RUPA & COMPANY LIMITED

Date: 24.08.2020

To

The Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 **NSE Symbol: RUPA**	The Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 **Scrip Code: 533552**

Respected Ma'am/Sir,

Ref: Regulations 30 & 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015 ('SEBI Listing Regulations')

Sub: Submission of Notice of the 35th Annual General Meeting and the Annual Report of the Company for the Financial Year 2019-20

Pursuant to Regulation 30 read with Part A (Para A) of Schedule III and Regulation 34(1)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), please find enclosed the Notice of the 35th Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Friday, September 18, 2020, at 11:00 a.m., Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility and the Annual Report of the Company for Financial Year ended March 31, 2020.

The said Notice of 35th AGM and the Annual Report for the Financial Year 2019-20 is being sent only through e-mails to the members of the Company at their registered e-mail address and the same has also been uploaded on the website of the Company at the link http://rupa.co.in/general-meeting-notice-proxy/ and http://rupa.co.in/annual-report-accounts/, respectively.

Thanking you.

Yours faithfully,
For **RUPA & COMPANY LIMITED**

Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612

***Encl.**: As above*

Metro Tower,1, Ho Chi Minh Sarani, Kolkata 700 071,INDIA
Phone: +91 33 4057 3100, Fax: +91 33 2288 1362
Email: connect@rupa.co.in, www.rupa.co.in
An ISO 9001:2008 Certified Company
CIN No.: L17299WB1985PLC038517

RUPA & COMPANY LIMITED

Registered Office: Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071
Phone: +91-33-4057 3100; **Fax:** +91-33-2288 1362
E-mail: connect@rupa.co.in; **Website:** www.rupa.co.in
CIN: L17299WB1985PLC038517

NOTICE is hereby given that the **Thirty-Fifth (35th) Annual General Meeting** of the Members of **RUPA & COMPANY LIMITED** will be held on Friday, the 18th day of September, 2020 at 11:00 a.m., Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility, in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular Nos. 20/2020, 17/2020 and 14/2020 dated May 5, 2020, April 13, 2020 and April 8, 2020, respectively, to transact following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt:
   (a) the Audited Standalone Financial Statement of the Company, for the Financial Year ended March 31, 2020, and the Reports of the Board of Directors and the Auditors thereon;
   (b) the Audited Consolidated Financial Statement of the Company, for the Financial Year ended March 31, 2020, and the Report of the Auditors thereon.
2. To declare a Dividend of ₹ 3/-, per share (300%), on the Equity Shares of the Company, for the Financial Year ended March 31, 2020.
3. To appoint a Director in place of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint a Director in place of Mr. Niraj Kabra (DIN: 08067989), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESSES:

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Schedule V to the Act and the Rules made thereunder, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association and policies of the Company, and other applicable provisions, if any, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Members be and is hereby accorded to the re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), as a Whole-time Director of the Company, and whose period of office be liable to retire by rotation under the Act, for a further period of 5 (five) years, with effect from April 1, 2021, on the terms and conditions including remuneration as set out in the Explanatory Statement, annexed to the Notice of 35th Annual General Meeting, or as modified by the Board of Directors of the Company, from time to time, on the recommendation of the Nomination and Remuneration Committee;

   RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Ghanshyam Prasad Agarwala, as the Whole-time Director of the Company, he shall be paid the remuneration, as detailed in the Explanatory Statement, as minimum remuneration, in respect of such financial year(s) in which such inadequacy or loss arises during his tenure or for a period of three years, as permissible under the law;

   RESOLVED FURTHER THAT the Board of Directors (the 'Board') be and is hereby authorized to alter and vary the terms and conditions, from time to time, in such manner as the Board may deem fit, subject to overall limit of remuneration specified in this resolution and under the Act;

   RESOLVED FURTHER THAT any of the Whole-time Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Schedule V to the Act and the Rules made thereunder, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association and policies of the Company, and other applicable provisions, if any, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Members be and is hereby accorded to the re-appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857), as a Managing Director of the Company, for a further period of 5 (five) years, with effect from April 1, 2021, on the terms and conditions including remuneration as set out in the Explanatory Statement, annexed to the Notice of 35th Annual General Meeting, or as modified by the Board of Directors of the Company, from time to time, on the recommendation of the Nomination and Remuneration Committee;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Kunj Bihari Agarwal, as the Managing Director of the Company, he shall be paid the remuneration, as detailed in the Explanatory Statement, as minimum remuneration, in respect of such financial year(s) in which such inadequacy or loss arises during his tenure or for a period of three years, as permissible under the law;

