



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 **39th (Thirty-Ninth) Annual General Meeting** ("AGM") of the members of **RUPA & COMPANY LIMITED** ("Company") will be held on Friday, the 27th day of September, 2024 at 11:30 a.m. (IST), through Video Conferencing or Other Audio Visual Means (VC/OAVM), in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder, Secretarial Standards and applicable circulars issued by the MCA and SEBI (Circulars), and other applicable laws, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To declare a Dividend of 300%, i.e. ₹ 3/-, per equity share of the face value of ₹ 1/- each, fully paid up, for the Financial Year ended March 31, 2024.
3. To appoint a Director in place of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment .
4. To appoint a Director in place of Mr. Ramesh Agarwal (DIN: 00230702), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESSES:

5. **To approve re-appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), as Whole-time 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 Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter, referred to as "the Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and other applicable provisions, if any, and as recommended by the Nomination and Remuneration Committee and Audit Committee and approved by the Board of Directors, Mr. Prahlad Rai Agarwala (DIN: 00847452), be and is hereby re-appointed as Whole-time Director of the Company, liable to retire by rotation, for a further period of 5 (five) years with effect from April 01, 2025, on the terms and conditions including remuneration as set out in the Explanatory Statement, annexed with this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions including the remuneration, from time to time, in such manner as the Board may deem fit, subject to the recommendation of the Nomination & Remuneration Committee and within the overall limits of remuneration specified in this resolution and under the Act.

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 the above resolution.”

6. To approve re-appointment of Mr. Ramesh Agarwal (DIN: 00230702), as Whole-time 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 Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter, referred to as “the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and other applicable provisions, if any, and as recommended by the Nomination and Remuneration Committee and Audit Committee and approved by the Board of Directors, Mr. Ramesh Agarwal (DIN: 00230702), be and is hereby re-appointed as Whole-time Director of the Company, liable to retire by rotation, for a further period of 5 (five) years, with effect from April 01, 2025, on the terms and conditions including remuneration as set out in the Explanatory Statement, annexed with this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions including the remuneration, from time to time, in such manner as the Board may deem fit, subject to the recommendation of the Nomination & Remuneration Committee and within the overall limits of remuneration specified in this resolution and under the Act.

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 the above resolution.”

7. To approve re-appointment of Mr. Mukesh Agarwal (DIN: 02415004), as Whole-time 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 Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter, referred to as “the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and other applicable provisions, if any, and as recommended by the Nomination and Remuneration Committee and Audit Committee and approved by the Board of Directors, Mr. Mukesh Agarwal (DIN: 02415004), be and is hereby re-appointed as Whole-time Director of the Company, liable to retire by rotation, for a further period of 5 (five) years, with effect from April 01, 2025, on the terms and conditions including remuneration as set out in the Explanatory Statement, annexed with this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions, from time to time, in such manner as the Board may deem fit, subject to the recommendation of the Nomination & Remuneration Committee and within the overall limits of remuneration specified in this resolution and under the Act.

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 the above resolution.”

8. To approve the appointment of Mr. Joginder Pal Dua (DIN: 02374358), 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 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, Mr. Joginder Pal Dua (DIN: 02374358), who has been appointed as an Additional Director (Category: Non- Executive Independent Director) with effect from September 06, 2024 and who meets the criteria for 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, 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 September 06, 2024.

RESOLVED FURTHER THAT pursuant to Regulations 17(1A) and 25(2A) of the SEBI Listing Regulations and the applicable provisions of the Act and relevant rules framed (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby also accorded to the continuation of directorship of Mr. Joginder Pal Dua (DIN: 02374358), as an Independent Director of the Company, not liable to retire by rotation, after attaining the age of 75 (seventy five) years on August 05, 2027 for his remaining tenure.

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.”

9. To approve the appointment of Mr. Sumit Malhotra (DIN: 02183825), 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 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, Mr. Sumit Malhotra (DIN: 02183825) who has been appointed as an Additional Director (Category: Non- Executive Independent Director) with effect from September 06, 2024 and who 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, 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 September 06, 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.”

10. To approve the appointment of Mrs. Mamta Binani (DIN: 00462925), 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 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, Mrs. Mamta Binani (DIN: 00462925), who has been appointed as an Additional Director (Category: Non- Executive Independent Director) with effect from September 06, 2024, who meets the criteria for 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, 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 September 06, 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.”

11. To approve the appointment of Mr. Arvind Baheti (DIN: 08094824), 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 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’), (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, Mr. Arvind Baheti (DIN: 08094824), who has been appointed as an Additional Director (Category: Non- Executive Independent Director) with effect from September 06, 2024, who meets the criteria for 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, 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 September 06, 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

Date: August 09, 2024

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

Kunj Bihari Agarwal
Managing Director
DIN: 00224857

NOTICE

NOTES:

1. Pursuant to General Circular No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021, No. 21/2021, No. 02/2022, No. 10/2022 and No. 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 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, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023, respectively issued by Securities and Exchange Board of India ("SEBI") (hereinafter, collectively referred to as "Circulars"), and all other relevant circulars issued from time to time, 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 **39th Annual General Meeting ("AGM" or the "Meeting")** of the Company will be held on **Friday, September 27, 2024 at 11:30 a.m. (IST) through VC/OAVM**. The deemed venue for the 39th 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 Nos. 5 to 11 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 **September 21, 2024 to September 27, 2024** (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 scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.com.
5. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of holding the 39th 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.
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, 2024, 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 request for a physical copy of the same. The Notice and the Annual Report for the financial year ended March 31, 2024 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 <https://rupa.co.in/notice-and-forms-for-shareholders> 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 vide Annexure-'A'.

