

Date: 07.09.2019

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

Sub: Outcomes of 34th Annual General Meeting, held on Friday, September 06, 2019 and Proceeding thereof

Respected Ma'am/ Sir,

We write to inform you that the Members of the Company have, at their 34th Annual General Meeting (AGM), held on Friday, September 06, 2019, with requisite majorities based on the Consolidated Scrutinizer's Report received from the Scrutinizer:

1. Received, considered and adopted, by the passing an Ordinary Resolution:
 - (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019 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, 2019 and the Reports of the Auditors thereon;
2. Declared a Dividend of Rs. 3/- per share (300%) on the equity shares of the Company for the Financial Year ended March 31, 2019 by passing an Ordinary Resolution;
3. Re-appointed Mr. Prahlad Rai Agarwal (DIN:00847452), who was retiring by rotation and being eligible, had offered himself for re-appointment, by passing an Ordinary resolution;
4. Re-appointed Mr. Mukesh Agarwal (DIN:02415004), who was retiring by rotation and being eligible, had offered himself for re-appointment, by passing an Ordinary Resolution;
5. Re-appointed Mr. Vinod Kumar Kothari (DIN: 00050850) as an Independent Director of the Company by passing a Special Resolution;
6. Re-appointed Mr. Dipak Kumar Banerjee (DIN: 00028123) as an Independent Director of the Company by passing a Special Resolution;
7. Re-appointed Mr. Sushil Patwari (DIN: 00023980) as an Independent Director of the Company by passing a Special Resolution;
8. Re-appointed Mr. Dharam Chand Jain (DIN: 00453341) as an Independent Director of the Company by passing a Special Resolution;

Metro Tower, 1, Ho Chi Minh Sarani, Kolkata 700 071, INDIA

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An ISO 9001:2008 Certified Company

CIN No.: L17299WB1985PLC038517

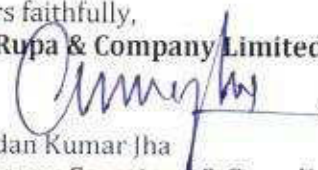
9. Re-appointed Mrs. Alka Devi Bangur (DIN: 00012894) as an Independent Director of the Company by passing a Special Resolution;
10. Adopted new set of Article of Association of the Company by passing a Special Resolution;
11. Approved the revision in remuneration of the related parties, holding office or place of profit in the Company by passing an Ordinary Resolution;
12. Approved related party transaction by passing an Ordinary Resolution.

Further, please find enclosed herewith, a summary of proceeding of 34th Annual General Meeting of the Company, held on Friday, September 06, 2019, at 11.00 AM, at Kala Kunj, 48 Shakepeare Sarani, Kolkata- 700017.

This is for your reference and record.

Thanking you.

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


Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612



**SUMMARY OF THE PROCEEDINGS OF THE 34th ANNUAL GENERAL MEETING OF THE
COMPANY FOR THE FINANCIAL YEAR 2018-19**

The 34th Annual General Meeting (AGM) of the Members of Rupa & Company Limited ("the Company") was held at 11:00 a.m., on Friday, September 06, 2019, at the Kala Kunj, 48 Shakespeare Sarani, Kolkata - 700 017.

The proceedings of the AGM are stated below:

- Mr. Prahlad Rai Agarwala, Chairman of the Company, took the chair. The requisite quorum being present, the meeting was called to order by the Chairman. The quorum was present throughout the Meeting. 394 Members were present in person or through proxy at the AGM.
- The Notice, dated May 25, 2019, convening the AGM, was taken as read with the consent of the Members present at the Meeting.
- The Chairman informed that the Auditors' Reports do not contain any qualification, observation or adverse remark and the same were taken as read with the consent of the Members present at the Meeting.
- The Chairman informed that the facility to cast votes, *via*, remote e-voting was provided to Members through National Depository Services Limited (NSDL) from Tuesday, September 03, 2019, 9:00 a.m. IST to Thursday, September 05, 2019, 5:00 p.m. IST. The facility of voting through Ballot Paper was provided at the AGM venue for the Members who have not cast their votes through remote e-voting.
- The Chairman informed that the results would be declared after considering the voting at the venue of AGM and the remote e-voting which has already been done. The results would be submitted to the Stock Exchanges within 48 hours of the conclusion of the Meeting and would be placed on the website of the Company and also on the website of the NSDL.
- The Chairman gave overview on the performance of the Company and invited the Members to raise their queries, clarifications or suggestions, if any. The Members of the Company, namely, Mr. Goutam Nandy, Mr. Ashit Kumar Pathak, Mr. Tapas Kumar Dutta, Mr. Sunil Modak, Mr. Soumitro De, Mr. Jaydip Bakshi, Mr. K.L. Mallik, Mr. Atanu Saha, Mr. S. Kapoor, Mr. Bimal Krishna Sarkar, Mr. S. N. Pal, Mr. Sujit Pal, Mr. Feroz Tandon and Mr. Santosh Saraf, put forth their suggestions, queries and observations, which were answered to their satisfaction by the Chairman and Mr. Dipak Kumar Banerjee, Member of the Audit Committee. The Chairman then thanked the Members for their keen interest and involvement in the Company's working.
- The Chairman took up the businesses, as listed in the table below, before the Meeting other than Business Item Nos. 3, 11 and 12, where the Chairman was interested and entrusted to conduct the proceeding pertaining to said items to Mr. Dipak Kumar Banerjee, Independent Director of the Company and resumed the chair after the particular item was transacted.

For RUPA & COMPANY LTD


Company Secretary & Compliance Officer
ACS 176.2

Resolution Number	Agenda Item	Resolution Required
Ordinary Businesses:		
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2019, and the Reports of the Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019, and the Report of the Auditors thereon.	Ordinary
2.	To declare a Dividend of Rs. 3/- per share (300%) on the Equity Shares of the Company for the Financial Year ended March 31, 2019.	Ordinary
3.	To appoint a Director in place of Mr. Prahlad Raj Agarwala (DIN: 00847452), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
Special Businesses:		
5.	To approve re-appointment of Mr. Vinod Kothari (DIN: 00050850), as an Independent Director of the Company.	Special
6.	To approve re-appointment of Mr. Dipak Kumar Banerjee (DIN: 00028123) as an Independent Director of the Company.	Special
7.	To approve re-appointment of Mr. Sushil Patwari (DIN: 00028123) as an Independent Director of the Company.	Special
8.	To approve re-appointment of Mr. Dharam Kumar Jain (DIN: 00453341) as an Independent Director of the Company.	Special
9.	To approve re-appointment of Mrs. Alka Devi Bangur (DIN: 00012894) as an Independent Director of the Company.	Special
10.	To adopt a new set of Articles of Association of the Company	Special
11.	To approve revision in remuneration of the related parties, holding office or place of profit in the Company	Ordinary
12.	To approve related party transactions	Ordinary

- Thereafter, the chairman requested to members who have not casted their votes through remote e-voting to cast their votes and to drop the ballot paper in the ballot box and also requested to Scrutinizer, FCS H. M. Choraria, Practicing Company Secretary to take the charge of voting process and to conduct voting in a fair and transparent manner.
- The Chairman extended gratitude and appreciation to the Members, Government authorities, Bankers, Financial Institutions, Vendors, Customers, Dealers & Distributors and all other stakeholders for their unstinted and continued support and cooperation.
- The Meeting concluded at 1:25 p.m., with a vote of thanks to the Chair.

For RUPA & COMPANY LTD

Company Secretary & Compliance Officer
ACS 17612

H. M. CHORARIA

Practising Company Secretary
E-mail: hmchoraria@gmail.com

Phone: (033) 2242-0196
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Mobile – 9830058715
Room No. 401, 4th Floor,
14/2, Old China Bazar Street,
Kolkata-700001.

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

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

of the 34th Annual General Meeting of the Equity Shareholders of RUPA & COMPANY LIMITED, held on Friday, 06th September, 2019 at 11.00 a.m. at the Kala Kunj, 48 Shakespeare Sarani, Kolkata – 700 017.

