



RUPA & COMPANY LIMITED



Date: August 09, 2023

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> 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: Voting Results & Scrutinizer's Report of the 38<sup>th</sup> Annual General Meeting of Rupa & Company Limited held on August 08, 2023.**

Dear Sir/ Madam,

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Voting Results and Consolidated Scrutinizer's Report with respect to the 38<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, August 08, 2023 at 11.00 a.m. (IST) through Video Conferencing/Other Audio Visual Means (VC/OAVM).

We hereby inform that all the Ordinary and Special Business as contained in notice of the 38<sup>th</sup> AGM have been approved with requisite majority.

The said results will also be made available on the Company's website at [www.rupa.co.in](http://www.rupa.co.in).

Kindly take the same on record.

Thanking you.

Yours faithfully,

**For Rupa & Company Limited**

**Manish Agarwal**  
**Company Secretary & Compliance Officer**

*Encl: As above*



# Agarwal Priti & Associates

*Practising Company Secretary*

24, N. S. ROAD, 4th Floor, KOLKATA - 700 001  
Mobile : 9830710776, e-mail : pritiagarwala@gmail.com

## Consolidated Scrutinizer's Report

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman  
RUPA & COMPANY LIMITED  
Metro Tower, 8th Floor,  
1, Ho Chi Minh Sarani,  
Kolkata - 700 071

Dear Sir,

Re: Consolidated Report of Scrutinizer on voting through remote e-Voting and e-Voting during the 38<sup>th</sup> Annual General Meeting (AGM) of the Members of RUPA & COMPANY LIMITED held through Video Conferencing or Other Audio Visual Means (VC/OAVM) facility on Tuesday, the 08<sup>th</sup> day of August, 2023 at 11:00 AM

I, Priti Agarwal, Proprietor of Agarwal Priti & Associates, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Rupa & Company Limited ('the Company') pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, in connection with the 38<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of the Company held on Tuesday, 8<sup>th</sup> August, 2023 at 11.00 a.m. (IST) through VC/OAVM for the purpose of scrutinizing the electronic voting process through remote e-voting and e-voting at the AGM in a fair and transparent manner.

The notice dated 24<sup>th</sup> May, 2023, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the MCA Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars').

The Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting by the Shareholders of the Company and e-voting during the Meeting.

The shareholders of the Company holding shares as on the 'cut-of date' of Tuesday, August 01, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The remote e-voting commenced on Saturday, August 05, 2023 (9:00 a.m. IST) and ended on Monday, August 07, 2023 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.



The Company had also provided e-voting facility during the AGM to those shareholders who were present at the AGM through VC/OAVM and who had not cast their vote(s) earlier.

After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility were unblocked and counted in the presence of two witnesses, Mr. Anuj Khemka and Mr. Shyamal Ghosh who are not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting and e-Voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM. My responsibility as Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report of the votes cast in 'favour' or 'against' the resolutions.

I now submit my Consolidated Report as under, on the result of the remote e-voting and e-voting during the AGM in respect of the said resolutions:

**ORDINARY BUSINESS**

**Item No. 1: Ordinary Resolution**

To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	236	61731306	9	740	245	61732046	99.99993
Dissent	4	41	0	0	4	41	0.00007
Total	240	61731347	9	740	249	61732087	100
Invalid	0	0	0	0	0	0	0



**Item No. 2: Ordinary Resolution**

To declare a Dividend of 300 %, i.e. ₹ 3/-, per equity share of ₹ 1 each, for the Financial Year ended March 31, 2023:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	237	61741013	9	740	246	61741753	99.99992
Dissent	4	49	0	0	4	49	0.00008
Total	241	61741062	9	740	250	61741802	100
Invalid	0	0	0	0	0	0	0

**Item No. 3: Ordinary Resolution**

To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	230	61722130	9	740	239	61722870	99.96987
Dissent	10	18600	0	0	10	18600	0.03013
Total	240	61740730	9	740	249	61741470	100
Invalid	0	0	0	0	0	0	0

