


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 **40th (Fortieth) Annual General Meeting** ("AGM") of the members of **RUPA & COMPANY LIMITED** ("Company") will be held on Monday, September 01, 2025 at 12:30 p.m. (IST), through Video Conferencing or Other Audio Visual Means (VC/OAVM), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, 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, 2025, 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, 2025.
3. To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), 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. Vikash Agarwal (DIN: 00230728), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

5. **To approve re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), as Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 179, 196, 197, 198, 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 (LODR) 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. Ghanshyam Prasad Agarwala (DIN: 00224805), 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, 2026, 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 of the said re-appointment 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 this resolution."

6. **To approve re-appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857), as Managing Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 179, 196, 197, 198, 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 (LODR) 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. Kunj Bihari Agarwal (DIN: 00224857), be and is hereby re-appointed as Managing Director of the Company, not liable to retire by rotation, for a further period of 5 (five) years, with effect from April 01, 2026, 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 of the said re-appointment 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 this resolution.”

7. To approve appointment of M/s. MKB & Associates, Practising Company Secretaries, as the Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (LODR) Regulations, 2015, as amended, read with the relevant circulars and notifications issued thereunder and other applicable provisions, if any, and as recommended by the Audit Committee and approved by the Board of Directors, M/s. MKB & Associates, a firm of Practising Company Secretaries (FRN: P2010WB042700) (Peer Review Cert no. 1663/2022), be and is hereby appointed as the Secretarial Auditor of Company for a term of 5 (five) consecutive years commencing from April 01, 2025 till March 31, 2030 (Financial Year 2025-26 to Financial Year 2029-30), at such remuneration and terms & conditions as may be mutually agreed upon between the Board of Directors of the Company, based on the recommendation of the Audit Committee and Secretarial Auditors of the Company.

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 this resolution.”

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

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

Sumit Jaiswal

Company Secretary & Compliance Officer
ICSI Membership No. F9485
Date: May 21, 2025

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by 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) till September 30, 2025. 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 **40th Annual General Meeting ("AGM" or the "Meeting")** of the Company will be held on **Monday, September 01, 2025 at 12:30 p.m. (IST) through VC/OAVM**. The deemed venue for the 40th 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 7 forms part of this notice. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations in respect of Directors seeking appointment/re-appointment at this AGM and recommendation of the Board of Directors of the Company ("Board") along with the rationale in terms of Regulation 17(11) of the Listing Regulations are also provided in the said statement.
3. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, the Register of Members of the Company will remain closed from **August 26, 2025 to September 01, 2025** (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.
5. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of holding the 40th 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, 2025, is being sent only through electronic mode, 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) and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants.

The Notice and the Annual Report for the financial year ended March 31, 2025 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 ("MDPL"), 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.

Members whose e-mail ID is not registered and who wish to receive the Notice of the AGM, Annual Report and all other communications by the Company, from time to time, may get their e-mail ID registered by submitting Form ISR-1 to MDPL at mdpldc@yahoo.com or to the Company at investors@rupa.co.in. However, for the shares held in demat form, Members are requested to write to their respective DPs.

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.co.in.

10. **Payment of Dividend and tax thereon:**

The Board of Directors of the Company at their meeting held on May 21, 2025 have, inter alia, approved and recommended payment of final dividend of ₹ 3/- per equity share of the face value of ₹ 1/- each (300%) fully paid up for the financial year ended March 31, 2025, subject to the approval of shareholders at the AGM. Further, the Company has fixed Monday, August 25, 2025 as the Record date for determining the Members entitled to receive dividend.

The dividend, if approved by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') as under:

- In respect of shares held in physical form: To all the Members, whose names are on the Company's Register of Members, after giving effect to valid transmission and transposition requests lodged with the Company, as on close of business hours of Monday, August 25, 2025.
- In respect of Shares held in electronic form: To all beneficial owners of the shares, as of end of day on Monday, August 25, 2025, as per details furnished by the Depositories for this purpose.

Pursuant to the Finance Act, 2020, 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. For detailed process, Members are hereby requested to refer to the separate communication made in this regard along with this notice and take necessary actions, if required.

