



RUPA & COMPANY LIMITED



Date: 07/04/2021

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

Respected Ma'am/ Sir,

Sub: Minutes of the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench convened Meetings of the Equity Shareholders, Unsecured Creditors and Secured Creditors of the Company

Please find enclosed herewith a copy of the Minutes of the proceedings of the NCLT convened Meetings of the Equity Shareholders, Unsecured Creditors and Secured Creditors of the Company, held on Friday, March 26, 2021.

This is for your reference and record.

Thanking you.

Yours faithfully,
For Rupa & Company Limited

Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612



Encl: As above

MINUTES OF THE MEETING OF EQUITY SHAREHOLDERS OF RUPA & COMPANY LIMITED ("COMPANY"), HELD PURSUANT TO ORDER DATED FEBRUARY 3, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ON FRIDAY, MARCH 26, 2021, THROUGH VIDEO CONFERENCING (VC) FACILITY (ZOOM APP) PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED, DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT METRO TOWER, 8TH FLOOR, 1 HO CHI MINH SARANI, KOLKATA - 700 071, FROM 11:30 A.M. TO 12:20 P.M. (INCLUDING THE TIME ALLOWED FOR E-VOTING AT THE MEETING)

PRESENT:

Mr. Soumitra Lahiri	- Chairperson of the Meeting
Mr. Ramesh Agarwal	- Whole-time Director-cum-CFO and Member
Mr. Dipak Kumar Banerjee	- Independent Director
Mr. Ashok Bhandari	- Independent Director
Mr. Niraj Kabra	- Executive Director
Mr. Dinesh Kumar Lodha	- Chief Executive Officer
Mr. Kundan Kumar Jha	- Company Secretary & Compliance Officer
Mr. Vikas Borar	- Representing Statutory Auditors
Mr. Arnab Dutta	- Scrutinizer

Members present

48 Members were present, representing 54759025 Equity Shares of Re.1 each of the Company, equivalent to 68.86% of the paid up share capital of the Company.

Company Secretary

Mr. Kundan Kumar Jha, Company Secretary and Compliance Officer of the Company, welcomed the Members attending the Meeting of the Equity Shareholders ("Meeting"), convened in compliance with the Order dated February 3, 2021 of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"), in Company Scheme Application C.A. No. (CAA) 07/KB/2021 and as per applicable procedure mentioned in General Circular No.14/2020 dated April 8, 2020 read with General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 39/2020 dated December 31, 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, through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), for the purpose of considering, the Scheme of Arrangement between Oban Fashions Private Limited ("Demerged Company") and Rupa & Company Limited ("Resulting Company") and their respective shareholders and creditors on a going concern basis, under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and rules framed thereunder ("Scheme").

The Company Secretary briefed the Members regarding the process to be followed for attending and voting at the Meeting, to ensure smooth and seamless conduct of the meeting.

Representative from the I.T. Department of the Company, Mr. Rajendra Shaw, was acting as the host. The Company Secretary confirmed that the requisite quorum is present and requested the Chairperson of the Meeting appointed by the Hon'ble NCLT, Mr. Soumitra Lahiri, to proceed with the Meeting.

CHAIRMAN'S
INITIALS



Chairperson

Mr. Soumitra Lahiri, Chairperson of the Meeting, presided over the Meeting and welcomed all those present at the Meeting, being convened pursuant to Order dated February 3, 2021 of the Hon'ble NCLT, Kolkata bench, for the purpose of considering the arrangement embodied in the Scheme of Arrangement between Oban Fashions Private Limited ("Demerged Company") and Rupa & Company Limited ("Resulting Company").

The Chairperson informed that the requisite quorum was present and declared the Meeting to order. The Directors of the Company, as stated hereinabove, were present at the Meeting. Representative of the Statutory Auditors was also present in the Meeting.

The Chairperson informed that the Meeting is duly constituted in accordance with the provisions of the Companies Act, 2013, other applicable laws and the Articles of Association of the Company. All feasible efforts under the present circumstances have indeed been made so as to enable the Members to participate and vote on the item being considered in the Meeting.

The Notice convening the NCLT Convened Meeting along with the Explanatory Statement, Scheme of Arrangement and other documents was sent to the Members through e-mail. Advertisement in the newspapers was duly published in the Business Standard and Aajkal in their edition on February 23, 2021. The Notice is also available on the website of the Company as well as on the websites of NSDL, NSE and BSE. The documents as stated in the Notice and the Explanatory Statement thereto are available for inspection during the continuance of the Meeting through the NSDL e-voting System itself. The Notice dated February 18, 2021 convening the Meeting, was taken as read.

