



RUPA & COMPANY LIMITED



Date: September 27, 2024

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: Proceedings of the 39<sup>th</sup> Annual General Meeting of Rupa & Company Limited ('Company') held on September 27, 2024**

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 39<sup>th</sup> Annual General Meeting of the Company held on Friday, September 27, 2024 at 11.30 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**

**Sumit Jaiswal**  
**Company Secretary & Compliance Officer**

*Encl: As above*



RUPA & COMPANY LIMITED



### **Summary of the Proceedings of the 39<sup>th</sup> Annual General Meeting (AGM) of the Company**

The 39<sup>th</sup> Annual General Meeting (AGM) of the members of **RUPA & COMPANY LIMITED** (the Company) was held today, i.e. on Friday, September 27, 2024 at 11.30 am (IST) through Video Conferencing/Other Audio Visual Means (VC/OAVM). The Meeting was conducted in accordance with the relevant 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 11.30 a.m. (IST) and concluded at 12:33 p.m. (IST) (including the time allowed for e-voting at AGM).

At the commencement of the Meeting, Mr. Sumit Jaiswal, 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.

All Directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee were present except Mr. Sumit Malhotra, Non-Executive Independent Director who did not attend the meeting due to some other pre-occupation.

The representative of M/s. Singhi & Co., Statutory Auditors and M/s. MKB & Associates, Secretarial Auditor of the Company were present at the AGM.

Mr. Prahlad Rai Agarwala, Chairman of the Company, 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.

Thereafter, the Notice of the 39<sup>th</sup> AGM dated August 09, 2024, was taken as read, with the permission of the Members present.

The Company had taken all the requisite steps to enable Members to participate and vote on the items of businesses considered at the AGM.

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.

It was 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 following formal items of business were taken up as per the Notice dated August 09, 2024 convening the 39<sup>th</sup> AGM of the Company.

<b>Ordinary Business:</b>		
<b>Item No.</b>	<b>Agenda Item</b>	<b>Type of Resolution</b>
1.	Adoption of: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2024, 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, 2024, and the Report of the Auditors thereon.	Ordinary Resolution
2.	Declaration of Dividend of 300% i.e. ₹ 3/- per equity share of the face value of ₹ 1/- each, fully paid up, for the Financial Year ended March 31, 2024.	Ordinary Resolution
3.	Approval for re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.	Ordinary Resolution
4.	Approval for re-appointment of Mr. Ramesh Agarwal (DIN: 00230702), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.	Ordinary Resolution
<b>Special Business:</b>		
<b>Item No.</b>	<b>Agenda Item</b>	<b>Type of Resolution</b>
5.	Approval for re-appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), as Whole-time Director of the Company for a further period of 5 (five) years with effect from April 01, 2025.	Special Resolution
6.	Approval for re-appointment of Mr. Ramesh Agarwal (DIN: 00230702), as Whole-time Director of the Company for a further period of 5 (five) years with effect from April 01, 2025.	Special Resolution
7.	Approval for re-appointment of Mr. Mukesh Agarwal (DIN: 02415004), as Whole-time Director of the Company for a further period of 5 (five) years with effect from April 01, 2025.	Special Resolution
8.	Approval for appointment of Mr. Joginder Pal Dua (DIN: 02374358), as an Independent Director of the Company for a term of five consecutive years with effect from September 06, 2024.	Special Resolution
9.	Approval for appointment of Mr. Sumit Malhotra (DIN: 02183825), as an Independent Director of the Company for a term of five consecutive years with effect from September 06, 2024.	Special Resolution
10.	Approval for appointment of Mrs. Mamta Binani (DIN: 00462925), as an Independent Director of the Company for a term of five consecutive years with effect from September 06, 2024.	Special Resolution



11.	Approval for appointment of Mr. Arvind Baheti (DIN: 08094824), as an Independent Director of the Company for a term of five consecutive years with effect from September 06, 2024.	Special Resolution
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After tabling the aforesaid items of business, the registered speaker shareholders were invited to raise their queries or give their suggestions, if any. A total of 9 (nine) members expressed their feedback, views and asked for clarifications which were duly noted and addressed by the Chief Financial Officer of the Company.

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 Depository Limited (NSDL) and such remote e-Voting facility opened on Tuesday, September 24, 2024 at 9:00 a.m. (IST) and concluded on Thursday, September 26, 2024 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 Mr. Raj Kumar Banthia, Practicing Company Secretary, Partner of M/s. MKB & Associates was appointed as the Scrutinizer for the purpose of scrutinizing the process of voting 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 October 01, 2024 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.***