11. **Mandatory updation of PAN, KYC, Bank details, and Specimen signature prior to processing payment of Dividend:**

SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that with effect from April 01, 2024, dividend to the shareholders holding shares in physical mode shall be paid only through electronic mode. Such payment to them shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at <https://rupa.co.in/notice-and-forms-for-shareholders> and of the RTA at <https://mdpl.in/downloads.php>. In view of the above, we request to the shareholders holding shares in physical form to submit the required forms duly filled up and signed, along with the

supporting documents at the earliest to the RTA. Towards this, the Company is sending letters to the Members holding shares in physical form, in relation to applicable SEBI Circular(s). Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

12. Pursuant to Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be. The said form is available on Company's website <https://rupa.co.in/notice-and-forms-for-shareholders> and on the website of the RTA <https://mdpl.in/downloads.php>. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
13. Pursuant to Regulation 40 of the Listing Regulations, as amended, any fresh transfer requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

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. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.

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.

14. 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. Further, the Company is sending request letters to eligible shareholders whose dividend remains unclaimed and whose shares are eligible for transfer to IEPF Authority during FY2025-26, requesting them to claim their dividends from the Company.

The Members whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by applying to the IEPF Authority through submission of an online Form IEPF-5 on the website of IEPF Authority at www.iepf.gov.in. The details of such unclaimed dividend/shares transferred to IEPF has been uploaded on the website of the Company at <https://rupa.co.in/unclaimed-dividend-iepf> and www.iepf.gov.in. Further, Members can claim for the unpaid/unclaimed dividend by writing to the Company or MDPL before the same becomes due for transfer to IEPF.

15. 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.
16. Members seeking any information with regard to the financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries to the Company on or before August 25, 2025 through their registered email address at investors@rupa.co.in by mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number. The same will be replied by the Company suitably.

Members willing to express their views or ask questions during the AGM may register themselves as speakers by sending their requests before August 25, 2025 at investors@rupa.co.in from their registered e-mail addresses mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number 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.

17. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Explanatory Statement will be available electronically for

inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investors@rupa.co.in, mentioning their names and folio numbers/demat account numbers.

18. VOTING THROUGH ELECTRONIC MEANS

A. GENERAL INFORMATION

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA circulars and Regulation 44 of Listing Regulations, the Company has engaged the services of NSDL to provide remote e-voting services and e-voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting.
- ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date, i.e. August 25, 2025** shall be entitled to avail the facility of remote e-voting/e-voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

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

Commencement of Remote E-voting	End of Remote E-voting
From 9:00 A.M. (IST) on Friday, August 29, 2025	Up to 5:00 P.M. (IST) on Sunday, August 31, 2025

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 cast their votes through remote e-voting.

- ii. Only those members, who are present in the meeting through VC/OAVM and have not cast 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.
- iii. 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.
- iv. The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (Membership No. ACS 17190, COP No. 18428), Partner

of M/s. MKB & Associates (FRN: P2010WB042700), as Scrutinizer to scrutinize the process of remote e-voting and also e-voting during the meeting in a fair and transparent manner.

- v. 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.
- vi. 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 01, 2025.

- vii. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at <https://rupa.co.in/general-meeting>.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

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





Details on Step 1 are mentioned below:

A) 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
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 use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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. 1800-21-09911.

B) 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.

- After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

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

- 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.
- 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".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 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.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual

for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@rupa.co.in.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@rupa.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- 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.
- In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the 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 AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@rupa.co.in. The same will be replied by the company suitably.

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

Item No. 5 – To approve re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), as Whole-time Director of the Company and to fix his remuneration.

Mr. Ghanshyam Prasad Agarwala (DIN: 00224805) was re-appointed as the Whole-time Director of the Company for a period of five (5) years w.e.f. April 01, 2021 as approved by the shareholders at the 35th Annual General Meeting held on September 18, 2020. Further, the Shareholders at the 36th Annual General Meeting held on August 31, 2021 has approved the revision in the terms of remuneration of Mr. Agarwala. The tenure of Mr. Ghanshyam Prasad Agarwala as Whole-time Director of the Company is due to expire on March 31, 2026.