The Chairperson stated that the Company, in terms of the said Order dated February 3, 2021 and pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided the facility of remote e-voting to its Members, which was available from March 23, 2021, 9.00 a.m. to March 25, 2021, 5.00 p.m. Further, voting through e-voting facility was made available at the Meeting and as mentioned in the Notice, at the end of discussion on the resolution on which the voting is to be held, there was facility of e-voting at the e-voting platform of the NSDL, for all those Members who were participating in the Meeting but had not cast their votes by availing the remote e-voting facility.

Mr. Arnab Datta, Independent Legal Professional, was appointed as the Scrutinizer for scrutinizing the remote e-voting facility as well as for the e-voting at the Meeting, in a fair and transparent manner.

Business transacted

The Chairperson then invited the Members who have registered themselves to raise their queries, clarifications or suggestions, if any. Thereafter, the Members of the Company, who have registered themselves, namely, Bimal Krishna Sarkar, Sujan Modak, Santosh Kumar Saraf, Sarbananda Gattani, Manoj Kumar Gupta, Jaydip Bakshi, Goutam Nandy and Ashit Kumar Pathak, put forth their suggestions, queries and observations, which were answered to their satisfaction by Mr. Dinesh Kumar Lodha, Chief Executive Officer and Mr. Kundan Kumar Jha, Company Secretary. The Chairperson then thanked the Members for their keen interest and involvement.

The Chairperson then informed that the agenda item have already been put to vote through remote e-voting and now being put for voting electronically during the meeting.

CHAIRMAN'S
INITIALS

He invited Members present at the Meeting, who have not cast their votes through remote e-voting, to avail the facility of e-voting at the Meeting.

Resolutions passed: Following resolution, as contained in the Notice, was passed by the Members:

Item of business: Approval of the Scheme of Arrangement between Oban Fashions Private Limited ("Demerged Company") and Rupa & Company Limited ("Resulting Company") and their respective shareholders and creditors

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), as may be applicable and subject to the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT"), and subject to such other approval, permission and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Oban Fashions Private Limited and Rupa & Company Limited (**"Scheme"**) placed before this Tribunal Convened Meeting and initialled by the Chairperson of the Tribunal Convened Meeting for the purpose of identification, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

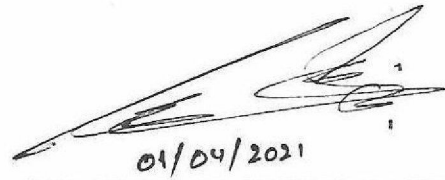
Conclusion

The Chairperson informed that this concludes the transaction of business mentioned in the Notice dated February 18, 2021 convening the Meeting. The shareholders can cast their votes through e-voting for another 15 minutes."

He thanked everyone for participating at the Meeting of the Company.

The Scrutinizer's Report, dated March 27, 2021, *inter alia*, containing the consolidated result of the remote e-voting and e-voting at the Meeting was presented to the Chairman, in terms of which the Resolution was duly passed with requisite majority. The said consolidated result, as annexed, was declared by the Company on March 27, 2021 and was

posted on the website of the Company, NSDL and the website of the Stock Exchanges where the equity shares of the Company are listed.


01/04/2021

Place: Kolkata

Date of entry: 27/03/2021

Soumitra Lahiri
Chairperson of the Meeting

CHAIRMAN'S
INITIALS



Annexure

A brief summary of the voting results (remote e-voting and e-voting at the Meeting) on the resolution in respect of item of business as contained in the Notice of the Meeting, dated February 18, 2021, as per the Scrutinizer's Report, is given below. The resolution was passed with requisite majority:

Item of business: Approval of the Scheme of Arrangement between Oban Fashions Private Limited and Rupa & Company Limited

No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number of Votes - in favour	Number of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
79524560	70940975	89.21	70940573	402	99.99	00.01



01/04/2021

Place: Kolkata

Date of entry: 27/03/2021

Soumitra Lahiri
Chairperson of the Meeting

MINUTES OF THE MEETING OF UNSECURED CREDITORS OF RUPA & COMPANY LIMITED ("COMPANY"), HELD PURSUANT TO ORDER DATED FEBRUARY 3, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ON FRIDAY, MARCH 26, 2021, THROUGH VIDEO CONFERENCING (VC) FACILITY (ZOOM APP) PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED, DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT METRO TOWER, 8TH FLOOR, 1 HO CHI MINH SARANI, KOLKATA - 700 071, FROM 2:30 P.M. TO 2:53 P.M. (INCLUDING THE TIME ALLOWED FOR E-VOTING AT THE MEETING)

PRESENT:

Mr. Soumitra Lahiri	Chairperson of the Meeting
Mr. Ramesh Agarwal	Whole-time Director-cum-CFO and Member
Mr. Dipak Kumar Banerjee	Independent Director
Mr. Ashok Bhandari	Independent Director
Mr. Niraj Kabra	Executive Director
Mr. Kundan Kumar Jha	Company Secretary & Compliance Officer
Mr. Vikas Borar	Representing Statutory Auditors
Mr. Arnab Dutta	Scrutinizer

Unsecured Creditors present

A total 21 Unsecured Creditors attended the Meeting as per the records of the attendance.