Dear Sir,

Sub: Combined Scrutinizer's Report on results of remote e-voting and voting through Ballot paper conducted on the resolutions placed at the Annual General Meeting of the Company on 06th September, 2019

I, Hanuman Mal Choraria, Practising Company Secretary having C. P. No. 1499, was appointed, by the Board of Directors of Rupa & Company Limited [the "Company"], as the Scrutinizer, for the purpose of scrutinizing the process of remote e-voting and voting through Ballot Paper received from the Shareholders carried out as per the provisions of Section 108 of the Companies Act, 2013 (the 'Act'), read with Rule 20 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 (the 'SEBI LODR, 2015'), and Secretarial Standard -2 on General Meeting, as amended, to ascertain the requisite majority in respect of the below mentioned Resolutions at the 34th Annual General Meeting (34th AGM) of the Company held on Friday, 06th September, 2019.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules thereto and the SEBI LODR, 2015, relating to voting through electronic means on the Resolutions contained in the Notice dated 25th May, 2019 of the 34th AGM of the Members of the Company. My responsibility as a Scrutinizer for remote e-voting process and voting through Ballot Paper is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" on the Resolutions stated herein below, based on the reports generated from remote e-voting system provided by the National Securities Depository Limited (NSDL), the authorized



agency engaged by the Company to provide remote e-voting facility and the Ballot Paper received from the Shareholders at the venue of the 34th AGM.

Further to the above, I hereby submit my Scrutinizer's Report on remote e-voting and voting by Ballot Paper at the AGM:

I) The remote e-voting period remained open from Tuesday, 03rd September, 2019 (09:00 A.M.) IST to Thursday, 05th September, 2019 (05:00 P.M.) IST.

II) The Members of the Company holding Shares, as on the cut-off date i.e. Friday, 30th August, 2019, were entitled to vote on the resolutions as set out in the Notice dated 25th May, 2019 of the 34th AGM of the Members of the Company.

III) After declaration of the poll by the Chairman, the Ballot Box kept for voting was taken into my custody and was locked.

IV) The Ballot Box was subsequently opened in my presence and the poll papers were sorted out and diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents (RTA) of the Company and the authorizations/ proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting, i.e., on remote e-voting as well as via Ballot paper.

V) As stated above, the remote e-voting period ended at 05:00 P.M. on 05th September, 2019. The votes cast on remote e-voting were unlocked by me in the presence of two witnesses, Mr. Navdeep Bhansali and Ms. Sunita Chakraborty, who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

VI) Four incomplete and/ or defective Ballot Papers were found, and treated as invalid, however one ballot paper was invalid in respect of resolution no. 5.

VII) The resolutions were proposed, either, as an Ordinary Resolution or as a Special Resolution. The Consolidated report on the results of remote e-voting (EVEN- 111196) and voting through Ballot Paper are as under:

Ordinary Businesses:

Item no. 1 (Ordinary Resolution) - Receive, consider and adopt:

- a) the Audited Standalone Financial Statement of the Company, for the Financial Year ended March 31, 2019, and the Report of the Directors and the Auditor's thereon; and
- b) the Audited Consolidated Financial Statement of the Company, for the Financial Year ended March 31, 2019, and the Report of the Auditor's thereon.



Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	55	220	110	76208678	99.99991
Dissent	0	0	1	69	1	69	00.00009
Total	55	76208458	56	289	111	76208747	100
Invalid	0	0	4	12	4	12	

Item no. 2 (Ordinary Resolution) – Declaration of a Dividend of Rs. 3/- per share (300%) on the Equity Shares of the Company, for the Financial Year ended March 31, 2019:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	56	222	111	76208680	99.99991
Dissent	0	0	1	69	1	69	00.00009
Total	55	76208458	57	291	112	76208749	100
Invalid	0	0	4	12	4	12	

Item no. 3 (Ordinary Resolution) – Appointment of a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, offers himself for re-appointment:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	56	222	111	76208680	99.99991
Dissent	0	0	1	69	1	69	00.00009
Total	55	76208458	57	291	112	76208749	100
Invalid	0	0	4	12	4	12	



