



RUPA & COMPANY LIMITED



Date: December 10, 2024

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai - 400 001

**Ref: NSE Symbol- RUPA / BSE Scrip Code- 533552**

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice**

Dear Sir/ Madam,

We enclose herewith a copy of the Notice of Postal Ballot ("Notice") dated November 09, 2024 of Rupa & Company Limited ("the Company") along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said Notice has been sent only through electronic mode to those members whose names appear in the Register of Members and/or List of Beneficial Owners as received from the Depositories/ Maheshwari Datamatics Private Limited, Company's Registrar and Transfer Agent ("RTA") as on Friday, December 06, 2024 ("Cut-Off Date") and whose e-mail addresses are registered with the Company/RTA/Depositories/ Depository Participant(s).

The said Notice is also available on the Company's website at [www.rupa.co.in](http://www.rupa.co.in) and on the National Securities Depository Limited ("NSDL") e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Company has engaged the services of NSDL to provide remote electronic voting facility ("e-voting") to its Members. The e-voting period commences on Wednesday, December 11, 2024 at 9:00 a.m. (IST) and ends on Thursday, January 09, 2025 at 5:00 p.m. (IST).

Kindly take the same on record.

Thanking you.

Yours faithfully,  
**For Rupa & Company Limited**

**Sumit Jaiswal**  
**Company Secretary & Compliance Officer**



**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 OF POSTAL BALLOT**

*(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 (1) of the Companies (Management and Administration) Rules, 2014)*

<b>REMOTE E-VOTING STARTS ON</b>	<b>REMOTE E-VOTING ENDS ON</b>
Wednesday, December 11, 2024 at 9:00 a.m. (IST)	Thursday, January 09, 2025 at 5:00 p.m. (IST)

**Dear Member(s),**

**NOTICE** is hereby given to the Shareholders ("**Members**") of Rupa & Company Limited ("**Company**") that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions, if any, including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, the provisions of Revised Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and in accordance with General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**MCA**), in continuation to the circulars issued earlier in this regard ("**MCA Circulars**") and Circulars issued by Securities and Exchange Board of India ("**SEBI Circulars**") from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto ("**SEBI Listing Regulations**"), seeking approval for the resolution appended below (being business other than items of ordinary business or such business where certain persons have a right to be heard) proposed to be passed as Special Resolution by means of Postal Ballot ("**Postal Ballot**"), only through remote electronic voting process ("**e-Voting**"). Statement pursuant to Section 102 of the Act pertaining to the said resolution is annexed.

Pursuant to the MCA/SEBI Circulars, the Company is sending this Notice in electronic form only to those Members whose names appear in the Register of Members and/or List of Beneficial Owners as received from the Depositories/Maheshwari Datamatics Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on Friday, December 06, 2024 ('Cut-Off Date') and whose e-mail addresses are registered with the

Company/RTA/Depositories/ Depository Participant(s). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of Members would only take place through the e-voting system.

Members are requested to read the Notes (including instructions for remote e-Voting) forming part of this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating the remote e-Voting process, which will commence on Wednesday, December 11, 2024 at 9:00 a.m. (IST) and will end on Thursday, January 09, 2025 at 5:00 p.m. (IST). Members are requested to cast their votes through the e-voting process not later than 5:00 P.M. (IST) on Thursday, January 09, 2025, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from them. The e-voting facility will be disabled by NSDL immediately thereafter.

This Notice is also available on the websites of the Company at [www.rupa.co.in](http://www.rupa.co.in) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Further the same has also been uploaded on the websites of BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

The Board of Directors of the Company ("**Board**") has appointed Mr. Raj Kumar Banthia, Practising Company Secretary, Partner of M/s. MKB & Associates (FRN: P2010WB042700), as the Scrutinizer for scrutinizing the process of Postal Ballot through remote e-voting in a fair and transparent manner in accordance with the provisions of the Act read with Rules and the MCA Circulars.

The results of Postal Ballot will be declared on or before Monday, January 13, 2025 by 5:00 p.m. (IST) by the Chairman of the Board or in his absence, by such Director/KMP of the Company, duly authorised in this regard. The voting results along with the Scrutinizer's Report would be intimated to BSE and NSE, where the equity shares of the Company are listed. The same will also be uploaded on the Company's website at [www.rupa.co.in](http://www.rupa.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Additionally, the results will be placed on the notice board at the Registered Office of the Company.

The Resolutions, if passed with the requisite majority shall be deemed to have been passed, on Thursday, January 09, 2025, being the last date specified for remote e-Voting.

## Notice

### **SPECIAL BUSINESS:**

#### **Item No. 1: Appointment of Mr. Vijay Chhibber (DIN: 00396838), as an Independent Director of the Company**

**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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter, referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in terms of the Articles of Association of the Company, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Vijay Chhibber (DIN: 00396838) who was appointed as an Additional Director (Category: Non- Executive Independent Director) with effect from November 10, 2024 and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI 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 appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from November 10, 2024.