Pursuant to the provisions of Section 196 of the Companies Act, 2013 ("Act"), a Whole-time Director can be appointed/re-appointed for a term not exceeding five years at a time, with the approval of the Board of Directors as well as Shareholders in the General Meeting. However, approval of shareholders by way of Special Resolution is required for appointment/re-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. Further, re-appointment can be made within one year before expiry of the term.

Mr. Ghanshyam Prasad Agarwala is the founding member of RUPA and forms an integral part of the Promoter group of the Company. With over five decades of extensive experience, Mr. Agarwala has demonstrated exemplary knowledge and understanding of the hosiery business and related activities. His wisdom, strategic insight, and rich experience in leadership and operations have been invaluable assets to the Company.

The Nomination & Remuneration Committee, after due consideration of his diverse skills, business leadership capabilities, and vast industry experience, is of the view that Mr. Agarwala's continued association would be 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.

The terms as set out in the said resolution and the explanatory statement may be treated as a memorandum of the terms of re-appointment pursuant to Section 190 of the Act.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, at their meeting held on May 21, 2025, had approved the re-appointment of Mr. Ghanshyam Prasad Agarwala as Whole-time Director of the Company, for a further period of five (5) years, with effect from April 01, 2026, 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 ₹ 12,00,000/- to ₹ 20,00,000/- p.m.
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 ₹ 1,05,000/-

Category	Particulars
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 all statutory disclosures/ declarations from Mr. Ghanshyam Prasad Agarwala: a consent from Mr. Agarwal to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 to the effect that he is not disqualified in accordance with sub-section (1) & (2) of Section 164 of the Act and a declaration 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.

In this regard the Company has also received a notice from a member of the Company proposing his candidature for re-appointment as Director pursuant to the provisions of Section 160 of the Companies Act, 2013.

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 (LODR) Regulations, 2015, the Board recommends the re-appointment and remuneration of Mr. Ghanshyam Prasad Agarwala as the Whole-time Director of the Company, for a further period of 5 (five) consecutive years, with effect from April 01, 2026, liable to retire by rotation.

Disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) issued by the Institute of Company Secretaries of India are annexed as **Annexure-A** to this Notice.

Further, the requisite details pursuant to Schedule V of the Companies Act, 2013 are provided in **Annexure-B** to 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. Ghanshyam Prasad Agarwala and his relatives are deemed to be concerned or interested in the proposed resolution, to the extent of their shareholding interest, if any, in the Company. None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through 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. 5 of the Notice for approval by the Members of the Company.

Item No. 6 – To approve re-appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857), as Managing Director of the Company and to fix his remuneration.

Mr. Kunj Bihari Agarwal (DIN: 00224857) was re-appointed as the Managing Director of the Company for a period of five (5) years w.e.f. April 01, 2021 as approved by the shareholders at the 35th Annual General Meeting held on September 18, 2020. Further, the Shareholders at the 36th Annual General Meeting held on August 31, 2021 has approved the revision in the terms of remuneration of Mr. Agarwala. The tenure of Mr. Kunj Bihari Agarwal as Managing Director of the Company is due to expire on March 31, 2026.

Pursuant to the provisions of Section 196 of the Companies Act, 2013 ("Act"), a Managing Director can be appointed/re-appointed for a term not exceeding five years at a time, with the approval of the Board of Directors as well as Shareholders in the General Meeting. However, approval of shareholders by way of Special Resolution is required for appointment/re-appointment of a person as a Managing 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. Further, re-appointment can be made within one year before expiry of the term.

Mr. Kunj Bihari Agarwal is the founding member of RUPA and a part of the Promoter group of the Company. He possesses more than five decades of experience in the textile industry and has played a pivotal role in setting up the marketing and distribution channels of the Company. He is responsible for driving the growth and implementation of strategic decisions in line with the vision and mission of the Company.

