RUPA & COMPANY LIMITED

Date: 19.09.2020

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 35th Annual General Meeting, held on Friday, September 18, 2020

Respected Ma'am/ Sir,

We write to inform that the Members of the Company have, at their 35th Annual General Meeting (AGM), held on Friday, September 18, 2020, 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, 2020 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, 2020 and the Reports of the Auditors thereon;
2. Declared dividend of Rs. 3/- per share (300%) on the equity shares of the Company for the Financial Year ended March 31, 2020 by passing an Ordinary Resolution;
3. Approved re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), 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. Niraj Kabra (DIN: 08067989), who was retiring by rotation and being eligible, had offered himself for re-appointment, by passing an Ordinary Resolution;
5. Approved re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805) as the Whole-time Director of the Company, for a further period of 5 years, w.e.f. April 1, 2021, by passing a Special Resolution.

Brief profile of Mr. Ghanshyam Prasad Agarwala

Mr. Ghanshyam Prasad Agarwala is 74 years of age and is one of the founding member belonging to the promoter group of the Company and having more than 47 years of vast and extensive experience in the textile industry. His knowledge and understanding of the hosiery business and related activities, apart from his wisdom and rich experience in strategic guidance, risk foresight, operations is immensely beneficial to the Company. He is also engaged in various social and charitable activities.

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

Further, we affirm that Mr. Ghanshyam Prasad Agarwala is not debarred from holding the office of director by virtue of any Securities Exchange Board of India order or any other such authority.

6. Approved re-appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857), as the Managing Director of the Company, for a further period of 5 years, w.e.f. April 1, 2021, by passing a Special Resolution.

   Brief profile of Mr. Kunj Bihari Agarwal

   Mr. Kunj Bihari Agarwal is 70 years of age and is one of the founding member belonging to the promoter group of the Company and having more than 45 years of vast and extensive experience in the textile industry. His knowledge and understanding of the hosiery business and related activities, apart from his wisdom and rich experience in governance, leadership, strategic guidance, risk foresight, operations and sales is immensely beneficial to the Company. He is/was associated with various chambers/ associations. He is also engaged in various social and charitable activities.

   Further, we affirm that Mr. Kunj Bihari Agarwal is not debarred from holding the office of director by virtue of any Securities Exchange Board of India order or any other such authority.

7. Approved the revision in remuneration of a related party, holding office or place of profit in the Company, by passing an Ordinary Resolution.

We annex herewith the proceedings of the Annual General Meeting of the Company held on September 18, 2020.

Kindly take the same on record.

Thanking you.

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

RUPA & CO LTD. KOL-71 1, HO-CHI-MINH SARANI

Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612

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SUMMARY OF THE PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY FOR THE FINANCIAL YEAR 2019-20

In compliance with the General Circular No. 20/2020 dated May 5, 2020 read with Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 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 35th Annual General Meeting ("AGM") of the Members of Rupa & Company Limited (the "Company") was duly convened and held on Friday, September 18, 2020, 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) (including the time allowed for e-voting at the AGM).

A total 83 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 June 26, 2020, 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, 2020 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, impact of 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 Tuesday, September 15, 2020 (9:00 am IST) to Thursday, September 17, 2020 (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 by the Chairman and he explained the objectives of each item of businesses for consideration by the Members.

The Chairman invited the Members who have registered themselves as Speakers and were attending the AGM through VC/ OAVM facility, to put forward their queries/ feedback, if any, on the Reports and Financial Statements of the Company for the financial year ended March 31, 2020 and/or on the Agenda items as contained in the Notice of the AGM. Out of 10 registered speaker Members, 9 speaker Members have expressed their feedback, queries and suggestions. The same

For RUPA & COMPANY LTD

Company Secretary & Compliance Officer
ACS 17612

was clarified by Mr. Vinod Kumar Kothari, the Chairperson of the Audit Committee, and Mr. Dinesh Kumar Lodha, Chief Executive Officer 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 H.M. Choraria, Practicing Company Secretary 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., Friday, September 11, 2020.

Thereafter, the following businesses as set out in the Notice dated June 26, 2020 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, 2020, 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, 2020, and the Report of the Auditors thereon.	Ordinary
2)	Declaration of Dividend of Rs. 3/- per share (300%) on the Equity Shares of the Company for the Financial Year ended March 31, 2020.	Ordinary
3)	Approval of re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), who retires by rotation and being eligible, seeks re-appointment.	Ordinary
4)	Approval of re-appointment of Mr. Niraj Kabra (DIN: 08067989), who retires by rotation and being eligible, seeks re-appointment.	Ordinary
Special Businesses:		
5)	Approval of re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), as the Whole-time Director of the Company.	Special
6)	Approval of re-appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857), as the Managing Director of the Company.	Special
7)	Approval of the revision in the remuneration of Mr. Siddhant Agarwal, related party, holding office or place of profit in 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 48 hours of the conclusion of the AGM and would be placed on the website of the Company.

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 H. M. Choraria, Practicing Company Secretary, scrutinized the remote e-voting and the e-voting at the AGM. The Scrutinizer's Report was received on Saturday, September 19, 2020 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 June 26, 2020 convening the 35th 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

H. M. CHORARIA
Practising Company Secretary,

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Mobile: 9830058715
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14/2, Old China Bazar street
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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20[4][xii] of the Companies (Management and Administration) Rules, 2014]

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 35th 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 Friday, the 18th September, 2020 at 11.00 A.M.

