

Date: 01/09/2017

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 Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 533552
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Ref: Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Outcome of the 32nd Annual General Meeting, held on Thursday, August 31, 2017 and Proceedings thereof

Respected Ma'am/Sir,

We write to inform you that the Members of the Company have, at their 32nd Annual General Meeting (AGM), held on Thursday, August 31, 2017, with requisite majorities, based on the Consolidated Scrutinizer's Report received from the Scrutinizer:

- 1) received, considered and adopted, by passing an Ordinary Resolution:
 - (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2017, 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, 2017, and the Report of the Auditors thereon.
- 2) declared a Dividend of ₹ 2.75, per share (275%) on the Equity Shares of the Company for the Financial Year ended March 31, 2017, by passing an Ordinary Resolution.
- 3) re-appointed Mr. Prahlad Rai Agarwala (DIN: 00847452), who was retiring by rotation and being eligible, had sought re-appointment, by passing an Ordinary Resolution.
- 4) re-appointed Mr. Mukesh Agarwal (DIN: 02415004), who was retiring by rotation and being eligible, had sought re-appointment, by passing an Ordinary Resolution.
- 5) appointed M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditor of the Company to hold office for a term of five (5) consecutive years, from the conclusion of the Thirty Second (32nd) AGM (for the Financial Year 2016-17) till the conclusion of the Thirty Seventh (37th) AGM of the Company (for the Financial Year 2021-22), and fixed its remuneration, by passing an Ordinary Resolution.

M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, was founded by Late R. C. Singhi, a Chartered Accountant. It is one of the leading firm providing professional services in India, in the fields of Assurance & Audit, Risk Advisory, Corporate Finance, International Financial Reporting Standard, Taxation and others. They have been in the profession for over 70 years and have offices across major cities in India.

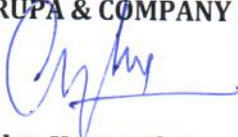
- 6) approved the revision in the remuneration, as detailed out in the Explanatory Statement annexed to the Notice of the 32nd AGM, of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman (Whole-time Director) of the Company, by passing a Special Resolution.
- 7) approved the revision in the remuneration, as detailed out in the Explanatory Statement annexed to the Notice of the 32nd AGM, of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman (Whole-time Director) of the Company, by passing a Special Resolution.
- 8) approved the revision in the remuneration, as detailed out in the Explanatory Statement annexed to the Notice of the 32nd AGM, of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company, by passing a Special Resolution.
- 9) approved the revision in the remuneration, as detailed out in the Explanatory Statement annexed to the Notice of the 32nd AGM, of Mr. Ramesh Agarwal (DIN: 00230702), Whole-time Director of the Company, by passing an Ordinary Resolution.
- 10) approved the revision in the remuneration, as detailed out in the Explanatory Statement annexed to the Notice of the 32nd AGM, of Mr. Mukesh Agarwal (DIN: 02415004), Whole-time Director of the Company, by passing an Ordinary Resolution.
- 11) approved the revision in the remuneration, as detailed out in the Explanatory Statement annexed to the Notice of the 32nd AGM, of Mr. Arihant Kumar Baid (DIN: 07318005), Whole-time Director of the Company, by passing an Ordinary Resolution.
- 12) approved the revision in the remunerations, as detailed out in the Explanatory Statement annexed to the Notice of the 32nd AGM, of the related parties, holding office or place of profit in the Company, by passing an Ordinary Resolution.
- 13) approved the revision in the remuneration, as detailed out in the Explanatory Statement annexed to the Notice of the 32nd AGM, of Mr. Siddhant Agarwal, related party, holding office or place of profit in the Company, by passing an Ordinary Resolution.

Further, please find enclosed herewith, a summary of the Proceedings of the 32nd Annual General Meeting of the Company, held on Thursday, August 31, 2017, at 11:00 a.m., at the Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071.

Kindly take the above on record.

Thanking you.