The Nomination & Remuneration Committee, after due consideration of his rich experience in governance, leadership, strategic guidance, risk foresight and operations is of the view that Mr. Agarwal's continued association would be immensely beneficial to the Company. In view of his exemplary leadership and invaluable expertise, his re-appointment as a Managing Director of the Company is justified keeping in view the contributions made by him and in order to avail of the excellent and proven leadership of Mr. Agarwal.

The terms as set out in the said resolution and the explanatory statement may be treated as a memorandum of the terms of re-appointment pursuant to Section 190 of the Act.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, at their meeting held on May 21, 2025, had approved the re-appointment of Mr. Kunj Bihari Agarwal as Managing Director of the Company, for a further period of five (5) years, with effect from April 01, 2026, 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 ₹ 12,00,000/- to ₹ 20,00,000/- p.m.
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 ₹ 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 all statutory disclosures/ declarations from Mr. Kunj Bihari Agarwal: a consent from Mr. Agarwal to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 to the effect that he is not disqualified in accordance with sub-section (1) & (2) of Section 164 of the Act and a declaration 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.

In this regard the Company has also received a notice from a member of the Company proposing his candidature for re-appointment as Director pursuant to the provisions of Section 160 of the Companies Act, 2013.

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. Kunj Bihari Agarwal as the Managing Director of the Company, for a further period of 5 (five) consecutive years, with effect from April 01, 2026, not liable to retire by rotation.

Disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) issued by the Institute of Company Secretaries of India are annexed as **Annexure-A** to this Notice.

Further, the requisite details pursuant to Schedule V of the Companies Act, 2013 are provided in **Annexure-B** to this Notice.

The copy of draft letter of re-appointment of Mr. Agarwal as Managing 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. Kunj Bihari Agarwal and his relatives are deemed to be concerned or interested in the proposed resolution, to the extent of their shareholding interest, if any, in the Company. None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through 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. 6 of the Notice for approval by the Members of the Company.

Item No. 7 – To approve appointment of M/s. MKB & Associates, Practising Company Secretaries, as the Secretarial Auditor of the Company and to fix their remuneration

Pursuant to provisions of Section 204 of the Companies Act, 2013 ("Act") and relevant rules thereunder, read with Regulation 24A of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"), every listed Company is required to annex with its Board's Report, a Secretarial Audit Report, issued by a Practising Company Secretary.

In this regard, M/s. MKB & Associates (FRN: P2010WB042700), one of the reputed and peer reviewed firm of Company Secretaries, based out of Kolkata, and having its presence all over India, were appointed as Secretarial Auditors of the Company for conducting secretarial audit for the financial year 2023-24 and 2024-25 at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only), plus applicable taxes, per year. The firm specialises in delivering corporate advisory and consultancy services in the field of Corporate Laws, SEBI related laws, Insolvency and Bankruptcy Code (IBC) including carrying out Secretarial Audits, mergers, acquisitions, takeovers among others.

As per the recent amendment to Regulation 24A of Listing Regulations, which came into effect from April 01, 2025, the appointment of Secretarial Auditor(s) shall be approved by the Shareholders at Annual General Meeting of the Company. The tenure of the Secretarial Auditor in case of a Firm of Company Secretaries in Practice shall be for a maximum of two terms of 5 (five) consecutive years. However, any

prior association of the firm as the Secretarial Auditor of the Company before March 31, 2025, shall not be considered for the purpose of calculating the term.

MKB & Associates has previously conducted the secretarial audit of the Company in a professional and efficient manner, and their reports have been comprehensive, accurate, and timely.

Considering the above, the Board of Directors, on the recommendation of the Audit Committee, at their meeting held on May 21, 2025, had approved the appointment of M/s. MKB & Associates as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive years, commencing from April 01, 2025 till financial year ended March 31, 2030 (Financial Year 2025-26 to Financial Year 2029-30), subject to the approval of the shareholders of the Company.

The Company has obtained an eligibility cum consent letter from M/s. MKB & Associates, confirming that their appointment, if made, would be as per the provisions specified under the Listing Regulations and the Act. They have further confirmed that they are not disqualified to be appointed as the Secretarial Auditor in terms of the provisions as provided in SEBI circulars and ICSI Communication.