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 September 20, 2024.
- b. To all Members in respect of shares held in physical form on or before the close of business hours on September 20, 2024.

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 <https://rupa.co.in/notice-and-forms-for-shareholders> and on the website of 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 September 20, 2024 through email on 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 September 20, 2024 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.

NOTICE

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 <https://rupa.co.in/notice-and-forms-for-shareholders> 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, except in case of request received for transmission or transposition of securities. 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.

Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (later subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024) has mandated the listed companies to issue securities for the following service requests in dematerialized form only - (i) issue of duplicate securities certificate; (ii) claim from Unclaimed Suspense Account; (iii) renewal/ exchange of securities certificate; (iv) endorsement; (v) sub-division/ splitting of securities certificate; (vi) consolidation of securities certificates/ folios; (vii) Transmission; and (viii) Transposition.

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 <https://rupa.co.in/unclaimed-dividend-iepf>. 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 Demat Account.
17. 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.

18. 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.

19. 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) 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 to reset the password.
- (iv) 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.com or may contact the Company at investors@rupa.co.in.
- (v) 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.
- (iv) 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.

20. 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. September 20, 2024** 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.

NOTICE

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 Tuesday, September 24, 2024	Up to 5:00 P.M. (IST) on Thursday, September 26, 2024

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 Mr. Raj Kumar Banthia, Practising Company Secretary, Partner of M/s. MKB & Associates (FRN: P2010WB042700), 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 <https://rupa.co.in/general-meeting> 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. September 27, 2024.
- viii. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at <https://rupa.co.in/general-meeting>.

B. PROCEDURE AND INSTRUCTION FOR REMOTE E-VOTING:


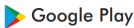


To vote electronically on NSDL e-Voting system, please follow the steps which are mentioned below:

Step 1: Access to NSDL e-Voting system

(i) Login method for e-voting and joining virtual meeting 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.

The login method for individual shareholders holding securities in demat mode are mentioned below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<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” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	<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 user 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
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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- (i) In case shares are held in physical mode, please provide Folio Number, Name of Shareholder, Scanned copy of Share Certificate (front and back), Self-attested scanned copy of PAN card and AADHAR card by e-mail to investors@rupa.co.in
- (ii) 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, Self-attested scanned copy of PAN card and AADHAR card to 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 (i) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (iii) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

Item No. 5 – To approve re-appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), as Whole-time Director of the Company and to fix his remuneration.

Mr. Prahlad Rai Agarwala (DIN: 00847452) was appointed as the Whole-time Director of the Company for a period of five (5) years w.e.f. April 01, 2020 as approved by the shareholders by passing a special resolution through Postal Ballot on March 25, 2020. The tenure of Mr. Prahlad Rai Agarwala as Whole-time Director of the Company is due to expire on March 31, 2025.

Pursuant to the provisions of Section 196 of the Companies Act, 2013 (the "Act"), a Whole-time Director can be appointed for a term not exceeding five years at a time and the re-appointment can be made within one year before expiry of the term. Further approval of shareholders by way of Special Resolution is required for appointment of a person as a Whole-time Director of the Company, if he has attained the age of 70 years, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

With over five decades of experience, Mr. Agarwala's contributions has been instrumental in building India's 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 have been immensely beneficial to the Company. His re-appointment as a Whole-time Director of the

Company is justified keeping in view the contributions made by him and therefore in order to avail of the excellent and proven leadership of Mr. Prahlad Rai Agarwala, it would be in the interest of the Company if he continues as Whole-time Director of the Company. As per the resolution passed by the Board, he shall also continue to act as Chairman of the Company, till the time permissible under the applicable laws.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, at their meeting held on August 09, 2024, had approved the re-appointment of Mr. Prahlad Rai Agarwala as Whole-time Director of the Company, for a further period of five (5) years, with effect from April 01, 2025, subject to the approval of the shareholders of the Company, at the following remuneration scale:

Category	Particulars
Basic Salary (per month)	In the scale of Rs. 12,00,000/- to Rs. 20,00,000/-
Reimbursement of Medical Expenses including abroad for self and family	At actual
Leave Travel Concession for self and family once in a year	As per rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of 2 (two) clubs
Personal Accident Insurance (per annum)	Annual Premium not exceeding Rs. 1,05,000/-
Leave	As per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per rules of the Company
Commission	Up to @1% of eligible Net Profit per annum, upon recommendation of Nomination & Remuneration Committee

The Company has received consent from Mr. Prahlad Rai Agarwala for re-appointment as the Whole-time Director of the Company for a further period of 5 years and a declaration that he is not disqualified from being re-appointed as a Whole-time Director in terms of Section 164 of the Act and that he is not debarred from holding the office of director and accessing the capital market by virtue of any SEBI/MCA order or any other such authority.

Pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6)(e) read with other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board recommends the re-appointment and remuneration of Mr. Prahlad Rai Agarwala as the Whole-time Director of the Company, for a further period of 5 (five) consecutive years, with effect from April 01, 2025, liable to retire by rotation, for the approval by the Members of the Company by way of a Special Resolution.

The details as per Schedule V of the Act are provided in Annexure-B forming part of this Notice.

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

Mr. Prahlad Rai Agarwala and his relatives are deemed to be concerned or interested in the proposed Resolution, in so far as it relates to his own re-appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is 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. 5 of the Notice for approval by the Members.