Item no. 4 (Ordinary Resolution) – Appointment of a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation and being eligible, offers himself for re-appointment:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	56	222	111	76208680	99.99991
Dissent	0	0	1	69	1	69	00.00009
Total	55	76208458	57	291	112	76208749	100
Invalid	0	0	4	12	4	12	

Special Businesses:

Item no. 5 (Special Resolution) – Approval of the re-appointment of Mr. Vinod Kumar Kothari (DIN: 00050850), as an Independent Director of the Company:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	56	222	111	76208680	100
Dissent	0	0	0	0	0	0	0
Total	55	76208458	56	222	111	76208680	100
Invalid	0	0	5	81	5	81	



Item no. 6 (Special Resolution) – Approval of the re-appointment of Mr. Dipak Kumar Banerjee (DIN: 00028123), as an Independent Director of the Company:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	56	222	111	76208680	99.99991
Dissent	0	0	1	69	1	69	00.00009
Total	55	76208458	57	291	112	76208749	100
Invalid	0	0	4	12	4	12	

Item no. 7 (Special Resolution) – Approval of the re-appointment of Mr. Sushil Patwari (DIN: 00023980), as an Independent Director of the Company:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	56	222	111	76208680	99.99991
Dissent	0	0	1	69	1	69	00.00009
Total	55	76208458	57	291	112	76208749	100
Invalid	0	0	4	12	4	12	

Item no. 8 (Special Resolution) – Approval of the re-appointment of Mr. Dharam Chand Jain (DIN: 00453341), as an Independent Director of the Company:



Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	56	222	111	76208680	99.99991
Dissent	0	0	1	69	1	69	00.00009
Total	55	76208458	57	291	112	76208749	100
Invalid	0	0	4	12	4	12	

Item no. 9 (Special Resolution) – Approval of the re-appointment of Mrs. Alka Devi Bangur (DIN: 00012894), as an Independent Director of the Company:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	56	222	111	76208680	99.99991
Dissent	0	0	1	69	1	69	00.00009
Total	55	76208458	57	291	112	76208749	100
Invalid	0	0	4	12	4	12	

Item no. 10 (Special Resolution) – Approval of a new set of Articles of Association of the Company as per the Companies Act, 2013:



Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	55	76208458	56	222	111	76208680	99.99991
Dissent	0	0	1	69	1	69	00.00009
Total	55	76208458	57	291	112	76208749	100
Invalid	0	0	4	12	4	12	

Item no. 11 (Ordinary Resolution) – Approval of the revision in remuneration of the related parties, holding office or place of profit in the Company:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	22	17926367	56	222	78	17926589	99.99948
Dissent	1	25	1	69	2	94	00.00052
Total	23	17926372	57	291	80	17926683	100
Invalid	0	0	4	12	4	12	

Item no. 12 (Ordinary Resolution) – Approval for related party transactions:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	24	17926412	56	222	80	17926634	99.99962
Dissent	0	0	1	69	1	69	00.00038
Total	24	17926412	57	291	81	17926703	100
Invalid	0	0	4	12	4	12	



Based on the above results, I report that the Ordinary Resolutions, as contained in Item nos.1, 2, 3, 4, 11 & 12 and Special Resolution contained in item No. 5, 6, 7, 8, 9 & 10 have been passed with requisite majority.

VIII) In terms of the provisions of Rule 20(4)(xiv) of the Companies (Management and Administration) Rules, 2015, as amended, I have maintained the Registers of remote e-voting in electronic form and the list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid. The Registers and all other papers relating to electronic voting and voting by ballot shall remain in my safe custody until the Chairman of the 34th AGM considers, approve and signs the Minutes of the AGM.

Thanking you.

Witnesses

Navdeep Bhansali
(Navdeep Bhansali)
14/2 Old China Bazar Street,
Kolkata-700001.

Sunita Chakraborty
(Sunita Chakraborty)
14/2 Old China Bazar Street,
Kolkata-700001.



Yours truly,

Hanuman
(Hanuman Mal Choraria)
Practising Company Secretary
FCS No. 2398, C P No. 1499

Place: Kolkata

Date: September 07, 2019