



RUPA & COMPANY LIMITED



Date: January 11, 2025

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 Postal Ballot through remote e-voting process - Notice dated November 09, 2024**

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 Postal Ballot Notice dated November 09, 2024 towards seeking approval of the members of Rupa & Company Limited ("the Company") by way of Special Resolution for appointment of Mr. Vijay Chhibber (DIN: 00396838) as an Independent Director of the Company for a period of five (5) consecutive years commencing from November 10, 2024.

The remote e- Voting process concluded on January 09, 2025 at 5:00 p.m. (IST), post which Mr. Raj Kumar Banthia, Practicing Company Secretary (ACS-17190/CP-18428) of M/s MKB & Associates, Company Secretaries, has submitted the Report on the voting results of the Postal Ballot. Based on the Report of the Scrutinizer dated January 11, 2025, we hereby inform that the above resolution was passed by the members with requisite majority on January 09, 2025, being the last date of remote e-voting.

The voting results along with the scrutinizer's report is also available on the Company's website at [www.rupa.co.in](http://www.rupa.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly take the same on record.

Thanking you.

Yours faithfully,  
**For Rupa & Company Limited**

**Sumit Jaiswal**  
**Company Secretary & Compliance Officer**  
*Encl.: As above*



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

11<sup>th</sup> January, 2025

To  
The Chairman  
Rupa & Company Limited  
Metro Tower, 8th Floor  
1, Ho Chi Minh Sarani  
Kolkata - 700 071

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries has been appointed by the Board of Directors of Rupa & Company Limited ("the Company") for the purpose of scrutinizing the postal ballot process through voting by electronic means only (remote e-voting) in a fair & transparent manner in respect of the resolution set out in the Postal Ballot notice dated 9<sup>th</sup> November, 2024, do hereby submit my report as follows:

- (a) On 10<sup>th</sup> December, 2024 the Company has completed the dispatch of Notice of Postal Ballot electronically to all the members who have registered their e-mail addresses with the Company/RTA or with the Depositories and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off date i.e. Friday, 06<sup>th</sup> December, 2024, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 ("MCA Circulars").





- (b) The Company had published notice in the newspapers on 11<sup>th</sup> December, 2024 in "Financial Express" (English) (All Editions) and "Aajkal" (Bengali) (Kolkata Edition) for dispatch of Postal Ballot Notice electronically to members.
- (c) The Company has provided e-voting facility offered by National Securities Depository Limited ("NSDL") to its shareholders.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. Friday, 06<sup>th</sup> December, 2024 were entitled to vote on the proposed resolutions.
- (e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Wednesday, 11<sup>th</sup> December, 2024 at 9:00 a.m. (I.S.T) and ended on Thursday, 9<sup>th</sup> January, 2025 at 5:00 p.m (I.S.T).
- (f) Since the voting on the postal ballot was conducted only through e-voting, reporting on number of physical postal ballot forms received including those that are invalid, is not applicable.
- (g) The e-voting facility provided by NSDL was unblocked on Thursday, 9<sup>th</sup> January, 2025 after 5:00 p.m in the presence of two witnesses, not in the employment of the Company.
- (h) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the report generated from the e-voting website of NSDL: <https://www.evoting.nsdl.com> in respect of voting through e-voting.
- (i) 319 Members representing 61,942,820 equity shares have cast their votes through e-voting on the resolution and all such votes were valid.

I now submit my consolidated report as under on the results of the voting through e-voting.




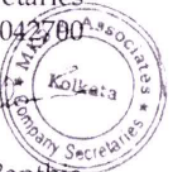


**Item No. 1 as Special Resolution:** To approve appointment of Mr. Vijay Chhibber (DIN: 00396838), as an Independent Director of the Company for a term of five consecutive years commencing from November 10, 2024.

	Voting through e-voting		Voting through Postal Ballot Form		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	294	61,938,916	NA	NA	294	61,938,916	99.9937
Voted against the resolution	25	3904	NA	NA	25	3904	0.0063
Total	319	61,942,820	NA	NA	319	61,942,820	100

In view of the above scrutiny, I hereby certify that the resolution 1 as aforesaid, as set out in notice dated 9<sup>th</sup> November, 2024 has been approved and passed by requisite majority.

For MKB & Associates  
Company Secretaries  
Firm Reg No: P2010WB042700

Raj Kumar Banthia

Partner

Membership no. 17190

COP no. 18428

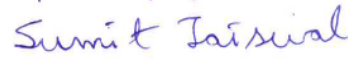
Date: 11.01.2025

Place: Kolkata

UDIN: A017190F003652998

Counter signed by :-

For Rupa & Company Limited



Company Secretary

ICSI Mem. No. - F9485

## RUPA & COMPANY LIMITED

### Postal Ballot - Voting Results under Regulation 44(3) of SEBI (LODR) Regulations, 2015

Date of Postal Ballot (Last date of e-voting)	09-01-2025
Cut-off/Record Date for Postal ballot	06-12-2024
Total Number of Shareholders on Record Date	63,508
Voting Start Date	11-12-2024
Voting End Date	09-01-2025
No. of Shareholders voted through e-voting through postal ballot process	316
Promoter and Promoter Group	34
Public	282

Resolution No. 1 - Appointment of Mr. Vijay Chhibber (DIN: 00396838), as an Independent Director of the Company								
Resolution required : Ordinary/Special						Special		
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 and Promoter group	Remote Evoting	5827545	58172385	99.8230	58172385	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>58172385</b>	<b>99.8230</b>	<b>58172385</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	Remote Evoting	4369316	3746867	85.7541	3746867	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3746867</b>	<b>85.7541</b>	<b>3746867</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Intitutions	Remote Evoting	16879699	23568	0.1396	19664	3904	83.4352	16.5648
	Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23568</b>	<b>0.1396</b>	<b>19664</b>	<b>3904</b>	<b>83.4352</b>	<b>16.5648</b>
<b>Total</b>		<b>79524560</b>	<b>61942820</b>	<b>77.8914</b>	<b>61938916</b>	<b>3904</b>	<b>99.9937</b>	<b>0.0063</b>

The Special Resolution as set out in the Postal Ballot Notice dated November 09, 2024 has been passed by the Members by requisite majority.