



CIN: L17299WB1985PLC038517

Registered Office: Metro Tower, 1, Ho Chi Minh Sarani, Kolkata 700 071

Phone: + 33 3057 3100; Fax: +91 33 2288 1362

Email: cs@rupa.co.in; Website: www.rupa.co.in

POSTAL BALLOT FORM

Postal Ballot No.:

1. Name and Registered Address of sole/ first named member :
2. Name(s) of Joint Holders, if any :
3. Registered Folio No./ DP ID & Client ID No.* :
(*Applicable to investors holding shares in dematerialized form)
4. Number of shares held :
5. I/ We, exercise my/ our votes in respect of the following resolutions to be passed through Postal Ballot in respect of the businesses stated in the Postal Ballot Notice dated Friday, March 11, 2016 by sending my/ our assent or dissent to the following resolutions by placing (√) mark in the appropriate box below, (tick in both the boxes will render the ballot invalid):-

Item No.	Brief particulars of the resolution proposed	Type of resolution	No. of share(s) held	Please (√) in the appropriate box below	
				I/ We assent to the resolution ('FOR')	I/ We dissent to the resolution ('AGAINST')
1.	Ratification of appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman of the Company.	Special			
2.	Ratification of appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company.	Special			
3.	Re-appointment and remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company for a period of five (5) years with effect from April 1, 2016.	Special			
4.	Re-appointment and remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company for a period of five (5) years with effect from April 1, 2016.	Special			

Place:

Date:

Signature of the Member or Authorized Representative

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password/ PIN

Notes:

(1) If the voting rights are exercised electronically, there is no need to use this form.

(2) Please read the instructions printed on the Postal Ballot Notice/ Form carefully before exercising your vote.

INSTRUCTIONS

Member(s) can opt for only one mode of voting i.e. either Physical Ballot or Electronic Voting. In case, if you are opting for Electronic Voting, then do not vote by Physical Ballot and vice versa. However, in case, member(s) cast their vote both by Physical Ballot and Electronic Voting, then Electronic Voting shall prevail and voting done by Physical Ballot will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, deposited in person or sent by courier or by registered post at the expense of the registered member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company.
3. This Form should be completed and signed by the member (as per the specimen signature registered with the Company/ Depository Participants). The Postal Ballot Form shall be rejected, if the signature in the Postal Ballot Form does not match with the signatures registered with Company/ Depository Participants. In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member.
4. An unsigned, incomplete, incorrectly completed, incorrectly ticked or wrongly signed Postal Ballot Forms will be rejected. The voting rights in the Postal Ballot shall not be exercised by Proxy.
5. Members may not use all their votes and may not cast all their votes in the same way i.e. only assent (FOR) or only dissent (AGAINST).
6. The voting period ends on Sunday, April 17, 2016 at 5.00 p.m. IST. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the time mentioned above. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in item no. 6 above.
8. In case of members other than individuals, the Form shall be signed by an authorized representative of the Body Corporate, Trust, Societies or any other entity, provided a certified true copy of the Board Resolution or a specific authorization, duly attested, of such other entity as the case may be, giving requisite authority to such Authorized Representative to sign the Postal Ballot Form is attached to the Postal Ballot Form.
9. In case the Form is signed for or on behalf of the Government, the nomination of the concerned government in favor of such signatory should be enclosed with the Form.
10. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (√) in the appropriate column. Postal Ballot Form bearing (√) in both the columns will render the form invalid.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the cut-off date i.e. Friday, March 11, 2016 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
12. There shall be one Postal Ballot for every Folio No./ DP ID & Client ID irrespective of the number of joint holders.
13. Members are requested not to send any other paper except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No 7 & 8 above) in the enclosed self-addressed postage pre-paid envelope since such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

14. If at all two Postal Ballot Forms are received from the same member, the Postal Ballot Form received first shall only be considered for the purposes of determining majority.
15. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot including voting by electronic means contact Mr. Kunj Bihari Agarwal, Managing Director of the Company by sending email at cs@rupa.co.in or call at +91 33 30573197.
16. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
17. The results of the Postal Ballot will be declared at the Registered Office of the Company and the same will also be placed on the Company's website, i.e., www.rupa.co.in. The result of the postal ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and also be published in the newspaper(s).
18. The e-voting period commences on Saturday, March 19, 2016 at 9.00 a.m. IST and will end on Sunday, April 17, 2016 at 5.00 p.m. IST. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, March 11, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
19. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

Registered Office:
1, Ho Chi Minh Sarani,
Metro Tower, 8th Floor,
Kolkata - 700 071
Dated: March 11, 2016

Order of the Board
For **RUPA & COMPANY LTD**

Kunj Bihar Agarwal
Managing Director (DIN 00224857)