

## General information about company

Scrip code	533552
NSE Symbol	RUPA
MSEI Symbol	NOTLISTED
ISIN	INE895B01021
Name of the entity	RUPA & COMPANY LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year Top 1000 listed entities	

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	PRAHLAD RAI AGARWALA		Executive Director	Chairperson related to Promoter		11-05-1938
2	Mr	GHANSHYAM PRASAD AGARWALA		Executive Director	Not Applicable		14-11-1945
3	Mr	KUNJ BIHARI AGARWAL		Executive Director	Not Applicable	MD	23-11-1949
4	Mr	RAMESH AGARWAL		Executive Director	Not Applicable		07-06-1968
5	Mr	MUKESH AGARWAL		Executive Director	Not Applicable		01-01-1971
6	Mr	VIKASH AGARWAL		Executive Director	Not Applicable		27-02-1977
7	Mr	NIRAJ KABRA		Executive Director	Not Applicable		18-04-1982
8	Mrs	ALKA DEVI BANGUR		Non-Executive - Independent Director	Not Applicable		28-11-1954
9	Mr	ASHOK BHANDARI		Non-Executive - Independent Director	Not Applicable		02-02-1953
10	Mr	SUNIL REWACHAND CHANDIRAMANI		Non-Executive - Independent Director	Not Applicable		24-12-1968
11	Mr	JOGINDER PAL DUA		Non-Executive - Independent Director	Not Applicable		05-08-1952
12	Mr	SUMIT MALHOTRA		Non-Executive - Independent Director	Not Applicable		28-09-1961
13	Mrs	MAMTA BINANI		Non-Executive - Independent Director	Not Applicable		10-10-1972
14	Mr	ARVIND BAHETI		Non-Executive - Independent Director	Not Applicable		18-10-1977
15	Mr	DHARAM CHAND JAIN		Non-Executive - Independent Director	Not Applicable		12-08-1946
16	Mr	SUSHIL PATWARI		Non-Executive - Independent Director	Not Applicable		20-09-1954
17	Mr	VINOD KUMAR KOTHARI		Non-Executive - Independent Director	Not Applicable		01-09-1961
18	Mr	DIPAK KUMAR BANERJEE		Non-Executive - Independent Director	Not Applicable		19-02-1946

#### I. Composition of Board of Directors

#### Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active
13	No				Active
14	No				Active
15	No				Active
16	No				Active

17 No  
18 No

Active  
Active

### I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		06-02-1985	01-04-2020			1	0	0	0			
2	NA		13-07-1987	01-04-2021			1	0	0	0			
3	NA		17-07-1987	01-04-2021			1	0	0	0			
4	NA		29-07-2009	01-04-2020			1	0	4	0			
5	NA		29-07-2009	01-04-2020			1	0	2	0			
6	NA		23-05-2022	23-05-2022			1	0	0	0			
7	NA		12-02-2018	12-02-2023			1	0	0	0			
8	NA		14-11-2014	14-11-2019		118.16	2	1	2	1			
9	Yes	08-08-2023	10-08-2018	10-08-2023		73.2	6	5	7	1			
10	NA		23-05-2022	23-05-2022		28.07	3	3	6	3			
11	Yes	27-09-2024	06-09-2024	06-09-2024		0.25	1	1	2	0			
12	NA		06-09-2024	06-09-2024		0.25	2	1	2	1			
13	NA		06-09-2024	06-09-2024		0.25	7	6	6	2			
14	NA		06-09-2024	06-09-2024		0.25	2	2	2	1			
15	Yes	06-09-2019	11-09-2014	06-09-2019	06-09-2024	119.25	1	1	0	0	Tenure Completion		
16	NA		11-09-2014	06-09-2019	06-09-2024	119.25	3	1	3	1	Tenure Completion		
17	NA		11-09-2014	06-09-2019	06-09-2024	119.25	2	2	2	0	Tenure Completion		
18	Yes	06-09-2019	11-09-2014	06-09-2019	06-09-2024	119.25	2	2	3	1	Tenure Completion		