I, Hanuman Mal Choraria, Practising Company Secretary and proprietor of M/s H. M. Choraria & Co., having C.P. No. 1499, was appointed by the Board of Directors of Rupa & Company Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting and e-voting system at the AGM) of the 35th Annual General Meeting ("AGM") of the Company, held through Video Conferencing / Other Audio Visual Means (VC/OAVM), on Friday, the 18th September, 2020 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 Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 issued by Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (collectively referred to as "relevant Circulars"), in respect of the below mentioned resolutions proposed at the said 35th AGM.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, the Listing Regulations, 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 Depository Limited ("NSDL"), the authorized agency engaged by the Company to provide remote e-voting and e-voting system facility.

The Notice dated 26th June, 2020 along with the statement under Section 102 of the Companies Act, 2013, convening the 35th Annual General Meeting of the Company through VC/OAVM on 18th September, 2020, was sent through electronic mode to those shareholders whose email addresses were registered with the Company/Depositories, in compliance with the MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020.

The Members of the Company holding shares on the cut-off date i.e. 11th September, 2020 were entitled to vote on the resolutions as set out in the Notice of the 35th Annual General Meeting.

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

The Company had availed the services of National Securities Depository Limited ("NSDL") as the Agency for providing facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM.

1. The remote e-voting period commenced from 15th September, 2020 at 9.00 A.M. and ended on 17th September, 2020 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 35th AGM, I unlocked the electronic votes cast both through remote e-voting and e-voting system during the AGM, in the presence of two witnesses, Mr. Navdeep Bhansali and Ms. Sunita Chakraborty who are not in the employment of the Company.

4. We have scrutinized the voted 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- 113480) during the AGM, as under:

ORDINARY BUSINESS:

Item No. 1- Ordinary Resolution

Adoption of the Audited Standalone Financial Statements of the Company the Financial Year ended March 31, 2020, and the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 and the Reports of the Auditors thereon

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	125	76206631	21	3504	146	76210135	99.9998
Voted against the resolution	5	154	0	0	5	154	00.0002
Total	**130**	**76206785**	**21**	**3504**	**151**	**76210289**	**100**
Invalid Votes	0	0	0	0	0	0	

Item No. 2 - Ordinary Resolution

Declaration of Dividend of Rs.3/- per share (300%), on the Equity Shares of the Company, for the Financial Year ended March 31, 2020

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	129	76206685	21	3504	150	76210189	99.9999
Voted against the resolution	1	100	0	0	1	100	00.0001
Total	**130**	**76206785**	**21**	**3504**	**151**	**76210289**	**100**
Invalid Votes	0	0	0	0	0	0	

Item No. 3 - Ordinary Resolution

Re-appointment Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), who retires by rotation and, being eligible, offers himself for re-appointment

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	127	76206610	21	3504	148	76210114	99.9998
Voted against the resolution	3	175	0	0	3	175	00.0002
Total	**130**	**76206785**	**21**	**3504**	**151**	**76210289**	**100**
Invalid Votes	0	0	0	0	0	0	

Item No. 4 - Ordinary Resolution

Re-appointment Mr. Niraj Kabra (DIN: 08067989), who retires by rotation and, being eligible, offers himself for re-appointment

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	127	76206610	21	3504	148	76210114	99.9998
Voted against the resolution	3	175	0	0	3	175	00.0002
Total	**130**	**76206785**	**21**	**3504**	**151**	**76210289**	**100**
Invalid Votes	0	0	0	0	0	0	

SPECIAL BUSINESS:

Item No. 5 - Special Resolution

Approval of the re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), as the Whole-time Director of the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	126	76205310	21	3504	147	76208814	99.9981
Voted against the resolution	4	1475	0	0	4	1475	00.0019
Total	**130**	**76206785**	**21**	**3504**	**151**	**76210289**	**100**
Invalid Votes	0	0	0	0	0	0	

Item No. 6 - Special Resolution

Approval of the re-appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857), as the Managing Director of the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	127	76206610	21	3504	148	76210114	99.9998
Voted against the resolution	3	175	0	0	3	175	00.0002
Total	**130**	**76206785**	**21**	**3504**	**151**	**76210289**	**100**
Invalid Votes	0	0	0	0	0	0	

Item No. 7 - Ordinary Resolution

Approval of revision in remuneration of Mr. Siddhant Agarwal, Vice-president the related parties, holding office or place of profit in the Company

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	113	71033042	21	3504	134	71036546	99.9977
Voted against the resolution	10	1656	0	0	10	1656	00.0023
Total	**123**	**71034698**	**21**	**3504**	**144**	**71038202**	**100**
Invalid Votes	0	0	0	0	0	0	

In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained separate Registers for votes cast through remote e-voting and e-voting system during the AGM in electronic form. The registers and all other papers relating to electronic voting shall remain in my safe custody until the Chairman signs the Minutes of 35th AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

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 e-voting.

Thanking you,

Yours truly,

(H M Choraria)
Practising Company Secretary
FCS No. 2398, C P No. 1499
UDIN:- F002398B000736736

Place: Kolkata
Date: 19th September, 2020