RUPA & COMPANY LIMITED

Date: 01/09/2021

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 Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 **Scrip Code: 533552**

Ref: **Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sub: **Outcomes of 36th Annual General Meeting, held on Tuesday, August 31, 2021**

Respected Ma'am/ Sir,

We write to inform that the Members of the Company have, at their 36th Annual General Meeting (AGM), held on Tuesday, August 31, 2021, with requisite majority, based on the Consolidated Scrutinizer's Report received from the Scrutinizer:

1. Adopted, by the passing an Ordinary Resolution:
   (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2021 and the Reports of the Directors and the Auditors thereon;
   (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 and the Reports of the Auditors thereon;

2. Declared dividend of Rs. 5/- per share (500%) on the equity shares of the Company for the Financial Year ended March 31, 2021 by passing an Ordinary Resolution;

3. Approved re-appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), who was retiring by rotation and being eligible, had offered himself for re-appointment, by passing an Ordinary resolution;

4. Approved re-appointment of Mr. Ramesh Aagrwal (DIN: 00230702), who was retiring by rotation and being eligible, had offered himself for re-appointment, by passing an Ordinary Resolution;

5. Approved revision in the terms of remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Whole-time Director of the Company, by passing Special Resolution;

6. Approved revision in the terms of remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Whole-time Director of the Company, by passing Special Resolution;

7. Approved revision in the terms of remuneration of Mr. Suresh Agarwal, related party, holding office or place of profit in the Company, by passing Ordinary Resolution;

8. Approved revision in the terms of remuneration of Mr. Ravi Agarwal, related party, holding office or place of profit in the Company, by passing Ordinary Resolution;

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An ISO 9001:2008 Certified Company
CIN No.: L17299WB1985PLC038517

9. Approved revision in the terms of remuneration of Mr. Manish Agarwal, related party, holding office or place of profit in the Company, by passing Ordinary Resolution;

10. Approved revision in the terms of remuneration of Mr. Vikash Agarwal, related party, holding office or place of profit in the Company, by passing Ordinary Resolution;

11. Approved revision in the terms of remuneration of Mr. Rajnish Agarwal, related party, holding office or place of profit in the Company, by passing Ordinary Resolution;

12. Approved and ratified the remuneration of Mr. Dinesh Kumar Lodha, Chief Executive Officer of the Company, by passing Ordinary Resolution;

We annex herewith the proceedings of the Annual General Meeting of the Company held on August 31, 2021.

Kindly take the same on record.

Thanking you.

Yours faithfully,
For **Rupa & Company Limited**

Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612

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SUMMARY OF THE PROCEEDINGS OF THE 36TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY FOR THE FINANCIAL YEAR 2020-21

In compliance with the General Circular No. 2/2021 dated January 13, 2021 read with Circular Nos. 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs read with SEBI Circular dated January 15, 2021 and May 12, 2020, and the relevant provisions of the Companies Act, 2013 and Rules made thereunder and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the 36th Annual General Meeting ("AGM") of the Members of Rupa & Company Limited (the "Company") was duly convened and held on Tuesday, August 31, 2021, through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), which commenced at 11:00 A.M. (IST) and concluded at 12:25 P.M. (IST) (excluding the additional time allowed for e-voting at the AGM).

A total 89 Members attended the AGM as per the records of the attendance.

Mr. Kundan Kumar Jha, Company Secretary and Compliance Officer, welcomed the Members attending the AGM and explained the procedures to be followed during the AGM for shareholders and for registered speakers. Mr. Prahlad Rai Agarwala, Chairman of the Company, greeted the Members and chaired the proceedings of the AGM. As the requisite quorum was present, the AGM was called to order. Thereafter, as advised by the Chairman, the Company Secretary introduced with the Directors and KMPs attended the AGM from various locations. All the Directors and KMPs were present at the AGM, including the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The representative of the Statutory Auditors, M/s Singhi & Company and the Secretarial auditor, Ms. Nidhi Bagri was present at the AGM.

The Notice of AGM dated May 31, 2021, convening the AGM, as circulated to the Members, was taken as read with the consent of the Members attended the AGM.