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Item No. 6– To approve re-appointment of Mr. Ramesh Agarwal (DIN: 00230702), as Whole-time Director of the Company and to fix his remuneration.

Mr. Ramesh Agarwal (DIN: 00230702) was appointed as the Whole-time Director of the Company for a period of five (5) years w.e.f. April 01, 2020 as approved by the shareholders by passing a special resolution through postal Ballot on March 25, 2020. Further, the Shareholders at the 37th Annual General Meeting held on August 17, 2022 has approved the revised remuneration scale of Mr. Agarwal.

The tenure of Mr. Ramesh Agarwal as Whole-time Director of the Company is due to expire on March 31, 2025. Pursuant to the provisions of Section 196 of the Companies Act, 2013 (the "Act"), a Whole-time Director can be appointed for a term not exceeding five years at a time and the re-appointment can be made within one year before expiry of the term.

Mr. Ramesh Agarwal is having more than 30 years of rich experience in the textile industry. He has wide experience in formulating strategies, production, planning, sales and distribution. In view of his long association within the hosiery business, he has in-depth knowledge of business, risk involved and internal control. His extensive knowledge and leadership qualities have helped in the expansion of business across the globe. Therefore, it shall be beneficial to the Company if he continues as the Whole-time Director of the Company.

Considering his experience and contributions towards the Company, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, at their meeting held on August 09, 2024, had approved the re-appointment of Mr. Ramesh Agarwal as Whole-time Director of the Company, for a period of five (5) years, with effect from April 01, 2025, subject to the approval of the shareholders of the Company, at the following remuneration:

Category	Particulars
Basic Salary (per month)	In the scale of Rs. 8,50,000/- to Rs. 17,00,000/-
Reimbursement of Medical Expenses including abroad for self and family	At actual
Leave Travel Concession for self and family once in a year	As per rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Rs. 5,00,000/-
Personal Accident Insurance (per annum)	Annual Premium not exceeding Rs. 1,05,000/-
Leave	As per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per rules of the Company
Performance Bonus	As approved by the Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee

The Company has received consent from Mr. Ramesh Agarwal in writing to continue to act as Whole-time Director of the Company for a further period of 5 years and a declaration stating that he is not disqualified from being re-appointed as a Whole-time Director of the Company in terms of Section 164 and other applicable provisions of the Act and he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

Pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6)(e) read with other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board recommends the re-appointment and remuneration of Mr. Ramesh Agarwal as the Whole-time Director of the Company, for a further period of 5 (five) consecutive years, with effect from April 01, 2025, liable to retire by rotation, for the approval by the Members of the Company by way of a Special Resolution.

The details as per Schedule V of the Act are provided in Annexure-B forming part of this Notice.

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

Mr. Ramesh Agarwal and his relatives are deemed to be concerned or interested in the proposed Resolution, in so far as it relates to his own re-appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is 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. 6 of the Notice for approval by the Members.

Item No. 7– To approve re-appointment of Mr. Mukesh Agarwal (DIN: 02415004), as Whole-time Director of the Company and to fix his remuneration.

Mr. Mukesh Agarwal (DIN: 02415004) was appointed as the Whole-time Director of the Company for a period of five (5) years w.e.f. April 01, 2020 as approved by the shareholders by passing a special resolution through postal Ballot on March 25, 2020. Further, the Shareholders at the 37th Annual General Meeting held on August 17, 2022 has approved the revised remuneration scale of Mr. Agarwal.

The tenure of Mr. Mukesh Agarwal as Whole-time Director of the Company is due to expire on March 31, 2025. Pursuant to the provisions of Section 196 of the Companies Act, 2013 (the “Act”), a Whole-time Director can be appointed for a term not exceeding five years at a time and the re-appointment can be made within one year before expiry of the term.

Mr. Mukesh Agarwal is having more than three decades of vast experience in the textile industry and has played a crucial strategic role in the setting up systems & process for distribution and production planning. He is a result-orientated individual with a positive outlook and his capabilities to experiment and innovate with newer products have given Rupa an edge in the market globally. His experience and contributions have been beneficial for the growth of the Company.

Considering his experience and contributions towards the Company, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, at their meeting held on August 09, 2024, had approved the re-appointment of Mr. Mukesh Agarwal as Whole-time Director of the Company, for a period of five (5) years, with effect from April 01, 2025, subject to the approval of the shareholders of the Company, at the following remuneration:

Category	Particulars
Basic Salary (per month)	In the scale of Rs. 8,50,000/- to Rs. 17,00,000/-
Reimbursement of Medical Expenses including abroad for self and family	At actual
Leave Travel Concession for self and family once in a year	As per rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Rs. 5,00,000
Personal Accident Insurance (per annum)	Annual Premium not exceeding Rs. 1,05,000/-
Leave	As per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per rules of the Company
Performance Bonus	As approved by the Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee

The Company has received consent from Mr. Mukesh Agarwal in writing to continue to act as Whole-time Director of the Company for a further period of 5 years and a declaration stating that he is not disqualified from being re-appointed as a Whole-time Director of the Company in terms of Section 164 and other applicable provisions of the Act and he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

Pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory

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modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6)(e) read with other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board recommends the re-appointment and remuneration of Mr. Mukesh Agarwal as the Whole-time Director of the Company, for a further period of 5 (five) consecutive years, with effect from April 01, 2025, liable to retire by rotation, for the approval by the Members of the Company by way of a Special Resolution.