Company Secretary

Mr. Kundan Kumar Jha, Company Secretary and Compliance Officer of the Company, welcomed the Unsecured Creditors attending the Meeting of the Unsecured Creditors ("Meeting"), convened in compliance with the Order dated February 3, 2021 of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"), in Company Scheme Application C.A. No. (CAA) 07/KB/2021 and as per applicable procedure mentioned in General Circular No.14/2020 dated April 8, 2020 read with General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 39/2020 dated December 31, 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, through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), for the purpose of considering, the Scheme of Arrangement between Oban Fashions Private Limited ("Demerged Company") and Rupa & Company Limited ("Resulting Company") and their respective shareholders and creditors on a going concern basis, under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and rules framed thereunder ("Scheme").

The Company Secretary briefed the Unsecured Creditors regarding the process to be followed for attending and voting at the Meeting, to ensure smooth and seamless conduct of the meeting.

Representative from the I.T. Department of the Company, Mr. Rajendra Shaw, was acting as the host.

The Company Secretary confirmed that the requisite quorum is present and requested the Chairperson of the Meeting appointed by the Hon'ble NCLT, Mr. Soumitra Lahiri, to proceed with the Meeting.

CHAIRMAN'S
INITIALS



Chairperson

Mr. Soumitra Lahiri, Chairperson of the Meeting, presided over the Meeting and welcomed all those present at the Meeting, being convened pursuant to Order dated February 3, 2021 of the Hon'ble NCLT, Kolkata bench, for the purpose of considering the arrangement embodied in the Scheme of Arrangement between Oban Fashions Private Limited ("Demerged Company") and Rupa & Company Limited ("Resulting Company").

The Chairperson informed that the requisite quorum was present and declared the Meeting to order. The Directors of the Company, as stated hereinabove, were present at the Meeting. Representative of the Statutory Auditors was also present in the Meeting.

The Chairperson informed that the Meeting is duly constituted in accordance with the provisions of the Companies Act, 2013, other applicable laws and the Articles of Association of the Company. All feasible efforts under the present circumstances have indeed been made so as to enable the Unsecured Creditors to participate and vote on the item being considered in the Meeting.

The Notice convening the NCLT Convened Meeting along with the Explanatory Statement, Scheme of Arrangement and other documents was sent to the Unsecured Creditors through e-mail. Advertisement in the newspapers was duly published in the Business Standard and Aajkal in their edition on February 23, 2021. The Notice is also available on the website of the Company as well as on the websites of NSDL, NSE and BSE. The documents as stated in the Notice and the Explanatory Statement thereto are available for inspection during the continuance of the Meeting through the NSDL e-voting System itself. The Notice dated February 18, 2021 convening the Meeting, was taken as read.

The Chairperson stated that the Company, in terms of the said Order dated February 3, 2021 and pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided the facility of remote e-voting to its Unsecured Creditors, which was available from March 23, 2021, 9.00 a.m. to March 25, 2021, 5.00 p.m. Further, voting through e-voting facility was made available at the Meeting and as mentioned in the Notice, at the end of discussion on the resolution on which the voting is to be held, there was facility of e-voting at the e-voting platform of the NSDL, for all those Unsecured Creditors who were participating in the Meeting but had not cast their votes by availing the remote e-voting facility.

Mr. Arnab Datta, Independent Legal Professional, was appointed as the Scrutinizer for scrutinizing the remote e-voting facility as well as for the e-voting at the Meeting, in a fair and transparent manner.

Business transacted

The Chairperson informed that none of the Unsecured Creditors has registered themselves to be Speakers at the Meeting.

The Chairperson then informed that the agenda item have already been put to vote through remote e-voting and now being put for voting electronically during the meeting. He invited Unsecured Creditors present at the Meeting, who have not cast their votes through remote e-voting, to avail the facility of e-voting at the Meeting.

