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 **41st (Forty-first) Annual General Meeting** ("AGM") of the members of **RUPA & COMPANY LIMITED** ("the Company") will be held on Friday, September 18, 2026 at 11:30 a.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, 2026, 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, 2026, 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, 2026.

3. To appoint a Director in place of Mr. Prahalad Rai Agarwala (DIN: 00847452), 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. Niraj Kabra (DIN: 08067989), 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. Vikash Agarwal (DIN: 00230728), as Whole-time Director of the Company and to fix his remuneration.**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152, 160, 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, of the Companies Act, 2013 ('the Act'), [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], Regulation 17(6)(e) and other applicable provisions of the SEBI (LODR) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and in terms of the Articles of Association and Policies of the company, and as recommended by the Nomination and Remuneration Committee and Audit Committee and approved by the Board of Directors, Mr. Vikash Agarwal (DIN: 00230728), 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 May 23, 2027 to May 22, 2032 (both days inclusive), on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary or revise the terms and conditions of the said re-appointment including the remuneration, from time to time, in such manner as may be deemed fit, subject to the recommendation of the Nomination and Remuneration Committee, provided that such remuneration shall remain within the overall limits approved by the Members and in accordance with the Act and Listing Regulations.

   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. Sunil Rewachand Chandiramani (DIN: 00524035) as the Independent Director of the Company.**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, read with Schedule IV and the Companies (Appointment and Qualifications of

Directors) Rules, 2014, of the Companies Act, 2013 ('the Act') [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and Regulation 17, 25 and any other applicable provisions of the SEBI (LODR) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and in terms of the Articles of Association and policies of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sunil Rewachand Chandiramani (DIN: 00524035), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 23, 2022 upto May 22, 2027 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from May 23, 2027 to May 22, 2032 (both days inclusive) on such terms and conditions as set out in the Explanatory Statement annexed to this Notice .

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 revision in the terms of remuneration of Mr. Niraj Kabra (DIN: 08067989), Executive Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V thereto and the Rules framed thereunder and other applicable provisions, if any, of the SEBI LODR Regulations, 2015 ('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, Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Niraj Kabra (DIN: 08067989), Executive Director of the Company, up to an overall limit of ₹ 55,00,000/- (Rupees Fifty-five lakhs only) per annum, with the authority to the Board of Directors to determine and vary the components thereof, with effect from April 01, 2026, for the remaining period of his current tenure till February 11, 2028.

RESOLVED FURTHER THAT all other terms and conditions of re-appointment of Mr. Niraj Kabra, as approved by the shareholders at the 37th AGM held on August 17, 2022, shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary or revise the remuneration payable to Mr. Niraj Kabra, from time to time, in such manner as may be deemed fit, subject to the recommendation of the Nomination and Remuneration Committee, within the overall scale approved by the Members and in accordance with the Act and Listing Regulations."

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

Date: May 26, 2026

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

Kunj Bihari Agarwal
Managing Director
DIN: 00224857

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ('MCA') and relevant Circulars issued from time to time by SEBI (hereinafter, collectively referred to as "Circulars"), companies are allowed to conduct their AGM through VC/OAVM, without the physical presence of Members at a common venue. In compliance with the above Circulars, the relevant provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the **41st Annual General Meeting ("AGM" or the "Meeting")** of the Company will be held on **Friday, September 18, 2026 at 11:30 a.m. (IST) through VC/OAVM**. The deemed venue for the 41st AGM shall be the Registered Office of the Company situated at Metro Tower, 8th Floor, 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 and Secretarial Standard on General Meeting ('SS-2'), issued by the Institute of Company Secretaries of India (ICSI) in respect of Directors seeking 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 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, (a) the facility for appointment of proxies by the Members will not be available for the AGM, and (b) the Proxy Form, Attendance Slip and Route Map 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 scanned certified true copy of the relevant Board Resolution / Authority Letter together with attested specimen signature of the duly authorized representative to the Scrutinizer through email at scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in. They can also upload their Board Resolution / Authority Letter by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

4. The Register of Directors and Key Managerial Personnel (KMP) 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.

5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. 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.

