

Date: 31/12/2016

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 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code 533552
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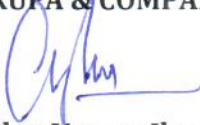
Respected Sir/Ma'am,

Sub: Submission of Proceedings pursuant to Regulation 30, read with Schedule III(A)(13), of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30, read with Schedule III(A)(13) of the SEBI Listing Regulations, 2015, please find enclosed herewith a certified true copy of the Minutes of the proceedings with respect to the resolution passed via the Postal Ballot conducted by the Company from November 30, 2016 to December 29, 2016, the result of which was announced today, December 31, 2016, at 4:00 p.m., at the Registered Office of the Company.

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

MINUTES OF THE PROCEEDINGS RELATING TO THE RESULTS OF THE 2/2016-17 POSTAL BALLOT VOTING EXERCISE (INCLUDING E-VOTING) OF RUPA & COMPANY LTD, DECLARED ON SATURDAY, THE 31ST DAY OF DECEMBER, 2016 AT 4.00 P.M. AT ITS REGISTERED OFFICE AT METRO TOWER, 8TH FLOOR, 1, HO CHI MINH SARANI, KOLKATA - 700 071 (DATE OF PASSING THE RESOLUTION - THURSDAY, THE 29TH DAY OF DECEMBER, 2016)

PRESENT:

Mr. Prahlad Rai Agarwala	Chairman
Mr. Kunj Bihari Agarwal	Managing Director
Mr. H. M. Choraria	Scrutinizer
Mr. Kundan Kumar Jha	Company Secretary & Compliance Officer

The Chairman stated that the Company had on November 30, 2016 dispatched to all the Members, whose names appeared on the Register of Members / list of beneficiaries on November 25, 2016 (cut-off date), the Notice of Postal Ballot, dated November 12, 2016, pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ('Act') and the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for obtaining the consent of its Members for the following Special Business:

- 1) Approval of appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company.

FCS H.M. Choraria, Practicing Company Secretary, the Scrutinizer appointed to conduct the Postal Ballot Voting process, including e-voting, in a fair and transparent manner, submitted his report to the Chairman upon completion of the scrutiny of votes cast by ballot and votes cast through electronic means, on Saturday, December 31, 2016 and the Chairman declared the result of the Postal Ballot on the same day at 4.00 p.m. at the Registered Office of the Company. The result of the Postal Ballot, along with the Scrutinizer's Report, was placed on the Company's website and sent to National Securities Depository Limited (NSDL) for uploading on their website and also displayed on the Notice Board of the Company at its Registered Office.

SPECIAL BUSINESS AS ORDINARY RESOLUTION:

1. Approval of appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company.

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Members of the Company be and hereby approves the appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company w.e.f. November 2, 2016 in order to fill the casual vacancy caused due to the resignation of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, to hold the office till the conclusion of the next Annual General Meeting of the Company for the Financial Year 2016-17, at such



remuneration as fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in addition to the reimbursement of out-of-pocket expenses in connection with the audit of the accounts of the Company."

A brief summary of the voting results (e-voting and ballot) as per the Scrutinizer's Report is as follows:

Item No. 1 (Ordinary Resolution): Approval of appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company:

No. of shares held	No. of votes polled	% of votes polled on outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
79524560	59590588	74.9336	59590507	81	99.9999	0.0001

The Chairman, thereafter, stated that the aforesaid Ordinary Resolution was duly passed by the requisite majority of the Members of the Company on December 29, 2016.

Place: Kolkata
Date of entry: 31.12.2016

Sd/-

CHAIRMAN

**CERTIFIED TO BE TRUE COPY
For RUPA & COMPANY LTD**

[Signature]
Company Secretary & Compliance Officer
ACS 1761

CHAIRMAN'S
INITIALS