Resolutions passed: Following resolution, as contained in the Notice, was passed by the Unsecured Creditors:

CHAIRMAN'S
INITIALS



Item of business: Approval of the Scheme of Arrangement between Oban Fashions Private Limited ("Demerged Company") and Rupa & Company Limited ("Resulting Company") and their respective shareholders and creditors

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), as may be applicable and subject to the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT"), and subject to such other approval, permission and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Oban Fashions Private Limited and Rupa & Company Limited (**"Scheme"**) placed before this Tribunal Convened Meeting and initialled by the Chairperson of the Tribunal Convened Meeting for the purpose of identification, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

Conclusion

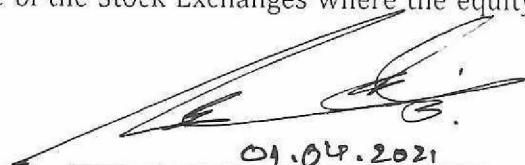
The Chairperson informed that this concludes the transaction of business mentioned in the Notice dated February 18, 2021 convening the Meeting. The Unsecured Creditors can cast their votes through e-voting for another 15 minutes."

He thanked everyone for participating at the Meeting of the Company.

The Scrutinizer's Report, dated March 27, 2021, *inter alia*, containing the consolidated result of the remote e-voting and e-voting at the Meeting was presented to the Chairman, in terms of which the Resolution was duly passed with requisite majority. The said consolidated result, as annexed, was declared by the Company on March 27, 2021 and was posted on the website of the Company, NSDL and the website of the Stock Exchanges where the equity shares of the Company are listed.

Place: Kolkata

Date of entry: 27/03/2021



Soumitra Lahiri
Chairperson of the Meeting

CHAIRMAN'S
INITIALS



Annexure

A brief summary of the voting results (remote e-voting and e-voting at the Meeting) on the resolution in respect of item of business as contained in the Notice of the Meeting, dated February 18, 2021, as per the Scrutinizer's Report, is given below. The resolution was passed with requisite majority:

Item of business: Approval of the Scheme of Arrangement between Oban Fashions Private Limited and Rupa & Company Limited

Total amount of Unsecured Creditors, as on September 30, 2020	Total amount of Unsecured Creditors as on September 30, 2020 polled	% of votes polled on outstanding amount as on September 30, 2020	No. of Votes - in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
934480133	577973449	61.85	577973449	0	100.00	0.00



01.04.2021

Place: Kolkata

Date of entry: 27/03/2021

Soumitra Lahiri
Chairperson of the Meeting

CHAIRMAN'S
INITIALS

MINUTES OF THE MEETING OF SECURED CREDITORS OF RUPA & COMPANY LIMITED ("COMPANY"), HELD PURSUANT TO ORDER DATED FEBRUARY 3, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ON FRIDAY, MARCH 26, 2021, THROUGH VIDEO CONFERENCING (VC) FACILITY (ZOOM APP) PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED, DEEMED AS HELD AT THE REGISTERED OFFICE OF THE COMPANY AT METRO TOWER, 8TH FLOOR, 1 HO CHI MINH SARANI, KOLKATA - 700 071, FROM 3:30 P.M. TO 3:55 P.M. (INCLUDING THE TIME ALLOWED FOR E-VOTING AT THE MEETING)

PRESENT:

Mr. Soumitra Lahiri	- Chairperson of the Meeting
Mr. Dipak Kumar Banerjee	- Independent Director
Mr. Ashok Bhandari	- Independent Director
Mr. Niraj Kabra	- Executive Director
Mr. Kundan Kumar Jha	- Company Secretary & Compliance Officer
Mr. Vikas Borar	- Representing Statutory Auditors
Mr. Arnab Dutta	- Scrutinizer

Secured Creditors present

A total 9 Secured Creditors attended the Meeting as per the records of the attendance.

Company Secretary

Mr. Kundan Kumar Jha, Company Secretary and Compliance Officer of the Company, welcomed the Secured Creditors attending the Meeting of the Secured Creditors ("Meeting"), convened in compliance with the Order dated February 3, 2021 of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"), in Company Scheme Application C.A. No. (CAA) 07/KB/2021 and as per applicable procedure mentioned in General Circular No.14/2020 dated April 8, 2020 read with General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 39/2020 dated December 31, 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, through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), for the purpose of considering, the Scheme of Arrangement between Oban Fashions Private Limited ("Demerged Company") and Rupa & Company Limited ("Resulting Company") and their respective shareholders and creditors on a going concern basis, under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and rules framed thereunder ("Scheme").

Hon'ble NCLT, Kolkata bench, for the purpose of considering the arrangement embodied in the Scheme of Arrangement between Oban Fashions Private Limited ("Demerged Company") and Rupa & Company Limited ("Resulting Company").