**RESOLVED FURTHER THAT** any of the 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 above resolution.”

#### **Registered Office:**

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

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

**Sumit Jaiswal**

*Company Secretary & Compliance Officer  
ICSI Membership No. F9485*

Date: November 09, 2024

## NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Secretarial Standards on General Meetings setting out material facts are appended herein below. The Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI Listing Regulations. Necessary information of the Director as required under Regulation 36(3) of the SEBI Listing Regulations and the SS-2 issued by the ICSI is annexed to this Notice. The Statement read together with the Annexure hereto and these Notes form an integral part of this Notice. The Board of Directors of the Company at its meeting held on November 09, 2024 considered that the special business under Item No. 1, being considered unavoidable, be transacted via Postal Ballot.
2. In accordance with the Act, read with the rules made thereunder and the General Circulars, issued by the Ministry of Corporate Affairs, No. 14/2020, No. 17/2020, No. 20/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 3/2022, No. 11/2022, No. 09/2023 and No. 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, respectively, this Postal Ballot Notice is being sent electronically to those Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, December 06, 2024 as received from the RTA/Depositories/ Depository Participant(s). The physical copy of the Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.
3. The members whose name appears in the Register of Members/ list of Beneficial Owners as on the cut-off-date i.e. Friday December 06, 2024, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off date. Any person who is not a member as on the cut-off-date should treat this notice for information purposes only.
4. The remote e-Voting shall commence on Wednesday, December 11, 2024 at 9:00 a.m. (IST) and will end on Thursday, January 09, 2025 at 5:00 p.m. (IST).
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.rupa.co.in](http://www.rupa.co.in) and on the websites of the stock exchanges, i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. All the material documents referred to in the Explanatory Statement, or as may be relevant to/ connected with the proposed resolution, shall be available for inspection from 11:00 a.m. to 2:00 p.m. on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company till the last date of e-voting by the Members. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [investors@rupa.co.in](mailto:investors@rupa.co.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

## Notice

7. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
8. The resolution(s) passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
9. Any query in relation to the resolution proposed to be passed through Postal Ballot may be addressed to Mr. Sumit Jaiswal, Company Secretary & Compliance Officer at Email: [investors@rupa.co.in](mailto:investors@rupa.co.in). In case of other queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
10. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (RTA), Maheshwari Datamatics Private Limited at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). In case of any queries/difficulties in registering the e-mail address, Members may write to [investors@rupa.co.in](mailto:investors@rupa.co.in). Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
11. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website.
12. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37, dated March 16, 2023 (later subsumed as part of the Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024) has requested the shareholders holding securities in physical form to mandatorily 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. The relevant forms prescribed by SEBI for furnishing the above information are available on the website of the Company <https://rupa.co.in/notice-and-forms-for-shareholders>. The concerned shareholders are requested to update the above details by submitting the prescribed forms to the RTA of the Company. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. SEBI has mandated payment of dividend only in electronic form to physical shareholders whose folio is KYC compliant. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. Shareholders who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are requested to contact their respective Depository Participants.

### 13. Process and manner of e-voting:

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

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




##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

## Notice

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. 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</li> </ol>



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<p>remote e-Voting period. 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.</p> <ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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

## Notice

### 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by the aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

## Notice

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, the Home page of e-Voting will open.

### Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of the Company for which you wish to cast your vote during the e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on resolution(s), you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution(s) set out in this Postal Ballot Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@rupa.co.in](mailto:investors@rupa.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@rupa.co.in](mailto:investors@rupa.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

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

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 09, 2024 passed a resolution to appoint Mr. Vijay Chhibber (DIN: 00396838) as an Additional Director (Category: Independent Director) of the Company with effect from November 10, 2024, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company, subject to the approval of the members of the Company as per the provisions of the Act and Listing Regulations.

The Company has received a notice in writing under Section 160 of the Act, from a member proposing the candidature of Mr. Chhibber, as an Independent Director of the Company.

The Nomination and Remuneration Committee has evaluated the balance of skills, knowledge and experience on the Board of the Company, and prepared the description of the role and capabilities required in the person proposed to be appointed as Independent Director of the Company. On the basis of the said description, the Nomination and Remuneration Committee has recommended the appointment of Mr. Chhibber as an Independent Director on the Board of the Company.

The Company has received a declaration from Mr. Vijay Chhibber to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Mr. Chhibber has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could

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impair or impact his ability to discharge his duties. Further he has also provided his consent to act as the Director and a declaration to the effect that he is not disqualified under sub-section (1) or (2) of Section 164 of the Act. Mr. Chhibber 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. Vijay Chhibber fulfils the conditions specified in the Act, the rules made thereunder and Listing Regulations for being appointed as an Independent Director, and is independent of the management.