   In accordance with the above Circulars, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2026, 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") or the Depository Participant(s). A letter providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, will be sent to those shareholder(s) who have not registered their e-mail address with the Company. The Company will also send hard copy of the Annual Report to those Members who request for the same.

   The Notice and the Annual Report for the financial year ended March 31, 2026 shall be available on the website of the Company at www.rupa.co.in and on the website of the stock exchanges where equity shares of the Company are listed at www.nseindia.com and www.bseindia.com. The Notice shall also be available on the e-Voting website of NSDL viz., www.evoting.nsdl.com.

   Members holding shares in physical form, 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 form should update their email addresses directly with their respective Depository Participants (DPs).

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

   The Board of Directors of the Company at their meeting held on May 26, 2026 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, 2026, subject to the approval of shareholders at the AGM. Further, the Company has fixed Friday, September 11, 2026 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 Friday, September 11, 2026.

- In respect of Shares held in dematerialised form: To all beneficial owners of the shares, as of end of day on Friday, September 11, 2026, as per details furnished by the Depositories for this purpose.

Pursuant to the provisions of the Income-tax Act, 2025, the dividend paid or distributed by a Company shall be taxable in the hands of the Members. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of TDS. The withholding tax rates would vary depending on the residential status of every Members 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.

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

SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, has mandated that dividend payable to Members holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only after the Members have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature and other prescribed details in respect of their corresponding folios to the Company or its RTA. The prescribed forms are available on our website at https://rupa.co.in/notice-and-forms-for-shareholders and on the website of the RTA at https://mdpl.in/downloads.php. In view of the above, we request the members holding shares in physical form to submit the duly completed forms, along with the supporting documents, at the earliest to the RTA through in Person Verification/Hard Copies/Electronic Mode with e-sign. Members holding shares in dematerialised form who wish to update their PAN, KYC and Bank details are requested to contact their respective DPs.

The Company has sent individual communications to all Shareholders holding shares in physical form, requesting them to furnish their PAN and KYC details wherever such information is pending for updation, and to dematerialise their shareholdings.

Pursuant to the SEBI Master Circular, all members are advised, in their own interest, to register their nomination by contacting the RTA, if they hold shares in physical form, or their respective DPs, if they hold shares in dematerialised form. Additionally, all new investors are required to mandatorily provide their choice of nomination for their demat accounts, except in the case of jointly held demat accounts.

9. Pursuant to Section 72 of the Act, Members holding shares in physical form may register their nominee(s) by submitting Form SH-13 to the Company's RTA. If such 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 forms are 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. Members holding shares in demat mode may contact their respective DPs to update the nomination.

10. Pursuant to Regulation 40 of the Listing Regulations, as amended, requests for transfer of securities shall be processed only in dematerialised form.

Further, SEBI, vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, has mandated that listed companies shall issue securities only in dematerialised form while processing the following investor service requests: (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. Therefore, 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 the above and to eliminate the risks associated with holding shares in physical form and to facilitate efficient portfolio management, Members holding shares in physical form are requested to consider dematerialising their holdings at the earliest.

11. Members who have not encashed their dividend warrants are requested to correspond with the RTA or with the Company for claiming outstanding dividends lying with the Company. Details of the unpaid/unclaimed dividend are available on the website of the Company at https://rupa.co.in/unclaimed-dividend-iepf. Members are requested to note that 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, 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 as per Section 124(6) of the Act, read with the relevant IEPF rules made thereunder. The Company has sent individual communications to the concerned shareholders whose dividend remains unclaimed and whose shares are liable to be transferred to the IEPF Authority during FY 2026-27, requesting them to claim their unpaid/unclaimed dividends before the due date from the Company.

Members whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by making an online application in Form IEPF-5 available on the website of the 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.

12. Members are informed that pursuant to the SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, a Special Window for Transfer and Dematerialisation

of Physical Securities has been opened for a period of one year, from February 05, 2026 to February 04, 2027 to facilitate transfer and dematerialisation of physical securities which were sold/purchased prior to April 01, 2019. The said special window shall also be available for transfer requests which were submitted earlier (prior to April 01, 2019) and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise.

