISH AGARWAL	AHXPA8328B	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VIKASH AGARWAL	00230728	Additional director	23/05/2022	Appointment
SUNIL REWACHAND CAR	00524035	Additional director	23/05/2022	Appointment
RAMESH AGARWAL	ADAPA4884F	CFO	31/05/2022	Cessation
DINESH KUMAR LODHI	AAZPL3330K	CEO	31/05/2022	Cessation
SUMIT KHOWALA	AOLPK3323B	CFO	01/06/2022	Appointment
VIKASH AGARWAL	00230728	Whole-time director	17/08/2022	Change in designation
SUNIL REWACHAND CAR	00524035	Director	17/08/2022	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	17/08/2022	71,295	101	71.87

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2022	12	12	100
2	12/08/2022	14	13	92.86
3	11/11/2022	14	13	92.86
4	10/02/2023	14	13	92.86

C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2022	6	6	100
2	Audit Committee	15/07/2022	6	6	100
3	Audit Committee	12/08/2022	6	5	83.33
4	Audit Committee	11/11/2022	6	6	100
5	Audit Committee	10/02/2023	6	4	66.67
6	Nomination Re	23/05/2022	3	3	100
7	Nomination Re	11/11/2022	3	3	100
8	Stakeholders F	29/09/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Stakeholders F	22/12/2022	3	3	100
10	Corporate Soc	23/05/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	08/08/2023
								(Y/N/NA)
1	PRAHLAD RA	4	4	100	2	2	100	Yes
2	GHANSHYAM	4	4	100	0	0	0	No
3	KUNJ BIHARI	4	4	100	8	8	100	Yes
4	RAMESH AGA	4	3	75	15	14	93.33	Yes
5	MUKESH AGA	4	4	100	15	14	93.33	Yes
6	VIKASH AGAI	3	3	100	2	1	50	Yes
7	NIRAJ KABRA	4	4	100	2	1	50	Yes
8	DIPAK KUMA	4	4	100	11	11	100	Yes
9	VINOD KUMA	4	3	75	7	6	85.71	Yes
10	ASHOK BHAN	4	4	100	11	11	100	Yes
11	SUSHIL PATV	4	4	100	5	5	100	No
12	DHARAM CHA	4	4	100	0	0	0	Yes
13	ALKA DEVI B	4	3	75	0	0	0	Yes
14	SUNIL REWA	3	3	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRAHLAD RAI AGA	Whole-time Dire	14,904,000	0	0	0	14,904,000
2	GHANSHYAM PRA	Whole-time Dire	13,464,000	0	0	0	13,464,000
3	KUNJ BIHARI AGA	Managing Direct	14,076,000	0	0	0	14,076,000
4	RAMESH AGARWA	Whole-time Dire	9,936,000	0	0	0	9,936,000
5	MUKESH AGARWA	Whole-time Dire	9,936,000	0	0	0	9,936,000
6	VIKASH AGARWAL	Whole-time Dire	8,458,915	0	0	0	8,458,915
7	NIRAJ KABRA	Executive Direct	2,238,600	0	0	0	2,238,600
	Total		73,013,515	0	0	0	73,013,515

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUMIT KHOWALA	CFO	4,212,398	0	0	0	4,212,398
2	MANISH AGARWA	Company Secre	1,936,293	0	0	0	1,936,293
3	DINESH KUMAR L	CEO	7,674,265	0	0	0	7,674,265
	Total		13,822,956	0	0	0	13,822,956

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VINOD KUMAR KO	Independent Dir	0	500,000	0	650,000	1,150,000
2	DIPAK KUMAR BAI	Independent Dir	0	500,000	0	900,000	1,400,000
3	SUSHIL PATWARI	Independent Dir	0	500,000	0	750,000	1,250,000
4	ASHOK BHANDAR	Independent Dir	0	500,000	0	900,000	1,400,000
5	DHARAM CHAND	Independent Dir	0	300,000	0	450,000	750,000
6	ALKA DEVI BANGU	Independent Dir	0	300,000	0	360,000	660,000
7	SUNIL REWACHAN	Independent Dir	0	300,000	0	360,000	660,000
	Total		0	2,900,000	0	4,370,000	7,270,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PRITI AGARWAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

