

Date: 01/09/2021

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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Respected Ma'am/ Sir,

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

Sub: Submission of Voting Results of the 36<sup>th</sup> Annual General Meeting of the Company, held on Tuesday, August 31, 2021

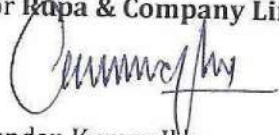
Please find enclosed herewith, the voting results of the 36<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Tuesday, August 31, 2021, which has been declared today, i.e., on September 1, 2021, along with the copy of the Consolidated Scrutinizer's Report.

The AGM Results is also being sent for uploading on the Company's website at [www.rupa.co.in](http://www.rupa.co.in) and on the website of National Securities Depository Limited.

Kindly take the same on record.

Thanking you.

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

  
Kundan Kumar Jha  
Company Secretary & Compliance Officer  
ACS 17612

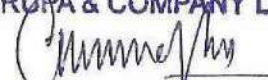


Encl: As above

## Rupa & Company Limited-Voting Results of 36th Annual General Meeting

Date of the Meeting	Tuesday, August 31, 2021	
Total Number of Shareholders on record date	52832	
No. of shareholders present in the meeting either in person or through proxy :	As the Meetings were held through VC/ OAVM, physical presence of members/ proxy was not applicable	
Promoter & Promoter group		
Public		
Total		
No. of Shareholders attended the meeting through Video Conferencing		
Promoter & Promoter group		31
Public		58
Total		89

For RUPA & COMPANY LTD



Company Secretary & Compliance Officer

ACS 17612

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of: (a) the Audited Standalone Financial Statements of the Company, for the Financial Year ended March 31, 2021, and the Reports of the Board of Directors and the Auditors thereon; (b) the Audited Consolidated Financial Statements of the Company, for the Financial Year ended March 31, 2021, and the Report of the Auditors thereon.				
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		58035975	99.5889	58035975	0	100.0000	0.0000
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	58035975	99.5889	58035975	0	100.0000	0.0000
Public-Institutions	E-Voting		3256769	81.3919	3256769	0	100.0000	0.0000
	Poll	4001345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3256769	81.3919	3256769	0	100.0000	0.0000
Public- Non Institutions	E-Voting		6873008	39.8489	6872692	316	99.9954	0.0046
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872692	316	99.9954	0.0046
Total		79524560	68165752	85.7166	68165436	316	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD

*Chunmya*  
Company Secretary & Compliance Officer  
095 17812



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend of Rs. 5/- per share (500%) on the Equity Shares of the Company for the Financial Year ended March 31, 2021.				
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	58275545	58035975	99.5889	58035975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	58035975	99.5889	58035975	0	100.0000	0.0000
Public- Institutions	E-Voting	4001345	3281087	81.9996	3281087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	3281087	0	100.0000	0.0000
Public- Non Institutions	E-Voting	17247670	6873008	39.8489	6872703	305	99.9956	0.0044
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872703	305	99.9956	0.0044
Total		79524560	68190070	85.7472	68189765	305	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD

Company Secretary & Compliance Officer  
ACS 17512

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment 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	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		58035975	99.5889	58035975	0	100.0000	0.0000
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	58035975	99.5889	58035975	0	100.0000	0.0000
Public- Institutions	E-Voting		3281087	81.9996	3258492	22595	99.3114	0.6886
	Poll	4001345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	3258492	22595	99.3114	0.6886
Public- Non Institutions	E-Voting		6873008	39.8489	6872499	509	99.9926	0.0074
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872499	509	99.9926	0.0074
Total		79524560	68190070	85.7472	68166966	23104	99.9661	0.0339
Whether resolution is Pass or Not.							Yes	

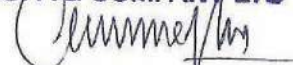
For RUPA & COMPANY LTD

Company Secretary & Compliance Officer  
ACS 17612



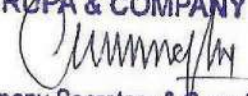
Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ramesh Agarwal (DIN: 00230702), who retires by rotation and being eligible, seeks re-appointment				
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		58035975	99.5889	58035975	0	100.0000	0.0000
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	58035975	99.5889	58035975	0	100.0000	0.0000
Public- Institutions	E-Voting		3281087	81.9996	2586391	694696	78.8273	21.1727
	Poll	4001345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	2586391	694696	78.8273	21.1727
Public- Non Institutions	E-Voting		6873008	39.8489	6872500	508	99.9926	0.0074
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872500	508	99.9926	0.0074
Total		79524560	68190070	85.7472	67494866	695204	98.9805	1.0195
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD

  
 Company Secretary & Compliance Officer  
 ACS 17612

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of revision in the terms of remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Whole-time Director of the Company				
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		58035975	99.5889	58035975	0	100.0000	0.0000
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	58035975	99.5889	58035975	0	100.0000	0.0000
Public- Institutions	E-Voting		3281087	81.9996	3281087	0	100.0000	0.0000
	Poll	4001345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	3281087	0	100.0000	0.0000
Public- Non Institutions	E-Voting		6873008	39.8489	6872299	709	99.9897	0.0103
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872299	709	99.9897	0.0103
Total		79524560	68190070	85.7472	68189361	709	99.9990	0.0010
Whether resolution is Pass or Not.							Yes	

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 Company Secretary & Compliance Officer  
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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval in revision in the terms of remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company				
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		58035975	99.5889	58035975	0	100.0000	0.0000
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	58035975	99.5889	58035975	0	100.0000	0.0000
Public- Institutions	E-Voting		3281087	81.9996	3281087	0	100.0000	0.0000
	Poll	4001345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	3281087	0	100.0000	0.0000
Public- Non Institutions	E-Voting		6873008	39.8489	6872299	709	99.9897	0.0103
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872299	709	99.9897	0.0103
Total		79524560	68190070	85.7472	68189361	709	99.9990	0.0010
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD

  
Company Secretary & Compliance Officer  
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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of revision in remuneration of Mr. Suresh Agarwal, related party, holding office or place of profit in the Company				
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		0	0.0000	0	0	0	0
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		3281087	81.9996	1767108	1513979	53.8574	46.1426
	Poll	4001345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	1767108	1513979	53.8574	46.1426
Public- Non Institutions	E-Voting		6873008	39.8489	6872280	728	99.9894	0.0106
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872280	728	99.9894	0.0106
Total		79524560	10154095	12.7685	8639388	1514707	85.0828	14.9172
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD



Company Secretary & Compliance Officer  
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Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of revision in remuneration of Mr. Ravi Agarwal, related party, holding office or place of profit in the Company				
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		0	0.0000	0	0	0	0
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		3281087	81.9996	1767108	1513979	53.8574	46.1426
	Poll	4001345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	1767108	1513979	53.8574	46.1426
Public- Non Institutions	E-Voting		6873008	39.8489	6872280	728	99.9894	0.0106
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872280	728	99.9894	0.0106
Total		79524560	10154095	12.7685	8639388	1514707	85.0828	14.9172
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD

Company Secretary & Compliance Officer  
ACS 17512



Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of revision in remuneration of Mr. Manish Agarwal, related party, holding office or place of profit in the Company				
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		0	0.0000	0	0	0	0
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		3281087	81.9996	1767108	1513979	53.8574	46.1426
	Poll	4001345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	1767108	1513979	53.8574	46.1426
Public- Non Institutions	E-Voting		6873008	39.8489	6872281	727	99.9894	0.0106
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872281	727	99.9894	0.0106
Total		79524560	10154095	12.7685	8639389	1514706	85.0828	14.9172
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD

Company Secretary & Compliance Officer  
ACS 17612



Resolution (10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of revision in remuneration of Mr. Vikash Agarwal, related party, holding office or place of profit in the Company				
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		0	0.0000	0	0	0	0
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		3281087	81.9996	1767108	1513979	53.8574	46.1426
	Poll	4001345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	1767108	1513979	53.8574	46.1426
Public- Non Institutions	E-Voting		6873008	39.8489	6872276	732	99.9893	0.0107
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872276	732	99.9893	0.0107
Total		79524560	10154095	12.7685	8639384	1514711	85.0828	14.9172
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD

Company Secretary & Compliance Officer  
 Add: 17512

Resolution (11)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of revision in remuneration of Mr. Rajnish Agarwal, related party, holding office or place of profit in the Company				
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		0	0.0000	0	0	0	0
	Poll	58275545	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		3281087	81.9996	1767108	1513979	53.8574	46.1426
	Poll	4031345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	1767108	1513979	53.8574	46.1426
Public- Non Institutions	E-Voting		6873008	39.8489	6872279	729	99.9894	0.0106
	Poll	17247670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872279	729	99.9894	0.0106
Total		79524560	10154095	12.7685	8639387	1514708	85.0828	14.9172
Whether resolution is Pass or Not.							Yes	

