

11/09/2014

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

Sub: Details Regarding Voting of 29th Annual General Meeting As Per Clause 35A of the Listing Agreement

1.	Date of Annual General Meeting	11 th September, 2014
2.	Total no. of Shareholders as on rerecord date	1819
3.	No. of Shareholders present in the Meeting either in person or through Proxy:	
	a) Promoters and Promoters Group:	5
	b) Public	392
4.	No. of Shareholders attended the meeting through Video Conferencing:	
	a) Promoters and Promoters Group	N.A.
	b) Public	N.A.

Agenda wise

The mode of voting for all the resolutions was:

1. E-voting conducted between 5th September, 2014 to 7th September, 2014.
2. The resolution wise result of e-voting and poll appear from page 2 to 9.



Item No. 1: ORDINARY RESOLUTION –

To receive, consider and adopt Audited Financial Statements, Reports of the Directors and Auditors for the year ended 31st March, 2014 and to receive, consider and adopt the Audited consolidated financial statement of the Company for the financial year ended March 31, 2014.

(i) Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
38	55497811	99.9999

(ii) Voted in against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 2: ORDINARY RESOLUTION –

To declare dividend on Equity Shares.:

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
39	55801811	99.9999

(ii) Voted in against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 3: ORDINARY RESOLUTION –

To appoint M/s S. R. Batliboi & Co. LLP. as Statutory Auditors:

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
39	55801811	99.9999

(ii) **Voted in against the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 4: ORDINARY RESOLUTION –

To re- appoint Mr. Sushil Patwari (holding DIN : 00023980) as Independent Director of the Company:

(i) **Voted in favour of the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
38	55497811	99.4552

(ii) **Voted in against the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
2	304020	00.5448

Item No. 5: ORDINARY RESOLUTION –

To re-appoint Mr. Dharam Chand Jain (holding DIN 00453341) as Independent Director of the Company:

(i) **Voted in favour of the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
38	55497811	99.4552

(ii) **Voted in against the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
2	304020	00.5448

Item No. 6: ORDINARY RESOLUTION –

To re- appoint Mr. Vinod Kumar Kothari (DIN No 00050850) as Independent Director of the Company:

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
38	55497811	99.4552

(ii) Voted in against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
2	304020	00.5448

Item No. 7: ORDINARY RESOLUTION –

To appoint Mr. Raj Narain Bhardwaj (DIN No 01571764) as Independent Director of the Company:

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
38	55497811	99.4552

(ii) Voted in against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
2	304020	00.5448

Item No. 8: ORDINARY RESOLUTION –

To re-appoint Mr. Dipak Kumar Banerjee (DIN No 00028123) as Independent Director of the Company:

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
39	55801811	99.9999

(ii) Voted in against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 9: ORDINARY RESOLUTION –

To appoint Mr. Satya Brata Ganguly, (DIN 00012220) as independent director of the company:

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
39	55801811	99.9999

(ii) Voted in against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 10: SPECIAL RESOLUTION –

To approve the borrowing powers of the Board U/s 180(1) (c) of the Companies Act, 2013:

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
39	55801811	99.9999

(ii) Voted in against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 11: SPECIAL RESOLUTION –

To approve the powers of the board to mortgage, hypothecate, pledge and/or create charge, security u/s 180 (1) (a) of the Companies Act, 2013:

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
39	55801811	99.9999

(ii) Voted in against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 12: SPECIAL RESOLUTION –

To approve the modified terms of remuneration payable to Mr. P. R. Agarwala, Chairman of the Company (DIN: 00847452):

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
33	51781361	99.9999

(ii) Voted in against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 13: SPECIAL RESOLUTION –

To approve the modified terms of remuneration payable to Mr. G.P. Agarwala, Vice Chairman of the Company (DIN 00224805):

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
31	50831491	99.9999

(ii) Voted in against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 14: SPECIAL RESOLUTION –

To approve the modified terms of remuneration payable to Mr. K. B. Agarwala (DIN: 00224857), Managing Director of the Company:

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
33	50839101	99.9999

(ii) **Voted in against the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 15: SPECIAL RESOLUTION –

To approve the modified terms of remuneration payable to Mr. Ramesh Agarwal (DIN: 00230702), Whole-Time Director, designated as Executive Director of the Company:

(i) **Voted in favour of the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
34	51626041	99.9999

(ii) **Voted in against the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 16: SPECIAL RESOLUTION –

To approve the modified terms of remuneration payable to Mr. Mukhesh Agarwal (DIN: 02415004), Whole-Time Director, designated as Executive Director of the Company:

(i) **Voted in favour of the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
32	51688751	99.9999

(ii) **Voted in against the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 17: SPECIAL RESOLUTION –

To approves the modified terms of remuneration payable (a) Mr. Suresh Agarwal, (b) Mr. Rajnish Agarwal (c) Mr. Ravi Agarwal, (d) Mr. Manish Agarwal and (e) Mr. Vikash Agarwal relatives of the directors u/s 188 of the Companies Act, 2013:

(i) **Voted in favour of the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
39	55801811	99.9999

(ii) **Voted in against the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 18: SPECIAL RESOLUTION –

To approve the appointment of Mr. Siddhant Agarwal, as Vice President (Project & Acquisition), relative of a Director of the Company u/s 188 of the Companies Act, 2013:

(i) **Voted in favour of the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
39	55801811	99.9999

(ii) **Voted in against the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001

Item No. 19: SPECIAL RESOLUTION –

To approval of the Company be and is hereby accorded to the Board of Directors for existing and/or contracts /arrangements to be entered into in the future with Euro Fashion Inners International Private Limited and Imoogi Fashions Private Limited, its wholly owned subsidiaries, for sale, purchase or supply of any goods or materials or availing /rendering of services:

(i) **Voted in favour of the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
39	55801811	99.9999

(ii) **Voted in against the Resolution:**

Number of Members Voted	Number of Votes cast by them	% of total number of valid Votes (Favour and Against)
1	20	00.0001



RUPA & COMPANY LTD.

This is for your information and record.

Thanking you,
Yours faithfully,

For Rupa & Company Limited,

Sudip Chatterji
(Sudip Chatterji)
Company Secretary