**Item No. 4: Ordinary Resolution**

To appoint a Director in place of Mr. Niraj Kabra (DIN: 08067989), who retires by rotation and being eligible, seeks re-appointment:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	221	61498363	9	740	230	61499103	99.60745
Dissent	19	242367	0	0	19	242367	0.39255
Total	240	61740730	9	740	249	61741470	100
Invalid	0	0	0	0	0	0	0



**SPECIAL BUSINESS:**

**Item No. 5: Special Resolution**

To approve re-appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	231	61740520	9	740	240	61741260	99.99963
Dissent	10	227	0	0	10	227	0.00037
Total	241	61740747	9	740	250	61741487	100
Invalid	0	0	0	0	0	0	0

Based on the aforesaid results, the resolution no.(s) 1 to 5 as contained in the Notice have been passed with the requisite majority.

All relevant documents and records relating to e-voting process shall remain in my safe custody until the Minutes of the 38<sup>th</sup> AGM is signed and thereafter, I shall handover these documents and records to the Chairman or Company Secretary of the Company.

Thanking You,

Yours faithfully,

For Agarwal Priti & Associates

AGARWAL PRITI & ASSOCIATES  
*Priti Agarwal*  
Proprietor

Priti Agarwal

(Proprietor)

Practising Company Secretary

C.P. No. 9937

UDIN: F010877E000766401

Date: 09.08.2023

Place: Kolkata

Witness:

1.

*Anuj Khemka*  
.....  
(Anuj Khemka)

2. *Shyamal Ghosh*  
.....  
(Shyamal Ghosh)

Counter signed by:-

For Rupa & Company Limited

*Manish Agarwal*  
Company Secretary

# RUPA & COMPANY LIMITED

## Voting Results of 38th Annual General Meeting

Date of the AGM	8th August, 2023
Total Number of Shareholders on Record Date	69902
<b>No. of Shareholders Present in the Meeting Either in Person or Through Proxy :</b>	<b>NA</b>
Promoter & Promoter Group	
Public	
<b>Total</b>	
<b>No. of Shareholders Attended the Meeting Through Video Conferencing :</b>	
Promoter & Promoter Group	28
Public	95
<b>Total</b>	<b>123</b>

### Agenda- wise disclosure

<b>Resolution No- 1 (Ordinary Resolution)</b>	<b>To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the the Report of the Auditors thereon.</b>							
<b>Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No.of shares held (1)</b>	<b>No.of votes polled (2)</b>	<b>% of votes polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No.of votes in favour (4)</b>	<b>No.of votes against (5)</b>	<b>% of votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter &amp; Promoter Group</b>	<b>Remote Evoting</b>	58275545	58172385	99.82298	58172385	0	100.00000	0.00000
	<b>Evoting at AGM</b>		0	0.00000	0	0	0.00000	0.00000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		58172385	99.82298	58172385	0	100.00000	0.00000
<b>Public-Institutional holders</b>	<b>Remote Evoting</b>	3680256	3540515	96.20295	3540515	0	100.00000	0.00000
	<b>Evoting at AGM</b>		0	0.00000	0	0	0.00000	0.00000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		3540515	96.20295	3540515	0	100.00000	0.00000
<b>Public-Non Institutional holders</b>	<b>Remote Evoting</b>	17568759	18447	0.10500	18406	41	99.77774	0.22226
	<b>Evoting at AGM</b>		740	0.00421	740	0	100.00000	0.00000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		19187	0.10921	19146	41	99.78631	0.21369
<b>Total</b>		<b>79524560</b>	<b>61732087</b>	<b>77.62644</b>	<b>61732046</b>	<b>41</b>	<b>99.99993</b>	<b>0.00007</b>