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Chairperson	10-08-2018		Textual Information(1)
2	02374358	JOGINDER PAL DUA	Non-Executive - Independent Director	Member	06-09-2024		
3	00462925	MAMTA BINANI	Non-Executive - Independent Director	Member	06-09-2024		
4	08094824	ARVIND BAHETI	Non-Executive - Independent Director	Member	06-09-2024		
5	00230702	RAMESH AGARWAL	Executive Director	Member	29-07-2009		
6	02415004	MUKESH AGARWAL	Executive Director	Member	29-07-2009		
7	00028123	DIPAK KUMAR BANERJEE	Non-Executive - Independent Director	Chairperson	06-02-2015	06-09-2024	Textual Information(2)
8	00050850	VINOD KUMAR KOTHARI	Non-Executive - Independent Director	Member	26-07-2004	06-09-2024	Textual Information(3)
9	00023980	SUSHIL PATWARI	Non-Executive - Independent Director	Member	05-08-2016	06-09-2024	Textual Information(4)

### Sr Text Block

Textual Information(1) Mr. Ashok Bhandari (DIN: 00012210) was appointed as the Chairperson of the Audit Committee w.e.f. 6th September, 2024 in place of Mr. Dipak Kumar Banerjee (DIN: 00028123) who ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure.

Textual Information(2) Mr. Dipak Kumar Banerjee (DIN: 00028123) ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure. Accordingly, ceased to be the Chairperson/Member of the Audit Committee.

Textual Information(3) Mr. Vinod Kumar Kothari (DIN: 00050850) ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure. Accordingly, ceased to be the Member of the Audit Committee.

Textual Information(4) Mr. Sushil Patwari (DIN: 00023980) ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure. Accordingly, ceased to be the Member of the Audit Committee.

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Chairperson	31-05-2021		Textual Information(1)
2	02374358	JOGINDER PAL DUA	Non-Executive - Independent Director	Member	06-09-2024		
3	08094824	ARVIND BAHETI	Non-Executive - Independent Director	Member	06-09-2024		
4	00050850	VINOD KUMAR KOTHARI	Non-Executive - Independent Director	Chairperson	26-07-2004	06-09-2024	Textual Information(2)
5	00028123	DIPAK KUMAR BANERJEE	Non-Executive - Independent Director	Member	30-05-2014	06-09-2024	Textual Information(3)

## Sr Text Block

Textual Information(1) Mr. Ashok Bhandari (DIN: 00012210) was appointed as the Chairperson of Nomination & Remuneration Committee w.e.f. 6th September, 2024 in place of Mr. Vinod Kumar Kothari (DIN: 00050850) who ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure.

Textual Information(2) Mr. Vinod Kumar Kothari (DIN: 00050850) ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure. Accordingly, ceased to be the Chairperson/Member of the Nomination & Remuneration Committee.

Textual Information(3) Mr. Dipak Kumar Banerjee (DIN: 00028123) ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure. Accordingly, ceased to be the Member of the Nomination & Remuneration Committee.

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment Date of Cessation Remarks
1	00462925	MAMTA BINANI	Non-Executive - Independent Director	Chairperson	06-09-2024 Textual Information(1)
2	00230702	RAMESH AGARWAL	Executive Director	Member	30-05-2014
3	02415004	MUKESH AGARWAL	Executive Director	Member	29-07-2009
4	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Chairperson	31-05-2021 06-09-2024 Textual Information(2)

## Sr Text Block

Textual Information(1) Mrs. Mamta Binani (DIN: 00462925) was appointed as the Chairperson of the Stakeholder Relationship Committee w.e.f. 6th September, 2024.

Textual Information(2) Mr. Ashok Bhandari (DIN: 00012210) ceased to be the Chairperson of the Stakeholder Relationship Committee w.e.f. 6th Spetmeber, 2024 due to reconstitution of Committee.

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment Date of Cessation Remarks
1	00524035	SUNIL REWACHAND CHANDIRAMANI	Non-Executive - Independent Director	Chairperson	06-09-2024 Textual Information(1)
2	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Member	31-05-2021
3	00230702	RAMESH AGARWAL	Executive Director	Member	23-05-2018
4	02415004	MUKESH AGARWAL	Executive Director	Member	23-05-2018
5	00230728	VIKASH AGARWAL	Executive Director	Member	23-05-2018
6	08067989	NIRAJ KABRA	Executive Director	Member	23-05-2018
7	99999999	ARIHANT KUMAR BAID	VP (Finance & Accounts)	Member	23-05-2018 Textual Information(2)
8	99999999	SUMIT KHOWALA	Chief Financial Officer	Member	12-08-2022 Textual Information(3)
9	00028123	DIPAK KUMAR BANERJEE	Non-Executive - Independent Director	Chairperson	23-05-2018 06-09-2024 Textual Information(4)

## Sr Text Block

Textual Information(1) Mr. Sunil Rewachand Chandiramani (DIN: 00524035) was appointed as the Chairperson of the Risk Management Committee w.e.f. 6th September, 2024 in place of Mr. Dipak Kumar Banerjee (DIN: 00028123) who ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure.