The details as per Schedule V of the Act are provided in Annexure-B forming part of this Notice.

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

Mr. Mukesh Agarwal and his relatives are deemed to be concerned or interested in the proposed Resolution, in so far as it relates to his own re-appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is 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. 7 of the Notice for approval by the Members.

Item No. 8 – To approve appointment of Mr. Joginder Pal Dua (DIN: 02374358), as an Independent Director of the Company.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 09, 2024 has appointed Mr. Joginder Pal Dua (DIN: 02374358) as an Additional Director (Category: Independent) of the Company under Section 161(1) read together with Sections 149 and 152 of the Companies Act, 2013 (the "Act") and with Schedule IV thereto and the Articles of Association of the Company to hold the office until the conclusion of ensuing Annual General Meeting and further approved his appointment as an Independent Director for a term of 5 (five) consecutive years with effect from September 06, 2024, not liable to retire by rotation, subject to the approval of the Members of the Company.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Dua, 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. Dua as an Independent Director on the Board of the Company, whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has received a declaration from Mr. Joginder Pal Dua 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Mr. Dua 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. 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. The directorship(s) held by Mr. Dua are within the limits prescribed under the Act and the Listing Regulations. He 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.

In the opinion of the Board, Mr. Joginder Pal Dua 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. Joginder Pal Dua holds a degree in Law from Meerut University & Masters in Economics from Punjab University. He has served Oriental Bank of Commerce for more than 30 years, lastly as General Manager (Corporate Credit). Mr. Dua has served as an Executive Director as well as Chairman & Managing Director of Allahabad Bank for five years. He was appointed to Board for Industrial & Financial Reconstruction (B.I.F.R.) and retired as Chairman in January 2016. He was the

Vice-President of Indian Banks' Association and has been associated as the Member of the Governing Boards of various premier Institutes of India. He is considered as a stalwart in the Banking industry and has played a key role in developing many functional areas including credit, technology upgradation, enhancing brand image, MSME and Financial inclusion.

Considering the professional qualification, knowledge and experience of Mr. Dua in the field of banking, finance, corporate strategy, divestments and capital management amongst other, the Board of Directors is of the opinion that he is a person of integrity and it would be in the interest of the Company to appoint him as an Independent Director of the Company. Further, Mr. Dua would be attaining the age of 75 years during the tenure, if appointed and in this regard the Board is confident about him being able to discharge his duties in an able and competent manner.

Accordingly, the Board recommends appointment of Mr. Joginder Pal Dua as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 06, 2024 to September 05, 2029, not liable to retire by rotation, for the approval by the Members of the Company by way of a Special Resolution.

A copy of draft letter of appointment of Mr. Joginder Pal Dua 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 ensuing AGM. Members seeking to inspect the same can send an e-mail to investors@rupa.co.in.

Save & except Mr. Joginder Pal Dua 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 Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

Item No. 9 – To approve appointment of Mr. Sumit Malhotra (DIN: 02183825), as an Independent Director of the Company.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 09, 2024 has appointed Mr. Sumit Malhotra (DIN: 02183825) as an Additional Director (Category: Independent) of the Company under Section 161(1) read together with Sections 149 and 152 of the Companies Act, 2013 (the "Act") and with Schedule IV thereto and the Articles of Association of the Company to hold the office until the conclusion of ensuing Annual General Meeting and further approved his appointment as an Independent Director for a term of 5 (five) consecutive years with effect from September 06, 2024, not liable to retire by rotation, subject to the approval of the Members of the Company.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Malhotra, 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. Malhotra as an Independent Director on the Board of the Company, whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has received a declaration from Mr. Sumit Malhotra 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Mr. Malhotra 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. 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. The directorship(s) held by Mr. Malhotra are within the limits prescribed under the Act and the Listing Regulations. He 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.

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In the opinion of the Board, Mr. Sumit Malhotra 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. Sumit Malhotra holds a Bachelor's Degree in Pharmacy from IIT – BHU & and a PGDM from IIM - Ahmedabad. In a career span of around 37 years, Mr. Malhotra has worked with various Indian Promoter controlled FMCG companies. He is associated with the Bajaj Group since 2004 and is currently a Non-Executive Director and Advisor to the Board. He is also an Independent Director and the Head of the Audit Committee for the Consumer arm of the Sanjay Ghodawat Group of Companies, Kolhapur. His expertise lies in the field of Marketing and Sales and strategizing the path towards high profitability. His strengths are running fast growing, highly profitable companies along with building and managing high performing teams. He also provides advisory services and strategic direction to the Company in various matters.

Considering the professional qualification, knowledge and experience of Mr. Malhotra in the field of marketing, sales, modern trade, strategic planning and advisory amongst others, the Board of Directors is of the opinion that he is a person of integrity and it would be in the interest of the Company to appoint him as an Independent Director of the Company.

Accordingly, the Board recommends appointment of Mr. Sumit Malhotra as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 06, 2024 to September 05, 2029, not liable to retire by rotation, for the approval by the Members of the Company by way of a Special Resolution.

A copy of draft letter of appointment of Mr. Sumit Malhotra 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 ensuing AGM. Members seeking to inspect the same can send an e-mail to investors@rupa.co.in.

