

Date: 01/09/2016

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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Sub: Summary of the Proceedings of 31st Annual General Meeting of the Company held on August 31, 2016

Respected Sir/ Ma'am,

Please find enclosed herewith in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the proceedings of 31st Annual General Meeting (AGM) of the Company held on Wednesday, August 31, 2016, at the Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071 from 11:00 a.m. to 12:30 p.m.

This is to further inform you that all the Resolutions as set forth in the 31st AGM Notice dated May 30, 2016, for approval, have been passed by the Members with requisite majority as Ordinary Resolutions.

This is for your information and record.

Thanking you.

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



Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612



Encl.: As above

**SUMMARY OF THE PROCEEDINGS OF 31ST ANNUAL GENERAL MEETING OF THE
COMPANY FOR THE FINANCIAL YEAR 2015-16**

The 31st Annual General Meeting (AGM) of the Members of Rupa & Company Ltd was convened at 11:00 a.m. on Wednesday, August 31, 2016 at the Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071 and concluded at 12:30 p.m. The proceedings of the AGM are stated below:

- Mr. Prahlad Rai Agarwala, Chairman of the Company, chaired the Meeting. The quorum was present and remained present throughout the Meeting. 348 Members were present in person or through proxy at the AGM.
- The Chairman delivered his speech and drew reference to the financial results of the Company.
- The Notice dated May 30, 2016 convening the AGM and the Explanatory Statement and the Report and Accounts for the Financial Year ended March 31, 2016, circulated to the Members, were taken as read with the consent of the Members.
- Thereafter, the Chairman had taken up the businesses, as listed below under serial no. 1-6, before the Meeting. He gave the opportunity to the Members to put forward their queries or give suggestions. Thereafter, he requested Mr. Vinod Kumar Kothari, Chairman of the Audit Committee to provide clarifications to the queries raised by the Members and to Mr. Neeraj Sureka, Chief Financial Officer to step in at request.
- The Chairman informed that facility to cast vote via remote e-voting was provided to Members from Sunday, August 28, 2016 at 9:00 a.m. IST to Tuesday, August 30, 2016 at 5:00 p.m. IST. The facility of voting through Poll/ Ballot paper was provided at the AGM.

The following items of business as per the Notice of AGM were transacted:

Ordinary Businesses:

- 1) To receive, consider and adopt:
 - a) the Standalone Financial Statement of the Company for the year ended March 31, 2016, and the Report of the Directors and the Auditor's thereon;
 - b) the Consolidated Financial Statement of the Company for the year ended March 31, 2016, and the Report of the Auditor's thereon.
- 2) To approve the Interim Dividend of Rs. 2.75 per Equity Share, paid during the year, for the Financial Year ended March 31, 2016.
- 3) To appoint a Director in place of Mr. Ramesh Agarwal (DIN 00230702), who retires by rotation and, being eligible, offers himself for reappointment.
- 4) Ratification of Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as the Statutory Auditors, for a period of one year from the conclusion of this AGM till the conclusion of next AGM and fixing their remuneration.
- 5) Appointment of M/s. Singhi & Co., Chartered Accountants, as the Branch Auditors of Tirupur branch, for a period of one year from the conclusion of this AGM till the conclusion of next AGM and fixing their remuneration.



Special Businesses:

- 6) Appointment of Mr. Arihant Kumar Baid (DIN: 07318005) as a Whole-time Director of the Company.
 - 7) Determining the fees for delivery of any document through a particular mode of delivery to a Member.
- The Scrutinizer Mr. H. M. Choraria scrutinized the e-voting and ballot voting process. The Scrutinizers Report was received and all the Resolutions as set out in the Notice of the AGM were declared as passed by the Members as Ordinary Resolution.
 - Thereafter, the Chairman offered thanks 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 extended to the Company during the year. He also extended his sincere appreciation to all the employees, for their efficient services and contribution towards the growth of the Company.

