

Date: 27/03/2021

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,

Sub: Disclosure of Voting Results of Equity Shareholders, Unsecured Creditors and Secured Creditors Meetings of Rupa & Company Limited convened as per directions of the Hon'ble National Company Law Tribunal (NCLT) Kolkata, in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith, the voting results of the following NCLT Convened Meetings of the Company, held on Friday, March 26, 2021, along with the copy of the Consolidated Scrutinizer's Report;

- i) NCLT convened Meeting of Equity Shareholders at 11:30 a.m. (Annexure-A)
- ii) NCLT convened Meeting of Unsecured Creditors at 2:30 p.m. (Annexure-B)
- iii) NCLT convened Meeting of Secured Creditors at 3:30 p.m. (Annexure-C)

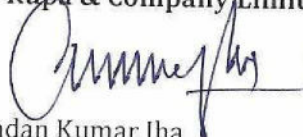
The NCLT convened Meeting Results is also being sent for uploading on the Company's website at www.rupa.co.in and sent to the National Securities Depository Limited.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Rupa & Company Limited

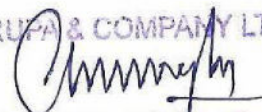

Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612

Encl: As above

Rupa & Company Limited-Voting Results of NCLT convened Meeting

Date of the Meeting	Friday, September 26, 2021
Total Number of Shareholders on record date	15139
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 Equity shareholders attended the meeting through Video Conferencing	
Promoter & Promoter group	23
Public	23
Total	46

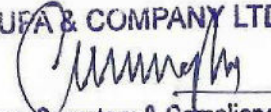
For RUPA & COMPANY LTD



 Company Secretary & Compliance Officer
 ACS 17312

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of Scheme of Arrangement between Oban Fashions Private Limited, wholly-owned Subsidiary of Rupa & Company Limited, ('Oban' or "the Demerged Company") and Rupa & Company Limited ("Rupa" or "the Resulting Company" or "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		58222945	99.9097	58222945	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	58222945	99.9097	58222945	0	100.0000	0.0000
Public- Institutions	E-Voting		1444071	97.4137	1444071	0	100.0000	0.0000
	Poll	1482411	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1482411	1444071	97.4137	1444071	0	100.0000	0.0000
Public- Non Institutions	E-Voting		11273959	57.0354	11273557	402	99.9964	0.0036
	Poll	19766604	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	19766604	11273959	57.0354	11273557	402	99.9964	0.0036
Total		79524560	70940975	89.2064	70940573	402	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	

For RUPA & COMPANY LTD


Company Secretary & Compliance Officer
ACS 17612

Arnab Dutta
Advocate
High Court, Calcutta
National Company Law Tribunal
Kolkata

Office:
Olisa House
4, Government Place North
7th Floor, Room No. 724
Kolkata - 700001
9830079563 (M)

Consolidated Scrutinizer's Report

[Pursuant to Section 230 and 232 read with Section 108 and 110 of the Companies Act, 2013 the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Companies (Management and Administration) Rules, 2014]

Date: 27/03/2021

To,

Mr. Soumitra Lahiri

Chairperson appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), for the NCLT convened Meeting of the Equity Shareholders of Rupa & Company Limited, vide Order dated February 3, 2021 in the Company Application C.A. (C.A.A.) No. 07(KB)/ 2021.


Dear Sir,

Re: Consolidated Report of Scrutinizer on the result of voting through Remote e-voting and e-voting System at the NCLT convened Meeting of the Equity Shareholders of Rupa & Company Limited ("Meeting"). in pursuance of directions issued by the Kolkata Bench of Hon'ble National Company Law Tribunal (NCLT) vide Order dated February 3, 2021.