The Chairman informed that the there was no qualification, observation, comment or other remarks made by the Auditors in their Report on the Financial Statements, both Standalone and Consolidated, or by the Secretarial Auditor in their Secretarial Audit Report for the financial year ended March 31, 2021 which may have any adverse effect on the functioning of the Company. Hence, the Auditors' Report on the Financial Statements and Secretarial Audit Report are not required to be read at the AGM.

The Chairman then delivered his speech, highlighting the financial performance, future outlook, Covid-19 pandemic and CSR initiatives of the Company.

The Chairman informed that the facility to cast vote via remote e-voting was provided to the Members from Saturday, August 28, 2021 (9:00 am IST) to Monday, August 30, 2021 (5:00 pm IST). E-voting facility is available at the AGM and as mentioned in the Notice of AGM, at the end of discussion on the resolution on which the voting is to be held, e-voting can be done by the Members at the e-voting platform of the NSDL, for all those Members who are participating at the AGM but have not cast their votes by availing the remote e-voting facility.

Thereafter, the resolutions were tabled at the AGM and the objectives of each item of businesses were explained for consideration by the Members.

The Members who have registered themselves as Speakers and were attending the AGM through VC/ OAVM facility, were invited to put forward their queries/ feedback, if any, on the Reports and Financial Statements of the Company for the financial year ended March 31, 2021 and/or on the Agenda items as contained in the Notice of the AGM. Out of 15 registered speaker Members, 11 speaker Members have expressed their feedback, queries and suggestions. The same was clarified

For RUPA & COMPANY LTD

Company Secretary & Compliance Officer
ACS 17612

by Mr. Dinesh Kumar Lodha, Chief Executive Officer, and by the Company Secretary, of the Company.

The Chairman then invited Members present at the AGM, who have not cast their votes through remote e-voting to avail the facility of e-voting at the AGM.

CS Priti Agarwal, partner of M/s A L & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting as well as e-voting during the AGM.

The voting rights of the Members were reckoned based on the number of shares held by them as on the 'cut-off' date, i.e., Tuesday, August 24, 2021.

Thereafter, the following businesses as set out in the Notice dated May 31, 2021 convening the AGM were transacted:

Resolution Number	Agenda Item	Resolution Required
Ordinary Businesses:		
1)	Adoption of: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2021, and the Reports of the Directors and the Auditors thereon; (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2021, and the Report of the Auditors thereon.	Ordinary
2)	Declaration of Dividend of Rs. 5/- per share (500%) on the Equity Shares of the Company for the Financial Year ended March 31, 2021.	Ordinary
3)	Approval of re-appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment.	Ordinary
4)	Approval of re-appointment of Mr. Ramesh Agarwal (DIN: 00230702), who retires by rotation and being eligible, seeks re-appointment.	Ordinary
Special Businesses:		
5)	Approval of revision in the terms of remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Whole-time Director of the Company.	Special
6)	Approval of revision in the terms of remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company.	Special
7)	Approval of revision in remuneration of Mr. Suresh Agarwal, related party, holding office or place of profit in the Company.	Ordinary
8)	Approval of revision in remuneration of Mr. Ravi Agarwal, related party, holding office or place of profit in the Company.	Ordinary
9)	Approval of revision in remuneration of Mr. Manish Agarwal, related party, holding office or place of profit in the Company.	Ordinary
10)	Approval of revision in remuneration of Mr. Vikash Agarwal, related party, holding office or place of profit in the Company.	Ordinary
11)	Approval of revision in remuneration of Mr. Rajnish Agarwal, related party, holding office or place of profit in the Company.	Ordinary
12)	Approval and ratification of the remuneration of Mr. Dinesh Kumar Lodha, Chief Executive Officer of the Company.	Ordinary

The Chairman informed that the results would be declared after considering the e-voting at the AGM and the remote e-voting which has already been done. The results would be submitted to the Stock Exchanges within the prescribed time of the conclusion of the AGM and would be placed on the website of the Company.

For RUPA & COMPANY LTD

Company Secretary & Compliance Officer
ACS 17612

The AGM was concluded with a vote of thanks to the Chair. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their votes.

