



**Rupa & Company Limited**

**Regd. Office:** 1, Ho Chi Minh Sarani, Metro Tower, 8<sup>th</sup> Floor, Kolkata – 700 071

**PROXY FORM  
[FORM NO. MGT-11]**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]*

CIN	L17299WB1985PLC038517		
Name of the Company	Rupa & Company Limited		
Registered Office	1, Ho Chi Minh Sarani, Metro Tower, 8 <sup>th</sup> Floor, Kolkata - 700 071		
E-mail Id	cs@rupa.co.in/mgr.cs@rupa.co.in		
Folio No./Client Id:		DP ID	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			
2.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			
3.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			

as my/our proxy to attend for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting (AGM) of the Company, to be held on the 11<sup>th</sup> day of September, 2014 at 11:00 A.M. at Gyan Manch, 11, Pretoria Street, Kolkata – 700071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements and Reports of Board of Directors and Auditors for the year ended 31 <sup>st</sup> March 2014.		

2	Declaration of Dividend		
3.	Re-appointment of M/s S.R.Batliboi & Co. LLP as statutory auditors for a consecutive term of four years from the conclusion of this AGM till the conclusion of the 33 <sup>rd</sup> AGM.		
<b>Special Business</b>			
4.	Re - appointment of Mr. Sushil Patwari as an Independent Director of the Company for a period of five consecutive years on non-rotational basis.		
5.	Re - appointment of Mr. Dharam Chand Jain as an Independent Director of the Company for a period of five consecutive years on non-rotational basis.		
6.	Re - appointment of Mr. Vinod Kumar Kothari as an Independent Director of the Company for a period of five consecutive years on non-rotational basis.		
7.	Re - appointment of Mr. Raj Narain Bhardwaj as an Independent Director of the Company for a period of five consecutive years on non-rotational basis.		
8.	Re - appointment of Mr. Dipak Kumar Banerjee as an Independent Director of the Company for a period of five consecutive years on non-rotational basis.		
9.	Appointment of Mr. Satya Brata Ganguly as a Director as well as Independent Director of the Company for a period of five consecutive years on non-rotational basis.		
10.	Approval in terms of section 180 (1) (c) of the Companies Act, 2013 with regard to borrowing limit of the Company.		
11.	Approval in terms of section 180 (1) (a) of the Companies Act, 2013 with regard to mortgage, hypothecation, pledge and/or create charge on time to time basis.		
12.	Variation in terms of remuneration of Mr.P.R.Agarwala, Chairman of the Company with effect from 1 <sup>st</sup> April 2014.		
13.	Variation in terms of remuneration of Mr. G.P.Agarwala, Vice Chairman of the Company with effect from 1 <sup>st</sup> April 2014.		

14.	Variation in terms of remuneration of K.B.Agarwala, Managing Director of the Company with effect from 1 <sup>st</sup> April 2014.		
15.	Variation in terms of remuneration of Mr. Ramesh Agarwal, Whole-time Director with effect from 1 <sup>st</sup> April 2014.		
16.	Variation in terms of remuneration of Mr. Mukesh Agarwal, Whole-time Director with effect from 1 <sup>st</sup> April 2014.		
17.	Variation in terms of remuneration of (a) Mr. Suresh Agarwal, (b) Mr. Rajnish Agarwal (c) Mr. Ravi Agarwal, (d) Mr. Manish Agarwal and (e) Mr. Vikash Agarwal as an Executives of the Company with effect from 1 <sup>st</sup> April 2014.		
18.	Appointment and Remuneration of Mr. Siddhant Agarwal (Relative of a Director) as Vice President (Project & Acquisition),		
19.	Approval of related party transactions with wholly-owned subsidiaries of the Company in excess of the limit specified in Section 188 of the Companies Act, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signature of shareholder \_\_\_\_\_

Affix ` 1/-  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting (AGM) i.e. by 11:00 a.m. on 9<sup>th</sup> September, 2014**