Further, the securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/ pledged during the said lock-in period.

Members holding such physical securities are advised to contact the Company's RTA for detailed procedures and documentation requirements before the expiry of the special window.

13. In order to strengthen the dispute resolution mechanism for disputes arising in the Indian Securities Market, SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes between listed companies (including their RTA) and their shareholders/investors. After exercising and exhausting all the available options for resolution of their grievance directly with the Company and through the SEBI Complaint Redress System (SCORES) platform, if a Member is still not satisfied with the outcome, they may initiate dispute resolution through the ODR Portal available at https://smartodr.in/login and the same can also be accessed through the Company's Website at https://rupa.co.in/notice-and-forms-for-shareholders.

14. Members seeking any information with regard to the financial statements or on any business item set out in this Notice are requested to send their queries to the Company on or before September 11, 2026 from their registered email address at investors@rupa.co.in, mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number. The Company will endeavour to respond to such queries suitably.

15. **VOTING THROUGH ELECTRONIC MEANS**

A. GENERAL INFORMATION

i) All the shareholders of the Company are encouraged to attend and vote in the AGM to be held through VC/OAVM.

ii) 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 National Securities Depository Limited ("NSDL") to provide remote e-voting services before the AGM and e-voting facility during the AGM to enable the members to cast their votes electronically on the businesses set out in this Notice.

iii) 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 11, 2026** shall be entitled to avail the facility of remote e-voting/e-voting during the AGM. 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 Tuesday, September 15, 2026	Up to 5:00 P.M. (IST) on Thursday, September 17, 2026

The remote e-voting module shall be disabled by NSDL after 5:00 P.M. on Thursday, September 17, 2026 and shall not be available for voting thereafter. Members attending the AGM through VC/OAVM who have not cast their votes through remote e-voting and are otherwise not debarred from doing so, shall be eligible to vote through the e-voting system during the AGM. However, Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again or change their votes subsequently. The manner of voting remotely by Members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided below. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-voting.

iv) The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

v) The Board of Directors 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 the Scrutinizer to scrutinize the process of remote e-voting and the 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 during the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses who are not in the employment of the Company. The Scrutinizer shall submit a 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 National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the shares of the company are listed.

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 18, 2026.

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.

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 SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026) 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.	1. 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. 2. 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. 3. 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 4. 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. 5. 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** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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.

Members who are unable to retrieve User ID/Password are advised to use the Forgot User ID and Forgot Password option available at respective websites.

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 digits 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.

Details on Step 2 are mentioned below:

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.

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:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@rupa.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@rupa.co.in. 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.

3. 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.

4. In terms of SEBI circular dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026) 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.

General guidelines for shareholders

1. 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.

2. 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 evoting@nsdl.com, or contact Amit Vishal, Vice President, or Pallavi Mhatre, Deputy Vice President, National Securities Depository Limited, at the designated email ID: evoting@nsdl.com to get your grievances on e-voting addressed.

3. The facility of joining the AGM through VC/OAVM mode will be opened 15 minutes before the scheduled start time of the meeting and will be available for members on a first-come-first-served basis.

4. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with high-speed internet connectivity.

5. 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.

6. Members willing to express their views or ask questions during the AGM may register themselves as speakers by sending their requests from their registered e-mail address to investors@rupa.co.in on or before September 11, 2026, mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number and the questions they wish to raise. Only those Members who have registered themselves as speakers and have been selected shall be permitted to express their views/ask questions during the AGM. The Chairman of the Meeting/the Company reserves the right to restrict the number of speakers, time allotted to each speaker and the number of questions, as may be necessary for the orderly conduct of the AGM.

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

Item No. 5 – To approve re-appointment of Mr. Vikash Agarwal (DIN: 00230728), as Whole-time Director of the Company and to fix his remuneration.