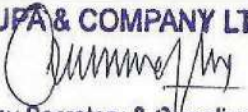
For RUPA & COMPANY LTD

*Summit*  
Company Secretary & Compliance Officer  
ACS 17512



Resolution (12)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval and ratification of remuneration of Mr. Dinesh Kumar Lodha, Chief Executive Officer of the Company				
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	58275545	58035975	99.5889	58035975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58275545	58035975	99.5889	58035975	0	100.0000	0.0000
Public- Institutions	E-Voting	4001345	3281087	81.9996	1767108	1513979	53.8574	46.1426
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4001345	3281087	81.9996	1767108	1513979	53.8574	46.1426
Public- Non Institutions	E-Voting	17247670	6873008	39.8489	6872308	700	99.9898	0.0102
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17247670	6873008	39.8489	6872308	700	99.9898	0.0102
Total		79524560	68190070	85.7472	66675391	1514679	97.7787	2.2213
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD

  
Company Secretary & Compliance Officer  
ACS 17612





## AL & ASSOCIATES

Company Secretaries

24, Netaji Subhas Road, 4th Floor, Room No. 33, Kolkata - 700 001  
Ph. : 4007 4750, E-mail : [alassociates2014@gmail.com](mailto:alassociates2014@gmail.com)

### Consolidated Scrutinizer's Report

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as amended]

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 36<sup>th</sup> 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 Tuesday, the 31<sup>st</sup> day of August, 2021 at 11:00 A.M.**

I, CS Priti Agarwal, Practicing Company Secretary, (CP No: 9937) have been appointed by the Board of Directors of **RUPA & COMPANY LIMITED** ("the Company") to act as the Scrutinizer for the purpose of scrutinizing e-voting process (Remote e-voting and e-voting system at the AGM) of the 36<sup>th</sup> AGM of the Company, held through Video Conferencing/OAVM on Tuesday, the 31<sup>st</sup> day of August, 2021 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 General Circular No. 2/2021 dated 13th January, 2021, 20/2020 dated 5<sup>th</sup> May, 2020, 14/2020 13<sup>th</sup> April, 2020 and 17/2020 dated 8<sup>th</sup> April, 2020 issued by Ministry of Corporate Affairs ("MCA Circular") in respect on below mentioned resolutions proposed at the said 36<sup>th</sup> AGM.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under 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 Depositories Limited (NSDL), the authorized agency engaged by the Company to provide Remote e-voting and e-voting system facility.

The Notice dated 31<sup>st</sup> May, 2021 along with the statement under Section 102 of the Companies Act, 2013, convening the 36<sup>th</sup> AGM of the Company through Video Conferencing/OVAM on Tuesday, 31<sup>st</sup> August, 2021, was sent through electronic mode to those shareholders whose e-mail addresses were registered with the RTA/ the Company/ Depositories, in compliance with the MCA circulars and SEBI Circulars.



The Members of the Company holding shares on the cut-off date i.e. 24<sup>th</sup> August, 2021 were entitled to vote on the resolutions as set out in the Notice of the 36<sup>th</sup> AGM.

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

The Company has availed the services of National Securities Depositories Limited ("NSDL") as the agency for providing facility for Remote e-voting, participation in the AGM through VC/OVAM and e-voting during the AGM.

1. The Remote e-voting period commenced from 28<sup>th</sup> August, 2021 at 9.00 A.M. and ended on 30<sup>th</sup> August, 2021 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 36<sup>th</sup> AGM, I unblocked the electronic votes cast both through Remote e-voting and e-voting system during the AGM, in the presence of two witnesses, Mr. Rajan Thakur and Mr. Shyamal Ghosh who are not in the employment of the Company.
4. We have Scrutinized the vote 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- 116632**) during the AGM, as under:

#### **ORDINARY BUSINESS**

##### **Item No 1: Ordinary Resolution**

**Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and Auditors thereon**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	211	68165149	5	287	216	68165436	99.9995
Dissent	8	316	0	0	8	316	0.0005
Total	219	68165465	5	287	224	68165752	100.0000
Invalid	0	0	0	0	0	0	0.0000