RESOLVED FURTHER THAT the Board of Directors (the 'Board') be and is hereby authorized to alter and vary the terms and conditions, from time to time, in such manner as the Board may deem fit, subject to overall limit of remuneration specified in this resolution and under the Act;

RESOLVED FURTHER THAT any of the Whole-time Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution."

7. To approve revision in remuneration of the related parties, holding office or place of profit in the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the consent of the Members of the Company, be and is hereby accorded to the revised terms of remuneration, as detailed out in the Explanatory Statement annexed to the Notice of this 35th Annual General Meeting, be paid to Mr. Siddhant Agarwal, Vice-president and related party, holding office or place of profit in the Company;

RESOLVED FURTHER THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, read with the allied Rules (including any statutory modifications, amendments and/ or re-enactments thereof, for the time being in force), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company, be and is hereby accorded to the appointment of Mr. Siddhant Agarwal, as the Whole-time Director (KMP) of Oban Fashions Private Limited, Wholly-owned Subsidiary of the Company, w.e.f. March 16, 2020, on deputation basis, under the payroll of the Company on the remuneration, as approved by the members, and on the agreed terms and conditions;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms and conditions, remuneration, designation and other entitlements, as deemed necessary and proper in the best interest of the Company;

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental, to give effect to the above resolution."

By order of the Board of Directors
For **RUPA & COMPANY LIMITED**

Sd/-
Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612

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

Date: June 26, 2020

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item Nos. 5 to 7 of the accompanying Notice, is annexed hereto and forms part of the notice. The Board of Directors of the Company at its meeting held on June 26, 2020 considered that the special business(es) under Item Nos. 5 to 7, being considered unavoidable, be transacted at the 35th Annual General Meeting (AGM) of the Company.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from September 12, 2020 to September 18, 2020 (both days inclusive), for determining the name of members eligible for dividend on equity shares, if declared at the AGM and the dividend if declared will be paid before September 30, 2020 to those members whose name shall appear on the Register of Members of the Company on September 11, 2020.

3. **General instructions for accessing and participating in the 35th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**

   a. In view of the outbreak of the COVID-19 pandemic, the continuing restriction on movement of persons at several places in the country and social distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 20/2020 dated May 5, 2020 read with Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") have permitted the holding of the AGM through VC/ OAVM facility, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the said MCA circulars, the 35th AGM of the Company will be conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. Hence, Members will be required to attend and participate in the AGM through VC/OAVM only. Further, for the purpose of technical compliance of the provisions of Section 96(2) of the Companies Act, 2013 we are assuming the place of meeting as the place where the Company is domiciled, i.e., the Registered Office of the Company.

   b. **In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 35th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

   c. In pursuance of Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 35th AGM through VC/OAVM Facility and e-Voting during the 35th AGM.

      Institutional/ Corporate Members (i.e. other than Individuals/ HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to hmchoraria@gmail.com with a copy marked to evoting@nsdl.co.in.

   d. In line with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular"), the Notice of the 35th AGM *inter-alia*, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of 35th AGM and Annual Report 2019-20 will be available on the website of the Company at www.rupa.co.in, on the website of the stock exchanges i.e. BSE at www.bseindia.com, on the website of NSE at www.nseindia.com. Notice of 35th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.

   e. In compliance with the aforesaid Circulars, the Company shall publish a public notice by way of an advertisement in Business Standard and in Arthik Lipi, both having a wide circulation in Kolkata, where the registered office of the Company is situated and having electronic editions, *inter alia*, advising the Members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

   f. Since the 35th AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

   g. National Securities Depositories Limited ("NSDL") will be providing e-voting facility (remote e-voting and voting at 35th AGM) to the shareholders of the Company in order to cast their votes electronically in terms of aforesaid MCA Circulars.

h. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the Cut-off date, i.e., September 11, 2020.

i. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 35th AGM.