Mr. Vikash Agarwal (DIN: 00230728) was appointed as the Whole-time Director of the Company for a period of five (5) years w.e.f. May 23, 2022 as approved by the shareholders at the 37th AGM held on August 17, 2022. The tenure of Mr. Vikash Agarwal as Whole-time Director of the Company is due to expire on May 22, 2027.

Pursuant to the provisions of Section 196 of the 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. Further, re-appointment can be made within one year before expiry of the term.

Mr. Vikash Agarwal has varied experience in the textile industry, with expertise spanning strategy, production, planning, sales, and distribution. His long association with the hosiery business has given him a deep understanding of the Company's operation, business environment, risk profile and internal control systems. His leadership and guidance have significantly contributed to the growth of the Company.

The Nomination and Remuneration Committee, after due consideration of his diverse skills, business leadership capabilities, and varied industry experience, is of the view that Mr. Agarwal'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.

Based on the recommendation of Nomination and Remuneration Committee and Audit Committee, and after considering the outcome of performance evaluation carried out by the Independent Directors, the Board of Directors, at their meeting held on May 26, 2026, had approved the re-appointment of Mr. Vikash Agarwal as Whole-time Director of the Company, liable to retire by rotation, for a further period of five (5) years, with effect from May 23, 2027, 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 ₹ 8,50,000/- to ₹ 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)	₹ 5,00,000/-
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
Performance Bonus	As approved by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee.

The Company has received all statutory disclosures/ declarations from Mr. Vikash Agarwal: a consent 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 Act.

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), 17(11) read with other applicable provisions of Listing Regulations and in terms of the Remuneration policy of the Company, the Board recommends the re-appointment, including remuneration, of Mr. Vikash Agarwal as the Whole-time Director of the Company, for a further period of 5 (five) years, with effect from May 23, 2027, liable to retire by rotation, for approval of the members by way of a special resolution.

Disclosures as required under Regulation 36(3) of the Listing Regulations 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 Act are provided in **Annexure-B** to 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 up to the date of the ensuing AGM. Members seeking to inspect the same can send an e-mail to investors@rupa.co.in.

Mr. Vikash 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. 5 of the Notice for approval by the Members of the Company.

Item No. 6 – To approve re-appointment of Mr. Sunil Rewachand Chandiramani (DIN: 00524035), as an Independent Director of the Company for a second term of five consecutive years.

The Board of Directors of the Company at its meeting held on May 23, 2022, appointed Mr. Sunil Rewachand Chandiramani (DIN: 00524035) as an Additional Director (Category: Independent) of the Company for a term of five consecutive years, which was subsequently approved by the shareholders at their 37th AGM held on August 17, 2022. Accordingly, Mr. Chandiramani's first term as an Independent Director is due to expire on May 22, 2027 and is eligible for reappointment for a second term of five consecutive years.

The Nomination and Remuneration Committee, after taking into account the outcome of performance evaluation of Mr. Chandiramani carried out by the Board of Directors and after considering his vast experience, leadership qualities and expertise in the areas of risk management, finance and information technology, being key requirements identified for this role, had at its meeting held on May 26, 2026, recommended to the Board his re-appointment for a second term of five consecutive years w.e.f. May 23, 2027.

In accordance with the provisions of the Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Listing Regulations, Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and after considering the outcome of the performance evaluation, the Board is of the opinion that Mr. Chandiramani possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for re-appointment as the Independent Director. The Company has also received a declaration from Mr. Chandiramani confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Mr. Chandiramani 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. He further confirmed that he is not debarred from accessing the capital market as well as from holding the office of Director by virtue of any order passed by SEBI or any other authority.

Further, Mr. Chandiramani has confirmed that he is not disqualified from being appointed as Director in Form DIR-8 pursuant to Section 164 of the Act and has given his consent in Form DIR-2 to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Chandiramani 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 on the databank of Independent Directors as maintained by the Indian Institute of Corporate Affairs. Further, other than the sitting fees and commissions paid/proposed to be paid to Mr. Chandiramani in his capacity as an Independent Director, he does not have any other pecuniary relationship, directly or indirectly, with the Company.

