RUPA

RUPA & COMPANY LIMITED

50 YEARS OF CREATING FASHION

Date: 01.09.2018

To

The Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051 **NSE Symbol: RUPA**	The Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 **Scrip Code: 533552**

Ref: Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Outcome of the 33rd Annual General Meeting, held on Friday, August 31, 2018 and Proceedings thereof

Respected Ma'am/ Sir,

We write to inform you that the Members of the Company have, at their 33rd Annual General Meeting (AGM), held on Friday, August 31, 2018, with requisite majorities, based on the Consolidated Scrutinizer's Report received from the Scrutinizer:

1. received, considered and adopted, by passing an Ordinary Resolution:
   (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2018, and the Reports of the Directors and the Auditors thereon; and
   (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2018, and the Report of the Auditors thereon;

2. declared a Dividend of Rs. 3/- per share (300%) on the Equity Shares of the Company for the Financial Year ended March 31, 2018, by passing an Ordinary Resolution;

3. re-appointed Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), who was retiring by rotation and being eligible, had offered himself for re-appointment, by passing an Ordinary Resolution;

4. re-appointed Mr. Ramesh Agarwal (DIN: 00230702), who was retiring by rotation and being eligible, had offered himself for re-appointment, by passing an Ordinary Resolution;

5. approved the appointment of Mr. Niraj Kabra (DIN: 08067989), as an Executive Director of the Company and fixed his remuneration, by passing an Ordinary Resolution;

   Mr. Niraj Kabra has joined the Company in the year 2003 and is engaged in the day to day commercial operations and administration of the Company. He also looks after legal matters, including of various factories of the Company and handles software development

(SAP). Mr. Kabra, being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

6. approved the payment of profit related commission, to the Non-executive Directors (Independent) of the Company, by passing an Ordinary Resolution;

7. approved the payment of existing remuneration, to the Executive Directors of the Company, who are promoters or members of the promoter group, in excess of 5 (five) per cent of the eligible net profits of the Company, in aggregate, by passing a Special Resolution;

8. approved the appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company, by passing an Ordinary Resolution;

   Mr. Ashok Bhandari was the Chief Financial Officer and President at Shree Cements Limited for over 25 years. He has over 40 years of experience as a key senior executive negotiating with banks, governments, JV partners, and technology & equipment suppliers. He was also responsible for leading initiatives in developing countries for green field plants/ joint ventures and management contracts in cement and building materials domain and has extensive experience in cost management through interest negotiation, driving JVs, and working with Banks & Financial Institutions for contract funding and reducing costs. He was awarded as the best CFO in India in 2014 for leverage management amongst large corporates by Business Today. Yes Bank voted as the second best CFO (2013) in Asia by the Sell Side analysts for the Institutional Investor. He was invited to the best 100 CFO of India scroll compiled by CFO - India (2010). Mr. Bhandari is on the boards of several Indian companies. Presently, he is acting as an independent business strategist. Mr. Bhandari, being appointed, is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Further, please find enclosed herewith, a summary of the Proceedings of the 33rd Annual General Meeting of the Company, held on Friday, August 31, 2018, at 11:00 a.m., at the Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071.

Kindly take the above on record.

Thanking you.

Yours faithfully,
For **RUPA & COMPANY LIMITED**

RUPA & CO. LTD. 1, HO-CHI-MINH SARANI KOL-71

Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612

***Encl.**: As above*

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CIN No.: L17299WB1985PLC038517

SUMMARY OF THE PROCEEDINGS OF THE 33rd ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18

The 33rd Annual General Meeting (AGM) of the Members of Rupa & Company Limited ("the Company") was held at 11:00 a.m., on Friday, August 31, 2018, at the Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071.

The proceedings of the AGM are stated below:

- Mr. Prahlad Rai Agarwala, Chairman of the Company, took the chair. The requisite quorum being present, the meeting was called to order by the Chairman. The quorum was present throughout the Meeting. 399 Members were present in person or through proxy at the AGM.

