



## **RUPA & COMPANY LIMITED**

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### **Terms of Reference of Operations Committee**

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**Effective- May 21, 2025**

[As revised and approved by the Board of Directors on May 21, 2025]

**Rupa & Company Limited**

CIN: L17299WB1985PLC038517

Registered Office: Metro Tower, 8<sup>th</sup> Floor,  
1, Ho Chi Minh Sarani, Kolkata- 700 071,  
Ph- 033 4057 3100, Fax- 033 2288 1362

Email- [investors@rupa.co.in](mailto:investors@rupa.co.in)

Website- [www.rupa.co.in](http://www.rupa.co.in)



**Members of Operations Committee:**

Mr. Kunj Bihari Agarwal, *Managing Director* – Member  
Mr. Ramesh Agarwal, *Whole-time Director* – Member  
Mr. Mukesh Agarwal, *Whole-time Director* – Member

**Terms of Reference of the Operations Committee:**

- (1) To approve and/ or authorise opening and closing of bank accounts, cash credit accounts, current accounts, dividend payment accounts, Escrow Account or any other types of accounts, including trading and demat accounts with banks, stockbrokers, depository participants or other financial intermediaries, and to give instructions relating to such banking or financial arrangements;
- (2) To authorise availing of Internet banking facilities, Third Party Payment facilities, Web based banking services, corporate credit card, forex card facilities, forex currency note facility from Banks, Supply Chain Finance (SCF) or similar digital trade finance solutions from banks or financial institutions, to carry out KYC updation with banks, and to change/ modify Authorised Signatories of bank accounts and related digital banking platforms, etc.;
- (3) To avail various credit facilities, including working capital facilities (both fund-based and non-fund-based), from Banks/Financial Institutions, within the overall borrowing limit authorised by the Board; to renew, enhance or modify such facilities from time to time; and to authorise officials or representatives of the Company to negotiate, sign, execute and deliver necessary agreements, deeds, documents, applications, declarations and such other papers as may be required in connection therewith.
- (4) To invest the surplus funds of the Company in the manner and within the overall limits as approved by the Board.
- (5) To explore new business opportunities from time to time and undertake preliminary actions in this regard including but not limited to engaging consultants, submitting Expressions of Interest (EOI), etc. and to recommend such concrete business proposals to the Board for further course of action;
- (6) To purchase any kind of movable/ immovable assets including but not limited to land, building, machinery, cars, vehicles etc. for the business of the Company, within the Capex Budget approved by the Board or to take on lease any property/ land for the business of the Company, or to lease out/rent out any property owned by the Company, if deemed expedient for the business or in the interest of the Company, and to authorise any person(s) of the Company to execute the necessary agreements/ documents and to do all such acts and things as may be considered necessary and expedient in connection therewith or incidental thereto;
- (7) To oversee day to day business and affairs of the Company and authorize officials of the Company for execution of business activities including participation in tenders, entering into agreements with third parties for sale of goods and services of the Company, and to approve day-to-day business and administrative policies;



- (8) To confer signing powers and authorities on such officers and employees of the Company as deemed fit, to sign and submit returns, periodic or otherwise, various papers, applications, documents, bonds, agreements, pre-authentic invoices, for any Unit/ office of the Company, in relation to matters pertaining to Goods and Service Tax Laws, Custom Laws / Taxation Laws / Employees Provident Fund & Misc. Provisions Act, 1952, ESI / other applicable laws, etc., on behalf of the Company and to do all such acts and things as may be considered necessary and expedient in connection therewith or incidental thereto;
- (9) To apply for obtaining necessary registration, license, certificate, NOC or permission from the appropriate authority under the various Industrial Laws, Labour Laws, Pollution Control Laws or any other applicable laws in the interest of business of the Company and to do all such acts and things as may be considered necessary and expedient in connection therewith or incidental thereto;
- (10) To commence and/ or initiate any suit or other legal action or proceedings in relation to the business of the Company or for recovery of any money/ property of the Company or establishing a right related to the business of the Company or to defend any suit or legal proceeding against the Company or in which the Company is a party and for that purpose to authorise any person(s) or KMP(s) or Director(s) of the Company to sign/ affirm/ declare statements of defence, plaints, petitions, affidavits or other papers/ documents as may be required and to appoint any advocate/ solicitor for the purpose and to authorise any person(s) or KMP(s) or Director(s) of the Company to sign the Vakalatnama and to deal with and handle any matter(s) with any government/ semi government/ non- government authority, relating to the business of the Company or any matter under Corporate/Labour or other laws as may be applicable to the Company and to authorize any official of the Company to represent the Company in relation thereto.
- (11) To refer to arbitration any dispute in connection with the business of the Company or defend the Company in any arbitration and for that purpose to authorise any person(s) or KMP(s) or Director(s) of the Company to attend to such arbitration personally or through advocates or to do such acts/ things required in that behalf and to generally do all acts and things incidental to the powers hereinabove mentioned and to delegate all or any of the power(s) mentioned above in favour of any person(s) or director(s) of the Company;
- (12) To authorise any person(s) for and on behalf of the Company, by way of Specific Power of Attorney(s) under the signature of any Director of the Company, as and when required or issue necessary Authority Letter(s) to carry on one or more of the above acts, deeds and things including signing of all papers and documents and doing all other acts, deeds & things necessary for the purpose.
- (13) To authorise affixation of the Company's Common Seal, if required, to any documents and to designate, where required, the person or persons in whose presence the seal is to be affixed as per Article of Association of the Company;
- (14) To perform such other function as may be delegated by the Board of Directors from time to time;

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