The proposed remuneration to be paid to MKB & Associates for secretarial audit services for the financial year ending March 31, 2026, is ₹ 1,50,000/- (Rupees One Lakh and Fifty Thousand only) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications under various statutory regulations and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. Further, the Board of Directors and the Committee shall approve revisions to the remuneration of the Secretarial Auditors, for balance of the tenure based on review of their performance.

The Board of Directors in consultation with the Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the 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 Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members of the Company.

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

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

Date: May 21, 2025

Sumit Jaiswal
Company Secretary & Compliance Officer
ICSI membership No. F9487

Annexure-A

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

1. For Item No. 3 to 6 :

Categories	(A)	(B)	(C)	(D)
Name of the Director	Mr. Mukesh Agarwal	Mr. Vikash Agarwal	Mr. Ghanshyam Prasad Agarwala	Mr. Kunj Bihari Agarwal
Director Identification Number (DIN)	02415004	00230728	00224805	00224857
Date of Birth/ Age	01/01/1971 (54 Years)	07/02/1977 (48 years)	14/11/1945 (79 Years)	23/11/1949 (75 Years)
Qualification	Bachelor's degree in Commerce	Bachelor's degree in Commerce and holds a Diploma in Marketing from University of California, USA.	Bachelor's degree in Commerce	Bachelor's degree in Commerce
Date of first appointment on the Board	July 29, 2009	May 23, 2022	July 13, 1987	July 17, 1987
Brief Resume, Experience and Expertise	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-oriented individual with a positive outlook and his capabilities to experiment and innovate with newer products have given Rupa an edge in the market globally.	Mr. Vikash Agarwal is a Whole-time Director of Rupa & Company Limited. He is a Commerce Graduate from St Xavier's College, Kolkata and holds a Diploma in Marketing from University of California, USA. Since 2004, Mr. Agarwal has been widely acknowledged as the architect of some of the most successful and premium offerings of the company. With a strong track record of creating profitable brands, aspirational to Indian and global consumers, he is a well-known name in the Indian textile and apparel industry.	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. Kunj Bihari Agarwal is the Managing Director of the Company. He possesses more than five decades of experience in the textile industry and has played a pivotal role in setting up the marketing and distribution channels of the Company. He is responsible for driving the growth and implementation of strategic decisions in line with the vision and mission of the Company. His rich experience in governance, leadership, strategic guidance, risk foresight and operations is immensely beneficial to the Company.
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.	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 24-25)	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