j. Members may join the 35th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 a.m. IST, i.e., 15 minutes before the time scheduled to start the 35th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 35th AGM.

k. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 35th AGM without any restriction on account of first-come-first-served principle.

l. Attendance of the Members participating in the 35th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

m. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with aforesaid MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

4. **Instructions for Members for Remote e-Voting are as under:-**

a. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

b. National Securities Depositories Limited ('NSDL') will be providing facility for remote e-voting, participation in the 35th AGM through VC/ OAVM and e-voting during the AGM.

c. The **remote e-Voting period will commence on September 15, 2020 (9:00 am IST) and end on September 17, 2020 (5:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 11, 2020, may cast their vote by remote e-Voting**. The remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

d. A person who is not a Member as on the cut-off date should treat this Notice of 35th AGM for information purpose only.

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

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing ID as login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e. Cast your vote electronically.

IV. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 113480 then user ID is 113480001***

V. Your password details are given below:

i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

iii. How to retrieve your 'initial password'?

a) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

b) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.

VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password click on:

i) "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

VIII. Now, you will have to click on "Login" button.

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

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

III. Select "EVEN" of the Company.

IV. Now you are ready for e-Voting as the Voting page opens.

V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.

VI. Upon confirmation, the message "Vote cast successfully" will be displayed.

VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

f. In case of any query/grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 – 222 – 990 or at E-mail ID: **evoting@nsdl.co.in**. Members may also write to the Company Secretary at the email address: investors@rupa.co.in.

5. **Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:**

a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 35th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of:

(i) a signed request letter mentioning your name, folio number and complete address;

(ii) self-attested scanned copy of the PAN Card; and

(iii) any address proof document of the Member (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card); to the email address, investors@rupa.co.in.

b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of:

(i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID);

(ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and

(iii) self-attested scanned copy of the PAN Card, to the email address, investors@rupa.co.in.

c. Alternatively, Member may send an email request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in point (a) or (b), as the case may be

6. **Instructions for Members for participating in the 35th AGM through VC/OAVM are as under:**

a. Members will be able to attend the 35th AGM through VC/OAVM Facility through the NSDL e-Voting system at https://www.evoting.nsdl.com under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Company's 35th AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice of the 35th AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.

b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.

c. Please note that Members connecting from mobile devices or tablets or through laptops, etc. connecting *via* mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

d. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 35th AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address: investors@rupa.co.in atleast 48 hours in advance before the start of the meeting, i.e., by 16th September, 2020 by 11:00 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

e. Members, who would like to ask questions during the 35th AGM with regard to the financial statements or any other matter to be placed at the 35th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address: investors@rupa.co.in, atleast 48 hours in advance before the start of the 35th AGM i.e. by September 16, 2020 by 11:00 a.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 35th AGM, depending upon the availability of time. The Company/ the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers for smooth conduct of the 35th AGM.

f. Queries on the businesses covered in the Notice may be sent to the Company Secretary, in advance, so that the answers may be made readily available at the Meeting.

7. **Instructions for Members for e-Voting during the 35th AGM are as under:**

a. Members may follow the same procedure for e-Voting during the 35th AGM as mentioned above for remote e-Voting.

b. Only those Members, who will be present in the 35th AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 35th AGM.

c. The Members who have cast their vote by remote e-Voting prior to the 35th AGM may also participate in the 35th AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.

d. The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 35th AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder:

Mr. Amit Vishal, Senior Manager, NSDL, at the designated email ID: evoting@nsdl.co.in, amitv@nsdl.co.in or at telephone number +91 22 2499 4360

Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in, pallavid@nsdl.co.in or at telephone number +91 22 2499 4545.

8. **Other Guidelines for Members**

a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of September 11, 2020.

c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 35th AGM by email and holds shares as on the cut-off date, i.e., September 11, 2020, may obtain the User ID and password by sending a request to the email address, investors@rupa.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.

e. FCS. H.M. Choraria, Practicing Company Secretary, proprietor of M/s. H.M. Choraria & Co. (Membership No. FCS 2398, C.P. No. 1499), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

f. During the 35th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 35th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 35th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 35th AGM.

g. The Scrutinizer shall after the conclusion of e-Voting at the 35th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty-eight) hours from the conclusion of the 35th AGM, who shall then countersign and declare the result of the voting forthwith.

h. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.rupa.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately communicated to the stock exchanges, where the shares of the Company are listed.

9. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 35th AGM, *interalia*, indicating the process and manner of voting through electronic means and the Annual Report for the financial year 2019-20 including therein the Audited Financial Statements for financial year 2019-20, are being sent only by email to the Members. The Companies Act, 2013, in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 35th AGM and the Annual Report for the financial year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

    a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address: investors@rupa.co.in.

    b) For the Members holding shares in demat form, please update your email address through your respective Depository Participants.

10. The Notice of the 35th AGM and the Annual Report for the financial year 2019-20 including therein the Audited Financial Statements for the financial year 2019-20, will be available on the website of the Company at www.rupa.co.in and the website of the stock exchanges, where the shares of the Company are listed. The Notice of 35th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.

11. The Board of Directors has recommended Final Dividend of ₹ 3.00 per Equity Share of ₹1.00 each for the financial year ended March 31, 2020, that is proposed to be paid on and from September 23, 2020, subject to the approval of the shareholders at the 35th AGM.

12. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or incase shares are held in physical form, by submitting requisite information to the RTA, sought/ to be sought by the RTA or by the Company.

13. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participants.

    Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address: investors@rupa.co.in, on urgent basis:

    a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:

        i) Name and Branch of Bank and Bank Account type;

        ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;

        iii) 11 digit IFSC Code;

    b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

    c. self-attested scanned copy of the PAN Card; and

    d. self-attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

14. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers'cheque/ demand draft to such Member, at the earliest once the normalcy is restored.

15. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly, transferred dividend remaining unpaid and unclaimed dividend, upto the financial year 2011-12, to the IEPF.

    Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at www.rupa.co.in. Members who have not yet encashed Dividend for the financial year 2012-13 or any subsequent dividend declared by the Company, are advised to write to the RTA (Maheshwari Datamatics Private Limited) at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001; e-mail: mdpldc@yahoo.com or to the Company, immediately.

16. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

    The Members who have not claimed/ encashed their dividends in the last seven consecutive years from the financial year 2012-13 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

17. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated May 5, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such shareholder(s) post normalization of postal services in the Country.

18. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 1, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form. In exceptional cases, the transfer of physical is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MISRD/DOS3/CIR/P/2018/139 dated November 6, 2018.

19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the RTA or the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA or the Company.

21. Electronic copy of all the documents referred to in the accompanying Notice of the 35th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.rupa.co.in.

22. During the 35th AGM, Members may inspect the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, on the website of NSDL at https://www.evoting.nsdl.com, upon login to NSDL e-voting systems.

23. Details as required in Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 35th AGM, forms integral part of the Notice of the 35th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

24. Members are requested to visit the website of the Company, www.rupa.co.in, for viewing the Quarterly and Annual Financial Results and for more information about the Company. Further, the Notice for this AGM, along with requisite documents, and the Annual Report for the Financial Year 2019-20 shall also be available on the website of the Company at www.rupa.co.in.

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

Item No. 5– Re-appointment including remuneration of Mr. Ghanshyam Prasad Agarwala, as a Whole-time Director of the Company, for a period of 5 (five) years, with effect from April 1, 2021

Mr. Ghanshyam Prasad Agarwala (DIN: 00224805) was appointed as the Whole-time Director of the Company, for a period of 5 (five) years, w.e.f. April 1, 2016 and the same was approved through Postal Ballot process by the shareholders of the Company, on April 19, 2016. Further, the Shareholders at its 32nd Annual General Meeting held on August 31, 2017 has approved the revised remuneration scale of Mr. Agarwala. The tenure of Mr. Agarwala as Whole-time Director of the Company will expire on March 31, 2021.

