

Date: 25.05.2019

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| 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 Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 533552 |
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Respected Ma'am/ Sir,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Pursuant to Regulation 30, read with Part A of Schedule III, of the SEBI Listing Regulations, we hereby inform you that the Board of Directors of the Company, at its 232nd Meeting held on May 25, 2019, has, *inter alia*,

1. Approved to set up and incorporate a Wholly-owned Subsidiary Company in Bangladesh with the name 'Rupa Bangladesh Private Limited' or any other name, as may be approved by the Registrar of the Joint Stock Company and Firms in Bangladesh and to invest such amount in the said Company, as may be approved by the Board of Directors of the Company, from time to time. The details, as applicable, in terms SEBI Circular dated September 9, 2015, are as hereunder:

| Sl | Particulars | Details |
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| a | Name of the target entity, details in brief such as size, turnover etc. | : 'Rupa Bangladesh Private Limited' or any other name, as may be approved by the Registrar of the Joint Stock Company and Firms in Bangladesh at the time of incorporation. |
| b | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length". | : The company is proposed to be formed as a wholly-owned subsidiary (WOS) company of the Company. |
| c | Industry to which the entity being acquired belongs | : Manufacturing and/or trading of hosiery and related goods |
| d | Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity) | : Manufacturing and/or trading of hosiery and related goods |
| e | Brief details of any governmental or regulatory approvals required for the acquisition | : Approval is required from the Registrar of the Joint Stock Company and Firms in Bangladesh for incorporation of WOS. Approval also required from other authorities as applicable in Bangladesh |

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| f | Indicative time period for completion of the acquisition | : | As per the applicable laws of Bangladesh. |
| g | Nature of consideration - whether cash consideration or share swap and details of the same | : | Equity Shares will be subscribed by the Company at cash consideration. |
| h | Cost of acquisition or the price at which the shares are acquired | : | Equity Shares will be subscribed at face value |
| i | Percentage of shareholding/ control acquired and/or number of shares acquired | : | Proposed new company would be WOS of the Company |
| j | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief). | : | Not applicable. |

2. Approved the re-appointment of following Independent Directors of the Company, for a second term of Five (5) consecutive years, subject to approval of the Shareholders of the Company, at the ensuing Annual General Meeting (AGM) of the Company:

- Mr. Vinod Kumar Kothari (DIN: 00050850), as an Independent Director, w.e.f. the date of ensuing AGM;
- Mr. Dipak Kumar Banerjee (DIN: 00028123), as an Independent Director, w.e.f. the date of ensuing AGM;
- Mr. Dharam Chand Jain (DIN: 00453341), as an Independent Director, w.e.f. the date of ensuing AGM;
- Mr. Sushil Patwari (DIN: 00023980), as an Independent Director, w.e.f. the date of ensuing AGM;
- Mrs. Alka Devi Bangur (DIN: 00012894), as an Independent Director, w.e.f. November 14, 2019.

Further, we affirm that the aforesaid Independent Directors are not debarred from holding the office of director by virtue of any Securities Exchange Board of India order or any other such authority.

Other details which are required to be furnished in terms of Regulation 30 of the SEBI Listing Regulations, 2015, are enclosed herewith.

This is for your reference and record.

Thanking you.

Yours faithfully,
For Rupa & Company Limited



Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612



Other details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

| Name of the Director | Mr. Vinod Kumar Kothari | Mr. Dipak Kumar Banerjee | Mr. Sushil Patwari | Mr. Dharam Chand Jain | Mrs. Alka Devi Bangur |
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| DIN | 00050850 | 00028123 | 00023980 | 00453341 | 00012894 |
| Brief resume | Mr. Kothari is a Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He is also a former Chairman of the Institute of Company Secretaries of India. He is an author, trainer and expert on specialized areas in finance, including securitization, asset-based finance, credit derivatives, accounting for derivatives and financial instruments, microfinance, etc. He has written many renowned books and articles. He is an inspiration figure for corporate professionals, widely known for his immense knowledge and command over various corporate laws, domestic and international. | Mr. Banerjee is a Chartered Accountant. He started his career with Life Insurance Corporation in 1970 and thereafter, in 1975, joined Hindustan Lever Limited. His tenure with Lever included a two year secondment to Lever Brother, Nigeria. In 1992, Mr. Banerjee became the Commercial Director of Unilever Plantations Group. Between 1993 and 1997, he was designated as Commercial Officer - Africa and Middle East Group of Unilever, London and retired in July 2000 as Chairman, Unilever Uganda Ltd. | Mr. Patwari has more than 40 years of experience in the field of cotton yarn and knitted fabric industry. He is a member of the Executive Committee of the Federation of Indian Export Organizations. He is, currently, the executive Chairman of Nagreeka Exports Ltd. | Mr. Jain has more than 45 years of experience in the field of textile and knitted fabric industry. He is currently the Chairman of K.D. Sarees Emporium Private Limited. | Mrs. Bangur is a renowned Industrialist. She is the Managing Director of Peria Karamalai Tea & Produce Co. Ltd. Smt. Bangur is also a Director of Apurva Export Pvt. Ltd., and The Marwar Textiles (Agency) Pvt. Ltd. She has been a Non-Executive Director at Maharaja Shree Umaid Mills Ltd since November 30, 1996. She is past President of the Calcutta Chamber of Commerce, the oldest chamber of the country. She is the member of FICCI Ladies Organization (Ladies Wing of FICCI). She is also a committee Member of Bharat Chamber of Commerce. |
| Term and condition of appointment or re-appointment | Re-appointment of Independent Director, pursuant to Sections 149 and 152 of the Companies Act, 2013. | Re-appointment of Independent Director, pursuant to Sections 149 and 152 of the Companies Act, 2013. | Re-appointment of Independent Director, pursuant to Sections 149 and 152 of the Companies Act, 2013. | Re-appointment of Independent Director, pursuant to Sections 149 and 152 of the Companies Act, 2013. | Re-appointment of Independent Director, pursuant to Sections 149 and 152 of the Companies Act, 2013. |
| Relations hip between Directors | None | None | None | None | None |