



Rupa & Company Limited

Registered Office: Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071
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CIN: L17299WB1985PLC038517

BALLOT 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 Registered Folio No./ DP ID & Client ID:

**2 Name and Registered address
of the sole/ first named shareholder:**

3 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, 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.	To declare a Dividend of ₹ 3/- per share (300%) on the Equity Shares of the Company for the Financial Year ended March 31, 2018.			
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.			
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.			
5.	To approve the appointment of Mr. Niraj Kabra (DIN: 08067989), as an Executive Director of the Company and to fix his remuneration.			
6.	To approve the payment of profit related commission to the Non-executive Directors (Independent) of the Company.			
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.			
8.	To approve the appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company.			

Place:

Date:

(Signature of the Shareholder/Proxy)

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

- Only those Members who have not cast their vote by remote e-voting shall be eligible to exercise their voting right at the Meeting through Ballot Paper. Exercise of vote at the Meeting by Ballot Paper is also permitted through Proxy.
- Please complete and sign the Ballot Form and put it in the Ballot Box made available at the AGM venue.
- 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.
- Vote should be cast either in “favor” or “against” by putting tick (✓) mark in the appropriate column provided in the Ballot Form.**
- 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 Friday, August 24, 2018. In case of joint holders, only one of the joint holders may cast vote.
- 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.
- The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- The results of the remote e-voting and the ballot will be declared not later than 48 hours 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.