The Chairperson informed that the requisite quorum was present and declared the Meeting to order. The Directors of the Company, as stated hereinabove, were present at the Meeting. Representative of the Statutory Auditors was also present in the Meeting.

The Chairperson informed that the Meeting is duly constituted in accordance with the provisions of the Companies Act, 2013, other applicable laws and the Articles of Association of the Company. All feasible efforts under the present circumstances have indeed been made so as to enable the Secured Creditors to participate and vote on the item being considered in the Meeting.



The Notice convening the NCLT Convened Meeting along with the Explanatory Statement, Scheme of Arrangement and other documents was sent to the Secured Creditors through e-mail. Advertisement in the newspapers was duly published in the Business Standard and Aajkal in their edition on February 23, 2021. The Notice is also available on the website of the Company as well as on the websites of NSDL, NSE and BSE. The documents as stated in the Notice and the Explanatory Statement thereto are available for inspection during the continuance of the Meeting through the NSDL e-voting System itself. The Notice dated February 18, 2021 convening the Meeting, was taken as read.

The Chairperson stated that the Company, in terms of the said Order dated February 3, 2021 and pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided the facility of remote e-voting to its Secured Creditors, which was available from March 23, 2021, 9.00 a.m. to March 25, 2021, 5.00 p.m. Further, voting through e-voting facility was made available at the Meeting and as mentioned in the Notice, at the end of discussion on the resolution on which the voting is to be held, there was facility of e-voting at the e-voting platform of the NSDL, for all those Secured Creditors who were participating in the Meeting but had not cast their votes by availing the remote e-voting facility.

Mr. Arnab Datta, Independent Legal Professional, was appointed as the Scrutinizer for scrutinizing the remote e-voting facility as well as for the e-voting at the Meeting, in a fair and transparent manner.

Business transacted

The Chairperson informed that none of the Secured Creditors has registered themselves to be Speakers at the Meeting.

The Chairperson then informed that the agenda item have already been put to vote through remote e-voting and now being put for voting electronically during the meeting. He invited Secured Creditors present at the Meeting, who have not cast their votes through remote e-voting, to avail the facility of e-voting at the Meeting.

Resolutions passed: Following resolution, as contained in the Notice, was passed by the Secured Creditors:

Item of business: Approval of the Scheme of Arrangement between Oban Fashions Private Limited ("Demerged Company") and Rupa & Company Limited ("Resulting Company") and their respective shareholders and creditors

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), as may be applicable and subject to the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT"), and subject to such other approval, permission and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Oban Fashions Private Limited

CHAIRMAN'S
INITIALS



and Rupa & Company Limited ("**Scheme**") placed before this Tribunal Convened Meeting and initialled by the Chairperson of the Tribunal Convened Meeting for the purpose of identification, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

Conclusion

The Chairperson informed that this concludes the transaction of business mentioned in the Notice dated February 18, 2021 convening the Meeting. The Secured Creditors can cast their votes through e-voting for another 15 minutes."

He thanked everyone for participating at the Meeting of the Company.

The Scrutinizer's Report, dated March 27, 2021, *inter alia*, containing the consolidated result of the remote e-voting and e-voting at the Meeting was presented to the Chairman, in terms of which the Resolution was duly passed with requisite majority. The said consolidated result, as annexed, was declared by the Company on March 27, 2021 and was posted on the website of the Company, NSDL and the website of the Stock Exchanges where the equity shares of the Company are listed.

Place: Kolkata

Date of entry: 27/03/2021



01.04.2021

Soumitra Lahiri
Chairperson of the Meeting

CHAIRMAN'S
INITIALS

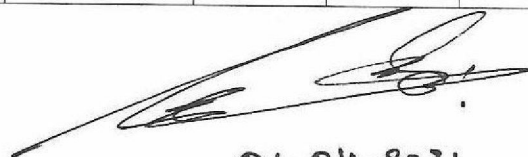


Annexure

A brief summary of the voting results (remote e-voting and e-voting at the Meeting) on the resolution in respect of item of business as contained in the Notice of the Meeting, dated February 18, 2021, as per the Scrutinizer's Report, is given below. The resolution was passed with requisite majority:

Item of business: Approval of the Scheme of Arrangement between Oban Fashions Private Limited and Rupa & Company Limited

Total amount of Secured Creditors, as on September 30, 2020	Total amount of Secured Creditors, as on September 30, 2020 polled	% of votes polled on outstanding amount as on September 30, 2020	Amount of Votes - in favour	Amount of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
760921103	760921103	100.00	760921103	0	100.00	0.00



01.04.2021

Place: Kolkata

Date of entry: 27/03/2021

Soumitra Lahiri
Chairperson of the Meeting

CHAIRMAN'S
INITIALS

