



RUPA & COMPANY LIMITED

Date: September 02, 2025

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: Voting Results & Scrutinizer's Report of the 40th Annual General Meeting of Rupa & Company Limited held on September 01, 2025

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 40th Annual General Meeting ("AGM") of Rupa & Company Limited ("the Company") held on Monday, September 01, 2025 at 12.30 p.m. (IST) through Video Conferencing/Other Audio Visual Means (VC/OAVM).

We hereby inform that all the Ordinary and Special Businesses as contained in notice of the 40th AGM have been approved with requisite majority.

The said results along with the Scrutinizer's Report will also be made available on the Company's website at www.rupa.co.in.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Rupa & Company Limited

Sumit Jaiswal

Company Secretary & Compliance Officer

Encl: As above



CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman of the 40th (Fortieth) Annual General Meeting (AGM) of the Members of RUPA & COMPANY LIMITED (CIN: L17299WB1985PLC038517), held on Monday, 1st September, 2025 at 12:30 P.M. (IST) through Video Conferencing or Other Audio Visual Means.

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Rupa & Company Limited** ("the Company") for the purpose of scrutinizing the process of voting through remote e-voting and e-voting at the AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with applicable circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 40th (Fortieth) Annual General Meeting ("AGM" or "the meeting") of the Company held on Monday, 1st September, 2025 at 12:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

- (a) The Notice dated 21st May, 2025 convening the 40th AGM of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on 07th August,





2025, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.

- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members were also dispensed with.
- (c) The Company provided remote e-voting facility offered by National Securities Depository Limited (NSDL) to its shareholders. At the Annual General Meeting, the Company provided electronic voting facility offered by NSDL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. Monday, 25th August, 2025 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 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Friday, 29th August, 2025 at 9:00 AM (IST) and ended on Sunday, 31st August, 2025 at 5:00 PM (IST).
- (f) The members present at the AGM and who had not cast their votes through remote e-voting, exercised their votes electronically through facility offered by NSDL.
- (g) After conclusion of voting at the AGM, the votes cast electronically at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Dimple Sonthalia and Mr. Baivaw Jain, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (h) Thereafter, the details containing, inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote through remote e-





voting and electronic voting during the AGM were derived from the report generated from the e-voting website of NSDL, www.evoting.nsdl.com.

- (i) A total of 215 Members have cast their vote, out of which 209 Members have cast their votes through remote e-voting and 6 Members have cast their votes electronically during the AGM and all such votes are valid.

I now submit my consolidated report as under on the result of the remote e-voting and and vote casted electronically during the AGM.

ORDINARY BUSINESS:

Item No.1 as an Ordinary Resolution: To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, 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, 2025, together with the Report of the Auditors thereon.

	Number of Votes (shares) cast through Remote E- voting (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	5,99,35,890	16	5,99,35,906	99.9946
(2) Voted against the resolution	3,254	--	3,254	0.0054
Total	5,99,39,144	16	5,99,39,160	100
(3) Invalid votes	--	--	--	--





Item No. 2 as an Ordinary Resolution: To declare a 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, 2025.

	Number of Votes (shares) cast through Remote E- voting (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	5,99,46,463	16	5,99,46,479	99.9960
(2) Voted against the resolution	2,394	--	2,394	0.0040
Total	5,99,48,857	16	5,99,48,873	100
(3) Invalid votes	--	--	--	--

Item No. 3 as an Ordinary Resolution: To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

	Number of Votes (shares) cast through Remote E-voting (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	5,90,67,955	16	5,90,67,971	99.7444
(2) Voted against the resolution	1,51,352	--	1,51,352	0.2556
Total	5,92,19,307	16	5,92,19,323	100
(3) Invalid votes	--	--	--	--





Item No. 4 as an Ordinary Resolution: To appoint a Director in place of Mr. Vikash Agarwal (DIN: 00230728), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

	Number of Votes (shares) cast through Remote E- voting (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	5,80,61,801	16	5,80,61,817	99.9940
(2) Voted against the resolution	3,456	--	3,456	0.0060
Total	5,80,65,257	16	5,80,65,273	100
(3) Invalid votes	--	--	--	--

SPECIAL BUSINESS:

Item No. 5 as a Special Resolution: To approve re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), as Whole-time Director of the Company, liable to retire by rotation, for a further period of 5 (five) years with effect from April 01, 2026.

	Number of Votes (shares) cast through Remote E- voting (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	5,86,28,253	16	5,86,28,269	99.9941
(2) Voted against the resolution	3,456	--	3,456	0.0059
Total	5,86,31,709	16	5,86,31,725	100
(3) Invalid votes	--	--	--	--





Item No. 6 as a Special Resolution: To approve re-appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857), as Managing Director of the Company, not liable to retire by rotation, for a further period of 5 (five) years, with effect from April 01, 2026.

	Number of Votes (shares) cast through Remote E- voting (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	5,86,67,436	16	5,86,67,452	99.9941
(2) Voted against the resolution	3,456	--	3,456	0.0059
Total	5,86,70,892	16	5,86,70,908	100
(3) Invalid votes	--	--	--	--

Item No. 7 as an Ordinary Resolution: To approve appointment of M/s. MKB & Associates, Practising Company Secretaries, as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 01, 2025 till March 31, 2030.

	Number of Votes (shares) cast through Remote E- voting (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
(1) Voted in favour of the resolution	5,99,45,336	16	5,99,45,352	99.9941
(2) Voted against the resolution	3,521	0	3,521	0.0059
Total	5,99,48,857	16	5,99,48,873	100
(3) Invalid votes	--	--	--	--






Based on the aforesaid results, the resolution no.(s) 1 to 7 as contained in the Notice dated 21st May, 2025 have been passed with the requisite majority.

