

Date: 01/09/2017

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

Ref: Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Submission of Voting Results of the 32nd Annual General Meeting of the Company, held on Thursday, August 31, 2017

Please find enclosed herewith, the voting results of the 32nd Annual General Meeting of the Company, held on Thursday, August 31, 2017 ('AGM'), which has been declared today, i.e., on Friday, September 01, 2017, at the Registered Office of the Company, along with the copy of the Consolidated Scrutinizer's Report. The facility to cast vote via remote e-voting was provided to the Members from Monday, August 28, 2017, at 9:00 a.m. IST to Wednesday, August 30, 2017, at 5:00 p.m. IST. The facility of voting through Poll/ Ballot Paper was provided at the AGM.

The AGM results are also being hosted on the website of NSDL and on the Company's website, [www.rupa.co.in](http://rupa.co.in) at <http://rupa.co.in/investors/investor-services/e-voting-result/>.

This is for your information and record.

Thanking you.

Yours faithfully,
For **RUPA & COMPANY LIMITED**


Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612



Encl.: As above

Rupa & Company Ltd
32nd Annual General Meeting - Voting Results

Date of the AGM	August 31, 2017
Total Number of Shareholders on record date	9872
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	11
Public	337
Total	348
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

Resolution (1)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Description of resolution consider			To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2017, 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, 2017, and the Report of the Auditors thereon.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	56504946	96.95420	56504946	0.0000	100.0000	0.0000
	Poll		32470	0.0557	32470	0.0000	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		56537416	97.00990	56537416	0.0000	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927875	86.6848	17927735	140	99.9992	0.0008
	Poll		268	0.0013	268	0	100.0000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928143	86.68610	17928003	140	99.9992	0.0008
Total		79524560	74465559	93.63844	74465419	140	99.9998	0.0002

Signature



Resolution (2)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Description of resolution consider			To declare a Dividend of Rs. 2.75, per share (275%) on the Equity Shares of the Company for the Financial Year ended March 31, 2017.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	55911026	95.9351	55911026	0	100.0000	0.0000
	Poll		32470	0.0557	32470	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		55943496	95.9908	55943496	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927885	86.6849	17927845	40	99.9998	0.0002
	Poll		268	0.0013	268	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928153	86.6861	17928113	40	99.9998	0.0002
Total		79524560	73871649	92.8916	73871609	40	99.9999	0.0001

Resolution (3)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			Only Mr. Prahlad Rai Agarwala and his relatives are deemed to be interested.					
Description of resolution consider			To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	46560426	79.8909	46560426	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		46560426	79.8909	46560426	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927925	86.6850	17927707	218	99.9988	0.0012
	Poll		268	0.0013	258	10	96.2687	3.7313
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928193	86.6863	17927965	228	99.9987	0.0013
Total		79524560	64488619	81.0927	64488391	228	99.9996	0.0004



Resolution (4)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			Only Mr. Mukesh Agarwal and his relatives are deemed to be interested.					
Description of resolution consider			To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation and being eligible, seeks re-appointment.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	50691816	86.9797	50691816	0	100.0000	0.0000
	Poll		32470	0.0557	32470	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		50724286	87.0354	50724286	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927882	86.6848	17927767	115	99.9994	0.0006
	Poll		268	0.0013	268	0	100.0000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928150	86.6861	17928035	115	99.9994	0.0006
Total		79524560	68652436	86.3286	68652321	115	99.9998	0.0002

Resolution (5)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Description of resolution consider			To appoint M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditor of the Company and to fix their remuneration.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	56504946	96.9542	56504946	0	100.0000	0.0000
	Poll		32470	0.0557	32470	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		56537416	97.0099	56537416	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927925	86.6850	17927662	263	99.9985	0.0015
	Poll		268	0.0013	268	0	100.0000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928193	86.6863	17927930	263	99.9985	0.0015
Total		79524560	74465609	93.6385	74465346	263	99.9996	0.0004



