

Date: 31/12/2016

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 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code 533552
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Respected Sir/Ma'am,

Sub: Submission of Voting Results of 2/2016-17 Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the voting results of the Postal Ballot conducted by the Company from November 30, 2016 to December 29, 2016, in the format as prescribed under Regulation 44(3) of the SEBI Listing Regulations, 2015, which was announced today, December 31, 2016, at 4:00 p.m., at the Registered Office of the Company, along with a copy of the Scrutinizer's Report thereof.

The Postal Ballot results are also being hosted on the website of NSDL and on the Company's website www.rupa.co.in.

This is for your information and record.

Thanking you.
Yours faithfully,
For **RUPA & COMPANY LTD**


Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612



Encl.: As Above

Details of Voting Results of Postal Ballot

Date of announcement of Postal Ballot Result	31/12/2016
Date of the Notice of Postal Ballot	12/11/2016
Record date for reckoning voting rights	25/11/2016
Total number of shareholders on record date	4344
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

Agenda No. 1 - Approval of appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in 'favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	59586390	59586390	100.0000	59586390	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		59586390	100.0000	59586390	0	100.0000	0.0000
Public-Institutions	E-Voting	6881	0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	19931289	2138	0.0107	2057	81	96.2114	3.7886
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		2060	0.0103	2060	0	100.0000	0.0000
	Total		4198	0.0211	4117	81	98.0705	1.9295
Total		79524560	59590588	74.9336	59590507	81	99.9999	0.0001

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
2243-2509
Mobile – 9830058715
Room No. 401, 4th Floor
14/2, Old China Bazar Street
Kolkata-700001

Scrutinizer's Report

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rule 21 (2) & Rule 22 (9)
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
RUPA & COMPANY LTD
Metro Tower, 1, Ho Chi Minh Sarani, 8th Floor,
Kolkata - 70 0 071

Dear Sir,

Sub: Postal Ballot – Scrutinizer's Report

I, Hanuman Mal Choraria, Practising Company Secretary, having C. P. No. 1499, have been appointed, by the Board of Directors of Rupa & Company Ltd ("the Company") as a Scrutinizer for the purpose of conducting the Postal Ballot process, including voting through electronic means, and to report in respect of seeking its members assent/ dissent for passing the Ordinary Resolution, pursuant to the provisions of the Companies Act, 2013 and all other applicable laws, as stated in the Notice of Postal Ballot, dated November 12, 2016.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal Ballot and voting through electronic means on the Resolution contained in the Notice, dated November 12, 2016. My responsibility as the Scrutinizer for Postal Ballot, including e-voting, process is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" the resolution stated in the Notice of Postal Ballot, based on the Postal Ballot Forms received by me and the report generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide the e-voting facility. This e-voting report is generated on the basis of information available/ downloaded from the NSDL website:

Further to the above, I hereby submit my Report:

1.1 The Company has completed dispatch of notice of postal ballot, dated November 12, 2016, on November 30, 2016 by sending e-mail to the Members, whose e-mail address is registered with the Company and by November 30, 2016 to the Members whose e-mail address is not registered with the Company, along with the Postal Ballot Forms with self addressed postage prepaid business reply envelopes to its Members, whose names appeared on the Register of Members/ list of beneficiaries as on November 25, 2016 (the cut-off date) and who were entitled to vote on the Resolution set out in the notice mentioned herein above. The e-voting process remained open from (09.00 A.M) IST on Wednesday, November 30, 2016 to Thursday, December 29, 2016 up to (05.00 P.M.) IST.



1.2 Particulars of all Postal Ballot Forms received from the Members and the votes cast by electronic mode have been entered in the register separately maintained for the purpose.

1.3. The Postal Ballot Forms were kept under my safe custody in a sealed and tamper proof Ballot Box before commencing the scrutiny of such Postal Ballot Forms.

1.4 The Ballot Box was opened on December 30, 2016 by me.

1.5 The Postal Ballot Forms were duly scrutinized by me on December 30, 2016 and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries.

1.6 All Postal Ballot Forms and e-votes received up to the close of working hours (5.00 PM IST) on December 29, 2016, the last date and time fixed by the Company for receipt of the forms and e-voting, were considered for my scrutiny.

1.7 I have not received any envelope containing Postal Ballot Form after December 29, 2016 and before issuance of this Report.

1.8. I did not find any defaced or mutilated Postal Ballot Form.

1.9. As stated above, the e-voting period ended at 05.00 P.M. (IST) on December 29, 2016. The votes cast by e-voting were unlocked by me in the presence of two witnesses, Mr. Prem Maloo and Mr. Jeevan Mehta, who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence. I have also received complete records of votes cast by electronic mode from NSDL depository the agency for providing and supervising electronic platform- (EVEN-105793) on December 30, 2016.

2. The summary of the Postal Ballot Forms and e-voting received are given below:
Ordinary Resolution:

Item no. 1: Approval of appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company.

i- Votes in favour of the resolution

Particulars	No. of Members	No. of Votes cast in favour of Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	7	2060	0.0035
(b) Voted by electronic mode	61	59588447	99.9964
TOTAL	68	59590507	99.9999



ii- Votes against the resolution:

Particulars	No. of Members	No. of votes cast against the Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	0	0	-
(b) Voted by electronic mode	4	81	0.0001
TOTAL	4	81	0.0001
TOTAL VALID VOTES	72	59590588	100.0000

iii- Invalid Votes:

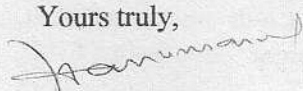
Total No. of Members whose votes declared invalid	Total No. of votes cast by them
0	0

3. You may accordingly declare the results of the voting conducted through Postal Ballot.

4. In terms of the provisions of the Rule 22 of the Companies (Management and Administration) Rules, 2014, I have maintained the Register of Postal Ballot and Voting in electronic form, the register and all other papers relating to Postal Ballot and electronic voting shall remain in my safe custody until the Chairman considers, approve and signs the minutes of the Postal Ballot.

Thanking you.

Yours truly,



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



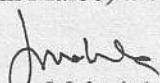
Place: Kolkata

Date: 31.12.2016

Witnesses:



(Prem Maloo) 14/2 Old China Bazar Street, Kolkata-700001



(Jeevan Mehta) 14/2 Old China Bazar Street, Kolkata-700001