The Scrutinizer, FCS Priti Agarwal, Partner of M/s A L & Associates, Practicing Company Secretaries, scrutinized the remote e-voting and the e-voting at the AGM. The Scrutinizer's Report was received on Wednesday, September 1, 2021 and as set out therein, all the Resolutions have been passed with the requisite majority. Based on the Scrutinizer's Report, the Chairman declared that all the aforesaid businesses as contained in the Notice dated May 31, 2021 convening the 36th AGM were duly approved with requisite majority by the Members of the Company through remote e-voting and e-voting conducted during the AGM.

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For RUPA & COMPANY LTD

Company Secretary & Compliance Officer
ACS 17612

A L & ASSOCIATES
Company Secretaries
24, Netaji Subhas Road, 4th Floor, Room No. 33, Kolkata - 700 001
Ph. : 4007 4750, E-mail : alassociates2014@gmail.com

Consolidated Scrutinizer's Report

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To
The Chairman
RUPA & COMPANY LIMITED
Metro Tower, 8th Floor,
1, Ho Chi Minh Sarani,
Kolkata - 700 071

Dear Sir,

Re: Consolidated Report of Scrutinizer on voting through E-Voting system at the 36th Annual General Meeting (AGM) and Remote E-voting on the resolutions proposed at the AGM of the Members of RUPA & COMPANY LIMITED held through Video Conferencing/OAVM facility on Tuesday, the 31st day of August, 2021 at 11:00 A.M.

I, CS Priti Agarwal, Practicing Company Secretary, (CP No: 9937) have been appointed by the Board of Directors of **RUPA & COMPANY LIMITED** ("the Company") to act as the Scrutinizer for the purpose of scrutinizing e-voting process (Remote e-voting and e-voting system at the AGM) of the 36th AGM of the Company, held through Video Conferencing/OAVM on Tuesday, the 31st day of August, 2021 at 11:00 A.M., in Compliance with Section 108 of the Companies Act, 2013, Rules 20 and 21 of the Companies (Management and Administration), Rules, 2014, as amended, and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with General Circular No. 2/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, 14/2020 13th April, 2020 and 17/2020 dated 8th April, 2020 issued by Ministry of Corporate Affairs ("MCA Circular") in respect on below mentioned resolutions proposed at the said 36th AGM.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under read with the "relevant Circulars", relating to e-voting process is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the e-voting process both through Remote e-voting and e-voting system at the AGM are conducted in a fair and transparent manner and to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depositories Limited (NSDL), the authorized agency engaged by the Company to provide Remote e-voting and e-voting system facility.

The Notice dated 31st May, 2021 along with the statement under Section 102 of the Companies Act, 2013, convening the 36th AGM of the Company through Video Conferencing/OVAM on Tuesday, 31st August, 2021, was sent through electronic mode to those shareholders whose e-mail addresses were registered with the RTA/ the Company/ Depositories, in compliance with the MCA circulars and SEBI Circulars.

AL & ASSOCIATES Kolkata 700 001 Company Secretary

The Members of the Company holding shares on the cut-off date i.e. 24th August, 2021 were entitled to vote on the resolutions as set out in the Notice of the 36th AGM.

In this regard, I hereby submit my report as under:

The Company has availed the services of National Securities Depositories Limited ("NSDL") as the agency for providing facility for Remote e-voting, participation in the AGM through VC/OVAM and e-voting during the AGM.

1. The Remote e-voting period commenced from 28th August, 2021 at 9.00 A.M. and ended on 30th August, 2021 at 5.00 P.M. and the Remote e-voting module was disabled by NSDL thereafter.
2. The Company had also provided facility for voting through electronic voting system of NSDL during the AGM.
3. Subsequent to the conclusion of the 36th AGM, I unblocked the electronic votes cast both through Remote e-voting and e-voting system during the AGM, in the presence of two witnesses, Mr. Rajan Thakur and Mr. Shyamal Ghosh who are not in the employment of the Company.
4. We have Scrutinized the vote cast both through Remote e-voting and e-voting system during the AGM for the purpose of this Report.