Resolution (6)								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			Only Mr. Prahlad Rai Agarwala and his relatives are deemed to be interested.					
Description of resolution consider			To approve the revision in the remuneration of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman (Whole-time Director) of the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	46560426	79.8909	46560426	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		46560426	79.8909	46560426	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927925	86.6850	17927502	423	99.9976	0.0024
	Poll		268	0.0013	261	7	97.3881	2.6119
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928193	86.6863	17927763	430	99.9976	0.0024
Total		79524560	64488619	81.0927	64488189	430	99.9993	0.0007

Resolution (7)								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			Only Mr. Ghanshyam Prasad Agarwala and his relatives are deemed to be interested.					
Description of resolution consider			To approve the revision in the remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman (Whole-time Director) of the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	45689876	78.3971	45689876	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		45689876	78.3971	45689876	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927925	86.6850	17927502	423	99.9976	0.0024
	Poll		268	0.0013	251	17	93.6567	6.3433
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928193	86.6863	17927753	440	99.9975	0.0025
Total		79524560	63618069	79.9980	63617629	440	99.9993	0.0007



Resolution (8)								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			Only Mr. Kunj Bihari Agarwal and his relatives are deemed to be interested.					
Description of resolution consider			To approve the revision in the remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	47923306	82.2294	47923306	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		47923306	82.2294	47923306	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927725	86.6841	17927607	118	99.9993	0.0007
	Poll		268	0.0013	261	7	97.3881	2.6119
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17927993	86.6854	17927868	125	99.9993	0.0007
Total		79524560	65851299	82.8062	65851174	125	99.9998	0.0002

Resolution (9)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			Only Mr. Ramesh Agarwal and his relatives are deemed to be interested.					
Description of resolution consider			To approve the revision in the remuneration of Mr. Ramesh Agarwal (DIN: 00230702), Whole-time Director of the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	49885306	85.5959	49885306	0	100.0000	0.0000
	Poll		32470	0.0557	32470	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		49917776	85.6516	49917776	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927925	86.6850	17927502	423	99.9976	0.0024
	Poll		268	0.0013	261	7	97.3881	2.6119
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928193	86.6863	17927763	430	99.9976	0.0024
Total		79524560	67845969	85.3145	67845539	430	99.9994	0.0006



Resolution (12)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			Mr. Suresh Agarwal, Mr. Ravi Agarwal, Mr. Manish Agarwal, Mr. Vikash Agarwal and Mr. Rajnish Agarwal and their relatives are deemed to be interested.					
Description of resolution consider			To approve the revision in the remunerations of the related parties, namely, (i) Mr. Suresh Agarwal; (ii) Mr. Ravi Agarwal; (iii) Mr. Manish Agarwal; (iv) Mr. Vikash Agarwal; and (v) Mr. Rajnish Agarwal, holding office or place of profit in the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	40084536	68.7792	40084536	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		40084536	68.7792	40084536	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927925	86.6850	17927507	418	99.9977	0.0023
	Poll		268	0.0013	251	17	93.6567	6.3433
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928193	86.6863	17927758	435	99.9976	0.0024
Total		79524560	58012729	72.9494	58012294	435	99.9993	0.0007

Resolution (13)								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			Only Mr. Siddhant Agarwal and his relatives are deemed to be interested.					
Description of resolution consider			To approve the revision in the remuneration of Mr. Siddhant Agarwal, related party, holding office or place of profit in the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	58280046	52915616	90.7954	52915616	0	100.0000	0.0000
	Poll		32470	0.0557	32470	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		52948086	90.85110	52948086	0	100.0000	0.0000
Public - Institutional holders	E-Voting	562833	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0	0	0	0.0000	0.0000
Public - Non Institution	E-Vote	20681681	17927925	86.6850	17927602	323	99.9982	0.0018
	Poll		268	0.0013	251	17	93.6567	6.3433
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17928193	86.6863	17927853	340	99.9981	0.0019
Total		79524560	70876279	89.1250	70875939	340	99.9995	0.0005

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.