Save & except Mr. Sumit Malhotra 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 Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Item No. 10 – To approve appointment of Mrs. Mamta Binani (DIN: 00462925), as an Independent Director of the Company.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 09, 2024 has appointed Mrs. Mamta Binani (DIN: 00462925) as an Additional Director (Category: Independent) of the Company under Section 161(1) read together with Sections 149 and 152 of the Companies Act, 2013 (the "Act") and with Schedule IV thereto and the Articles of Association of the Company to hold the office until the conclusion of ensuing Annual General Meeting and further approved her appointment as an Independent Director for a term of 5 (five) consecutive years with effect from September 06, 2024, not liable to retire by rotation, subject to the approval of the Members of the Company.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 ('the Act') from a member proposing the candidature of Mrs. Binani, 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 Mrs. Binani as an Independent Director on the Board of the Company, whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has received a declaration from Mrs. Mamta Binani to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Mrs. Binani has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, she has also provided her consent to act as the Director and a declaration to the effect that she is not disqualified under sub-section (1) or (2) of Section 164 of the Act. The directorship(s) held by Mrs. Binani are within the limits prescribed under the Act and the Listing Regulations. She has also confirmed that she is

in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Mamta Binani 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.

Dr. (h.c.) Mamta Binani is a Fellow Member of the Institute of Company Secretaries of India (ICSI) besides being a Commerce and a Law Graduate. Mrs. Binani is the first Insolvency Professional of the Country, registered with the Insolvency & Bankruptcy Board of India. She is the Vice President of the National Company Law Tribunal Kolkata Bar Association, the Chairperson of the Merchant Chamber of Commerce-Legal Affairs & Governance Council. With over 28 years of experience, she specializes in restructuring and rehabilitating and also provides consultancy on corporate and legal matters, and is a keen practitioner on litigation matters. She is a regular acclaimed speaker at professional forums and shares her passion for writing through leading journals, magazines, and newspapers.

Considering the professional qualification, knowledge and experience of Mrs. Binani in the field of corporate law, legal, litigation, secretarial, governance and sustainability amongst others, the Board of Directors is of the opinion that she is a person of integrity and it would be in the interest of the Company to appoint her as an Independent Director of the Company.

Accordingly, the Board recommends appointment of Mrs. Mamta Binani as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 06, 2024 to September 05, 2029, not liable to retire by rotation, for the approval by the Members of the Company by way of a Special Resolution.

A copy of draft letter of appointment of Mrs. Binani as an Independent Director setting out terms and conditions of her appointment would be available for inspection by members electronically till the date of the ensuing AGM. Members seeking to inspect the same can send an e-mail to investors@rupa.co.in.

Save & except Mrs. Mamta Binani and/or her 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 Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

Item No. 11 – To approve appointment of Mr. Arvind Baheti (DIN: 08094824), as an Independent Director of the Company.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 09, 2024 has appointed Mr. Arvind Baheti (DIN: 08094824) as an Additional Director (Category: Independent) of the Company under Section 161(1) read together with Sections 149 and 152 of the Companies Act, 2013 (the "Act") and with Schedule IV thereto and the Articles of Association of the Company to hold the office until the conclusion of ensuing Annual General Meeting and further approved his appointment as an Independent Director for a term of 5 (five) consecutive years with effect from September 06, 2024, not liable to retire by rotation, subject to the approval of the Members of the Company.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 ('the Act') from a member proposing the candidature of Mr. Baheti, 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. Baheti as an Independent Director on the Board of the Company, whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has received a declaration from Mr. Arvind Baheti 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Mr. Baheti has confirmed

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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. 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. The directorship(s) held by Mr. Baheti are within the limits prescribed under the Act and the Listing Regulations. He 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.

In the opinion of the Board, Mr. Arvind Baheti 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. Arvind Baheti is a Chartered Accountant and a law graduate, presently working as an Executive Director with Khaitan & Co., co-heading the areas of International Trade & Indirect Tax laws, Employment, Labour and Benefits and White Collar Practise. His specialisation lies in GST law, import duties, trade tariffs and other nuanced aspects of employment law involving wage rationalisation, employee exits, provident fund contribution structuring, setting up and mergers of Private Provident Fund, superannuation and gratuity trusts, POSH, and standard operating procedures. He has been a trusted advisor to various reputed groups based in Eastern India and has worked on a number of diverse transactions across industries, involving tax efficient structuring, contract reviews, compliance reviews and tax related financial modelling.

Considering the professional qualification, knowledge and experience of Mr. Baheti in the field of International Trade & Indirect Tax laws, regulatory compliances, industrial laws amongst others, the Board of Directors is of the opinion that he is a person of integrity and it would be in the interest of the Company to appoint him as an Independent Director of the Company.

Accordingly, the Board recommends appointment of Mr. Arvind Baheti as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 06, 2024 to September 05, 2029, not liable to retire by rotation, for the approval by the Members of the Company by way of a Special Resolution.

A copy of draft letter of appointment of Mr. Arvind Baheti 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 ensuing AGM. Members seeking to inspect the same can send an e-mail to investors@rupa.co.in.

