DRAFT

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): 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2026

(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: 590742151_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) | 06/02/1985

v (a) *Class of Company (as on the financial year end date) | Public company
(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 shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(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 | 1

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) | 30/09/2026

(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

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 1

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	97.53

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

i *No. of Companies for which information is to be given: 4

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U17120MH2005PTC152837		EURO FASHION INNERS INTERNATIONAL PRIVATE LIMITED	Subsidiary	100.00
2	U17120WB2010PTC140976		IMOOGI FASHIONS PRIVATE LIMITED	Subsidiary	100.00
3	U18204MH2015PTC271385		OBAN FASHIONS PRIVATE LIMITED	Subsidiary	100.00
4		C-154722/2019	RUPA BANGLADESH PRIVATE LIMITED	Subsidiary	100.00

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: Equity Shares of Re. 1/- each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
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	121212	79403348	79524560.00	79524560	79524560	
Increase during the year	0.00	60010.00	60010.00	0.00	0.00	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	60010	60010.00	0	0	
Decrease during the year	60010.00	0.00	60010.00	0.00	0.00	0
i Buy-back 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	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify Due to dematerialization of shares	60010	0	60010.00	0	0	
At the end of the year	61202.00	79463358.00	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			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			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: INE895B01021

ii Details of stock split/consolidation during the year (for each class of shares): 0

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

12594760881

ii * Net worth of the Company

10594623772

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				
	Total	58275545.00	73.28	0.00	0

Total number of shareholders (promoters): 38

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	14822069	18.64	0	0.00
	(ii) Non-resident Indian (NRI)	594540	0.75	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	249766	0.31	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)	1784649	2.24	0	0.00
10	Others AIF, IEPF, Clearing	3797991	4.78	0	0.00
	Total	21249015.00	26.72	0.00	0

Total number of shareholders (other than promoters) | 61390

Total number of shareholders (Promoters + Public/Other than promoters) | 61428.00

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

Sl.No	**Category**	
1	Individual - Female	17266
2	Individual - Male	27102
3	Individual - Transgender	0
4	Other than individuals	17060
	Total	61428.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company | 21

Name of the FII	**Address**	**Date of Incorporation**	**Country of Incorporation**	**Number of shares held**	**% of shares held**

ALASKA PERMANENT FUND - DIMENSIONAL FUND ADVISORS LP - EMERGING MARKETS SMALL CA	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001		United States	1488	0.002
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		United States	2495	0.003
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		United States	148	0.001
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		United States	27670	0.035
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		United States	419	0.001
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		United States	11092	0.014
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		United States	235	0.001
BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051		France	9	0.001

CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ EAST, MUMBAI 400098		Singapore	442	0.001
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		United States	9763	0.012
DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001		Canada	1356	0.002
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001		Ireland	2293	0.003
DOVETAIL INDIA FUND - CLASS 14	DBS BANK INDIA LTD FIRST FLOOR EXPRESS TOWERS NARIMAN POINT 400021		Mauritius	14939	0.019
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		United Kingdom	10340	0.013
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		Ireland	6537	0.008
EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001		Ireland	6002	0.008
K2J CAPITAL LLC	ORBIS FINANCIAL CORPORATION LTD 4A OCUS TECHNOPOLIS GOLF CLUB ROAD, SECTOR 54 GURGAON 122002		United Arab Emirates	44707	0.056
OPTIMUM FUND TRUST-OPTIMUM INTERNATIONAL FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001		United States	325	0.001

QUADRATURE TRADING VCC - SUB-FUND NO. 1	JPMorgan Chase Bank, N.A. India Sub Custody 3rd Flr,JP Morgan Tower,Off CST Road Kalina, Santacruz East, Mumbai 400098		Singapore	45551	0.057
RED BAY LTD	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001		Mauritius	62265	0.071
SOCIETE GENERALE - ODI	SBI SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI 400054		France	1690	0.002

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)	62955	61390
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: 15

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	03/08/2026
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	A*L*K*3*3B	CFO	60	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 1

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)
SUMIT JAISWAL	A*H*J*6*1J	Company Secretary	28/02/2026	Cessation

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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 1

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	01/09/2025	63803	102	69.99

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	21/05/2025	14	12	85.71
2	12/08/2025	14	13	92.86
3	13/11/2025	14	13	92.86
4	12/02/2026	14	13	92.86