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-700071

of the 32nd Annual General Meeting of the Equity Shareholders of RUPA & COMPANY LIMITED, held on Thursday, 31st August, 2017 at 11.00 a.m. at the Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071

Dear Sir,

Sub: Combined Scrutinizer's Report on results of remote e-voting and voting through Polling/ Ballot paper conducted on the resolutions placed at the Annual General Meeting of the Company on 31st August, 2017

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 Polling/ Ballot Paper received from the equity shareholders carried out as per the provisions of Section 108 of the Companies Act, 2013, 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, to ascertain the requisite majority in respect of the below mentioned resolutions at the 32nd Annual General Meeting (AGM) of the Company held on 31st August, 2017.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means on the resolutions contained in the Notice dated 26th May, 2017 of the 32nd AGM of the Members of the Company. My responsibility as Scrutinizer for remote e-voting process and voting through Polling/ Ballot Paper is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" on the resolutions stated below, based on the reports generated from remote e-voting system provided by the NSDL, the authorized agency engaged by the Company to provide remote e-voting facility and the Polling/ Ballot Paper received from the equity shareholders at the venue of the 32nd AGM.



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

I) The remote e-voting period remained open from Monday, 28th August, 2017 (09:00 A.M) IST to Wednesday, 30st August, 2017 (05:00 P.M.) IST.

II) The Members of the Company as on the cut-off date i.e. Thursday, 24th August, 2017, were entitled to vote on the resolutions as set out in the Notice dated 26th May, 2017 of the 32nd AGM of the members of the Company.

III) After declaration of the voting by the Chairman, the Ballot Box kept for voting was taken into 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 Polling/ 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 Polling/ Ballot paper.

V) As stated above, the remote e- voting period ended at 05:00 P.M. on 30th August, 2017. The votes cast on remote e-voting were unlocked by me in the presence of two witnesses, Mr. Amit Choraria 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) 8 Nos of incomplete and/ or defective Ballot papers were found, and treated as invalid.

VII) The resolutions were proposed, either, as an Ordinary Resolution or as a Special Resolution. The results of remote e-voting (**EVEN- 106613**) and voting through Polling/ Ballot Paper are as under:

A - Ordinary Businesses:

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

- a) the Audited Standalone Financial Statement of the Company for the year ended March 31, 2017, and the Report of the Directors and the Auditor's thereon;
- b) the Audited Consolidated Financial Statement of the Company for the year ended March 31, 2017, 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	61	74432681	39	32738	100	74465419	99.9998
Dissent	3	140	0	0	3	140	00.0002
Total	64	74432821	39	32738	103	74465559	100
Invalid	0	0	8	18	8	18	

Item no. 2 (Ordinary Resolution) – Declaration of a Dividend of Rs. 2.75, per share (275%) on the Equity Shares of the Company, for the Financial Year ended March 31, 2017:

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	62	73838871	39	32738	101	73871609	99.9999
Dissent	2	40	0	0	2	40	00.0001
Total	64	73838911	39	32738	103	73871649	100
Invalid	0	0	8	18	8	18	

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 reappointment:

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	44	64488133	37	258	81	64488391	99.9996
Dissent	6	218	1	10	7	228	00.0004
Total	50	64488351	38	268	88	64488619	100
Invalid	0	0	8	18	8	18	



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 reappointment:

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	49	68619583	39	32738	88	68652321	99.9998
Dissent	5	115	0	0	5	115	00.0002
Total	54	68619698	39	32738	93	68652436	100
Invalid	0	0	8	18	8	18	

Item no. 5 (Ordinary Resolution) - Appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditor of the Company and to fix its remuneration:

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	61	74432608	39	32738	100	74465346	99.9996
Dissent	4	263	0	0	4	263	00.0004
Total	65	74432871	39	32738	104	74465609	100
Invalid	0	0	8	18	8	18	

B- Special Businesses:

Item no. 6 (Special Resolution) – Revision of the remuneration payable to Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman (Whole-time Director) of the Company, for remaining tenure of his office, with effect from 1st April, 2018