<b>Resolution No- 2 (Ordinary Resolution)</b>	<b>To declare Dividend of 300 %, i.e. Rs. 3/-, per equity share of Re. 1 each, for the Financial Year ended March 31, 2023.</b>							
<b>Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No.of shares held (1)</b>	<b>No.of votes polled (2)</b>	<b>% of votes polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No.of votes in favour (4)</b>	<b>No.of votes against (5)</b>	<b>% of votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter &amp; Promoter Group</b>	<b>Remote Evoting</b>	58275545	58172385	99.82298	58172385	0	100.00000	0.00000
	<b>Evoting at AGM</b>		0	0.00000	0	0	0.00000	0.00000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		58172385	99.82298	58172385	0	100.00000	0.00000
<b>Public-Institutional holders</b>	<b>Remote Evoting</b>	3680256	3550278	96.46823	3550278	0	100.00000	0.00000
	<b>Evoting at AGM</b>		0	0.00000	0	0	0.00000	0.00000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		3550278	96.46823	3550278	0	100.00000	0.00000
<b>Public-Non Institutional holders</b>	<b>Remote Evoting</b>	17568759	18399	0.10473	18350	49	99.73368	0.26632
	<b>Evoting at AGM</b>		740	0.00421	740	0	100.00000	0.00000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		19139	0.10894	19090	49	99.74398	0.25602
<b>Total</b>		<b>79524560</b>	<b>61741802</b>	<b>77.63866</b>	<b>61741753</b>	<b>49</b>	<b>99.99992</b>	<b>0.00008</b>

<b>Resolution No- 3 (Ordinary Resolution)</b>	<b>To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment</b>							
<b>Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No.of shares held (1)</b>	<b>No.of votes polled (2)</b>	<b>% of votes polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No.of votes in favour (4)</b>	<b>No.of votes against (5)</b>	<b>% of votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter &amp; Promoter Group</b>	<b>Remote Evoting</b>	58275545	58172385	99.82298	58172385	0	100.00000	0.00000
	<b>Evoting at AGM</b>		0	0.00000	0	0	0.00000	0.00000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		58172385	99.82298	58172385	0	100.00000	0.00000
<b>Public-Institutional holders</b>	<b>Remote Evoting</b>	3680256	3550278	96.46823	3531888	18390	99.48201	0.51799
	<b>Evoting at AGM</b>		0	0.00000	0	0	0.00000	0.00000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		3550278	96.46823	3531888	18390	99.48201	0.51799
<b>Public-Non Institutional holders</b>	<b>Remote Evoting</b>	17568759	18067	0.10284	17857	210	98.83766	1.16234
	<b>Evoting at AGM</b>		740	0.00421	740	0	100.00000	0.00000
	<b>Postal Ballot (if applicable)</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		18807	0.10705	18597	210	98.88339	1.11661
<b>Total</b>		<b>79524560</b>	<b>61741470</b>	<b>77.63824</b>	<b>61722870</b>	<b>18600</b>	<b>99.96987</b>	<b>0.03013</b>

Resolution No- 4 (Ordinary Resolution)	To appoint a Director in place of Mr. Niraj Kabra (DIN: 08067989), who retires by rotation and being eligible, seeks re-appointment.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?	No							
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	58275545	58172385	99.82298	58172385	0	100.00000	0.00000
	Evoting at AGM		0	0.00000	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		58172385	99.82298	58172385	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	3680256	3550278	96.46823	3308121	242157	93.17921	6.82079
	Evoting at AGM		0	0.00000	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3550278	96.46823	3308121	242157	93.17921	6.82079
Public-Non Institutional holders	Remote Evoting	17568759	18067	0.10284	17857	210	98.83766	1.16234
	Evoting at AGM		740	0.00421	740	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		18807	0.10705	18597	210	98.88339	1.11661
<b>Total</b>		<b>79524560</b>	<b>61741470</b>	<b>77.63824</b>	<b>61499103</b>	<b>242367</b>	<b>99.60745</b>	<b>0.39255</b>

Resolution No- 5 (Special Resolution)	To approve re-appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?	No							
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	58275545	58172385	99.82298	58172385	0	100.00000	0.00000
	Evoting at AGM		0	0.00000	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		58172385	99.82298	58172385	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	3680256	3550278	96.46823	3550278	0	100.00000	0.00000
	Evoting at AGM		0	0.00000	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3550278	96.46823	3550278	0	100.00000	0.00000
Public-Non Institutional holders	Remote Evoting	17568759	18084	0.10293	17857	227	98.74475	1.25525
	Evoting at AGM		740	0.00421	740	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		18824	0.10714	18597	227	98.79409	1.20591
<b>Total</b>		<b>79524560</b>	<b>61741487</b>	<b>77.63826</b>	<b>61741260</b>	<b>227</b>	<b>99.99963</b>	<b>0.00037</b>