On the basis of the above and pursuant to Rule 20(4)(xii), I hereby submit consolidated Scrutinizer's Report on the Remote e-voting and voting through e-voting system (**EVEN- 116632**) during the AGM, as under:

ORDINARY BUSINESS

Item No 1: Ordinary Resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	211	68165149	5	287	216	68165436	99.9995
Dissent	8	316	0	0	8	316	0.0005
Total	219	68165465	5	287	224	68165752	100.0000
Invalid	0	0	0	0	0	0	0.0000

AL & ASSOCIATES Kolkata 700001 Company Secretary

Item No 2: Ordinary Resolution

Declaration of Dividend of Rs.5/-, per equity share (500%), on the Equity Shares of the Company, for the Financial Year ended March 31, 2021

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	215	68189478	5	287	220	68189765	99.9996
Dissent	5	305	0	0	5	305	0.0004
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000

Item No 3: Ordinary Resolution

Appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), as a Director, who retires by rotation and being eligible, seeks re-appointment

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	209	68166679	5	287	214	68166966	99.9661
Dissent	11	23104	0	0	11	23104	0.0339
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	00	0.0000

Item No 4: Ordinary Resolution

Appointment of Mr. Ramesh Agarwal (DIN: 00230702), as a Director, who retires by rotation and being eligible, seeks re-appointment

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	186	67494579	5	287	191	67494866	98.9805
Dissent	34	695204	0	0	34	695204	1.0195
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000

AL & ASSOCIATES Kolkata 700001 Company Secretary

SPECIAL BUSINESS:

Item No 5: Special Resolution

Approval of revision in the terms of remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Whole-time Director of the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	206	68189074	5	287	211	68189361	99.9990
Dissent	14	709	0	0	14	709	0.0010
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000

Item No 6: Special Resolution

Approval of revision in the terms of remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	206	68189074	5	287	211	68189361	99.9990
Dissent	14	709	0	0	14	709	0.0010
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000

Item No 7: Ordinary Resolution

Approval of revision in remuneration of Mr. Suresh Agarwal, related party, holding office or place of profit in the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	146	8639101	5	287	151	8639388	85.0828
Dissent	40	1514707	0	0	40	1514707	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000

AL & ASSOCIATES Kolkata 700001 Company Secretary

Item No 8: Ordinary Resolution

Approval of revision in remuneration of Mr. Ravi Agarwal, related party, holding office or place of profit in the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	146	8639101	5	287	151	8639388	85.0828
Dissent	40	1514707	0	0	40	1514707	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000

Item No 9: Ordinary Resolution

Approval of revision in remuneration of Mr. Manish Agarwal, related party, holding office or place of profit in the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	147	8639102	5	287	152	8639389	85.0828
Dissent	39	1514706	0	0	39	1514706	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000

Item No 10: Ordinary Resolution

Approval of revision in remuneration of Mr. Vikash Agarwal, related party, holding office or place of profit in the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	145	8639097	5	287	150	8639384	85.0828
Dissent	41	1514711	0	0	41	1514711	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000

AL & ASSOCIATES Kolkata 700 001 Company Secretary

Item No 11: Ordinary Resolution

Approval of revision in remuneration of Mr. Rajnish Agarwal, related party, holding office or place of profit in the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	145	8639100	5	287	150	8639387	85.0828
Dissent	41	1514708	0	0	41	1514708	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000

Item No 12: Ordinary Resolution

Approval and ratification of the remuneration of Mr. Dinesh Kumar Lodha, Chief Executive Officer of the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	182	66675104	5	287	187	66675391	97.7787
Dissent	38	1514679	0	0	38	1514679	2.2213
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000

In terms of the provisions of Rule 20(4)(xiv) of the Companies (Management and Administration) Rules, 2015, I have maintained separate registers for votes cast through Remote evoting and evoting system during the AGM in electronic form. The register and all other papers relating to electronic voting shall remain in my safe custody until the Chairman signs the Minutes of the 36th AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

AL & ASSOCIATES Kolkata 700001 Company Secretary

Recommendation

All the Resolutions having secured requisite majority of votes in favour, may be considered to have been passed. The Company may accordingly declare the results of the evoting including Remote evoting, of the 36th AGM.

Thanking You.

Yours faithfully,
For A L & Associates

For AL & ASSOCIATES
Priti Agarwal
Partner

Priti Agarwal
(Partner)
Practising Company Secretary
Membership No: F10877
C.P. No. 9937
UDIN: F010877C000864521
Date: 01.09.2021
Place: Kolkata

Witness:

1. Rajan Thakur
(RAJAN THAKUR)

2. Shyamal Ghosh
(SHYAMAL GHOSH)