I, Arnab Dutta, *Independent Legal Professional*, had been appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT) to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting and e-voting system at the Meeting) of the NCLT convened Meeting of the Equity Shareholders of Rupa & Company Limited ("Meeting"), held through Video Conferencing / Other Audio Visual Means (VC/OAVM), on Friday, the 26th March, 2021 at 11.30 A. M., as contained in the Notice dated February 18, 2021, on the below mentioned resolution, do hereby submit my report as under:

The compliance with the provisions of the Companies Act, 2013, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and the Rules made thereunder, the SEBI Listing Regulations, read with the "relevant Circulars", and NCLT Order dated February 3, 2021 relating to e-voting by the Members of Rupa & Company Limited ("Company") on the Resolution contained in the Notice dated February 18, 2021, are 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 Meeting 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 resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company to provide facility for remote e-voting and e-voting at the Meeting.

The Notice dated February 18, 2021 along with the Explanatory Statement under Section 102 of the Companies Act, 2013, Scheme of Arrangement and other documents, convening the NCLT convened


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Meeting of the Company through VC/OAVM on March 26, 2021, was sent through electronic mode to those shareholders whose email addresses were registered with the Company/ RTA/ Depositories, in compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and December 31, 2020 read with SEBI Circular dated May 12, 2020 and January 15, 2021. The Company has also given newspaper advertisement in "Business Standard" and "Aajkal" edition on February 23, 2021 informing the shareholders regarding the above mentioned Hon'ble NCLT convened Meeting and other incidental matters.

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

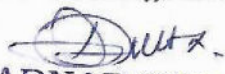
The Company had availed the services of National Securities Depository Limited ("NSDL"), as the Agency for providing facility for remote e-voting, participation in the NCLT convened Meeting through VC/OAVM and e-voting during the Meeting.

1. The remote e-voting period commenced from March 23, 2021 at 9.00 A.M. and ended on March 25, 2021 at 5.00 P.M. and the remote e-voting module was disabled by NSDL thereafter.
2. The Members of the Company holding shares on the cut-off date, i.e., March 19, 2021 were entitled to vote on the resolution as set out in the Notice of the NCLT convened Meeting of the Equity Shareholders of the Company.
3. The Company had also provided facility for voting through electronic voting system of NSDL during the Meeting.
4. Subsequent to the conclusion of the aforesaid Meeting, I unlocked the electronic votes cast both through remote e-voting and e-voting system during the Meeting, in the presence of two witnesses, Mr. Abhishek Sureka and Mr. Surjendu Giri who are not in the employment with the Company.
5. We have scrutinized the voted cast both through remote e-voting and e-voting system during the Meeting for the purpose of this Report.

On the basis of the above, I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through e-voting system (EVEN- 115760) during the NCLT convened Meeting of the Equity Shareholders of the Company, as under:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), as may


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be applicable and subject to the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT"), and subject to such other approval, permission and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Oban Fashions Private Limited and Rupa & Company Limited ("Scheme") placed before this Tribunal Convened Meeting and initialled by the Chairman of the Tribunal Convened Meeting for the purpose of identification, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

Particulars	Remote e-voting		Voting through e-voting system during the Meeting		Total		% of total number of valid votes cast
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Voted in favour of the resolution	88	70788286	9	152287	97	70940573	99.99
Voted against the resolution	5	402	0	0	5	402	00.01
Total	93	70788688	9	152287	102	70940975	100.00
Invalid Votes	0	0	0	0	0	0	0

The Resolution was thus duly passed by requisite majority by the members.

All relevant documents, records and papers relating to remote e-voting, and e-voting at the venue, including the register of voting by the members as per Rule 20(xv) of the Companies (Management & Administration) Rules, 2014, were handed over by me to the Chairperson of the meeting with my

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National Company Law Tribunal
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instant report in terms of the order dated February 3, 2021 of the Hon'ble National Company Law Tribunal.

