

Form No. MGT-7

Form language

 English Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L17299WB1985PLC038517

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	RUPA & COMPANY LTD	RUPA & COMPANY LTD
Registered office address	1 HO CHI MINH SARANI METROPLAZA 8TH FLOOR,NA,KOLKATA,West Bengal,India,700071	1 HO CHI MINH SARANI METROPLAZA 8TH FLOOR,NA,KOLKATA,West Bengal,India,700071
Latitude details	22.54785041	22.54785041
Longitude details	88.34912987	88.34912987

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Metro Tower_8th Floor.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****8M

(c) *e-mail ID of the company

*****pa.co.in

(d) *Telephone number with STD code

03*****00

(e) Website

www.rupa.co.in

iv *Date of Incorporation (DD/MM/YYYY)

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) Yes No

vii (a) Whether shares listed on recognized Stock Exchange(s) Yes No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U20221WB1982PTC034886	MAHESHWARI DATAMATICS PVT LTD.	23, R.N. Mukherjee Road 5th Floor, Kolkata,Kolkata,West Bengal,India,700001	INR000000353

ix * (a) Whether Annual General Meeting (AGM) held Yes No

(b) If yes, date of AGM (DD/MM/YYYY)

(c) Due date of AGM (DD/MM/YYYY)

(d) Whether any extension for AGM granted Yes No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	13	Manufacture of Textiles	97.3
2	C	Manufacturing	32	Other manufacturing	2.7

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

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S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U17120MH2005PTC152837		EURO FASHION INNERS INTERNATIONAL PRIVATE LIMITED	Subsidiary	100
2	U17120WB2010PTC140976		IMOOGI FASHIONS PRIVATE LIMITED	Subsidiary	100
3	U18204MH2015PTC271385		OBAN FASHIONS PRIVATE LIMITED	Subsidiary	100
4	U17299WB2019PTC235237		RUPA FASHIONS PRIVATE LIMITED	Subsidiary	100
5		C-154722/2019	RUPA BANGLADESH PRIVATE LIMITED	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	200000000.00	79733560.00	79524560.00	79524560.00
Total amount of equity shares (in rupees)	200000000.00	79733560.00	79524560.00	79524560.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
1				
Number of equity shares	200000000	79733560	79524560	79524560
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200000000.00	79733560.00	79524560	79524560

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital

Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	125262	79399298	79524560.00	79524560	79524560	
Increase during the year	0.00	4050.00	4050.00	4050.00	4050.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Due to dematerialization of shares	0	4050	4050.00	4050	4050	
Decrease during the year	4050.00	0.00	4050.00	4050.00	4050.00	0
i Buy-back of shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="Due to dematerialization of shares"/>	4050	0	4050.00	4050	4050	
At the end of the year	121212.00	79403348.00	79524560.00	79524560.00	79524560.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares

Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00

Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

12271849391

ii * Net worth of the Company

10114292511

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	34952665	43.95	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00

	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	23322880	29.33	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	Total	58275545.00	73.28	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	13754619	17.30	0	0.00
	(ii) Non-resident Indian (NRI)	541967	0.68	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00

	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	880941	1.11	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	2215033	2.79	0	0.00
10	Others				
	AIF IPF Clearing Mem	3856455	4.85	0	0.00
	Total	21249015.00	26.73	0.00	0

Total number of shareholders (other than promoters)

62955

Total number of shareholders (Promoters + Public/Other than promoters)

62993.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	17454
2	Individual - Male	27441
3	Individual - Transgender	0
4	Other than individuals	18098
	Total	62993.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
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ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND, LLC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	28/06/2011	United States	16145	0.02
ALASKA PERMANENT FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	19/12/1997	United States	4820	0.01
BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051	09/05/1994	France	9	0.01
DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	01/06/2005	Canada	1356	0.01
DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	20/10/2003	Canada	3141	0.01
GOLDMAN SACHS (SINGAPORE) PTE	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23 25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	04/10/1986	Singapore	14247	0.02
GSA QMS MASTER FUND LIMITED	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	21/02/2011	Cyprus	26013	0.03
OPTIMUM FUND TRUST-OPTIMUM INTERNATIONAL FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	30/06/2003	United States	325	0.01
SOCIETE GENERALE - ODI	SBI SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI 400054	07/10/1955	France	5461	0.01

WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	04/01/2008	Mauritius	31010	0.04
K2J CAPITAL LLC	ORBIS FINANCIAL CORPORATION LTD 4A OCUS TECHNOPOLIS GOLF CLUB ROAD, SECTOR 54 GURGAON 122002	26/11/2020	United Arab Emirates	44707	0.06
AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EXCHINA EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	31/03/2025	United States	148	0.01
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	31/03/2025	United States	27670	0.03
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS SMALL CAP EQUITY ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	31/03/2025	United States	419	0.01
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS VALUE ETF	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	31/03/2025	United States	11092	0.01
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	31/03/2025	United States	235	0.01
CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063	31/03/2025	Singapore	961	0.01

CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	31/03/2025	United States	9763	0.01
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063	31/03/2025	Mauritius	229	0.01
DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	31/03/2025	United States	80	0.01
DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	31/03/2025	United States	92	0.01
DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	31/03/2025	United States	6251	0.01
DIMENSIONAL EMERGING MARKETS VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	31/03/2025	United States	18955	0.02
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	31/03/2025	Ireland	2293	0.01
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	31/03/2025	United States	10340	0.01

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	38	38
Members (other than promoters)	65117	62955
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	6	0	6	0	10.6	0
B Non-Promoter	1	7	1	7	0.00	0.00
i Non-Independent	1	0	1	0	0	0
ii Independent	0	7	0	7	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	7	7	7	7	10.60	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
PRAHLAD RAI AGARWAL	00847452	Whole-time director	2152506	
GHANSHYAM PRASAD AGARWALA	00224805	Whole-time director	1317148	
KUNJ BIHARI AGARWAL	00224857	Managing Director	1277965	
RAMESH AGARWAL	00230702	Whole-time director	1059230	
MUKESH AGARWAL	02415004	Whole-time director	729550	
VIKASH AGARWAL	00230728	Whole-time director	1883600	
NIRAJ KABRA	08067989	Director	123	
ASHOK BHANDARI .	00012210	Director	0	
SUNIL REWACHAND CHANDIRAMANI	00524035	Director	0	
JOGINDER PAL DUA	02374358	Director	0	
SUMIT MALHOTRA	02183825	Director	0	
MAMTA BINANI	00462925	Director	0	
ARVIND BAHETI	08094824	Director	0	
VIJAY CHHIBBER .	00396838	Director	0	
SUMIT KHOWALA	AOLPK3323B	CFO	60	
SUMIT JAISWAL	APHPJ7651J	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MANISH AGARWAL	AHXP8328B	Company Secretary	10/06/2024	Cessation
SUMIT JAISWAL	APHPJ7651J	Company Secretary	10/08/2024	Appointment
DIPAK KUMAR BANERJEE	00028123	Director	06/09/2024	Cessation

VINOD KUMAR KOTHARI	00050850	Director	06/09/2024	Cessation
SUSHIL PATWARI	00023980	Director	06/09/2024	Cessation
DHARAM CHAND JAIN	00453341	Director	06/09/2024	Cessation
ALKA DEVI BANGUR	00012894	Director	14/11/2024	Cessation
JOGINDER PAL DUA	02374358	Additional Director	06/09/2024	Appointment
SUMIT MALHOTRA	02183825	Additional Director	06/09/2024	Appointment
MAMTA BINANI	00462925	Additional Director	06/09/2024	Appointment
ARVIND BAHETI	08094824	Additional Director	06/09/2024	Appointment
VIJAY CHHIBBER .	00396838	Additional Director	10/11/2024	Appointment
JOGINDER PAL DUA	02374358	Director	27/09/2024	Change in designation
SUMIT MALHOTRA	02183825	Director	27/09/2024	Change in designation
MAMTA BINANI	00462925	Director	27/09/2024	Change in designation
ARVIND BAHETI	08094824	Director	27/09/2024	Change in designation
VIJAY CHHIBBER .	00396838	Director	09/01/2025	Change in designation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	27/09/2024	63945	98	69.39
POSTAL BALLOT	09/01/2025	63511	319	77.89

B BOARD MEETINGS

*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2024	14	12	85.71
2	09/08/2024	14	11	78.57
3	09/11/2024	14	13	92.86
4	06/02/2025	14	12	85.71

C COMMITTEE MEETINGS

Number of meetings held

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S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	23/05/2024	6	6	100
2	Audit Committee Meeting	09/08/2024	6	4	66.67
3	Audit Committee Meeting	09/11/2024	6	5	83.33
4	Audit Committee Meeting	06/02/2025	6	5	83.33
5	Nomination & Remuneration Committee Meeting	23/05/2024	3	3	100
6	Nomination & Remuneration Committee Meeting	09/08/2024	3	3	100
7	Nomination & Remuneration Committee Meeting	09/11/2024	3	3	100
8	Stakeholders Relationship Committee	18/10/2024	3	2	66.67
9	Risk Management Committee	05/09/2024	8	6	75