- The Chairman informed that the Statutory Registers and all other inspection documents mentioned in the Notice of the AGM remained open and accessible to the Members for inspection during the continuance of the Meeting.

- The Notice, dated May 23, 2018, convening the AGM, including an Addendum to the Notice, dated August 10, 2018, were taken as read with the consent of the Members present at the Meeting.

- The Chairman informed that the Auditors' Reports do not contain any qualification, observation or adverse remark and the same were taken as read with the consent of the Members present at the Meeting.

- The Chairman informed that the facility to cast votes, *via,* remote e-voting was provided to Members through National Securities Depository Limited (NSDL) from Tuesday, August 28, 2018, 9:00 a.m. IST to Thursday, August 30, 2018, 5:00 p.m. IST. The facility of voting through Ballot Paper was provided at the AGM venue for the Members who have not cast their votes through remote e-voting.

- The Chairman informed that the results would be declared after considering the voting at the venue of AGM and the remote e-voting which has already been done. The results would be submitted to the Stock Exchanges within 48 hours of the conclusion of the Meeting and would be placed on the website of the Company and also on the website of the NSDL.

- The Chairman gave overview on the performance of the Company and invited the Members to raise their queries, clarifications or suggestions, if any. The Members of the Company, namely, Mr. Mr. S. Gattani, Mr. S. N. Pal, Mr. Tapas Kumar Dutta, Mr. Goutam Nandy, Mr. Manoj Gupta, Mr. Santosh Saraf, Mr. Feroz Tandon, Mr. Jaydip Bakshi, Mr. Soumitro, Mr. Asit Kumar Pathak, Mr. Atanu Saha, Mr. Krishnendu Das and Mr. S. Kapoor, put forth their suggestions, queries and observations, which were answered to their satisfaction by the Chairman and Mr. Vinod Kumar Kothari, Chairman of the Audit Committee. The Chairman then thanked the Members for their keen interest and involvement in the Company's working.

- The Chairman took up the businesses, as listed in the table below, before the Meeting other than Business Item Nos. 3, 4 and 7, where the Chairman was interested and entrusted the conduct of the proceeding pertaining to said items to Mr. Vinod Kumar Kothari, Independent Director of the Company and resumed the chair after the particular item was transacted.

For RUPA & COMPANY LTD

Company Secretary & Compliance Officer
ACS 17612

Resolution Number	Agenda Item	Resolution Required
Ordinary Businesses:		
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2018, and the Reports of the Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2018, and the Report of the Auditors thereon.	Ordinary
2.	To declare a Dividend of Rs. 3/- per share (300%) on the Equity Shares of the Company for the Financial Year ended March 31, 2018.	Ordinary
3.	To appoint a Director in place of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	To appoint a Director in place of Mr. Ramesh Agarwal (DIN: 00230702), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
Special Businesses:		
5.	To approve the appointment of Mr. Niraj Kabra (DIN: 08067989), as an Executive Director of the Company and to fix his remuneration.	Ordinary
6.	To approve the payment of profit related commission to the Non-executive Directors (Independent) of the Company.	Ordinary
7.	To approve the payment of existing remuneration to the Executive Directors of the Company, who are promoters or members of the promoter group, in excess of 5 (five) per cent of the eligible net profits of the Company, in aggregate.	Special
8.	To approve the appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company.	Ordinary

- Thereafter, the Chairman requested to members who have not casted their votes through remote e-voting to cast their votes and to drop the ballot paper in the ballot box and also requested to Scrutinizer, FCS H. M. Choraria, Practicing Company Secretary to take the charge of voting process and to conduct voting in a fair and transparent manner.

- The Chairman extended gratitude and appreciation to the Members, Government authorities, Bankers, Financial Institutions, Vendors, Customers, Dealers & Distributors and all other stakeholders for their unstinted and continued support and cooperation.

- The Meeting concluded at 12:45 p.m., with a vote of thanks to the Chair.

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For RUPA & COMPANY LTD

Company Secretary & Compliance Officer
ACS 17612