Thanking you,

Yours truly,



(Arnab Dutta)
Independent Legal Professional

Place: Kolkata
Date: 27th March, 2021

Witness:

Mr. Abhishek Sureka *Abhishek Sureka*

ARNAB DUTTA
Advocate
High Court, Calcutta
4, Govt. Place North
7th Floor, Chamber No.-724
Kolkata- 700001


Mr. Surjendu Giri

Surjendu Giri

Voting Results of Unsecured Creditors:

Particulars	Remote e-voting		Voting through e-voting system during the Meeting		Total		% of total number of valid votes cast
	No. of Unsecured Creditors	No. of Votes	No. of Unsecured Creditors	No. of Votes	No. of Unsecured Creditors	No. of Votes	
Voted in favour of the resolution	80	577973449	0	0	80	577973449	100
Voted against the resolution	0	0	0	0	0	0	0
Total	80	577973449	0	0	80	577973449	100
Invalid Votes	0	0	0	0	0	0	0

For RUPA & COMPANY LTD


 Company Secretary & Compliance Officer
 ACS 17612

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Consolidated Scrutinizer's Report

[Pursuant to Section 230 and 232 read with Section 108 and 110 of the Companies Act, 2013 the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Companies (Management and Administration) Rules, 2014]

Date: 27/03/2021

To,
Mr. Soumitra Lahiri
Chairperson appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), for the NCLT convened Meeting of the Unsecured Creditors of Rupa & Company Limited, *vide* Order dated February 3, 2021 in the Company Application C.A. (C.A.A.) No. 07(KB)/ 2021.


Dear Sir,

Re: Consolidated Report of Scrutinizer on the result of voting through Remote e-voting and e-voting System at the NCLT convened Meeting of the Unsecured Creditors of Rupa & Company Limited ("Meeting"), in pursuance of directions issued by the Kolkata Bench of Hon'ble National Company Law Tribunal (NCLT) vide Order dated February 3, 2021.

I, Arnab Dutta, *Independent Legal Professional*, had been appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT) to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting and e-voting system at the Meeting) of the NCLT convened Meeting of the Unsecured Creditors of Rupa & Company Limited ("Meeting"), held through Video Conferencing/ Other Audio Visual Means (VC/OAVM), on Friday, the 26th March, 2021 at 2.30 P.M., on the below mentioned resolution, as contained in the Notice dated February 18, 2021, do hereby submit my report as under:

The compliance with the provisions of the Companies Act, 2013, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and the Rules made thereunder, the SEBI Listing Regulations, read with the "relevant Circulars", and NCLT Order dated February 3, 2021 relating to e-voting by the Unsecured Creditors of Rupa & Company Limited ("Company") on the Resolution contained in the Notice dated February 18, 2021 are 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 Meeting 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 resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL") the authorized agency engaged by the Company to provide facility for remote e-voting and e-voting at the Meeting.

The Notice dated February 18, 2021 along with the Explanatory Statement under Section 102 of the Companies Act, 2013, Scheme of Arrangement and other documents, convening the NCLT convened


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Meeting of the Company through VC/OAVM on March 26, 2021, was sent through electronic mode to those Unsecured Creditors whose email addresses were registered with the Company. The Company has also given newspaper advertisement in "Business Standard" and "Aajkal" edition on February 23, 2021 informing the shareholders regarding the above mentioned NCLT convened Meeting and other incidental matters.

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

The Company had availed the services of National Securities Depository Limited ("NSDL"), as the Agency for providing facility for remote e-voting, participation in the NCLT convened Meeting through VC/OAVM and e-voting during the Meeting.

1. The remote e-voting period commenced from March 23, 2021 at 9.00 A.M. and ended on March 25, 2021 at 5.00 P.M. and the remote e-voting module was disabled by Hon'ble NSDL thereafter.
2. Only such Unsecured Creditors of the Applicant Company may attend and/or e-vote (either in the NCLT Convened Meeting through VC/OAVM or through remote E-Voting), whose names appear in the Chartered Accountant's certificate certifying the list of Unsecured Creditors of the Applicant Company as on September 30, 2020, as has been filed with the Kolkata bench of the Hon'ble NCLT.
3. The Company had also provided facility for voting through electronic voting system of NSDL during the Meeting.
4. Subsequent to the conclusion of the aforesaid Meeting, I unlocked the electronic votes cast both through remote e-voting and e-voting system during the Meeting, in the presence of two witnesses, Mr. Abhishek Sureka and Mr. Surjendu Giri who are not in the employment of the Company.
5. We have scrutinized the voted cast both through remote e-voting and e-voting system during the Meeting for the purpose of this Report.