10	Risk Management Committee	25/03/2025	8	5	62.5
11	Corporate Social Responsibility Committee	23/05/2024	3	3	100
12	Corporate Social Responsibility Committee	06/02/2025	4	4	100
13	Operations Committee	24/05/2024	3	3	100
14	Operations Committee	06/06/2024	3	3	100
15	Operations Committee	19/07/2024	3	3	100
16	Operations Committee	22/08/2024	3	3	100
17	Operations Committee	11/12/2024	3	3	100
18	Operations Committee	20/02/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 01/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	PRAHLAD RAI AGARWAL	4	4	100	2	2	100	Yes
2	GHANSHYAM PRASAD AGARWALA	4	3	75	1	1	100	Yes
3	KUNJ BIHARI AGARWAL	4	4	100	8	8	100	Yes
4	RAMESH AGARWAL	4	3	75	13	11	84	Yes
5	MUKESH AGARWAL	4	1	25	13	8	61	Yes
6	VIKASH AGARWAL	4	3	75	2	0	0	Yes
7	NIRAJ KABRA	4	3	75	2	1	50	Yes
8	ASHOK BHANDARI .	4	4	100	9	9	100	Yes
9	SUNIL REWACHAND CHANDIRAMANI	4	4	100	1	1	100	Yes
10	JOGINDER PAL DUA	2	2	100	3	3	100	Yes

11	SUMIT MALHOTRA	2	2	100	1	1	100	Yes
12	MAMTA BINANI	2	2	100	3	3	100	Yes
13	ARVIND BAHETI	2	2	100	3	3	100	Yes
14	VIJAY CHHIBBER .	1	1	100	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Prahlad Rai Agarwala	Whole-time director	15552000	0	0	0	15552000.00
2	Ghanshyam Prasad Agarwala	Whole-time director	14688000	0	0	0	14688000.00
3	Kunj Bihari Agarwal	Managing Director	14688000	0	0	0	14688000.00
4	Ramesh Agarwal	Whole-time director	10368000	0	0	0	10368000.00
5	Mukesh Agarwal	Whole-time director	10368000	0	0	0	10368000.00
6	Vikash Agarwal	Whole-time director	10368000	0	0	0	10368000.00
	Total		76032000.00	0.00	0.00	0.00	76032000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SUMIT KHOWALA	CFO	5232810	0	0	0	5232810.00
2	MANISH AGARWAL	Company Secretary	507845	0	0	0	507845.00
3	SUMIT JAISWAL	Company Secretary	1447801	0	0	0	1447801.00
	Total		7188456.00	0.00	0.00	0.00	7188456.00

C *Number of other directors whose remuneration details to be entered

13

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Dipak Kumar Banerjee	Director	0	216438	0	400000	616438.00
2	Vinod Kumar Kothari	Director	0	216438	0	350000	566438.00
3	Sushil Patwari	Director	0	216438	0	300000	516438.00
4	Dharam Chand Jain	Director	0	129863	0	180000	309863.00
5	Alka Devi Bangur	Director	0	186575	0	180000	366575.00
6	Joginder Pal Dua	Director	0	283562	0	415000	698562.00
7	Sumit Malhotra	Director	0	170137	0	295000	465137.00
8	Mamta Binani	Director	0	283562	0	415000	698562.00
9	Arvind Baheti	Director	0	283562	0	415000	698562.00
10	Vijay Chhibber	Director	0	116712	0	180000	296712.00
11	Ashok Bhandari	Director	0	500000	0	815000	1315000.00
12	Sunil Rewachand Chandiramani	Director	0	300000	0	475000	775000.00
13	Niraj Kabra	Director	2597000	0	0	0	2597000.00
	Total		2597000.00	2903287.00	0.00	4420000.00	9920287.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

 Yes No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

62993

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

MGT-8.pdf
Clarification.pdf
List of FII.s.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of RUPA & COMPANY LTD as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

PRITI
AGARWAL
Digitally signed by
PRITI AGARWAL
Date: 2025.11.28
10:36:02 +05'30'

Name

Priti Agarwal

Date (DD/MM/YYYY)

23/08/2025

Place

Kolkata

Whether associate or fellow:

Associate Fellow

Certificate of practice number

9*3*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

APHPJ7651J

*(b) Name of the Designated Person

SUMIT JAISWAL

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

RAMESH
AGARWAL
Digitally signed by
RAMESH
AGARWAL
Date: 2025.11.27
18:56:36 +05'30'

