

Date: 19.09.2020

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| 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 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.

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.

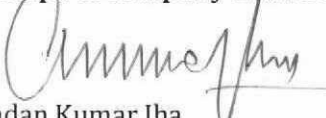
7. Approved the revision in remuneration of a related party, holding office or place of profit in the Company, by passing an Ordinary Resolution.

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**


Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612



**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 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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