



RUPA & COMPANY LIMITED

Registered Office: Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071
Phone No.: +91-33-3057 3100; **Fax No.:** +91-33-2288 1362
E-mail ID: connect@rupa.co.in; **Website:** www.rupa.co.in
CIN: L17299WB1985PLC038517

**32nd ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

DATE
THURSDAY, AUGUST 31, 2017

VENUE
SATYAJIT RAY AUDITORIUM,
INDIAN COUNCIL FOR CULTURAL RELATIONS (ICCR)
9A, HO CHI MINH SARANI, KOLKATA - 700071

TIME
11:00 A.M.

Name of the Member(s)/ Proxy:	
Address:	
E-mail ID:	
Folio No./Client ID:	DP ID:

I certify that I am a Member/ Proxy for the Member holding _____ equity shares. I hereby record my presence at the 32nd Annual General Meeting of the Company.

Please ✓ in the box Member Proxy

Name of the Proxy in Block Letters

Signature of Member/ Proxy attending

NOTE: Member/ Proxy attending the Annual General Meeting must bring his/ her Attendance Slip which should be signed and deposited at the entrance of the Meeting hall.



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PROXY FORM [MGT-11]

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

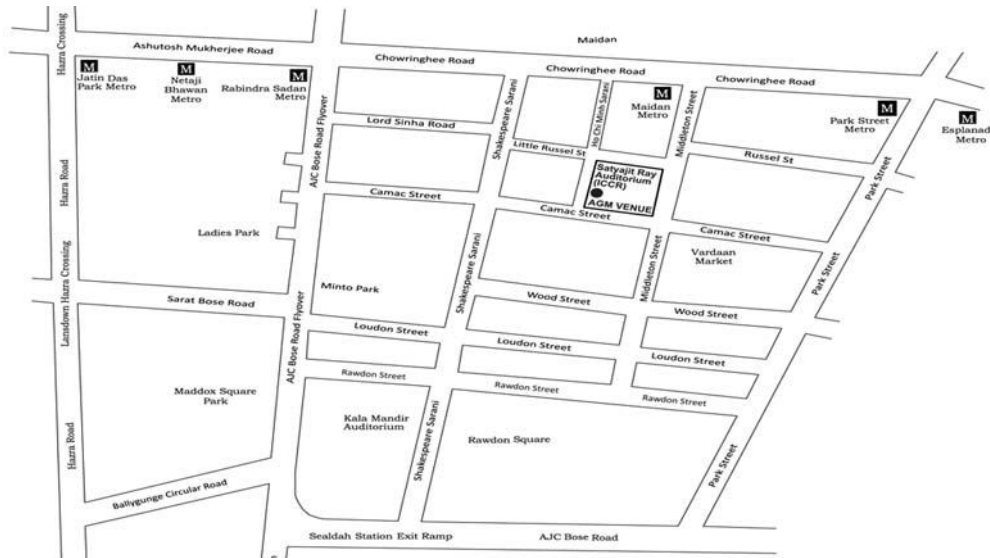
Name of the Member(s)/ Representative:	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	DP ID:

I/ We, being the member (s) of equity shares of the above named Company, hereby appoint:

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

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 32nd Annual General Meeting of the Company to be
P.T.O.

Route map to the venue of the 32nd Annual General Meeting of RUPA & COMPANY LIMITED



SATYAJIT RAY AUDITORIUM, INDIAN COUNCIL FOR CULTURAL RELATIONS

9A, Ho Chi Minh Sarani, Kolkata - 700 071

held on Thursday, the 31st day of August, 2017 at 11:00 a.m. at Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata – 700 071 and any adjournment thereof in respect of such resolutions relating to the businesses as are indicated below:

Resolution No.	Brief description of Resolution	No. of Shares held
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2017, and the Reports of the Directors and the Auditors thereon; (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2017, and the Report of the Auditors thereon.	
2.	To declare a Dividend of ₹ 2.75, per share (275%) on the Equity Shares of the Company for the Financial Year ended March 31, 2017.	
3.	To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment.	
4.	To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation and being eligible, seeks re-appointment.	
5.	To appoint M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditor of the Company and to fix their remuneration.	
6.	To approve the revision in the remuneration of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman and Whole-time Director of the Company.	
7.	To approve the revision in the remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman and Whole-time Director of the Company.	
8.	To approve the revision in the remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company.	
9.	To approve the revision in the remuneration of Mr. Ramesh Agarwal (DIN: 00230702), Whole-time Director of the Company.	
10.	To approve the revision in the remuneration of Mr. Mukesh Agarwal (DIN: 02415004), Whole-time Director of the Company.	
11.	To approve the revision in the remuneration of Mr. Arihant Kumar Baid (DIN: 07318005), Whole-time Director of the Company.	
12.	To approve the revision in the remunerations of the related parties, namely, (i) Mr. Suresh Agarwal, (ii) Mr. Ravi Agarwal, (iii) Mr. Manish Agarwal, (iv) Mr. Vikash Agarwal, and (v) Mr. Rajnish Agarwal, holding office or place of profit in the Company	
13.	To approve the revision in the remuneration of Mr. Siddhant Agarwal, related party, holding office or place of profit in the Company.	

Signed this _____ day of August, 2017.

Signature of Shareholder/ Representative: _____

Signature of Proxy Holder: _____

Affix
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 Meeting.



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BALLOT PAPER / POLLING PAPER [MGT 12]

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

- 1 Serial No.: Courier AWB No.:
- 2 Registered Folio No./ DP ID & Client ID:
- 3 Name and Registered Address
of the sole/ first named shareholder:

4 Name(s) of the Joint Holder(s), if any:

5 No. of Equity Share(s) held:

I/ We hereby exercise my/ our vote in respect of the Ordinary/Special Resolutions enumerated below by signifying my/ our vote – “Assent” or “Dissent” by placing a tick mark (✓) at the appropriate box below: [For each resolution, please tick only one of the boxes for casting your vote]

Resolution Number	Description of Resolution	No. of Shares	I/ We assent to the Resolution	I/ We dissent from the Resolution
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2017, and the reports of the Directors and the Auditors thereon; (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2017, and the report of the Auditors thereon.			
2.	To declare a Dividend of ₹ 2.75, per share (275%) on the Equity Shares of the Company for the Financial Year ended March 31, 2017.			
3.	To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment.			
4.	To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation and being eligible, seeks re-appointment.			
5.	To appoint M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditor of the Company and to fix their remuneration.			
6.	To approve the revision in the remuneration of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman and Whole-time Director of the Company.			
7.	To approve the revision in the remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman and Whole-time Director of the Company.			
8.	To approve the revision in the remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company.			
9.	To approve the revision in the remuneration of Mr. Ramesh Agarwal (DIN: 00230702), Whole-time Director of the Company.			
10.	To approve the revision in the remuneration of Mr. Mukesh Agarwal (DIN: 02415004), Whole-time Director of the Company.			
11.	To approve the revision in the remuneration of Mr. Arihant Kumar Baid (DIN: 07318005), Whole-time Director of the Company.			
12.	To approve the revision in the remunerations of the related parties, namely, (i) Mr. Suresh Agarwal; (ii) Mr. Ravi Agarwal; (iii) Mr. Manish Agarwal; (iv) Vikash Agarwal; and v) Mr. Rajnish Agarwal, holding office or place of profit in the Company.			
13.	To approve the revision in the remuneration of Mr. Siddhant Agarwal, related party, holding office or place of profit in the Company.			

Place:

Date:

(Signature of the Shareholder/Proxy)

Remote E-Voting Details

EVEN (E-Voting Event Number)	User ID	Password

Please read the Notice of the 32nd Annual General Meeting of the Company for remote e-voting instructions.

NOTE: Please read the following instructions carefully, before exercising your vote:

1. Only those Members physically present at the Meeting and who have not already cast their vote by remote e-voting shall be eligible to exercise their voting right at the Meeting through Ballot. Exercise of vote at the Meeting by Ballot is also permitted through Proxy.
2. Please complete and sign the Ballot Form and put it in the Ballot Box made available at the AGM venue.
3. In case, the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization.
4. **Vote should be cast either in “favor” or “against” by putting tick (✓) mark in the appropriate column provided in the Ballot Form.**
5. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Thursday, August 24, 2017. In case of joint holders, only one of the joint holders may cast vote.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member/ Proxy or as to whether the votes are in favour or against or if the signature cannot be verified.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results of the e-voting will be declared not later than two days of conclusion of the AGM. The declared results along with the Scrutinizer’s Report will be available on the Company’s website at www.rupa.co.in and on the website of National Securities Depository Limited at www.evoting.nsdl.com and will also be forwarded to the Stock Exchange(s), where the Company’s shares are listed.