C COMMITTEE MEETINGS

Number of meetings held: 18

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	21/05/2025	6	4	66.67
2	Audit Committee	12/08/2025	6	5	83.33
3	Audit Committee	13/11/2025	6	5	83.33
4	Audit Committee	12/02/2026	6	5	83.33
5	Nomination and Remuneration Committee	21/05/2025	3	3	100
6	Nomination and Remuneration Committee	12/02/2026	3	3	100
7	Stakeholders Relationship Committee	09/10/2025	3	3	100
8	Risk Management Committee	16/10/2025	8	7	87.5
9	Risk Management Committee	26/03/2026	8	6	75
10	Corporate Social Responsibility Committee	21/05/2025	4	3	75
11	Corporate Social Responsibility Committee	12/02/2026	4	3	75
12	Operations Committee	24/04/2025	3	3	100
13	Operations Committee	28/05/2025	3	3	100
14	Operations Committee	13/08/2025	3	3	100
15	Operations Committee	10/10/2025	3	3	100
16	Operations Committee	15/10/2025	3	3	100
17	Operations Committee	04/12/2025	3	3	100
18	Operations Committee	12/02/2026	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	10/09/2026 (Y/N/NA)
1	PRAHLAD RAI AGARWAL	4	3	75	2	1	50	Yes
2	GHANSHYAM PRASAD AGARWALA	4	4	100	2	2	100	Yes
3	KUNJ BIHARI AGARWAL	4	4	100	9	9	100	Yes
4	RAMESH AGARWAL	4	1	25	14	11	78	Yes
5	MUKESH AGARWAL	4	4	100	14	11	78	Yes
6	VIKASH AGARWAL	4	4	100	2	1	50	Yes
7	NIRAJ KABRA	4	4	100	2	2	100	Yes
8	ASHOK BHANDARI .	4	4	100	8	8	100	Yes
9	SUNIL REWACHAND CHANDIRAMANI	4	4	100	2	2	100	Yes
10	JOGINDER PAL DUA	4	4	100	6	6	100	Yes
11	SUMIT MALHOTRA	4	4	100	2	1	50	Yes
12	MAMTA BINANI	4	3	75	5	4	80	Yes
13	ARVIND BAHETI	4	4	100	6	6	100	Yes
14	VIJAY CHHIBBER .	4	4	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 AGARWAL	Whole-time director	17107200	0	0	0	17107200.00
2	GHANSHYAM PRASAD AGARWALA	Whole-time director	16156800	0	0	0	16156800.00
3	KUNJ BIHARI AGARWAL	Managing Director	16156800	0	0	0	16156800.00
4	RAMESH AGARWAL	Whole-time director	11404800	0	0	0	11404800.00
5	MUKESH AGARWAL	Whole-time director	11404800	0	0	0	11404800.00
6	VIKASH AGARWAL	Whole-time director	11404800	0	0	0	11404800.00
	Total		83635200.00	0.00	0.00	0.00	83635200.00

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SUMIT KHOWALA	CFO	6245839	0	0	0	6245839.00
2	SUMIT JAISWAL	Company Secretary	2077026	0	0	0	2077026.00
	Total		8322865.00	0.00	0.00	0.00	8322865.00

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

8

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	NIRAJ KABRA	Director	2964840	0	0	0	2964840.00
2	ASHOK BHANDARI .	Director	790000	500000	0	0	1290000.00
3	SUNIL REWACHAND CHANDIRAMANI	Director	500000	300000	0	0	800000.00
4	JOGINDER PAL DUA	Director	740000	500000	0	0	1240000.00
5	SUMIT MALHOTRA	Director	475000	300000	0	0	775000.00
6	MAMTA BINANI	Director	570000	500000	0	0	1070000.00
7	ARVIND BAHETI	Director	740000	500000	0	0	1240000.00
8	VIJAY CHHIBBER	Director	450000	300000	0	0	750000.00

	Total		7229840.00	2900000.00	0.00	0.00	10129840.00

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: 61428

XIV Attachments

(a) List of share holders, debenture holders

(b) Optional Attachment(s), if any

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 Limited 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) 31/03/2026

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

Name: PRITI AGARWAL

Date (DD/MM/YYYY):

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: A*I*A*6*7R

*(b) Name of the Designated Person: RAJAT ARORA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 12 dated* (DD/MM/YYYY) 10/08/2026 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**

*Designation: Director

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

*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**

◉ Company Secretary ○ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number

1*0*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)

eForm filing date (DD/MM/YYYY)

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