Save & except Mr. Arvind Baheti 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 Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

Registered Office:

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

Date: August 09, 2024

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

Kunj Bihari Agarwal
Managing Director
DIN: 00224857

ANNEXURE-A

Details of Directors 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]

1. For Item No. 5 to 7:

Categories	(A)	(B)	(C)	(D)
Name of the Director	Mr. Ghanshyam Prasad Agarwala	Mr. Ramesh Agarwal	Mr. Prahlad Rai Agarwala	Mr. Mukesh Agarwal
Director Identification Number (DIN)	00224805	00230702	00847452	02415004
Date of Birth/Age	14/11/1945 (79 Years)	07/06/1968 (56 years)	11/05/1938 (86 Years)	01/01/1971 (53 Years)
Qualification	Bachelor's degree in Commerce	Bachelor's degree in Commerce	Bachelor's degree in Law from the University of Calcutta	Bachelor's degree in Commerce
Date of first appointment on the Board	July 13, 1987	July 29, 2009	February 06, 1985	July 29, 2009
Brief Resume, Experience and Expertise	Mr. Ghanshyam Prasad Agarwala is the Whole-time Director of the Company, designated as the Vice-Chairman. He has more than 50 years of experience in the textile industry. He has knowledge and understanding of the hosiery business and related activities, apart from rich experience in leadership and operations of the Company. He is also actively engaged in various philanthropic activities.	Mr. Ramesh Agarwal is a Whole-time Director of the Company. He is having more than 30 years of rich experience in the textile industry. He has wide experience in formulating strategies, production, planning, sales and distribution. In view of his long association within the hosiery business, he has in-depth knowledge of business, risk involved and internal control. His extensive knowledge and leadership qualities have helped in the expansion of business across the globe.	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. Mukesh Agarwal is a Whole-time Director of the Company. He is having more than three decades of vast experience in the textile industry and has played a crucial strategic role in the setting up systems & process for distribution and production planning. He is a result-orientated individual with a positive outlook and his capabilities to experiment and innovate with newer products have given Rupa an edge in the market globally.

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Categories	(A)	(B)	(C)	(D)
Terms & Conditions of re-appointment.	Re-appointment of director retiring by rotation, pursuant to Section 152 of the Companies Act, 2013. He is entitled to receive remuneration as already approved by the Members.	Re-appointment of director retiring by rotation, pursuant to Section 152 of the Companies Act, 2013. He is entitled to receive remuneration as already approved by the Members. Further re-appointment pursuant to Section 196 of the Act, for a term of 5 (five) years at a remuneration, as mentioned in the Explanatory Statement.	Re-appointment pursuant to Section 196 of the Act, for a term of 5 (five) years at a remuneration, as mentioned in the Explanatory Statement.	Re- appointment pursuant to Section 196 of the Act, for a term of 5 (five) years at a remuneration, as mentioned in the Explanatory Statement.
Remuneration last drawn (FY 23-24)	As per the scale already approved by the members	As per the scale already approved by the members	As per the scale already approved by the members	As per the scale already approved by the members
Number of Board meeting attended during the year	3/4	4/4	4/4	4/4
Disclosure of relationship with other directors/ KMP	Father of Mr. Mukesh Agarwal and brother of Mr. Prahlad Rai Agarwala and Mr. Kunj Bihari Agarwal, Directors of the Company.	Son of Mr. Prahlad Rai Agarwala, Chairman of the Company.	Brother of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal and Father of Mr. Ramesh Agarwal (all being the Directors of the Company).	Son of Mr. Ghanshyam Prasad Agarwala, Vice- Chairman of the Company.
Shareholding of Directors including shareholding as beneficial owner	13,17,148 (1.66%) *	10,59,230 (1.33%)	21,52,506 (2.71%) **	7,29,550 (0.92%)

Categories	(A)	(B)	(C)	(D)
List of Directorship in other companies as on 31 March 2024	i. Sobhasaria Enterprises Private Limited ii. Rupa Spinners Limited	i. Euro Fashion Inners International Private Limited ii. Imoogi Fashions Private Limited iii. Rupa Fashions Private Limited iv. Oban Fashions Private Limited v. Neo Metaliks Limited vi. Badrinath Homes Private Limited vii. Rupa Global Pvt. Ltd viii. Sidhant Credit Capital Ltd ix. Aparesh Niwas Pvt Ltd x. Sidhant Niwas Pvt Ltd xi. Goodview Developers Private Limited xii. Sungrace Primeview Properties Private Limited xiii. Aparesh Compuvision Private Limited xiv. Neo Steel & Wires Private Limited xv. Salasar Project and Estates Pvt Ltd xvi. Sidhant Flats and Apartments Private Limited xvii. Apparel Export Promotion Council	i. Rupa Spinners Limited ii. Salasar Hosiery Private Limited i. Ravi Global Private Limited ii. Neo Metaliks Limited iii. PGK Builders Private Limited iv. Vibhuti Infracon Private Limited v. Sobhasaria Enterprises Private Limited vi. Salasar Developers & Garments Private Limited vii. Salasar Project and Estates Private Limited	i. Subham Software Private Limited ii. Rupa Foods Private Limited iii. Rupa Dyeing And Printing Private Limited iv. Citizen Hosiery Private Limited v. Balaji Hosiery Private Limited vi. Sitaram Hosiery Private Limited vii. Champion Garment Private Limited viii. Gajraj Knitwear Private Limited ix. Oban Fashions Private Limited x. Neo Metaliks Limited xi. Neo Steel & Wires Private Limited xii. Bajrangbali Projects Limited xiii. Mangal Synthetics Private Limited xiv. Rupa Global Pvt.Ltd xv. Salasar Infrastructure Limited xvi. Lambodar Infrastructure Private Limited xvii. Kanahiya Realty Private Limited xviii. Ganpati Management Private Limited xix. Krishna Management Private Limited

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Categories	(A)	(B)	(C)	(D)
List of Membership/ Chairmanship of Committees of other companies as on 31 March 2024***	NA	Neo Metaliks Limited- Audit Committee (Member) Sidhant Credit Capital Limited-Audit Committee (Member)	NA	NA
Name of Listed Companies from which the Director has resigned in last three years	None	None	None	None

*Holds 1,67,63,656 equity shares (21.08%) jointly with Mr. Prahlad Rai Agarwala and Mr. Kunj Bihari Agarwal on behalf of a partnership firm. Further holds 1,85,090 equity shares (0.23%) on behalf of a HUF.