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



Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612



Encl.: As above

**SUMMARY OF THE PROCEEDINGS OF THE 32nd ANNUAL GENERAL MEETING OF
THE COMPANY FOR THE FINANCIAL YEAR 2016-17**

The 32nd Annual General Meeting (AGM) of the Members of Rupa & Company Limited was held at 11:00 a.m., on Thursday, August 31, 2017, at the Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071. The proceedings of the AGM are stated below:

- Mr. Prahlad Rai Agarwala, Chairman of the Company, took the chair. For items of business, i.e., Business Item Nos. 3, 6, 7, 8, 9, 12 and 13, where the said Mr. Agarwala was interested, Mr. Vinod Kumar Kothari, Independent Director and Chairman of Audit Committee, took the chair. The quorum was present and remained present throughout the Meeting. 348 Members were present in person or through proxy at the AGM.
- The Notice, dated May 26, 2017, convening the AGM, as circulated to the Members, were taken as read with the consent of the Members.
- The Chairman informed that the Auditors' Reports do not contain any qualification, observation or adverse remark and the same were taken as read with the consent of the Members.
- The Chairman informed that the facility to cast vote via remote e-voting was provided to Members from Monday, August 28, 2017, at 9:00 a.m. IST to Wednesday, August 30, 2017, at 5:00 p.m. IST. The facility of voting through Poll/ Ballot Paper was provided at the AGM venue.
- The Chairman informed that the results would be declared after considering the voting at the venue of 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 Meeting and would be placed on the website of the Company.
- The Chairman gave overview on the performance of the Company and invited the Members to raise their queries, clarifications or suggestions, if any. Thereafter, the Members of the Company, namely, Mr. Goutam Nandy, Mr. S. N. Pal, Mr. Tapas Kumar Dutta, Mr. Sunil Modak, Mr. S. Gattani, Mr. A. K. Pal, Mr. Asit Kumar Pathak, Mr. Krishnendu Das, Mr. Amit Kumar Banerjee, Mr. Jaydip Bakshi, Mr. S. S. Bhattacharya, and Mr. S. K. Rana, put forth their suggestions, queries and observations, which were answered to their satisfaction by the Chairman and Mr. Vinod Kumar Kothari, Chairman of the Audit Committee. The Chairman then thanked the Members for their keen interest and involvement in the Company's working.
- The Chairman took up the businesses, as listed in the table below, before the Meeting.

<u>Resolution Number</u>	<u>Agenda Item</u>	<u>Resolution Required</u>
Ordinary Businesses:		
1)	To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2017, 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, 2017, and the Report of the Auditors thereon.	Ordinary


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 Company Secretary & Compliance Officer
 ACS 17612

2)	To declare a Dividend of ₹ 2.75, per share (275%) on the Equity Shares of the Company for the Financial Year ended March 31, 2017.	Ordinary
3)	To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment.	Ordinary
4)	To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation and being eligible, seeks re-appointment.	Ordinary
5)	To appoint M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditor of the Company and to fix its remuneration.	Ordinary
Special Businesses:		
6)	To approve the revision in the remuneration of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman (Whole-time Director) of the Company.	Special
7)	To approve the revision in the remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman (Whole-time Director) of the Company.	Special
8)	To approve the revision in the remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company.	Special
9)	To approve the revision in the remuneration of Mr. Ramesh Agarwal (DIN: 00230702), Whole-time Director of the Company.	Ordinary
10)	To approve the revision in the remuneration of Mr. Mukesh Agarwal (DIN: 02415004), Whole-time Director of the Company.	Ordinary
11)	To approve the revision in the remuneration of Mr. Arihant Kumar Baid (DIN: 07318005), Whole-time Director of the Company.	Ordinary
12)	To approve the revision in the remunerations of the related parties, holding office or place of profit in the Company.	Ordinary
13)	To approve the revision in the remuneration of Mr. Siddhant Agarwal, related party, holding office or place of profit in the Company.	Ordinary

- The Scrutinizer, FCS H. M. Choraria, Practicing Company Secretary, scrutinized the remote e-voting and the ballot voting processes.
- The Chairman also extended gratitude 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. He also extended his sincere appreciation to all the employees, for their efficient services and contribution towards the growth of the Company.
- The Meeting concluded with a vote of thanks to the Chair.

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