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*2*0*0*

***To be digitally signed by**

SUMIT
JAISWAL

Digitally signed by
SUMIT JAISWAL
Date: 2025.11.27
18:57:12 +05'30'

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

9*8*

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB9286488

eForm filing date (DD/MM/YYYY)

26/11/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

CLARIFICATION

With respect to filing of E-Form MGT-7 of Rupa & Company Limited for the financial year ending March 31, 2025, we would like to provide the following clarifications:

a) Pt. IV(i)(d) – Break-up of paid-up share capital

In Pt. IV(i)(d), the number of shares dematerialised during the financial year 2024-25 is stated as 4,050. The detailed break-up is as under:

- i) 4,000 equity shares held in physical form were dematerialised at the request of the respective shareholders; and
- ii) 50 equity shares held in physical form were dematerialised pursuant to transfer of the same to the demat account of Investor Education and Protection Fund (IEPF) Authority.

b) Pt. IV(iii) – Details of shares/Debentures transfers since closure of last financial year

In this section, “Nil” has been reported as there were no share transfers during the financial year 2024-25. However, we wish to clarify that there was one instance of transmission of equity shares, carried out in accordance with the provisions of the Companies Act, 2013 and applicable rules.

c) Pt. VI (B) – Total number of shareholders (Promoters + Public/Other than promoters)

Please note that the number of shareholders (Promoters + Public/Other than promoters) has been calculated without clubbing the Common PAN.

d) Pt. VI (B)- Breakup of total number of shareholders (Promoters + Other than promoters)

The details furnished under this section are based on the data as received from the Company’s Registrar and Transfer Agent (RTA).

e) Pt. VI (C) – Details of Foreign institutional investors’ (FIIs) holding shares of the company

- i) The field for “% of shares held” permits only two decimal places—accordingly, the figures have been rounded off.
- ii) The “Date of Incorporation” of FIIs could not be retrieved by the RTA from NSDL/CDSL. The Company had also sent email to the registered email addresses of such FIIs, as provided by the RTA, seeking confirmation of their incorporation details. Responses were received from only a few of them, and the dates so received have been appropriately entered. For the remaining FIIs, “31.03.2025” has been entered as a dummy date, purely to enable form submission.

We trust the above clarifications will be taken on record.

For Rupa & Company Limited



Sumit Jaiswal
Company Secretary & Compliance Officer
ICSI Membership No. F9485



Date: 30/10/2025

Place: Kolkata

RUPA & COMPANY LIMITED

Details of Foreign institutional investors' (FIIs) holding shares of the Company as on 31.03.2025:

Sl. No.	Name of the FII	Address	Date of Incorporation	Country of Incorporation	No. of shares held	% of shares held
1	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND, LLC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	28-06-2011	USA	16145	0.0203
2	ALASKA PERMANENT FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	19-12-1997	USA	4820	0.0061
3	BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051	09-05-1994	FRANCE	9	0.0000
4	DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	01-06-2005	CANADA	1356	0.0017
5	DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	20-10-2003	CANADA	3141	0.0039
6	GOLDMAN SACHS (SINGAPORE) PTE	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23 25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	04-10-1986	SINGAPORE	14247	0.0179
7	GSA QMS MASTER FUND LIMITED	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	21-02-2011	CYPRUS	26013	0.0327



RUPA & COMPANY LIMITED

8	OPTIMUM FUND TRUST- OPTIMUM INTERNATIONAL FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	30-06-2003	USA	325	0.0004
9	SOCIETE GENERALE - ODI	SBI SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI 400054	07-10-1955	FRANCE	5461	0.0069
10	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	04-01-2008	MAURITUS	31010	0.0390
11	K2J CAPITAL LLC	ORBIS FINANCIAL CORPORATION LTD 4A OCUS TECHNOLOGIES GOLF CLUB ROAD, SECTOR 54 GURGAON 122002	26-11-2020	UAE	44707	0.0562
12	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	Not Available	USA	2495	0.0031
13	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EX-CHINA EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	Not Available	USA	148	0.0002
14	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	Not Available	USA	27670	0.0348

Metro Tower.1, Ho Chi Minh Sarani, Kolkata 700 071, India
Phone: +91 33 4057 3100
Email: connect@rupa.co.in, Website: www.rupa.co.in
An ISO 45001:2018, ISO 14001:2015, ISO 9001:2015 Certified Company
CIN No.: L17299WB1985PLC038517