While considering the proposed re-appointment of Mr. Chandiramani, the Nomination and Remuneration Committee and the Board also took into account his directorships and committee positions across other companies, his attendance record, and his preparedness and contributions to the deliberations of the Board and its Committees during his current tenure, along with the aforementioned confirmations and declarations.

In the opinion of the Board, Mr. Chandiramani fulfills the conditions specified in the Act read with the Rules made thereunder and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the management.

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

The draft letter of re-appointment of Mr. Chandiramani setting out terms and conditions of his re-appointment would be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to investors@rupa.co.in.

Except Mr. Sunil Rewachand Chandiramani 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 resolution seeks the approval of members for the reappointment of Mr. Chandiramani as an Independent Director of the Company effective from May 23, 2027.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval by the Members of the Company.

Item No. 7 – To approve revision in the terms of remuneration of Mr. Niraj Kabra (DIN: 08067989), Executive Director of the Company

The Members of the Company at the 37th Annual General Meeting held on August 17, 2022, had approved the re-appointment of Mr. Niraj Kabra (DIN: 08067989) as the Executive Director of the Company, liable to retire by rotation, for a further period of 5 (five) years, with effect from February 12, 2023 and had, inter alia, approved the terms of his remuneration, including the authority to the Board of Directors of the Company to determine, fix, pay and vary the remuneration payable to him within the remuneration scale of Rs. 24,00,000/- to Rs. 40,00,000/- per annum (including the components thereof), from time to time, on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee. His current CTC is Rs. 37,50,000/- p.a., which is within the existing remuneration scale approved by the Members.

Considering the roles, responsibilities and contribution of Mr. Niraj Kabra towards the operations of the Company, and based on the outcome of his performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 26, 2026, had approved the revision in his existing terms of remuneration by increasing the overall limit from Rs. 40,00,000/- (Rupees Forty Lakhs) per annum to an overall limit of Rs. 55,00,000/- (Rupees Fifty-five Lakhs) per annum, subject to the approval of the shareholders of the Company.

The Board of Directors of the Company shall have the authority, on the recommendation of the Nomination and Remuneration Committee, to determine, fix, pay and vary the remuneration (salary, allowances, perquisites and other benefits) of Mr. Niraj Kabra within the aforesaid approved limit, including the components thereof, from time to time.

All other terms and conditions of re-appointment of Mr. Kabra, as approved by the Members at the 37th Annual General Meeting held on August 17, 2022, shall remain unchanged.

Pursuant to the provisions of Sections 196, 197, 198 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 applicable provisions of Listing Regulations and in terms of the Remuneration policy of the Company, the Board recommends the revision in the remuneration payable to Mr. Niraj Kabra, Executive Director of the Company, upto an overall limit of Rs. 55,00,000/- (Rupees Fifty-five Lakhs) per annum with effect from April 01, 2026 for the remaining period of his current tenure till February 11, 2028 for approval of the Members by way of a special resolution.

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

Except Mr. Niraj Kabra 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. 7 of the Notice for approval by the Members.

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

Date: May 26, 2026

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

Kunj Bihari Agarwal
Managing Director
DIN: 00224857

Annexure-A

Details of Directors seeking re-appointment at the AGM [Pursuant to the requirements of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)]:

1. For Item No. 3 to 6:

Categories	(A)	(B)	(C)	(D)
Name of the Director	Mr. Prahalad Rai Agarwala	Mr. Niraj Kabra	Mr. Vikash Agarwal	Mr. Sunil Rewachand Chandiramani
Director Identification Number (DIN)	00847452	08067989	00230728	00524035
Date of Birth/Age	11/05/1938 (88 Years)	18/04/1982 (44 years)	27/02/1977 (49 years)	24/12/1968 (57 years)
Qualification	Bachelor's degree in Law from the University of Calcutta	Bachelor's degree in Commerce from University of Calcutta	Bachelor's degree in Commerce and holds a Diploma in Marketing from University of California, USA.	Chartered Accountant and Masters in Systems Management
Date of first appointment on the Board	February 06, 1985	February 12, 2018	May 23, 2022	May 23, 2022
Brief Resume, Experience and Expertise	Mr. Prahalad Rai Agarwala is the Chairman (Executive) of the Company. With over five decades of experience, he has been instrumental in building Rupa - India's first organized hosiery brand. In recognition of his distinguished service to the field of Trade and Industry, he was conferred the Padma Shri, one of India's highest civilian honours, in 2022. His extensive knowledge of the hosiery business and related activities, coupled with his rich experience in governance, leadership, strategic direction and risk management, continues to be immensely beneficial to the Company.	Mr. Niraj Kabra has been associated with the Company since 2003 and possesses extensive knowledge and experience in the hosiery industry. He is responsible for the day-to-day commercial operations and administration of the Company and also oversees its legal and factory-related matters. In addition, he serves as the Occupier of all the manufacturing plants of the Company. His experience and operational expertise continue to be valuable to the Company.	Mr. Vikash Agarwal is a Commerce Graduate from St Xavier's College, Kolkata and holds a Diploma in Marketing from University of California, USA. He has extensive experience in the textile and hosiery industry, with expertise in strategic planning, production, sales and distribution. His long association with the Company has enabled him to develop a deep understanding of its business operations, industry dynamics, risk management framework and internal control systems. Under his leadership and guidance, the Company has strengthened its market position and achieved sustained growth.	Mr. Sunil Rewachand Chandiramani is a Chartered Accountant and holds Master's Degree in Systems Management from the National Institute of Information Technology. He brings over 35 years of rich experience in advising companies on Corporate Governance, Risk management, Business and technology transformation. He has served as a member of various committees constituted by Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and the Confederation of Indian Industry (CII). His extensive professional expertise and strategic insights continue to provide valuable guidance to the Board and its Committees.

Categories	(A)	(B)	(C)	(D)
Terms & Conditions of re-appointment	Mr. Prahalad Rai Agarwala retires by rotation and being eligible, offers himself for re-appointment.	Mr. Niraj Kabra retires by rotation and being eligible, offers himself for re-appointment and revision in the remuneration scale payable to him as mentioned in the Explanatory Statement, forming part of this Notice.	Re-appointment as Whole-time Director for a further period of 5 (five) years at a remuneration as mentioned in the Explanatory Statement, forming part of this Notice.	Re-appointment as Non-Executive Independent Director for a further term of 5 (five) years w.e.f. May 23, 2027.
Remuneration last drawn (FY 2025-26)	₹ 171.07 lakhs	₹ 29.65 lakhs (CTC-₹ 37.50 lakhs)	₹ 114.05 lakhs	Sitting Fees - ₹ 5 lakhs Commission - ₹ 3 lakhs
Remuneration sought to be paid	With the scale as already approved by the Board/ shareholders.	As mentioned in the Explanatory Statement, forming part of this Notice.	As mentioned in the Explanatory Statement, forming part of this Notice.	As already approved by the Board/shareholders.
Number of Board meeting attended during FY 2025-26	3/4	4/4	4/4	4/4
Disclosure of relationship with other directors/ KMP	Brother of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal and Father of Mr. Ramesh Agarwal (all being the Directors of the Company)	None	Son of Mr. Kunj Bihari Agarwal, Managing Director of the Company.	None
Shareholding of Directors including shareholding as beneficial owner	21,52,506 (2.71%) *	123 shares (0.00%)	18,83,600 (2.37%)**	Nil