9937

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

RAMESH AGARWAL
Digitally signed by RAMESH AGARWAL
Date: 2023.09.11 16:18:53 +05'30'

DIN of the director

To be digitally signed by

MANISH AGARWAL
Digitally signed by MANISH AGARWAL
Date: 2023.09.11 16:17:52 +05'30'

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

MGT 8_Rupa_22-23.pdf
Clarification_Rupa_22-23.pdf
List of Committee Meeting_Rupa_22-23.pc
List of FII_Rupa_22-23.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Agarwal Priti & Associates

Practising Company Secretary

24, N. S. ROAD, 4th Floor, KOLKATA - 700 001

Mobile : 9830710776, e-mail : pritiagarwala@gmail.com

Form No. MGT-8

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

We have examined the registers, records, books and papers of **Rupa & Company Limited** ('the Company'), having its registered office at Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata-700071, as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made there under for the financial year ended on **31st March, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act, which is Active;
 2. maintenance of registers/records & making entries therein within the time prescribed there for;
 3. filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable to the Company, within the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its Committees, if any, and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members/ Security holders, as the case may be;
 6. advances/ loans to its directors and/or persons or firms or companies referred in Section 185 of the Act, as applicable to the Company;
 7. contracts/ arrangements with related parties as specified in Section 188 of the Act;
 8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances, as applicable to the





Agarwal Priti & Associates

Practising Company Secretary

24, N. S. ROAD, 4th Floor, KOLKATA - 700 001

Mobile : 9830710776, e-mail : pritiagarwala@gmail.com

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the act, as applicable to the Company;
10. declaration/payment of dividend, transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors are as per Sub-sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, as applicable to the Company;
13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of Section 139 of the Act, as applicable to the Company;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, as applicable to the Company;
15. acceptance/ renewal/ repayment of deposits - Not applicable;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act, as applicable to the Company;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company, not applicable to the Company for the F.Y 2022-23.

For Agarwal Priti & Associates
Company Secretary

AGARWAL PRITI & ASSOCIATES

Priti Agarwal

Proprietor
Priti Agarwal
Proprietor

FCS-10877, CP-9937

UDIN: F0101877E000975885

Place: Kolkata

Date: 08.09.2023

CLARIFICATION

With respect to filing of E-Form MGT-7 of Rupa & Company Limited for the financial year ending March 31, 2023, we would like to clarify the following:

a) With respect to Pt. IV(i)(d) – Break-up of paid-up share capital

In Pt. IV(i)(d), the number of shares dematerialised during the FY 2022-23 is stated as 31,062, the break-up of the same is as follows:

- i) 30,062 equity shares held in physical form were dematerialised at the request of the respective shareholders; and
- ii) 1,000 equity shares held in physical form were dematerialised pursuant to transfer of the same to the demat account of IEPF Authority.

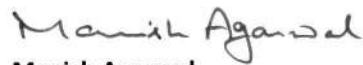
b) With respect to Pt. VI – Total number of shareholders

Please note that the number of shareholders (Promoter/other than Promoters) has been calculated without clubbing the Common PAN.

c) With respect to Pt. X – Remuneration of Directors and Key Managerial Personnel

The details of remuneration of Mr. Vikash Agarwal, Whole-time Director and Mr. Sumit Khowala, Chief Financial Officer of the Company as disclosed in Pt. X, relates to the remuneration paid to them, subsequent to their appointment in the current designation.