Mr. Chhibber is a former Indian Administrative Service Officer of the 1978 batch of Manipur-Tripura Cadre and holds a Master's degree in History from St. Stephen's College, Delhi University. He has an experience of over 37 years in various capacities in State and Central Government including State/Deputy Commissioner Ukhrul, Secretary to Chief Minister Manipur; Principle Secretary Finance, Election, etc. He has been the Deputy Secretary Commerce and Director Cabinet Secretariat with Government of India besides being Joint Secretary Fertilizer, Additional Secretary Shipping, Road Transport and Highways, Secretary Defence (ex-servicemen) and Secretary Road Transport and Highways. Mr. Chhibber was an Advisor with leading corporates like VEDANTA and STERLITE Power. He has also been Advisor to the Chief Ministry of Tripura. Currently he is an Advisor with the several Corporates and Invits. He is presently an Advisor to the International Roads Federation, Geneva and also Chairman of Conciliation Committee of National Highway Authority of India.

The profile of Mr. Vijay Chhibber matches the skills and capabilities required to be an Independent Director of the Company.

Considering the experience of Mr. Chhibber, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five consecutive years with effect from November 10, 2024 to November 09, 2029, subject to the approval of the shareholders of the Company.

A copy of draft letter of appointment of Mr. Chhibber as an Independent Director setting out terms and conditions of his appointment would be available for inspection by members electronically till the date of the declaration of results of Postal Ballot. Members seeking to inspect the same can send an e-mail to [investors@rupa.co.in](mailto:investors@rupa.co.in).

Brief profile of Mr. Chhibber, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2, are annexed hereto and marked as "**Annexure-A**"

Save & except Mr. Vijay Chhibber (to whom the resolution relates), 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 Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

### ANNEXURE-A

**Details of Director seeking appointment/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]**

Name of the Director	VIJAY CHHIBBER
Director Identification Number (DIN)	00396838
Date of Birth/Age	12/12/1955 (68 years)
Qualification	IAS, Master's Degree in History
Date of first appointment on the Board	November 10, 2024
Brief Resume, Experience and Expertise	<p>Mr. Vijay Chhibber was a member of the Indian Administrative Service (1978 batch) which is the country's premiere Civil Service. He had a distinguished career in the Civil Service spanning over 37 years. He held various posts both in the State and Central Governments, including in key sectors like Finance, Industrial Development, Commerce, Power, Roads, Shipping, Surface Transport, Health, Fertilizers, Defence and Cabinet Secretariat. Mr. Chhibber was an Advisor with leading corporates like VEDANTA and STERLITE Power. He has also been Advisor to the Chief Ministry of Tripura. Currently he is an Advisor with the several Corporates and Invits. He is presently an Advisor to the International Roads Federation, Geneva and also Chairman of Conciliation Committee of National Highway Authority of India.</p>
Terms and Conditions of appointment along with details of remuneration sought to be paid.	<p>Appointment as Independent Director of the Company for a term of five consecutive years. He shall be entitled to receive sitting fees, as approved/ noted by the Board of Directors at its meeting held on June 26, 2020 and profit linked commission as approved by the shareholders at their AGM held on August 17, 2022, or such other remuneration as may be approved by the Board subject to the recommendation of NRC from time to time, in accordance with the applicable provisions of the Act.</p>
Remuneration last drawn (FY 23-24)	N.A.
Number of Board meeting attended during the year	N.A.
Disclosure of relationship with other directors/KMP	He is not related to any of the Directors or KMPs of the Company.
Shareholding of Directors including shareholding as beneficial owner	Nil

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List of Directorship in other companies.	i. Alpha Alternatives Fund-Infra Advisors Private Limited ii. Dilip Buildcon Limited iii. Pyrites Phosphates & Chemicals Limited iv. Century Plyboards (India) Ltd. v. Sagarmala Coastal Limited
List of Membership/ Chairmanship of Committees of other companies <sup>#</sup>	Nil
Name of Listed Companies from which the Director has resigned in last three years	Nil
Skills and capabilities required for the role and manner in which the proposed person meets the requirements	The Nomination and Remuneration Committee has identified his versatile profile and immense skills, experience and knowledge in the areas of Management and Business Strategy, Financial understanding, Corporate Governance and Risk Management, as the skills required for this role. Mr. Vijay Chhibber possess the required skills and capabilities required for this role.

*# Only Audit Committee and Stakeholders Relationship Committee has been considered.*

### **Registered Office:**

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

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

**Sumit Jaiswal**

*Company Secretary & Compliance Officer  
ICSI Membership No. F9485*

Date: November 09, 2024