



RUPA & COMPANY LIMITED



Date: August 17, 2022

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

Ref: NSE Symbol- RUPA / BSE Scrip Code- 533552

Sub: Proceedings of the 37th Annual General Meeting of Rupa & Company Limited ('the Company') held on Wednesday, August 17, 2022 in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the summary of proceedings of the 37th Annual General Meeting of the Company held on Wednesday, August 17, 2022 at 11.00 a.m. (IST) through Video Conferencing/Other Audio Visual Means (VC/OAVM).

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Rupa & Company Limited

Manish Agarwal

Company Secretary & Compliance Officer



Encl: As above



RUPA & COMPANY LIMITED



Summary of the Proceedings of the 37th Annual General Meeting (AGM) of the Company

The 37th Annual General Meeting (AGM) of RUPA & COMPANY LIMITED (the Company) was held today, i.e on Wednesday, August 17, 2022 at 11.00 am (IST) through Video Conferencing/Other Audio Visual Means (VC/OAVM). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) and in compliance with the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The meeting commenced at 11.00 A.M (IST) and concluded at 12.22 P.M (including the time allowed for e-voting at AGM).

At the commencement of the meeting, Mr. Manish Agarwal, Company Secretary welcomed all the Directors and Members and briefed about the general guidelines to be followed during the meeting. He then requested Mr. Prahlad Rai Agarwala, Chairman of the Company to proceed with the meeting.

Mr. Prahlad Rai Agarwala, the Chairman presided over the meeting and welcomed all the members. As the requisite quorum was present, the AGM was called to order.

As advised by the Chairman, the Company Secretary introduced the Directors and other Officials of the Company who have joined the meeting. Mr. Ramesh Agarwal, Whole-time Director could not attend the meeting due to some other pre-occupation. All other directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee and Representative of the Statutory Auditors, M/s. Singhi & Co. and Mrs. Nidhi Bagri, Secretarial Auditor of the Company were present at the AGM.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which directors are interested as maintained under Section 189(1) of the Companies Act, 2013 along with other relevant documents as required, were kept accessible electronically during the continuance of the Meeting. Notice of the 37th AGM dated May 23, 2022 convening the Meeting was taken as read, with permission of the Members present.

The Chairman further stated that the Statutory Auditors' Report on the Financial Statements and the Secretarial Audit Report do not contain any qualification or observation and thus were not required to be read pursuant to Section 145 of the Companies Act, 2013.

Thereafter the Chairman, delivered his speech and apprised the members about the Company's financial performance, key highlights of the Company's business during the year, future outlook and corporate social responsibility initiatives undertaken by the Company amongst other notable highlights.



Thereafter, the following formal items of business were taken up in terms of the Notice dated May 23, 2022 convening the 37th AGM of the Company.

Ordinary Business:		
Item No.	Agenda Item	Type of Resolution
1.	Adoption of: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2022, 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, 2022, and the Report of the Auditors thereon.	Ordinary Resolution
2.	Declaration of Dividend of ₹ 3/- per share (300%) on the Equity Shares of the Company for the Financial Year ended March 31, 2022.	Ordinary Resolution
3.	Approval of re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution
4.	Approval of re-appointment of Mr. Mukesh Agarwal(DIN: 02415004), who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution
5.	Approval of re-appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditor of the Company.	Ordinary Resolution
Special Business:		
Item No.	Agenda Item	Type of Resolution
6.	Approval of re-appointment of Mr. Niraj Kabra (DIN:08067989), as Executive Director of the Company.	Ordinary Resolution
7.	Approval of payment of profit related commission to the Non-Executive Directors (Independent) of the Company.	Ordinary Resolution
8.	Approval of revision in remuneration of Mr. Ramesh Agarwal (DIN: 00230702), Whole-time Director of the Company.	Special Resolution



9.	Approval of revision in remuneration of Mr. Mukesh Agarwal (DIN: 02415004), Whole-time Director of the Company.	Special Resolution
10.	Approval of appointment of Mr. Vikash Agarwal (DIN: 00230728) as Whole-time Director of the Company.	Special Resolution
11.	Approval of appointment of Mr. Sunil Rewachand Chandiramani (DIN: 00524035), as an Independent Director of the Company.	Special Resolution

After tabling and confirming the aforesaid items of business, the Chairman invited the registered speaker shareholders to raise their queries or give their suggestions in respect of any of the items of business of the Notice. 10 (ten) members expressed their views and asked for clarifications which were addressed by the Chief Financial Officer of the Company.

The Chairman further informed the members that pursuant to Section 108 of Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facilities to all its Members through National Securities Depositories Limited (NSDL) and such remote e-voting facility opened on Sunday, 14th August, 2022 at 9:00 A.M. (IST) and concluded on Tuesday, 16th August, 2022 at 5:00 P.M. (IST). He further requested the members present at the AGM who had not cast their votes through remote e-voting to avail the facility of e-voting during the AGM. He informed that the voting on the NSDL platform will continue to be available till 15 minutes after the conclusion of the meeting.

The Chairman thereafter informed the members that FCS Priti Agarwal, Practicing Company Secretary was appointed as the Scrutinizer for the purpose of scrutinizing the e-voting at the meeting and remote e-voting process. Further the results of remote e-voting and voting done at the AGM along with the Scrutinizer's Report will be declared on or before 19th August, 2022 and will be displayed on the website of the Company and on the website of NSDL and will also be communicated to the respective stock exchanges.

The Chairman then concluded the meeting with a vote of thanks.

The e-voting facility was kept open for the next 15 minutes, to enable the Members to cast their votes.

Notes:

- i. ***The Company will separately intimate the results of e-voting to the stock exchanges and will also place it on the website of the Company.***
- ii. ***This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.***