On the basis of the above, I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through e-voting system (EVEN- 115762) during the Hon'ble NCLT convened Meeting of the Unsecured Creditors of the Company, as under:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules, regulations, circulars and

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notifications issued thereunder (including any statutory modification or re-enactment thereof), as may be applicable and subject to the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT"), and subject to such other approval, permission and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Oban Fashions Private Limited and Rupa & Company Limited ("Scheme") placed before this Tribunal Convened Meeting and initialled by the Chairman of the Tribunal Convened Meeting for the purpose of identification, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

Particulars	Remote e-voting		Voting through e-voting system during the Meeting		Total		% of total number of valid votes cast
	No. of Unsecured Creditors	No. of Votes	No. of Unsecured Creditors	No. of Votes	No. of Unsecured Creditors	No. of Votes	
Voted in favour of the resolution	80	577973449	0	0	80	577973449	100
Voted against the resolution	0	0	0	0	0	0	0
Total	80	577973449	0	0	80	577973449	100
Invalid Votes	0	0	0	0	0	0	

The Resolution was thus duly passed by requisite majority by the Unsecured Creditors.

Arnab Dutta
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All relevant documents, records and papers relating to remote e-voting, and e-voting at the venue, including the register of voting by the Unsecured Creditors as per Rule 20(xv) of the Companies (Management & Administration) Rules, 2014, were handed over by me to the Chairperson of the meeting with my instant report in terms of the order dated February 3, 2021 of the Hon'ble NCLT Tribunal.

Thanking you,

Yours truly,

Place: Kolkata
Date: 27th March, 2021


Witness:

Mr. Abhishek Sureka

Abhishek Sureka

Mr. Surjendu Giri

Surjendu Giri


(Arnab Dutta)
Independent Legal Professional


ARNAB DUTTA
Advocate
High Court, Calcutta
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ANNEXURE - C

Voting Results of Secured Creditors:

Particulars	Remote e-voting		Voting through e-voting system during the Meeting		Total		% of total number of valid votes cast
	No. of Secured Creditors	No. of Votes	No. of Secured Creditors	No. of Votes	No. of Secured Creditors	No. of Votes	
Voted in favour of the resolution	9	760921103	0	0	9	760921103	100
Voted against the resolution	0	0	0	0	0	0	0
Total	9	760921103	0	0	9	760921103	100
Invalid Votes	0	0	0	0	0	0	0

For RUPA & COMPANY LTD


 Company Secretary & Compliance Officer
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[Pursuant to Section 230 and 232 read with Section 108 and 110 of the Companies Act, 2013 the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Companies (Management and Administration) Rules, 2014]

Date: 27/03/2021

To,

Mr. Soumitra Lahiri

Chairperson appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), for the NCLT convened Meeting of the Secured Creditors of Rupa & Company Limited, *vide* Order dated February 3, 2021 in the Company Application C.A. (C.A.A.) No. 07(KB)/ 2021.

Dear Sir,

Re: Consolidated Report of Scrutinizer on the result of voting through Remote e-voting and e-voting System at the NCLT convened Meeting of the Secured Creditors of Rupa & Company Limited ("Meeting"), in pursuance of directions issued by the Kolkata Bench of Hon'ble National Company Law Tribunal (NCLT) vide Order dated February 3, 2021.

