



RUPA & COMPANY LIMITED

Date: September 19, 2026

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 41st Annual General Meeting of Rupa & Company Limited held on September 18, 2026

Dear Sir/ Madam,

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Voting Results and Consolidated Scrutinizer's Report in respect of the 41st Annual General Meeting ("AGM") of the Company held on Friday, September 18, 2026 at 11.30 a.m. (IST) through Video Conferencing/Other Audio Visual Means (VC/OAVM).

We hereby inform that all the Ordinary and Special Businesses as contained in the Notice dated May 26, 2026, convening the 41st AGM, have been approved by the Members with requisite majority.

The said Voting Results along with the Consolidated 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

Rajat Arora

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 41st (Forty First) Annual General Meeting (AGM) of the Members of RUPA & COMPANY LIMITED (CIN: L17299WB1985PLC038517), held on Friday, 18th September, 2026 at 11:30 A.M. (IST) through Video Conferencing or Other Audio Visual Means.

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed as the Scrutinizer by the Board of Directors of **Rupa & Company Limited** ("the Company") at its meeting held on 26th May, 2026, 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 and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (LODR) Regulations, 2015 read with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and the Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 41st (Forty-First) Annual General Meeting ("AGM" or "the meeting") of the Company held on Friday, 18th September, 2026 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), do hereby submit my report as follows:

- (a) The Notice dated 26th May, 2026 convening the 41st 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 25th August, 2026, 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.

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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. Friday, 11th September, 2026 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 Tuesday, 15th September, 2026 at 9:00 A.M. (IST) and ended on Thursday, 17th September, 2026 at 5:00 P.M. (IST).
- (f) The members present at the AGM and who had not cast their votes through remote e-voting, exercised their votes electronically through the 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. Khushi Nangalia and Ms. Shriya Jaiswal, who acted as witnesses in accordance with Rule 20 of the Companies (Management and 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 235 Members have cast their vote, out of which 231 Members have cast their votes through remote e-voting and 04 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 e-voting conducted at the AGM.



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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 31st March, 2026, 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 31st March, 2026, 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	6,03,95,738	128	6,03,95,866	99.9959
(2) Voted against the resolution	2,481	0	2,481	0.0041
Total	6,03,98,219	128	6,03,98,347	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 31st March, 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	6,04,07,006	128	6,04,07,134	99.9959
(2) Voted against the resolution	2,476	0	2,476	0.0041
Total	6,04,09,482	128	6,04,09,610	100
(3) Invalid votes	--	--	--	--

Item No. 3 as an Ordinary Resolution: To appoint a Director in place of Mr. Prahalad Rai Agarwala (DIN: 00847452), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

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	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	5,82,03,031	128	5,82,03,159	99.9100
(2) Voted against the resolution	52,445	0	52,445	0.0900
Total	5,82,55,476	128	5,82,55,604	100
(3) Invalid votes	--	--	--	--

Item No. 4 as an Ordinary Resolution: To appoint a Director in place of Mr. Niraj Kabra (DIN: 08067989), 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	6,03,85,720	5	6,03,85,725	99.9632
(2) Voted against the resolution	22,257	0	22,257	0.0368
Total	6,04,07,977	5	6,04,07,982	100
(3) Invalid votes	--	--	--	--

SPECIAL BUSINESS:

Item No. 5 as a Special Resolution: To approve re-appointment of Mr. Vikash Agarwal (DIN: 00230728), as Whole-time Director of the Company, liable to retire by rotation, for a further period of 5 (five) years with effect from 23rd May, 2027 and to fix his remuneration.

	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
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(1) Voted in favour of the resolution	5,85,02,135	128	585,02,263	99.9620
(2) Voted against the resolution	22,247	0	22,247	0.0380
Total	5,85,24,382	128	5,85,24,510	100
(3) Invalid votes	--	--	--	--

Item No. 6 as a Special Resolution: To approve re-appointment of Mr. Sunil Rewachand Chandiramani (DIN: 00524035), as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 23rd May, 2027.

	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	6,04,05,366	128	6,04,05,494	99.9957
(2) Voted against the resolution	2,616	0	2,616	0.0043
Total	6,04,07,982	128	6,04,08,110	100
(3) Invalid votes	--	--	--	--

Item No. 7 as a Special Resolution: To approve the revision in the term of remuneration of Mr. Niraj Kabra (DIN: 08067989), Executive Director of the Company with effect from 1st April, 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	6,03,85,446	128	6,03,85,574	99.9627
(2) Voted against the resolution	22,536	0	22,536	0.0373
Total	6,04,07,982	128	6,04,08,110	100
(3) Invalid votes	--	--	--	--

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Based on the aforesaid results, the resolution no.(s) 1 to 7 as contained in the Notice dated 26th May, 2026 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.