The Board of Directors of the Company at its Board Meeting held on June 26, 2020, on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Ghanshyam Prasad Agarwala, as a Whole-time Director of the Company, for a period of 5 (five) years, with effect from April 1, 2021, subject to approval of the shareholders of the Company, at the following remuneration:

Category	Particulars
Basic Salary (per month)	In the scale of ₹ 8,50,000/- to ₹ 14,00,000/-
Reimbursement of Medical Expenses including abroad for self and family	At actual
Leave Travel Concession for self and family once in a year	As per the rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of 2 (two) clubs
Personal Accident Insurance (per annum)	Annual Premium which shall not exceed ₹ 1,00,000/-
Leave	As per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per rules of the Company

Pursuant to Section 196 of the Companies Act, 2013 (the "Act"), a Whole-time Director can be appointed for a term not exceeding 5 (five) years at a time, with the approval of the Board of Directors as well as of the Shareholders of the Company. However, approval of shareholders by way of Special Resolution is required for appointment of a person as a Whole-time Director of the Company, if he has attained the age of 70 years, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Mr. Ghanshyam Prasad Agarwala is 74 years of age and is one of the founding member belonging to the promoter group of the Company and having more than 47 years of vast and extensive experience in the textile industry. His knowledge and understanding of the hosiery business and related activities, apart from his wisdom and rich experience in leadership, strategic guidance, risk foresight, operations is immensely beneficial to the Company. His re-appointment as a Whole-time Director of the Company is justified keeping in view of the contribution made by him as well as for the growth and development of the Company. The remuneration proposed to be paid to Mr. Agarwala is within the limits, as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

Mr. Ghanshyam Prasad Agarwala shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof. His period of office shall be liable to retire by rotation. However, the Whole-time Director re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment/ service as Whole-time Director of the Company.

The Company has received declaration from Mr. Agarwala stating that he is not disqualified from being re-appointed as a Whole-time Director of the Company, in terms of Section 164 of the Act and consent to continue to act as Whole-time Director of the Company. Mr. Agarwala is not debarred from holding the office of a director pursuant to any SEBI Order.

In the opinion of the Board, Mr. Ghanshyam Prasad Agarwala fulfils the conditions specified under the Act, the Rules made thereunder, Schedule V to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointment as a Whole-time Director of the Company.

Copy of draft letter of re-appointment of Mr. Ghanshyam Prasad Agarwala, as a Whole-time Director, setting out terms and conditions of his appointment would be available for inspection. Brief resume of Mr. Ghanshyam Prasad Agarwala, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in a annexure, annexed hereto and marked as **"Annexure-A"**.

The Board, therefore, recommends the Resolution as set out in Item No. 5 be passed as a Special Resolution on the above remuneration. Further, in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Ghanshyam Prasad Agarwala, as the Whole-time Director of the Company, he shall be paid the above remuneration, as minimum remuneration, in respect of such financial year(s) in which such inadequacy or loss arises during his tenure or for a period of three years, as permissible under the law.

Save and except Mr. Ghanshyam Prasad Agarwala and his relatives, to the extent of their shareholding interest and employment, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item No. 5, be passed as a Special Resolution by the Members.

Item No. 6 – Re-appointment including remuneration of Mr. Kunj Bihari Agarwal, as the Managing Director of the Company, for a period of 5 (five) years, with effect from April 1, 2021

Mr. Kunj Bihari Agarwal (DIN: 00224857) was appointed as the Managing Director of the Company, for a period of 5 (five) years, w.e.f. April 1, 2016 and the same was approved through Postal Ballot process by the shareholders of the Company, on April 19, 2016. Further, the Shareholders at its 32nd Annual General Meeting held on August 31, 2017 has approved the revised remuneration scale of Mr. Agarwal. The tenure of Mr. Kunj Bihari Agarwal as Managing Director of the Company will expire on March 31, 2021.

The Board of Directors of the Company at its Board Meeting held on June 26, 2020, on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Kunj Bihari Agarwal, as the Managing Director of the Company, for a period of 5 (five) years, with effect from April 1, 2021, subject to approval of the shareholders of the Company, at the following remuneration:

Category	Particulars
Basic Salary (per month)	In the scale of ₹ 8,50,000/- to ₹ 14,00,000/-
Reimbursement of medical expenses including abroad for self and family	At actual
Leave Travel Concession for self and family once in a year	As per the rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of 2 (two) clubs
Personal Accident Insurance (per annum)	Annual Premium which shall not exceed ₹ 1,00,000/-
Leave	As per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per rules of the Company