The remote e- voting register and other related papers/ registers and records will remain in my custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Date: 02.09.2025
Place: Kolkata
UDIN: A017190G001142457

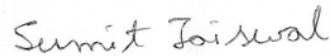
For **MKB & Associates**
Company Secretaries
Firm Reg No: P2010WB042500


Raj Kumar Bantia
Partner

Membership no. 17190
COP no. 18428
Peer Review No.: 6825/2025

Countersigned by :

For **RUPA & COMPANY LIMITED**



Sumit Jaiswal
Company Secretary
ICSI Membership No. F9485

RUPA & COMPANY LIMITED

Voting Results of 40th Annual General Meeting

Date of the AGM	September 01, 2025
Total Number of Shareholders on Record Date	63803
No. of Shareholders Present in the Meeting Either in Person or Through Proxy :	
Promoter & Promoter Group	NA
Public	
Total	
No. of Shareholders Attended the Meeting Through Video Conferencing :	
Promoter & Promoter Group	26
Public	76
Total	102

Agenda- wise disclosure

Resolution 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, 2025, 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, 2025, together with the the Report of the Auditors thereon.							
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	56622620	97.1636	56622620	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		56622620	97.1636	56622620	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	3844066	3306896	86.0260	3306896	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3306896	86.0260	3306896	0	100.0000	0.0000
Public-Non Institutional holders	Remote Evoting	17404949	9628	0.0553	6374	3254	66.2027	33.7973
	Evoting at AGM		16	0.0001	16	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9644	0.0554	6390	3254	66.2588	33.7412
Total		79524560	59939160	75.3719	59935906	3254	99.9946	0.0054

Resolution No.- 2 (Ordinary Resolution)	To declare a 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, 2025.							
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	56622620	97.1636	56622620	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		56622620	97.1636	56622620	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	3844066	3316659	86.2800	3316659	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3316659	86.2800	3316659	0	100.0000	0.0000
Public-Non Institutional holders	Remote Evoting	17404949	9578	0.0550	7184	2394	75.0052	24.9948
	Evoting at AGM		16	0.0001	16	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9594	0.0551	7200	2394	75.0469	24.9531
Total		79524560	59948873	75.3841	59946479	2394	99.9960	0.0040

Resolution No.- 3 (Ordinary Resolution)	To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 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	55893070	95.9117	55893070	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		55893070	95.9117	55893070	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	3844066	3316659	86.2800	3168763	147896	95.5408	4.4592
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3316659	86.2800	3168763	147896	95.5408	4.4592
Public-Non Institutional holders	Remote Evoting	17404949	9578	0.0550	6122	3456	63.9173	36.0827
	Evoting at AGM		16	0.0001	16	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9594	0.0551	6138	3456	63.9775	36.0225
Total		79524560	59219323	74.4667	59067971	151352	99.7444	0.2556

Resolution No.- 4 (Ordinary Resolution)	To appoint a Director in place of Mr. Vikash Agarwal (DIN: 00230728), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 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	54739020	93.9314	54739020	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		54739020	93.9314	54739020	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	3844066	3316659	86.2800	3316659	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3316659	86.2800	3316659	0	100.0000	0.0000
Public-Non Institutional holders	Remote Evoting	17404949	9578	0.0550	6122	3456	63.9173	36.0827
	Evoting at AGM		16	0.0001	16	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9594	0.0551	6138	3456	63.9775	36.0225
Total		79524560	58065273	73.0155	58061817	3456	99.9940	0.0060

Resolution No.- 5 (Special Resolution)	To approve re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), as Whole-time Director of the Company, liable to retire by rotation, for a further period of 5 (five) years with effect from April 01, 2026.							
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	55305472	94.9034	55305472	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		55305472	94.9034	55305472	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	3844066	3316659	86.2800	3316659	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3316659	86.2800	3316659	0	100.0000	0.0000
Public-Non Institutional holders	Remote Evoting	17404949	9578	0.0550	6122	3456	63.9173	36.0827
	Evoting at AGM		16	0.0001	16	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9594	0.0551	6138	3456	63.9775	36.0225
Total		79524560	58631725	73.7278	58628269	3456	99.9941	0.0059

Resolution No.- 6 (Special Resolution)	To approve re-appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857), as Managing Director of the Company, not liable to retire by rotation, for a further period of 5 (five) years with effect from April 01, 2026.							
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	55344655	94.9706	55344655	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		55344655	94.9706	55344655	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	3844066	3316659	86.2800	3316659	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3316659	86.2800	3316659	0	100.0000	0.0000
Public-Non Institutional holders	Remote Evoting	17404949	9578	0.0550	6122	3456	63.9173	36.0827
	Evoting at AGM		16	0.0001	16	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9594	0.0551	6138	3456	63.9775	36.0225
Total		79524560	58670908	73.7771	58667452	3456	99.9941	0.0059

Resolution No.- 7 (Ordinary Resolution)	To approve appointment of M/s. MKB & Associates, Practising Company Secretaries, as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 01, 2025 till March 31, 2030.							
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	56622620	97.1636	56622620	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		56622620	97.1636	56622620	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	3844066	3316659	86.2800	3316659	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3316659	86.2800	3316659	0	100.0000	0.0000
Public-Non Institutional holders	Remote Evoting	17404949	9578	0.0550	6057	3521	63.2387	36.7613
	Evoting at AGM		16	0.0001	16	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		9594	0.0551	6073	3521	63.3000	36.7000
Total		79524560	59948873	75.3841	59945352	3521	99.9941	0.0059

All the Ordinary and Special Businesses as mentioned above have been approved with requisite majority.