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	42	64487928	31	261	73	64488189	99.9993
Dissent	8	423	7	7	15	430	00.0007
Total	50	64488351	38	268	88	64488619	100
Invalid	0	0	8	18	8	18	

Item no. 7 (Special Resolution) – Revision of the remuneration payable to Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman (Whole-time Director) of the Company, for remaining tenure of his office, with effect from 1st April, 2018

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	41	63617378	30	251	71	63617629	99.9993
Dissent	8	423	8	17	16	440	00.0007
Total	49	63617801	38	268	87	63618069	100
Invalid	0	0	8	18	8	18	

Item no. 8 (Special Resolution) - Revision of the remuneration payable to Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company, for remaining tenure of his office, with effect from 1st April, 2018

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	46	65850913	31	261	77	65851174	99.9998
Dissent	5	118	7	7	12	125	00.0002
Total	51	65851031	38	268	89	65851299	100
Invalid	0	0	8	18	8	18	



Item no. 9 (Ordinary Resolution) - Revision of the remuneration payable of Mr. Ramesh Agarwal (DIN: 00230702), Whole Time Director of the Company, for remaining tenure of his office, with effect from 1st April, 2018

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	47	67812808	32	32731	79	67845539	99.9994
Dissent	8	423	7	7	15	430	00.0006
Total	55	67813231	39	32738	94	67845969	100
Invalid	0	0	8	18	8	18	

Item no. 10 (Ordinary Resolution) - Revision of the remuneration payable of Mr. Mukesh Agarwal (DIN: 02415004), Whole Time Director of the Company, for remaining tenure of his office, with effect from 1st April, 2018

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	48	68619418	32	32731	80	68652149	99.9995
Dissent	7	323	7	7	14	330	00.0005
Total	55	68619741	39	32738	94	68652479	100
Invalid	0	0	8	18	8	18	

Item no. 11 (Ordinary Resolution) - Revision of the remuneration payable of Mr. Arihant Kumar Baid (DIN: 07318005), Whole Time Director of the Company, for remaining tenure of his office:



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	59	74432553	31	32721	90	74465274	99.9996
Dissent	6	318	8	17	14	335	00.0004
Total	65	74432871	39	32738	104	74465609	100
Invalid	0	0	8	18	8	18	

Item no. 12 (Ordinary Resolution) - Revision of the remuneration payable to the related parties, holding office or place of profit in the Company with effect from 1st April, 2018:

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	32	58012043	30	251	62	58012294	99.9993
Dissent	7	418	8	17	15	435	00.0007
Total	39	58012461	38	268	77	58012729	100
Invalid	0	0	8	18	8	18	

Item no. 13 (Ordinary Resolution) - Revision of the remuneration payable to Mr. Siddhant Agarwal, related party, 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	50	70843218	31	32721	81	70875939	99.9995
Dissent	7	323	8	17	15	340	00.0005
Total	57	70843541	39	32738	96	70876279	100
Invalid	0	0	8	18	8	18	

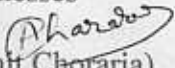


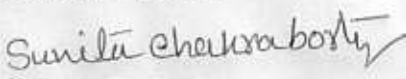
Based on the above results, I report that the Ordinary Resolutions, as contained in Item nos.1, 2, 3, 4, 5, 9, 10, 11, 12 & 13, and Special Resolutions, as contained in Item nos. 6, 7 & 8, have been passed with requisite majority.

VIII) In terms of the provisions of Rule 20(4)(xiv) of the Companies (Management and Administration) Amendment Rules, 2015, as amended, I have maintained the Registers of 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 AGM considers, approve and signs the Minutes of the AGM.

Thanking you.

Witnesses

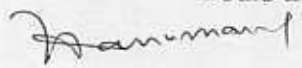

(Amit Choraria)
14/2 Old China Bazar Street,
Kolkata-700001.


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

Place: Kolkata

Date: September 01, 2017

Yours truly,


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