15	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS SMALL CAP EQUITY ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	Not Available	USA	419	0.0005
16	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS VALUE ETF	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	Not Available	USA	11092	0.0139
17	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	Not Available	USA	235	0.0003
18	CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063	Not Available	SINGAPORE	961	0.0012
19	CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	Not Available	USA	9763	0.0123
20	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063	Not Available	MAURITUS	229	0.0003
21	DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	Not Available	USA	80	0.0001



22	DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	Not Available	USA	92	0.0001
23	DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	Not Available	USA	6251	0.0079
24	DIMENSIONAL EMERGING MARKETS VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	Not Available	USA	18955	0.0238
25	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	Not Available	IRELAND	2293	0.0029
26	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	Not Available	UNITED KINGDOM	10340	0.0130
27	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSI	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	Not Available	USA	128416	0.1615
28	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	Not Available	USA	4478	0.0056



29	EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	Not Available	IRELAND	3369	0.0042
30	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	Not Available	IRELAND	6537	0.0082
31	EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	Not Available	IRELAND	6002	0.0075
32	ESVEE CAPITAL	Kotak Mahindra Bank Ltd A wing, 5th floor, Intellion Square Infinity IT Park Gen AK Vaidya Marg, Malad E, Mumbai 400097	Not Available	MAURITUS	300000	0.3772
33	INTEGRATED CORE STRATEGIES (ASIA) PTE. LTD.	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	Not Available	SINGAPORE	11938	0.0150
34	QUADRATURE CAPITAL VECTOR SP LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063	Not Available	CYPRUS	77836	0.0979
35	RED BAY LTD	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	Not Available	MAURITUS	72192	0.0908
36	SPDR S&P EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	Not Available	USA	28663	0.0360





RUPA & COMPANY LIMITED

37	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	Not Available	USA	3253	0.0041
TOTAL					880941	1.1078

For Rupa & Company Limited

Sumit Jaiswal

Sumit Jaiswal
Company Secretary & Compliance Officer
ICSI membership No. F9485



Form No. MGT-8

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

We have examined the registers, records, books and papers of **Rupa & Company Limited**, CIN: L17299WB1985PLC038517 ('the Company'), having its registered office at Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata- 700071, as required to be maintained under the Companies Act, 2013 (as amended) ('the Act') and the Rules made there under for the financial year ended on **31st March, 2025**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act i.e. Public Limited Company, Limited by shares;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns are not stated in the annual return, however the Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable to the Company, within the prescribed time, wherever required;
 4. calling/ convening/ holding meetings of Board of Directors or its Committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members/ Security holders, as the case may be;
 6. the Company has not given any advances/ loans to its directors and/or persons or firms or Companies referred in Section 185 of the Act;
 7. contracts/ arrangements with related parties as specified in Section 188 of the Act;
 8. there was no issue or allotment or buy back of securities, and there was no preference shares or debentures in the Company, and there was no alteration or reduction of share capital or



- conversion of shares/ securities. Further share transfer/transmission were done by the Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Private Limited and issued the share certificates in all instances wherever required;
9. there was no transaction necessitating the Company to keep in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
 10. declaration/payment of dividend, transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
 11. signing of Audited Financial Statement as per the provisions of Section 134 of the Act and report of directors are as per Sub-sections (3), (4) and (5) thereof;
 12. constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, however the Company was not required to fill any casual vacancies;
 13. appointment/reappointment of auditors as per the provisions of Section 139 of the Act, however the Company was not required to fill any casual vacancies;
 14. approvals wherever required taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
 15. the Company has not accepted, renewed any repaid any deposits;
 16. borrowings from banks and creation/ modification/ satisfaction of charges in that respect, however the Company has not borrowed from its directors, members, public financial institutions and others;
 17. the Company has not made any loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
 18. the Company has not altered the provisions of the Memorandum and/ or Articles of Association of the Company.

For Agarwal Priti & Associates
Company Secretary in Practice

Priti Agarwal
Priti Agarwal

Membership No. 10877

CP No. 9937

UDIN: F010877G001067999

Peer Review Certificate No.2512/2022

Place: Kolkata

Date: 23.08.2025

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

Annexure A to Form MGT-8

To,
Rupa & Company Limited
CIN: L17299WB1985PLC038517
Metro Tower, 1, Ho Chi Minh Sarani,
8th Floor, Kolkata- 700071

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

For Agarwal Priti & Associates
Company Secretary in Practice

Priti Agarwal

Priti Agarwal

Membership No. 10877

CP No. 9937

UDIN: F010877G001067999

Peer Review Certificate No.2512/2022

Place: Kolkata
Date: 23.08.2025