



RUPA & COMPANY LIMITED



Date: August 08, 2023

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 38th Annual General Meeting of Rupa & Company Limited held on August 08, 2023

Dear Sir/ Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part A of Schedule III (as amended), we enclose herewith the summary of proceedings of the 38th Annual General Meeting of the Company held on Tuesday, August 08, 2023 at 11.00 a.m. (IST) through Video Conferencing/Other Audio Visual Means (VC/OAVM).

Voting Results and Scrutinizer's Report pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 would be submitted separately within the prescribed time.

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 38th Annual General Meeting (AGM) of the Company

The 38th Annual General Meeting (AGM) of **RUPA & COMPANY LIMITED** (the Company) was held today, i.e. on Tuesday, August 08, 2023 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 12:02 p.m. (IST) (including the time allowed for e-voting at AGM).

At the commencement of the meeting, Mr. Manish Agarwal, Company Secretary and Compliance Officer, welcomed all the Directors and Members and briefed about the general guidelines to be followed during the meeting. Thereafter, he introduced the Directors and other Officials of the Company who have joined the meeting from various locations. He then informed that Mr. Prahlad Rai Agarwala, Chairman of the Company shall join the meeting in some time and further Mr. Ghanshyam Prasad Agarwala, Vice-Chairman and Mr. Sushil Patwari, Non-Executive Independent Director could not attend the meeting due to some other pre-occupations. 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 Company Secretary informed that as per the Articles of Association of the Company, Mr. Kunj Bihari Agarwal, Managing Director, has been elected by the Directors to act as the Chairman of the AGM, till the time Mr. Prahlad Rai Agarwala joins the Meeting. He then requested Mr. Kunj Bihari Agarwal to proceed with the Meeting.

Mr. Kunj Bihari Agarwal, presided over the meeting and welcomed all the members. As the requisite quorum was present, the AGM was called to order.

The Statutory Registers as maintained under Companies Act, 2013 along with other relevant documents as required, were kept accessible electronically during the continuance of the Meeting. Notice of the 38th AGM dated May 24, 2023, was taken as read, with the 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 in accordance with the provisions of 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 things.

Thereafter, the following formal items of business were taken up as per the Notice dated May 24, 2023 convening the 38th 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, 2023, 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, 2023, 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, 2023.	Ordinary Resolution
3.	Approval for re-appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution
4.	Approval for re-appointment of Mr. Niraj Kabra (DIN: 08067989), who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution
Special Business:		
Item No.	Agenda Item	Type of Resolution
5.	Approval for re-appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company.	Special Resolution

After tabling the aforesaid items of business, the registered speaker shareholders were invited to raise their queries or give their suggestions in respect of any of the items of business of the Notice. The Company Secretary then informed that Mr. Prahlad Rai Agarwala has joined the meeting and requested him to Chair the Meeting. 11 (eleven) members expressed their feedback, views and asked for clarifications which were duly noted and addressed by the Chief Financial Officer of the Company.



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The Company Secretary further informed the members that pursuant to relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-Voting facilities to all its Members through National Securities Depositories Limited (NSDL) and such remote e-Voting facility opened on Saturday, August 05, 2023 at 9:00 a.m. (IST) and concluded on Monday, August 07, 2023 at 5:00 p.m. (IST). He further requested the members present at the AGM who have not cast their votes through remote e-Voting to avail the facility of e-Voting during the AGM. He thereafter informed the members that Mrs. Priti Agarwal, Practicing Company Secretary was appointed as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-Voting and e-Voting in the AGM. Further the results of remote e-Voting and e-Voting done at the AGM along with the Scrutinizer's Report will be declared on or before August 10, 2023 and will be displayed on the Company's website 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 and Scrutinizer's Report 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.***