I, Arnab Dutta, *Independent Legal Professional*, had been appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT) to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting and e-voting system at the Meeting) of the Hon'ble NCLT convened Meeting of the Secured Creditors of Rupa & Company Limited ("Meeting"), held through Video Conferencing/ Other Audio Visual Means (VC/OAVM), on Friday, the March 26, 2021 at 3.30 P.M., on the below mentioned resolution, as contained in the Notice dated February 18, 2021, do hereby submit my report as under:

The compliance with the provisions of the Companies Act, 2013, circulars and notifications issued by the Ministry of Corporate Affairs ("MCA") relating to voting through electronic means and the Rules made thereunder, the SEBI Listing Regulations, read with the "relevant Circulars", and NCLT Order dated February 3, 2021 relating to e-voting by the Secured Creditors of Rupa & Company Limited ("Company") on the Resolution contained in the Notice dated February 18, 2021 are 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 Meeting 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 resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL") the authorized agency engaged by the Company to provide facility for remote e-voting and e-voting at the Meeting.

The Notice dated February 18, 2021 along with the Explanatory Statement under Section 102 of the Companies Act, 2013, Scheme of Arrangement and other documents, convening the NCLT convened

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


The Company had availed the services of National Securities Depository Limited ("NSDL"), as the Agency for providing facility for remote e-voting, participation in the NCLT convened Meeting through VC/OAVM and e-voting during the Meeting.

1. The remote e-voting period commenced from March 23, 2021 at 9.00 A.M. and ended on March 25, 2021 at 5.00 P.M. and the remote e-voting module was disabled by Hon'ble NSDL thereafter.
2. Only such Secured Creditors of the Applicant Company may attend and/or e-vote (either in the Tribunal Convened Meeting through VC/OAVM or through remote E-Voting), whose names appear in the Chartered Accountant's certificate certifying the list of Secured Creditors of the Applicant Company as on September 30, 2020, as has been filed with the Kolkata bench of the Hon'ble NCLT.
3. The Company had also provided facility for voting through electronic voting system of NSDL during the Meeting.
4. Subsequent to the conclusion of the aforesaid Meeting, I unlocked the electronic votes cast both through remote e-voting and e-voting system during the Meeting, in the presence of two witnesses, Mr. Abhishek Sureka and Mr. Surjendu Giri who are not in the employment of the Company.
5. We have scrutinized the voted cast both through remote e-voting and e-voting system during the Meeting for the purpose of this Report.

On the basis of the above, I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through e-voting system (EVEN- 115761) during the Hon'ble NCLT convened Meeting of the Secured Creditors of the Company, as under:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules, regulations, circulars and


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notifications issued thereunder (including any statutory modification or re-enactment thereof), as may be applicable and subject to the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT"), and subject to such other approval, permission and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Oban Fashions Private Limited and Rupa & Company Limited ("**Scheme**") placed before this Tribunal Convened Meeting and initialled by the Chairman of the Tribunal Convened Meeting for the purpose of identification, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

Particulars	Remote e-voting		Voting through e-voting system during the Meeting		Total		% of total number of valid votes cast
	No. of Secured Creditors	No. of Votes	No. of Secured Creditors	No. of Votes	No. of Secured Creditors	No. of Votes	
Voted in favour of the resolution	9	760921103	0	0	9	760921103	100
Voted against the resolution	0	0	0	0	0	0	0
Total	9	760921103	0	0	9	760921103	100
Invalid Votes	0	0	0	0	0	0	0

The Resolution was thus duly passed by requisite majority by the Secured Creditors.

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All relevant documents, records and papers relating to remote e-voting, and e-voting at the venue, including the register of voting by the Secured Creditors as per Rule 20(xv) of the Companies (Management & Administration) Rules, 2014, were handed over by me to the Chairperson of the meeting with my instant report in terms of the order dated February 3, 2021 of the Hon'ble NCLT Tribunal.

Thanking you,

Yours truly,



(Arnab Dutta)

Independent Legal Professional

ARNAB DUTTA

Advocate
High Court, Calcutta
4, Govt. Place North
7th Floor, Chamber No.-724
Kolkata- 700001

Place: Kolkata
Date: 27th March, 2021

Witness:

Mr. Abhishek Sureka *Abhishek Sureka*

Mr. Surjendu Giri

Surjendu Giri