Pursuant to Section 196 of the Companies Act, 2013 (the "Act"), a Managing Director or Whole-time Director can be appointed for a term not exceeding 5 (five) years at a time, with the approval of the Board of Directors as well as of the Shareholders of the Company. However, approval of shareholders by way of Special Resolution is required for appointment of a person as a Managing Director or Whole-time Director of the Company, if he has attained the age of 70 years, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Mr. Kunj Bihari Agarwal is 70 years of age and is one of the founding member belonging to the promoter group of the Company and having more than 45 years of vast and extensive experience in the textile industry. His knowledge and understanding of the hosiery business and related activities, apart from his wisdom and rich experience in governance, leadership, strategic guidance, risk foresight, operations and sales is immensely beneficial to the Company. His re-appointment as the Managing Director of the Company is justified keeping in view of the contribution made by him as well as for the growth and development of the Company. The remuneration proposed to be paid to Mr. Agarwal is within the limits, as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

Mr. Kunj Bihari Agarwal shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof. His period of office shall not be liable to retire by rotation.

The Company has received declaration from Mr. Agarwal stating that he is not disqualified from being re-appointed as the Managing Director of the Company, in terms of Section 164 of the Act and consent to continue to act as Managing Director of the Company. Mr. Agarwala is not debarred from holding the office of a director pursuant to any SEBI Order.

In the opinion of the Board, Mr. Kunj Bihari Agarwal fulfils the conditions specified under the Act, the Rules made thereunder, Schedule V to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointment as the Managing Director of the Company.

Copy of draft letter of re-appointment of Mr. Kunj Bihari Agarwal, as the Managing Director, setting out terms and conditions of his appointment would be available for inspection. Brief resume of Mr. Kunj Bihari Agarwal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in a annexure, annexed hereto and marked as **"Annexure-A"**.

The Board, therefore, recommends the Resolution as set out in Item No. 6 be passed as a Special Resolution on the above remuneration. Further, in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Kunj Bihari Agarwal, as the Managing Director of the Company, he shall be paid the above remuneration, as minimum remuneration, in respect of such financial year(s) in which such inadequacy or loss arises during his tenure or for a period of three years, as permissible under the law.

Save and except Mr. Kunj Bihari Agarwal and his relatives, to the extent of their shareholding interest and employment, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item No. 6, be passed as a Special Resolution by the Members.

Item No. 7 – To approve the revision in the remuneration of Mr. Siddhant Agarwal, related party, holding office or place of profit in the Company

The Board of Directors of the Company at its meeting held on June 26, 2020 and based on the recommendation of the Nomination and Remuneration Committee, recommended revision in the existing remuneration payable to Mr. Siddhant Agarwal, related party, w.e.f. April 1, 2021, for holding office or place of profit in the Company, from time to time. Mr. Siddhant Agarwal is currently holding position of Vice-president in the Company. The Board further approved the payment of remuneration to Mr. Siddhant Agarwal, Vice-President and related party, from the Company, in view of his deputation and appointment as the Whole-time Director (KMP) in Oban Fashions Private Limited ('Oban'), Wholly-owned Subsidiary of the Company and related party, w.e.f. March 16, 2020. Further, Oban will debit the said expenses, incurred/ to be incurred by the Company towards payment of remuneration to Mr. Siddhant Agarwal, till the time it is able to reimburse the same to the Company or dispose of the same in the manner, as may be determined by the Board of Directors of the Company.

The requisite particulars, including the proposed remuneration, in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, of Mr. Siddhant Agarwal are set out below:

Particulars	**Mr. Siddhant Agarwal**
Name of the Director or Key Managerial Personnel who is Related	Mr. Prahlad Rai Agarwala and Mr. Ramesh Agarwal, Whole-time Directors
Nature of relationship	Members of the same Hindu Undivided Family
Nature, material terms, monetary value and particulars of the contract or arrangement	In the scale of ₹ 3,50,000/- to ₹ 7,00,000/- (per month). Other terms as per the rules of the Company.
Any other information	–

The remuneration shall be paid in a manner as determined by the Board of Directors of the Company. Unless otherwise stipulated for the purposes of the above, the perquisites, if any, shall be as per the Income Tax Rules whenever actual cost cannot be determined.

Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, shall be authorised to increase, reduce, alter or vary the aforesaid terms of remuneration, allowances and perquisites, including monetary values thereof, at any time and from time to time, in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary, subject however, the same being within the maximum limit as aforesaid.

Save and except Mr. Siddhant Agarwal and his relatives, to the extent of their employment or directorship or shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors of the Company recommends, the resolution, as set out in Item No.7, be passed as an Ordinary Resolution.

By order of the Board of Directors
For **RUPA & COMPANY LIMITED**

Sd/-
Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612

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

Date: June 26, 2020

ANNEXURE A

Sl. No.	A	B	C
Name of the Director	**Mr. Ghanshyam Prasad Agarwala**	**Mr. Kunj Bihari Agarwal**	**Mr. Niraj Kabra**
DIN	00224805	00224857	08067989
Date of Birth (Age)	November 14, 1945 74 years	November 23, 1949 70 Years	April 18, 1982 38 Years
Qualification	Bachelor's degree in Commerce	Bachelor's degree in Commerce	Bachelor's degree in Commerce from the University of Calcutta
Date of first appointment on the Board	July 13, 1987	July 17, 1987	February 12, 2018
Brief resume, experience & expertise in specific functional areas	Mr. Ghanshyam Prasad Agarwala is the Whole-time Director of the Company, designated as the Vice-Chairman. He has more than 47 years of experience in the textile industry. His knowledge and understanding of the hosiery business and related activities, apart from rich experience in leadership, Strategic guidance, risk foresight and operations of the Company. He also actively engaged in various philanthropic activities.	Mr. Kunj Bihari Agarwal is Managing Director of the Company. He has more than 45 years of experience in the textile industry. He has wide knowledge and understanding of the hosiery business and related activities, apart from rich experience in governance, leadership, Strategic guidance, risk foresight, operations, sales, branding and distribution. He has played key role in setting up of systems and process of marketing, sale and distribution division of the Company. He gives strategic guidance to the Company at all stages of growth and development. He also actively engaged in various philanthropic activities.	Mr. Niraj Kabra has joined the Company in the year 2003. He is engaged in the day to day commercial operations and administration of the Company and also looks after legal matters, including the matters related to factories of the Company and handles software development.
Term and condition of appointment or re-appointment along with details of remuneration sought to be paid	Re-appointment of director retire by rotation, pursuant to Section 152 of the Act. He is entitled to receive remuneration as approved by the Members at the AGM held on 31/08/2017. Also re-appointment pursuant to Section 196 of the Act, for a further term of 5 (five) years at a remuneration, as mentioned in the Explanatory Statement, w.e.f. April 1, 2021.	Re-appointment pursuant to Section 196 of the Act, for a further term of 5 (five) years at a remuneration, as mentioned in the Explanatory Statement, w.e.f. April 1, 2021.	Re-appointment of director retire by rotation, pursuant to Section 152 of the Companies Act, 2013. He is entitled to receive remuneration as approved by the Members at the AGM held on August 31, 2018.
Last drawn remuneration	₹ 1,02,00,000/- during the F.Y. 2019-20.	₹ 1,02,00,000/- during the F.Y. 2019-20.	₹ 18,43,369/- during the F.Y. 2019-20.

Sl. No.	A	B	C
Relation with other Directors or Key Managerial Personnel of the Company	Father of Mr. Mukesh Agarwal, and brother of Mr. Prahlad Rai Agarwala and Mr. Kunj Bihari Agarwal, Directors of the Company.	Brother of Mr. Prahlad Rai Agarwala and Mr. Ghanshyam Prasad Agarwala, Directors of the Company.	None
Number of Board Meetings attended during the Financial Year 2019-20	2/4	4/4	4/4
Directorship in other companies	Rupa Spinners Ltd. Sobhasaria Enterprises Private Limited	Rupa Spinners Ltd. Chatresh Projects Pvt Ltd. Sobhasaria Enterprises Private Limited West Bengal Hosiery Park Infrastructure Limited Federation of Hosiery Manufacturers Association of India Metro Towers Office Owners Association	Nil
Member (Chairman) of Committees of Other Boards	Nil	Nil	Nil
Shareholding in the Company	13,19,490 Equity Shares (1.66%)	12,79,660 Equity Shares (1.61%)	123 Equity Shares (0.00%)