Categories	(A)	(B)	(C)	(D)
Number of Board meeting attended during the year	1/4	3/4	3/4	4/4
Disclosure of relationship with other directors/ KMP	Son of Mr. Ghanshyam Prasad Agarwala, Vice-Chairman of the Company	Son of Mr. Kunj Bihari Agarwal, Managing Director of the Company	Father of Mr. Mukesh Agarwal and brother of Mr. Prahlad Rai Agarwala and Mr. Kunj Bihari Agarwal, Directors of the Company.	Father of Mr. Vikash Agarwal and brother of Mr. Prahlad Rai Agarwala and Mr. Ghanshyam Prasad Agarwala, Directors of the Company.
Shareholding of Directors including shareholding as beneficial owner	7,29,550 (0.92%)	18,83,600 (2.37%)*	13,17,148 (1.66%)**	12,77,965 (1.61%)*
List of Directorship in other companies as on 31 March, 2025	i. Bajrangbali Projects Limited ii. Citizen Hosiery Private Limited iii. Gajraj Knitwear Private Limited. iv. Kanahiya Realty Private Limited v. Krishna Management Private Limited vi. Lambodar Infrastructure Private Limited vii. Neo Metaliks Limited viii. Rupa Foods Private Limited ix. Rupa Dyeing and Printing Private Limited x. Salasar Infrastucture Limited xi. Subham Software Private Limited xii. Balaji Hosiery Private Limited xiii. Sitaram Hosiery Private Limited xiv. Champion Garment Private Limited xv. Mangal Synthetics Private Limited xvi. Rupa Global Private Limited xvii. Ganpati Management Private Limited xviii. Neo Steel & Wires Private Limited	i. Bajrangbali Projects Ltd. ii. Imoogi Fashions Pvt Ltd iii. Gajkarna Projects Pvt Ltd. iv. Ganesh Enclave Ltd. v. Kanahiya Realty Pvt Ltd. vi. Lambodar Infrastructure Pvt Ltd. vii. Neo Metaliks Ltd. viii. Rupa Fashions Pvt Ltd ix. Rupa Dyeing and Printing Pvt Ltd x. Asro Marketing Private Limited xi. Aparesh Niwas Pvt. Ltd xii. Bajarangbali Textiles Pvt. Ltd xiii. Laranya Infoedge Pvt Ltd xiv. Mridul Tie Up Pvt Ltd xv. Salasar Processors Pvt Ltd xvi. YPO (Calcutta)	i. Sobhasaria Enterprises Private Limited ii. Rupa Spinners Limited iii. Threadaura Private Limited iv. Chatresh Projects Private Limited v. Rupa Spinners Limited vi. Federation of Hosiery Manufacturers Association of India vii. Metro Towers Office Owners Association	i. Sobhasaria Enterprises Private Limited ii. Threadaura Private Limited iii. West Bengal Hosiery Park Infrastructure Limited iv. Chatresh Projects Private Limited v. Rupa Spinners Limited vi. Federation of Hosiery Manufacturers Association of India vii. Metro Towers Office Owners Association

Categories	(A)	(B)	(C)	(D)
List of Membership/ Chairmanship of Committees of other companies as on 31 March 2025****	NA	NA	NA	NA
Name of Listed Companies from which the Director has resigned in last three years	None	None	None	None

*Out of 1883600 equity share (2.37%) holds 128160 (0.16%) equity shares shares as father and natural guardian of Aryan Agarwal and Aaradhya Agarwal.

**Holds 1,67,63,656 equity shares (21.08%) jointly with Mr. Prahlad Rai Agarwala and Mr. Kunj Bihari Agarwal on behalf of Binod Hosier, 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. Prahlad Rai Agarwala and Mr. Ghanshyam Prasad Agarwala on behalf of Binod Hosier, a partnership firm. Further holds 6,65,330 equity shares (0.84%) on behalf of a HUF.

**** 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 & 6):

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 (Standalone)	<div>(₹ in lakhs)</div> <table><tr><th></th><th>2024-25</th><th>2023-24</th></tr><tr><td>Total Revenue</td><td>1,22,718.49</td><td>1,19,416.90</td></tr><tr><td>Profit before Tax (PBT)</td><td>11,208.78</td><td>9,383.64</td></tr><tr><td>Net Profit After Tax</td><td>8,267.95</td><td>6,912.08</td></tr><tr><td>Net Worth</td><td>1,01,142.93</td><td>95,256.75</td></tr></table>				2024-25	2023-24	Total Revenue	1,22,718.49	1,19,416.90	Profit before Tax (PBT)	11,208.78	9,383.64	Net Profit After Tax	8,267.95	6,912.08	Net Worth	1,01,142.93	95,256.75
	2024-25	2023-24																
Total Revenue	1,22,718.49	1,19,416.90																
Profit before Tax (PBT)	11,208.78	9,383.64																
Net Profit After Tax	8,267.95	6,912.08																
Net Worth	1,01,142.93	95,256.75																
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 March 31, 2025, the aggregate foreign shareholding in the Company was approx. 1.46% [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 & 6 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 bring, and the external business environment, the increased responsibilities and duties of the Whole-time Director & Managing Director 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 & Managing Director are related to other Director(s) as mentioned in explanatory statement read with Annexure A thereof for the Item Nos. 5 & 6 of the Notice respectively.

III. OTHER INFORMATION

Reasons of loss or inadequate profits	Not applicable, as the Company has posted a PBT (Standalone) of ₹ 11,208.78 lakhs during the year ended 31 st March, 2025.
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 2024-25:	
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.	