

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:

- Received, considered and adopted, by the passing an Ordinary Resolution:
 - 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;
 - the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Auditors thereon;
- 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;
- 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;
- 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;
- Re-appointed Mr. Vinod Kumar Kothari (DIN: 00050850) as an Independent Director of the Company by passing a Special Resolution;
- Re-appointed Mr. Dipak Kumar Banerjee (DIN: 00028123) as an Independent Director of the Company by passing a Special Resolution;
- Re-appointed Mr. Sushil Patwari (DIN: 00023980) as an Independent Director of the Company by passing a Special Resolution;
- Re-appointed Mr. Dharam Chand Jain (DIN: 00453341) as an Independent Director of the Company by passing a Special Resolution;

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An ISO 9001:2008 Certified Company

CIN No.: L17299WB1985PLC038517

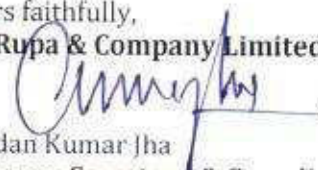
9. Re-appointed Mrs. Alka Devi Bangur (DIN: 00012894) as an Independent Director of the Company by passing a Special Resolution;
10. Adopted new set of Article of Association of the Company by passing a Special Resolution;
11. Approved the revision in remuneration of the related parties, holding office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