**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 Stakeholders Relationship Committee has been considered.

2. For Item No. 8 to 11:

Categories	(E)	(F)	(G)	(H)
Name of the Director	Mr. Joginder Pal Dua	Mr. Sumit Malhotra	Mrs. Mamta Binani	Mr. Arvind Baheti
Father's name	Mr. Chuni Lal Dua	Mr. Sham Lal Malhotra	Mr. Murari Poddar	Mr. Radheshyam Baheti
Director Identification Number (DIN)	02374358	02183825	00462925	08094824
Date of Birth/Age	05/08/1952 (72 Years)	28/09/1961 (63 Years)	10/10/1972 (52 Years)	18/10/1977 (47 Years)
Qualification	Masters in Economics & Law Graduate from Meerut University	Bachelor's Degree in Pharmacy from IIT – BHU and a PGDM from IIM - Ahmedabad.	B. Com, Law Graduate and Fellow Member of The Institute of Company Secretaries of India (ICSI).	Chartered Accountant and a Law Graduate
Date of first appointment on the Board	06/09/2024	06/09/2024	06/09/2024	06/09/2024

Categories	(E)	(F)	(G)	(H)
Brief Resume, Experience and Expertise	<p>Mr. Joginder Pal Dua holds a degree in Law from Meerut University & Masters in Economics from Punjab University. He has served Oriental Bank of Commerce for more than 30 years, lastly as General Manager (Corporate Credit). Mr. Dua has served as an Executive Director as well as Chairman & Managing Director of Allahabad Bank for five years. He was appointed to Board for Industrial & Financial Reconstruction (B.I.F.R.) and retired as Chairman in January 2016. He was the Vice-President of Indian Banks' Association and has been associated as the Member of the Governing Boards of various premier Institutes of India. He is considered as a stalwart in the Banking industry and has played a key role in developing many functional areas including credit, technology upgradation, enhancing brand image, MSME and Financial inclusion.</p>	<p>Mr. Sumit Malhotra holds a Bachelor's Degree in Pharmacy from IIT – BHU & and a PGDM from IIM - Ahmedabad. In a career span of around 37 years, Mr. Malhotra has worked with various Indian Promoter controlled FMCG companies. He is associated with the Bajaj Group since 2004 and is currently a Non-Executive Director and Advisor to the Board. He is also an Independent Director and the Head of the Audit Committee for the Consumer arm of the Sanjay Ghodawat Group of Companies, Kolhapur. His expertise lies in the field of Marketing and Sales and strategizing the path towards high profitability. His strengths are running fast growing, highly profitable companies along with building and managing high performing teams. He also provides advisory services and strategic direction to the Company in various matters.</p>	<p>Dr. (h.c.) Mamta Binani is a Fellow Member of the Institute of Company Secretaries of India (ICSI) besides being a Commerce and a Law Graduate. Ms. Binani is the first Insolvency Professional of the Country, registered with the Insolvency & Bankruptcy Board of India. She is the Vice President of the National Company Law Tribunal Kolkata Bar Association, the Chairperson of the Merchant Chamber of Commerce-Legal Affairs & Governance Council. With over 28 years of experience, she specializes in restructuring and rehabilitating and also provides consultancy on corporate and legal matters, and is a keen practitioner on litigation matters. She is a regular acclaimed speaker at professional forums and shares her passion for writing through leading journals, magazines, and newspapers.</p>	<p>Mr. Arvind Baheti is a Chartered Accountant and a law graduate, presently working as an Executive Director with Khaitan & Co. co- heading the areas of International Trade & Indirect Tax laws, Employment, Labour and Benefits and White Collar Practise. His specialisation lies in GST law, import duties, trade tariffs and other nuanced aspects of employment law involving wage rationalisation, employee exits, provident fund contribution structuring, setting up and mergers of Private Provident Fund, superannuation and gratuity trusts, POSH, and standard operating procedures. He has been a trusted advisor to various reputed groups based in Eastern India and has worked on a number of diverse transactions across industries, involving tax efficient structuring, contract reviews, compliance reviews and tax related financial modelling.</p>

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Categories	(E)	(F)	(G)	(H)
Terms and Conditions of appointment along with details of remuneration sought to be paid.	Appointment as Independent Director of the Company for a term of five consecutive years. He shall be entitled to receive sitting fees, as approved by the Board of Directors 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.	Appointment as Independent Director of the Company for a term of five consecutive years. He shall be entitled to receive sitting fees, as approved by the Board of Directors 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.	Appointment as Independent Director of the Company for a term of five consecutive years. She shall be entitled to receive sitting fees, as approved by the Board of Directors 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.	Appointment as Independent Director of the Company for a term of five consecutive years. He shall be entitled to receive sitting fees, as approved by the Board of Directors 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.
Remuneration last drawn (FY 23-24)	NA	NA	NA	NA
Number of Board meeting attended during the year	NA	NA	NA	NA
Disclosure of relationship with other directors/ KMP	He is not related to any of the Directors or KMPs of the Company.	He is not related to any of the Directors or KMPs of the Company.	She is not related to any of the Directors or KMPs of the Company.	He is not related to any of the Directors or KMPs of the Company.
Shareholding of Directors including shareholding as beneficial owner	Nil	Nil	Nil	Nil