Categories	(A)	(B)	(C)	(D)
List of Directorship in other companies as on March 31, 2026	i. Rupa Spinners Limited ii. Ravi Global Private Limited iii. Neo Metaliks Limited iv. PGK Builders Private Limited v. Vibhuti Infracon Private Limited vi. Sobhasaria Enterprises Private Limited vii. Salasar Developers & Garments Private Limited viii. Salasar Project and Estates Private Limited	i. Tiesta Digital Services Private Limited	i. Bajrangbali Projects Limited ii. Imoogi Fashions Private Limited iii. Gajkarna Projects Private Limited iv. Ganesh Enclave Limited v. Kanahiya Realty Private Limited vi. Lambodar Infrastructure Private Limited vii. Neo Metaliks Limited viii. Rupa Fashions Private Limited ix. Rupa Dyeing and Printing Private Limited x. Asro Marketing Private Limited xi. Bajarangbali Textiles Private Limited xii. Laranya Infoedge Private Limited xiii. Mridul Tie Up Private Limited xiv. Salasar Processors Private Limited xv. YPO (Calcutta)	i. Updater Services Limited ii. Vigyanlabs Innovations Private Limited iii. Davadost Pharma Private Limited iv. Sapphire Foods India Limited v. Denave India Private Limited vi. IKF Finance Limited vii. Kalpataru Limited viii. More Retail Private Limited
List of Membership/ Chairmanship of Committees of other companies as on March 31, 2026***	Nil	Nil	Nil	1. Sapphire Foods India Limited- Audit Committee (Chairman), Stakeholder Relationship Committee (Member) 2. Kalpataru Limited –Audit Committee (Member) 3. Updater Services Limited - Audit Committee (Chairman) 4. Denave India Private Limited - Audit Committee (Member) 5. IKF Finance limited - Audit Committee (Chairman), Stakeholder Relationship Committee (Member)

Categories	(A)	(B)	(C)	(D)
Name of Listed Companies from which the Director has resigned in the last three years	None	None	None	Ganesh Consumer Products Limited (Resigned w.e.f. 16/03/2026)
Skills and capabilities required for the role and manner in which the proposed person meets the requirements	NA	NA	NA	The Nomination and Remuneration Committee has identified expertise in risk management, finance and information technology as the key skills and capabilities required for this role. Mr. Sunil Rewachand Chandiramani possesses extensive experience and expertise in these areas, acquired over more than 35 years of advising companies on corporate governance, risk management, business transformation and technology transformation. Accordingly, the Nomination and Remuneration Committee and the Board are of the view that he possesses the requisite skills and capabilities to effectively discharge his responsibilities as an Independent Director of the Company.

*Holds 1,67,63,656 Equity shares of ₹ 1/- each (21.08%) jointly with Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal on behalf of Binod Hosiery, a partnership firm.

**Holds 18,83,600 Equity shares of ₹ 1/- each (2.37%), out of which he holds 1,28,160 (0.16%) Equity shares on behalf of Aryan Agarwal and Aaradhya Agarwal in his capacity as their father and natural guardian.

*** 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 and 7):

I. GENERAL INFORMATION

Nature of industry	Rupa & Company Limited ("the Company") is primarily engaged in the manufacturing, marketing, sale and distribution of innerwear, thermal wear and casual wear for men, women and children. The Company caters to diverse consumer segments across the economy, mid-premium and premium categories.
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 the project approved by financial institutions appearing in the prospectus	Existing Company - Not Applicable
Financial performance based on given indicators (Standalone)	(₹ in lakhs)

	2025-26	2024-25
Total Revenue	1,25,947.61	1,22,718.49
Profit before Tax (PBT)	9,699.58	11,208.78
Net Profit After Tax	7,192.84	8,267.95
Net Worth	1,05,946.24	1,01,142.93

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, 2026, the aggregate foreign shareholding in the Company was approx. 1.06% [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 and 7 of the Notice.
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)	Considering the size of the Company, the scale and complexity of its operations, its financial performance, the remuneration practices prevailing in the hosiery and textile industry for comparable positions, and the qualifications, experience, expertise and responsibilities of the Whole-time Directors, the proposed remuneration is fair, reasonable and commensurate with their respective roles and responsibilities.
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, Mr. Vikash Agarwal (belonging to the promoter group) is related to the Managing Director of the Company. Besides drawing remuneration as stated above, Mr. Niraj Kabra is not related to the Managerial Personnel or any other Director of the Company.

III. OTHER INFORMATION

Reasons for loss or inadequate profits	Not applicable, as the Company has posted a PBT (Standalone) of ₹ 9,699.58 lakhs during the year ended March 31, 2026.
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 2025-26:

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.