For **MKB & Associates**
Company Secretaries

Firm Reg No: P2010WB042700

Raj K Banthia



Raj Kumar Banthia

Partner

Membership no. 17190

COP no. 18428

Peer Review No.: 6825/2025

Date: 19.09.2026

Place: Kolkata

UDIN: A017190H001537511

Countersigned by:

For **Rupa & Company Limited**

Rajat Arora

Rajat Arora

Company Secretary and Compliance Officer

Membership No. - F12068



RUPA & COMPANY LIMITED

Voting Results of 41st Annual General Meeting

Date of the AGM	September 18, 2026
Total Number of Shareholders on Record Date	61215
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	30
Public	70
Total	100

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 31st March, 2026, 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 31st March, 2026, together with 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	57952225	99.4452	57952225	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		57952225	99.4452	57952225	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	2520698	2431155	96.4477	2431155	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2431155	96.4477	2431155	0	100.0000	0.0000
Public-Non Institutional holders	Remote Evoting	18728317	14839	0.0792	12358	2481	83.2805	16.7195
	Evoting at AGM		128	0.0007	128	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14967	0.0799	12486	2481	83.4235	16.5765
Total		79524560	60398347	75.9493	60395866	2481	99.9959	0.0041

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 31st March, 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	57952225	99.4452	57952225	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		57952225	99.4452	57952225	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	2520698	2440918	96.8350	2440918	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2440918	96.8350	2440918	0	100.0000	0.0000
Public-Non Institutional holders	Remote Evoting	18728317	16339	0.0872	13863	2476	84.8461	15.1539
	Evoting at AGM		128	0.0007	128	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16467	0.0879	13991	2476	84.9639	15.0361
Total		79524560	60409610	75.9635	60407134	2476	99.9959	0.0041

Resolution No.- 3 (Ordinary Resolution)	To appoint a Director in place of Mr. Prahalad Rai Agarwala (DIN: 00847452), 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	55799719	95.7515	55799719	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		55799719	95.7515	55799719	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	2520698	2440918	96.8350	2391024	49894	97.9559	2.0441
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2440918	96.8350	2391024	49894	97.9559	2.0441
Public-Non Institutional holders	Remote Evoting	18728317	14839	0.0792	12288	2551	82.8088	17.1912
	Evoting at AGM		128	0.0007	128	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14967	0.0799	12416	2551	82.9558	17.0442
Total		79524560	58255604	73.2549	58203159	52445	99.9100	0.0900

Resolution No.- 4 (Ordinary Resolution)	To appoint a Director in place of Mr. Niraj Kabra (DIN: 08067989), 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	57952225	99.4452	57952225	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		57952225	99.4452	57952225	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	2520698	2440918	96.8350	2421712	19206	99.2132	0.7868
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2440918	96.8350	2421712	19206	99.2132	0.7868
Public-Non Institutional holders	Remote Evoting	18728317	14834	0.0792	11783	3051	79.4324	20.5676
	Evoting at AGM		5	0.0000	5	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14839	0.0792	11788	3051	79.4393	20.5607
Total		79524560	60407982	75.9614	60385725	22257	99.9632	0.0368

Resolution No.- 5 (Special Resolution)	To approve re-appointment of Mr. Vikash Agarwal (DIN: 00230728), as Whole-time Director of the Company, liable to retire by rotation, for a further period of 5 (five) years with effect from 23rd May, 2027 and to fix his remuneration.							
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	56068625	96.2130	56068625	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		56068625	96.2130	56068625	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	2520698	2440918	96.8350	2421712	19206	99.2132	0.7868
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2440918	96.8350	2421712	19206	99.2132	0.7868
Public-Non Institutional holders	Remote Evoting	18728317	14839	0.0792	11798	3041	79.5067	20.4933
	Evoting at AGM		128	0.0007	128	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14967	0.0799	11926	3041	79.6820	20.3180
Total		79524560	58524510	73.5930	58502263	22247	99.9620	0.0380

Resolution No.- 6 (Special Resolution)	To approve re-appointment of Mr. Sunil Rewachand Chandiramani (DIN: 00524035), as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 23rd May, 2027.							
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	57952225	99.4452	57952225	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		57952225	99.4452	57952225	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	2520698	2440918	96.8350	2440918	0	100.0000	0
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2440918	96.8350	2440918	0	100.0000	0.0000
Public-Non Institutional holders	Remote Evoting	18728317	14839	0.0792	12223	2616	82.3708	17.6292
	Evoting at AGM		128	0.0007	128	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14967	0.0799	12351	2616	82.5215	17.4785
		79524560	60408110	75.9616	60405494	2616	99.9957	0.0043

Resolution No.- 7 (Special Resolution)	To approve the revision in the term of remuneration of Mr. Niraj Kabra (DIN: 08067989), Executive Director of the Company with effect from 1st April, 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	57952225	99.4452	57952225	0	100.0000	0.0000
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		57952225	99.4452	57952225	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	2520698	2440918	96.8350	2421712	19206	99.2132	0.7868
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	0	N.A.	N.A.	N.A.	N.A.
	Total		2440918	96.8350	2421712	19206	99.2132	0.7868
Public-Non Institutional holders	Remote Evoting	18728317	14839	0.0792	11509	3330	77.5591	22.4409
	Evoting at AGM		128	0.0007	128	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	0	N.A.	N.A.	N.A.	N.A.
	Total		14967	0.0799	11637	3330	77.7511	22.2489
Total		79524560	60408110	75.9616	60385574	22536	99.9627	0.0373

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