Categories	(E)	(F)	(G)	(H)
List of Directorship in other companies.	i. Utkarsh India Limited ii. PNB Metlife India Insurance Company Limited	i. Ghodawat Consumer Limited ii. Let's Go Organic India Private Limited iii. Bajaj Consumer Care Limited	i. Skipper Limited ii. Emami Paper Mills Limited iii. Balrampur Chini Mills Limited iv. Evonith Value Steel Limited v. Evonith Metallics Limited vi. Emami Limited vii. Ddev Plastiks Industries Limited viii. Sanmarg Private Limited ix. Petro Carbon and chemicals Limited x. Maheshwari International Business Foundation xi. Magma Ventures Private Limited xii. Mamta Sumit Binani Foundation	i. Gillanders Arbuthnot & Co. Limited
List of Membership/ Chairmanship of Committees of other companies#	i. PNB Metlife India Insurance Company Limited - Audit Committee (Member)	i. Bajaj Consumer Care Limited - Stakeholders Relationship Committee (Member) ii. Ghodawat Consumer Limited – Audit Committee (Member)	i. Balrampur Chini Mills Limited – Stakeholders Relationship Committee (Chairperson), Audit Committee (Member) ii. Emami Paper Mills Limited – Audit Committee (Member) iii. Evonith Metallics Limited - Audit Committee (Member)	i. Gillanders Arbuthnot & Co. Limited – Audit Committee (Chairman)
Name of Listed Companies from which the Director has resigned in last three years	i. Century Plyboards (India) Limited ii. Skipper Limited	Nil	i. GPT Infraprojects Limited ii. Century Plyboards (India) Limited iii. Kkalpana Industries (India) Limited iv. La Opala R G Limited	Nil

NOTICE

Categories	(E)	(F)	(G)	(H)
Skills and capabilities required for the role and manner in which the proposed person meets the requirements	The Nomination and Remuneration Committee has identified functional areas like banking, credit, technology upgradation, capital management and finance as the skills required for this role. Mr. Joginder Pal Dua possess the required skills and capabilities suitable for this role.	The Nomination and Remuneration Committee has identified corporate strategy, operational effectiveness as the skills required for this role. Mr. Sumit Malhotra possess the required skills and capabilities suitable for this role.	The Nomination and Remuneration Committee has identified litigation, corporate law, advisory, Governance, restructuring as the skills required for this role. Mrs. Mamta Binani possess the required skills and capabilities suitable for this role.	The Nomination and Remuneration Committee has identified International Trade & Indirect Tax laws, Employment, tax efficient structuring, contract reviews, compliance reviews and tax related financial modelling as the skills required for this role. Mr. Arvind Baheti possess the required skills and capabilities suitable for this role.

#as on the date of consent received from these directors. Only Audit Committee and Stakeholders Relationship Committee has been considered.

ANNEXURE-B

Details pursuant to Schedule V to the Companies Act, 2013 (refer Item Nos. 5 to 7):

I. GENERAL INFORMATION			
Nature of industry	Rupa & Company Limited ("the Company") is primarily engaged in the manufacturing, marketing, sales and distribution of innerwear, thermal wear and casual wear for men, women and kids segment and serves all sections of the society with its economy, mid-premium, premium and super-premium ranges.		
Date or expected date of commencement of commercial production	Not Applicable, since the Company has already commenced the business activity. The Company was incorporated on February 06, 1985.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Existing Company - Not Applicable		
Financial performance based on given indicators	Rs. in lakhs		
		2023-24	2022-23
	Total Revenue	1,19,416.90	1,11,744.01
	Profit before Tax (PBT)	9,383.64	6,839.63
	Net Profit	6,912.08	5,308.61
	Net Worth	95,256.75	90,695.23
Foreign investments or collaborations, if any	The Company has not entered any foreign collaborations. The foreign investors, comprising FPIs, FIIs and NRIs are on account of issuances of securities and/ or secondary market purchases, from time to time. As on June 30, 2024, the aggregate foreign shareholding in the Company was approx. 1.85% [including Foreign Portfolio Investors (Category I and II) and Non-Resident Indians (NRIs)].		
II. INFORMATION ABOUT THE APPOINTEE			
Background details	Details have been stated above in explanatory statement read with Annexure A thereof for the Item Nos. 5 to 7 of the Notice respectively.		
Past remuneration			
Recognition or awards			
Job profile and his suitability			
Remuneration proposed			
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size, scale of operations, performance and the business of the Company, the diverse mix of skills, expertise, acumen the concerned Whole-time Director(s) bring, and the external business environment, the increased responsibilities and duties of the Whole-time Directors under the Act and the SEBI Listing Regulations, the remuneration proposed to be paid is commensurate.		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any	Besides drawing remuneration as stated above, the concerned Whole-time Director(s) are related to other Director(s) as mentioned in explanatory statement read with Annexure A thereof for the Item Nos. 5 to 7 of the Notice respectively.		

NOTICE

III. OTHER INFORMATION

Reasons of loss or inadequate profits	Not applicable , as the Company has posted a PBT of Rs. 9,383.64 lakhs during the year ended 31 st March, 2024.
Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits, however steps are continued to be taken for further improvement.
Expected increase in productivity and profits in measurable terms	

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company in the Annual Report 2023-24:

- i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
- ii. Details of fixed component and performance linked incentives along with the performance criteria;
- iii. Service contracts, notice period, severance fees;
- iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.