Textual Information(2) Mr. Arihant Kumar Baid, Vice President (Finance & Accounts) of the Company has been appointed as the member of the Risk Management Committee w.e.f. 23rd May, 2018.

Textual Information(2) Mr. Arihant Kumar Baid is not a Director of the Company and is not holding any DIN, therefore dummy DIN has been used.

Textual Information(3) Mr. Sumit Khowala, Chief Financial Officer of the Company has been appointed as the member of the Risk Management Committee w.e.f. 12th August, 2022.

Textual Information(3) Mr. Sumit Khowala is not a Director of the Company and is not holding any DIN, therefore dummy DIN has been used.

Textual Information(4) Mr. Dipak Kumar Banerjee (DIN: 00028123) ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure. Accordingly, ceased to be the Chairperson/Member of the Risk Management Committee

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment Date of Cessation Remarks
1	00847452	PRAHLAD RAI AGARWALA	Executive Director	Chairperson	30-05-2014
2	00224857	KUNJ BIHARI AGARWAL	Executive Director	Member	30-05-2014
3	00224805	GHANSHYAM PRASAD AGARWALA	Executive Director	Member	06-09-2024 Textual Information(1)
4	02183825	SUMIT MALHOTRA	Non-Executive - Independent Director	Member	06-09-2024 Textual Information(2)

5 00028123 DIPAK KUMAR BANERJEE Non-Executive - Independent Director Member 08-08-2019 06-09-2024 Textual Information(3)

## Sr Text Block

Textual Information(1) Mr. Ghanshyam Prasad Agarwala (DIN: 00224805) was appointed as the Member of the Committee w.e.f. September 06, 2024.

Textual Information(2) Mr. Sumit Malhotra (DIN: 02183825) was appointed as the Member of the Committee w.e.f. September 06, 2024.

Textual Information(3) Mr. Dipak Kumar Banerjee (DIN: 00028123) ceased to be the Independent Director of the Company w.e.f. 6th September, 2024 due to completion of his tenure. Accordingly, ceased to be the Member of the CSR Committee.

### Other Committee

Sr DIN Number Name of Committee members Name of other committee Category 1 of directors Category 2 of directors Remarks

## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	23-05-2024				Yes	14	12	6
2		09-08-2024	77		Yes	14	11	7

## Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	23-05-2024				Yes	6	6	4	0
2	Audit Committee	09-08-2024	77			Yes	6	4	4	0
3	Nomination and remuneration committee	23-05-2024				Yes	3	3	3	0
4	Nomination and remuneration committee	09-08-2024	77			Yes	3	3	3	0
5	Corporate Social Responsibility Committee	23-05-2024				Yes	3	3	1	0
6	Risk Management Committee	05-09-2024	104			Yes	6	4	2	2

## Annexure 1

#### V. Related Party Transactions

Sr Subject Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.

1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

## Annexure 1

#### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

## Annexure 1

Sr Subject	Compliance status
1 Name of signatory	SUMIT JAISWAL
2 Designation	Company Secretary and Compliance Officer

## Annexure III

### III. Affirmations

Sr Particulars	Regulation Number	Compliance status (Yes/No/NA) If status is “No” details of non-compliance may be given here.
1 Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2 Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3 Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4 Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5 Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
6 Submission of Annual Secretarial Compliance Report	24A(2)	Yes
7 Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

## Annexure III

1 Name of signatory	SUMIT JAISWAL
2 Designation	Company Secretary and Compliance Officer

## Additional Half yearly Disclosure

Applicability of disclosure	Applicable
Reason for Non Applicability	Textual Information(1)

### I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

### (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

### (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

(D) Additional Information

Textual Information(2)

### II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)

Name	SUMIT KHOWALA
Designation	CFO
Place	KOLKATA
Date	19-10-2024

## Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter No

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.	Date of the event	Brief details of the event
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## Signatory Details

Name of signatory	SUMIT JAISWAL
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	19-10-2024