

H. M. CHORARIA

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To,
The Chairman,
of the 30th Annual General Meeting of the members of the
RUPA & COMPANY LTD.,
1, Ho Chi Minh Sarani,
Metro Tower, 8th floor,
Kolkata-700071
held at Kala Kunj,
48, Shakespeare Sarani, Kolkata – 700017
on Tuesday, the 15th September, 2015 at 11.00A.M.

Dear Sir,

Sub: Scrutinizer's combined Report on Remote -E - voting conducted Pursuant to Section 108 of the Companies Act, 2013 and Rule 20[3][xi] of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from shareholders who do not have access to remote e-voting.

I, Hanuman Mal Choraria, Practising Company Secretary having C P No. 1499, have been appointed, by the Board of Directors of the Rupa & Company Limited [the Company] as a Scrutinizer for the purpose of scrutinizing the process of remote e-voting and the physical ballot forms received from the shareholders carried out as per the provisions of Section 108 of the Companies Act, 2013, read with rules 20(3) (ix) of the Companies (Management and Administration) Rules,2014 (Rules) and clause 35B of the Listing Agreement to ascertaining the requisite majority in respect of the below mentioned resolutions to be approved / disapproved at the 30th Annual General Meeting [AGM] of the members of the Company, held on the 15th day of September, 2015.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means on the Resolutions contained in the Notice of the AGM of the members of the Company. My responsibility as Scrutinizer for remote e - voting process and physical ballot forms received is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" the resolutions stated above, based on the reports generated from e - voting system provided by the NSDL the authorized agency engaged by the Company to provide e- voting facility and the physical ballot forms received from shareholders who do not have access to e voting. The E - voting Report is generated on the basis of information available/ downloaded from the NSDL website: www.evoting.nsdl.com

Further to the above, I hereby submit my scrutiny report on the remote E- voting and voting by physical ballot at the AGM :

I). The remote e-voting period remained open from (10.00 A.M) IST on Saturday, 12th September, 2015 to Monday, 14th September,2015 up to (05.00 P.M.) IST.



II). The Members of the Company as on the cut off/entitlement date i. e. 08th September, 2015 were entitled to vote on the resolutions as set out in the Notice of the Annual General Meeting of the members of the Company.

III). After declaration of the poll by the Chairman, the Ballot Box kept for polling 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 poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R & TA) of the Company and the authorizations/Proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as on poll.

V). As stated above, the remote e- voting period ended at 05.00 P.M. on 14th September, 2015. The vote cast on remote 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.

VI). No incomplete and/ or otherwise defective Ballot paper was found, so as to be treated the same as invalid .

VII). The details of the E - voting (EVEN- 102370) and ballot form received at the AGM are as under:

A - Ordinary Business:

Item no. 1 -Adoption of Financial Statements for the year ended 31st March, 2015 and Reports of the Board of Directors' and Auditors' as Ordinary Resolution:

i) Voted in favour of the Resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	43	61136210	
By ballot at AGM	57	179	
Total	100	61136389	99.99998

ii) Voted against the resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	
By ballot at AGM	2	11	
Total	2	11	00.00002



iii) Invalid Votes:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them
E- Voting	0	0
By ballot at AGM	5	83
Total	5	83

Item no. 2- Declaration of Dividend as Ordinary Resolution:

i) Voted in favour of the Resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	43	61136210	
By ballot at AGM	58	180	
Total	101	61136390	99.99998

ii) Voted against the resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	
By ballot at AGM	1	10	
Total	1	10	00.00002

iii) Invalid Votes:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them
E- Voting	0	0
By ballot at AGM	5	83
Total	5	83

Item no.3- Appointment of Auditors as Ordinary Resolution:

i) Voted in favour of the Resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	43	61136210	
By ballot at AGM	56	178	
Total	99	61136388	99.99998



ii) Voted against the resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	
By ballot at AGM	3	12	
Total	3	12	00.00002

iii) Invalid Votes:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them
E- Voting	0	0
By ballot at AGM	5	83
Total	5	83

Item no.4- Appointment of Branch Auditors as Ordinary Resolution as Ordinary Resolution:

i) Voted in favour of the Resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	43	61136210	
By ballot at AGM	57	179	
Total	100	61136389	99.99998

ii) Voted against the resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	
By ballot at AGM	2	11	
Total	2	11	00.00002

iii) Invalid Votes:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them
E- Voting	0	0
By ballot at AGM	5	83
Total	5	83



Item no.5- To appoint a director in place of Mr. Prahlad Rai Agarwal (DIN-00847452) who retires by rotation and being eligible, offer himself for reappointment as Ordinary Resolution:

i) Voted in favour of the Resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	32	49498270	
By ballot at AGM	57	179	
Total	89	49498449	99.99998

ii) Voted against the resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	
By ballot at AGM	2	11	
Total	2	11	00.00002

iii) Invalid Votes:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them
E- Voting	0	0
By ballot at AGM	5	83
Total	5	83

B- Special Business:

Item no.6 - Appointment of Mrs. Alka Devi Bangur (DIN-00012894) as an Independent director as Ordinary Resolution:

i) Voted in favour of the Resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	41	60853698	
By ballot at AGM	57	179	
Total	98	60853877	99.99998



ii) Voted against the resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	1	2	
By ballot at AGM	2	11	
Total	3	13	00.00002

iii) Invalid Votes:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them
E- Voting	0	0
By ballot at AGM	5	83
Total	5	83

Item no.7- To re-appoint Mr. Prahlad Rai Agarwal (DIN-00847452) as a Whole time director designated as the Chairman of the Company as Ordinary Resolution:

i) Voted in favour of the Resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	32	49498270	
By ballot at AGM	58	180	
Total	90	49498450	99.99998

ii) Voted against the resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	
By ballot at AGM	1	10	
Total	1	10	00.00002

iii) Invalid Votes:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them
E- Voting	0	0
By ballot at AGM	5	83
Total	5	83



Item no.8- To re-appoint Mr. Ramesh Agarwal (DIN-00230702) as a Whole time director of the Company as Ordinary Resolution:

i) Voted in favour of the Resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	38	57788480	
By ballot at AGM	58	180	
Total	96	57788660	99.99998

ii) Voted against the resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	
By ballot at AGM	1	10	
Total	1	10	00.00002

iii) Invalid Votes:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them
E- Voting	0	0
By ballot at AGM	5	83
Total	5	83

Item no.9- To re-appoint Mr. Mukesh Agarwal (DIN-02415004) as a Whole time director of the Company as Ordinary Resolution:

i) Voted in favour of the Resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	35	57149470	
By ballot at AGM	57	179	
Total	92	57149649	99.99998



ii) Voted against the resolution:

Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	
By ballot at AGM	2	11	
Total	2	11	00.00002

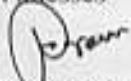
iii) Invalid Votes:

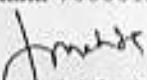
Mode of voting	Number of members participated in e-voting and voting by physical ballot	Number of votes cast by them
E- Voting	0	0
By ballot at AGM	5	83
Total	5	83

VIII). In terms of the provisions of clause 20(3) of the rules, I have maintained the Registers of remote 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 Annual General Meeting considers, approve and signs the minutes of Annual General Meeting.

Thanking you.


Witnesses


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


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

Kolkata
Dated 16.09.2015



Your's truly

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