For Rupa & Company Limited



Manish Agarwal
Company Secretary & Compliance Officer
ICSI Membership No. A29792



Date: 11/09/2023
Place: Kolkata

IX (C)- List of Committee meetings

Sl. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	23/05/2022	6	6	100.00 %
2	Audit Committee Meeting	15/07/2022	6	6	100.00 %
3	Audit Committee Meeting	12/08/2022	6	5	83.33%
4	Audit Committee Meeting	11/11/2022	6	6	100.00 %
5	Audit Committee Meeting	10/02/2023	6	4	66.67 %
6	Nomination & Remuneration Committee Meeting	23/05/2022	3	3	100.00 %
7	Nomination & Remuneration Committee Meeting	11/11/2022	3	3	100.00 %
8	Stakeholders Relationship Committee Meeting	29/09/2022	3	3	100.00 %
9	Stakeholders Relationship Committee Meeting	22/12/2022	3	3	100.00 %
10	Corporate Social Responsibility Committee Meeting	23/05/2022	3	3	100.00 %
11	Corporate Social Responsibility Committee Meeting	10/02/2023	3	3	100.00 %
12	Risk Management Committee Meeting	16/09/2022	8	8	100.00 %
13	Risk Management Committee Meeting	13/03/2023	8	6	75.00%
14	Operation Committee Meeting	15/07/2022	3	3	100.00 %
15	Operation Committee Meeting	08/09/2022	3	3	100.00 %
16	Operation Committee Meeting	11/10/2022	3	3	100.00 %
17	Operation Committee Meeting	20/01/2023	3	3	100.00 %
18	Operation Committee Meeting	07/02/2023	3	3	100.00 %
19	Operation Committee Meeting	13/02/2023	3	3	100.00 %

For Rupa & Company Limited

Manish Agarwal

Manish Agarwal

Company Secretary & Compliance Officer

ICSI Membership No. A29792



VI. (c) Details of Foreign institutional investors' (FIIs) holding shares of the company

SL. NO.	NAME OF THE FII	ADDRESS	DATE OF INCORPORATION	COUNTRY OF INCORPORATION	NO. OF SHARES HELD	% OF SHARES HELD
1	ACADIAN EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			340	0.0004
2	ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			1488	0.0019
3	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			2495	0.0031
4	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			8000	0.0101
5	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			235	0.0003
6	AVIATOR EMERGING MARKET FUND	ICICI BANK LTD SMS DEPT 1ST FLOOR EMPIRE COMPLEX 414 S B MARG LOWER PAREL MUMBAI MAHARASHTRA 400013			500	0.0006
7	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098			2736	0.0034
8	CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			9763	0.0123



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9	DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001			1356	0.0017
10	DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001			3141	0.0039
11	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098			8590	0.0108
12	DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098			92	0.0001
13	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			2293	0.0029
14	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			10340	0.0130
15	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSI	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098			243662	0.3064





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16	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GRO	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098			6647	0.0084
17	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098			5302	0.0067
18	EMERGING MARKETS TARGETED VALUE PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098			2488	0.0031
19	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001			18100	0.0228
20	OPTIMUM FUND TRUST - OPTIMUM INTERNATIONAL FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			325	0.0004
21	QUADRATURE CAPITAL VECTOR SP LIMITED	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6TH FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI 400064			6602	0.0083
22	SAMSUNG INDIA SMALL AND MID-CAP FOCUS SECURITIES MASTER INVESTMENT TRUST(EQUITY)	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			100000	0.1257
23	SPDR S&P EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			18390	0.0231
24	THE EMERGING MARKETS SMALL CAP	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C			49237	0.0619





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	SERIES OF THE DFA INVESTMENT TRUST COMPANY	55, BKC BANDRA EAST, MUMBAI 400098				
25	WISDOM TREE INDIA INVESTMENT PORTFOLIO, INC.	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098			1285	0.0016
26	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098			4580	0.0058
TOTAL					507987	0.6388

The details regarding Year of Incorporation and Country of Incorporation is not filled up in the table above, as the same was not available.

For Rupa & Company Limited

Manish Agarwal

Manish Agarwal

Company Secretary & Compliance Officer

ICSI Membership No. A29792