**AL & ASSOCIATES**  
**Practicing Company Secretaries**

**Item No 2: Ordinary Resolution**

**Declaration of Dividend of Rs.5/-, per equity share (500%), on the Equity Shares of the Company, for the Financial Year ended March 31, 2021**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	215	68189478	5	287	220	68189765	99.9996
Dissent	5	305	0	0	5	305	0.0004
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000

**Item No 3: Ordinary Resolution**

**Appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), as a Director, who retires by rotation and being eligible, seeks re-appointment**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	209	68166679	5	287	214	68166966	99.9661
Dissent	11	23104	0	0	11	23104	0.0339
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	00	0.0000

**Item No 4: Ordinary Resolution**

**Appointment of Mr. Ramesh Agarwal (DIN: 00230702), as a Director, who retires by rotation and being eligible, seeks re-appointment**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	186	67494579	5	287	191	67494866	98.9805
Dissent	34	695204	0	0	34	695204	1.0195
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000





**SPECIAL BUSINESS:**

**Item No 5: Special Resolution**

**Approval of revision in the terms of remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Whole-time Director of the Company**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	206	68189074	5	287	211	68189361	99.9990
Dissent	14	709	0	0	14	709	0.0010
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000

**Item No 6: Special Resolution**

**Approval of revision in the terms of remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	206	68189074	5	287	211	68189361	99.9990
Dissent	14	709	0	0	14	709	0.0010
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000

**Item No 7: Ordinary Resolution**

**Approval of revision in remuneration of Mr. Suresh Agarwal, related party, holding office or place of profit in the Company**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	146	8639101	5	287	151	8639388	85.0828
Dissent	40	1514707	0	0	40	1514707	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000



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**Item No 8: Ordinary Resolution**

**Approval of revision in remuneration of Mr. Ravi Agarwal, related party, holding office or place of profit in the Company**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	146	8639101	5	287	151	8639388	85.0828
Dissent	40	1514707	0	0	40	1514707	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000

**Item No 9: Ordinary Resolution**

**Approval of revision in remuneration of Mr. Manish Agarwal, related party, holding office or place of profit in the Company**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	147	8639102	5	287	152	8639389	85.0828
Dissent	39	1514706	0	0	39	1514706	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000

**Item No 10: Ordinary Resolution**

**Approval of revision in remuneration of Mr. Vikash Agarwal, related party, holding office or place of profit in the Company**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	145	8639097	5	287	150	8639384	85.0828
Dissent	41	1514711	0	0	41	1514711	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000



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**Item No 11: Ordinary Resolution**

**Approval of revision in remuneration of Mr. Rajnish Agarwal, related party, holding office or place of profit in the Company**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	145	8639100	5	287	150	8639387	85.0828
Dissent	41	1514708	0	0	41	1514708	14.9172
Total	186	10153808	5	287	191	10154095	100.0000
Invalid	0	0	0	0	0	0	0.0000

**Item No 12: Ordinary Resolution**

**Approval and ratification of the remuneration of Mr. Dinesh Kumar Lodha, Chief Executive Officer of the Company**

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage (%)
	No of Shareholders (A)	No of Votes (B)	No of Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	182	66675104	5	287	187	66675391	97.7787
Dissent	38	1514679	0	0	38	1514679	2.2213
Total	220	68189783	5	287	225	68190070	100.0000
Invalid	0	0	0	0	0	0	0.0000

In terms of the provisions of Rule 20(4)(xiv) of the Companies (Management and Administration) Rules, 2015, I have maintained separate registers for votes cast through Remote evoting and evoting system during the AGM in electronic form. The register and all other papers relating to electronic voting shall remain in my safe custody until the Chairman signs the Minutes of the 36<sup>th</sup> AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.





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**Practicing Company Secretaries**

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**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 evoting including Remote evoting, of the 36<sup>th</sup> AGM.

Thanking You.

Yours faithfully,  
For A L & Associates

For AL & ASSOCIATES

*Priti Agarwal*

Partner

Priti Agarwal  
(Partner)  
Practising Company Secretary  
Membership No: F10877  
C.P. No. 9937  
UDIN: F010877C000864521  
Date: 01.09.2021  
Place: Kolkata

Witness:

1. *Rajan Thakur*  
(RAJAN THAKUR)
  
2. *Shyamal Ghosh*  
(SHYAMAL GHOSH)