

**LETTER of OFFER**

**PART I**

Issuer Details	
Name and Address of Issuer	Rupa & Company Limited Metro Towers, 8 <sup>th</sup> Floor, 1, Ho Chi Minh Sarani, Kolkata - 700071
Business Segment / Activity	Manufacturing and sale of hosiery product and providing related services
Chief Executive (Managing Director / President / CEO / CFO / Equivalent Official in the hierarchy as per Constitution of the Issuer entity)	Mr. Kunj Bihari Agarwal, Managing Director
Group Affiliation (If Any)	N.A.

**PART II**

Issue Details		
ISIN	INE895B14388	
Proposed Date of Issue	11.09.2025	
Amount (Rs.)	50,00,00,000	
Tenor and Date of Maturity	Tenor: 90 days Date of maturity: 10.12.2025	
Proposed to be Listed / Unlisted	Listed	
End Use of CP proposed (specific details)	For Working Capital Purpose	
Market Conventions	FIMMDA Conventions	
Credit Rating Details for the Proposed Issue	Credit Rating – 1	Credit Rating – 2 (obtained if any)
Credit Rating Issuer	CRISIL	
Rating	A1+	
Date of Rating	25.07.2025	
Validity of Issuance	60 days	





Validity period for rating	Throughout life of CP	
For Amount (Rs.)	1,80,00,00,000	
Conditions (If Any)	-	
Long term credit rating obtained by the Issuer	CRISIL AA- / Stable	
Unaccepted Credit Rating assigned to the Issuer	-	
Issuing and Paying Agent Details (Name and Address)	YES Bank Limited Yes Bank House, 3 <sup>rd</sup> Floor, North Wing, Off Western Express Highway, Santa Cruz (East), Mumbai - 400055	
Debenture Trustee Details (Name and Address) (In case of NCD)	N.A.	
Credit Enhancement Details (If any)	N.A.	
Description of Instrument	N.A.	
Amount (Rs. In Lacs)	N.A.	
In Favor of	ISSUER OF CP / HOLDER OF CP	
Name and Address of the Guarantor	N.A.	
Net worth of the Guarantor (Rs. In Lacs)	N.A.	
Extent of The Guarantee Offered by the Guarantor for the Issue	N.A.	
Conditions under which the guarantee will be invoked	N.A.	
Trustee Details (Name and Address)	N.A.	
Whether guarantor is a group entity	(Yes / No)-N.A.	
If yes,		
Names of Companies to which Guarantor has issued similar guarantees,		
<b>Name</b>	<b>Extent of Guarantee</b>	<b>Conditions Under Which the guarantee will be invoked</b>
I NOT APPLICABLE		



### PART III

#### A. Issuer Financial Details

CP Borrowing	NIL as on date
Date of Board Resolution	28.05.2025
1. Limit approved by Board	1,80,00,00,000
2. Limit as per CRA	1,80,00,00,000
3. Limit approved by Regulator concerned (if applicable)	N.A.

#### B. Details of CP and other Debt Instruments outstanding as on date of Letter of Offer CP / other Debt Instruments (Including Liabilities not redeemed on due date)

ISIN	Issue Date	Amount Issued	Maturity Date	Amount O/S (Rs)	IPA	Debenture Trustee (in case of NCD)	CRA	Rating	Rated Amount
-	-	-	-	-	-	-	-	-	-

#### C. Fund-based facilities from banks/Financial institutions, if any

Statement of Banking Facilities and Outstanding as on 30.06.2025							Amount (in Rs. Crore)	
Sl No.	Banks Name	Nature of Facility	Sanctioned Limit	Secured	Unsecured	Outstanding	Asset Classification	
1	Indusind Bank Ltd.	C C / WCDL	95.00	95.00	100.00	105.42	Standard	
2	State Bank of India	C C / WCDL	50.00	50.00	-	49.59	Standard	
3	HDFC Bank Ltd.	C C / WCDL	80.00	80.00	100.00	23.31	Standard	
4	HSBC Ltd.	C C / WCDL	35.00	35.00	-	-	Standard	
5	ICICI Bank	C C / WCDL	50.00	50.00	25.00	0.05	Standard	
6	Yes Bank	C C / WCDL	10.00	10.00	-	-	Standard	
7	Kotak Mahindra Bank	C C / WCDL	10.00	10.00	20.00	-	Standard	
8	Untied Limits	C C / WCDL	20.00	20.00	-	-	Standard	
	<b>Total</b>		<b>350.00</b>	<b>350.00</b>	<b>245.00</b>	<b>178.37</b>		
9	Kotak Mahindra Bank	Term Loan	17.4	17.4	-	3.25	Standard	
10	HDFC Bank	Term Loan	7.5	7.5	-	1.47	Standard	

#### D. Shareholding Details of Promoters / Details of share Pledged .....

Shareholding details of Promoters is as under:

Sl. No.	Name	No. of shares	% holding	Shares pledged
1	Binod Hosiery	1,67,63,656	21.08%	Nil
2	PRAHLAD RAI AGARWALA	21,52,506	2.71%	Nil
3	SHANTI DEVI AGARWAL	7,76,320	0.98%	Nil
4	SURESH AGARWAL	10,74,260	1.35%	Nil
5	RAMESH AGARWAL	10,59,230	1.33%	Nil
6	SUDHA AGARWAL	2,74,720	0.35%	Nil

7	SEEMA AGARWAL	2,93,640	0.37%	Nil
8	SIDDHANT AGARWAL	1,13,085	0.14%	Nil
9	APARESH AGARWAL	1,13,085	0.14%	Nil
10	VAARIDHI AGARWAL	25,000	0.03%	Nil
11	SRISHTI AGARWAL	15,260	0.02%	Nil
12	PRAHLAD RAI SURESH KUMAR HUF	1,51,970	0.19%	Nil
13	SURESH KUMAR AGARWAL HUF	13,630	0.02%	Nil
14	GHANSHYAM PRASAD AGARWALA	13,17,148	1.66%	Nil
15	PUSHPA DEVI AGARWAL	5,93,920	0.75%	Nil
16	MUKESH AGARWAL	7,29,550	0.92%	Nil
17	RAJNISH AGARWAL	13,27,180	1.67%	Nil
18	MANISH AGARWAL	12,82,550	1.61%	Nil
19	SARITA PATWARI	52,600	0.07%	Nil
20	SEEMA AGARWAL	2,20,160	0.28%	Nil
21	KESHAV AGARWAL	58,810	0.07%	Nil
22	DEVANSHI AGARWAL	13,310	0.02%	Nil
23	GHANSHYAM PRASAD MANISH KUMAR HUF	1,85,090	0.23%	Nil
24	MUKESH KUMAR AGARWAL HUF	2,82,510	0.36%	Nil
25	KUNJ BIHARI AGARWAL	12,77,965	1.61%	Nil
26	LALITA DEVI AGARWAL	3,46,310	0.44%	Nil
27	RAVI AGARWAL	17,42,630	2.19%	Nil
28	VIKASH AGARWAL	18,83,600	2.37%	Nil
29	SHALINI AGARWAL	7,790	0.01%	Nil
30	AVNISH AGARWAL	1,03,160	0.13%	Nil
31	ANUSHA AGARWAL	25,000	0.03%	Nil
32	K B & Sons	6,65,330	0.84%	Nil
33	RAVI AGARWAL HUF	11,690	0.01%	Nil
34	SIDHANT CREDIT CAPITAL LTD	16,92,020	2.13%	Nil
35	ULLAS SALES PROMOTION LLP	2,16,30,860	27.20%	Nil
	<b>TOTAL</b>	<b>5,82,75,545</b>	<b>73.28%</b>	Nil

**E. Financial Summary (Including Net worth / Equity / Investment in subsidiaries / Affiliates)**

Particulars	Current Year	Year 1	Year 2	Year 3
	31.03.2025	31.03.2024	31.03.2023	31.03.2022
	INR in lakhs			
Equity	796.29	796.29	796.29	796.29
Net worth	101142.93	95256.75	90695.23	87762.70
Investment in Subsidiaries/Affiliates	577.97	577.97	577.97	577.97
Total Debt Outstanding -Short Term (< 1 Year) -Other Debt	46080.56	45451.63	43445.51	64644.48
Gross Income	122718.49	119416.90	111744.01	142978.63



Operating Profit (PBITD)	14730.08	13298.52	10423.10	27723.75
Gross Profit (PBTD)	12653.10	11233.40	8159.92	25909.60
Net Profit (Post Tax)	8267.95	6912.08	5308.61	19076.00
Audit Qualifications (If Any)	Nil	Nil	Nil	Nil

*Note: If the Issuer has not been in existence for three years, the information of the Issuer for the period such information is available shall be disclosed.*

**F. Details of Statutory auditor and changes thereof in the last three financial years**

Name and Address	Date of Appointment	Remarks
M/s Singhi & Co., Chartered Accountants 161, Sarat Bose Road, Kolkata - 700026	17-08-2022	Re-appointment of Statutory Auditors pursuant to Companies Act, 2013

**G. Details of default-in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year. – NIL**

**H. Details of any other material event / development having implications for the financials / credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor’s decision. I. Material Litigation if any: NIL**

*(All ongoing and outstanding material litigation irrespective of age to be reported)*

**J. Regulatory Strictures, if any: NIL**

*(Regulatory strictures issued during the past five Financial Years to be reported.*

*Also, any regulatory structure which continue to be applicable is to be disclosed).*

**K. An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format: N.A.**

**For RUPA & COMPANY LIMITED**

Authorized Signatory of the Issuer

*Sumit Jaiswal*

**Sumit Jaiswal  
Company Secretary  
ICSI Membership No. F9485**

Date: 09.09.2025

Original / authenticated copy of any document related to above information will be made available to the investors on request.