



RUPA & COMPANY LIMITED

CIN: L17299WB1985PLC038517

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

Phone: +91 33 3057 3100; **Fax:** +91 33 2288 1362; **Email:** cs@rupa.co.in; **Website:** www.rupa.co.in

NOTICE OF POSTAL BALLOT

NOTICE is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ('Act') and the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is seeking consent of its Members for the Special Business as mentioned hereunder, which is proposed to be passed as an Ordinary Resolution through Postal Ballot which includes voting by electronic means for the purpose of approval of appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company.

The Explanatory Statement in terms of the provisions of Section 102 of the Act setting out the material facts concerning the Special Business and the reasons thereof is annexed herewith and is being sent to you along with the Postal Ballot Form for your consideration.

Only those Members who are entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice for intimation only.

FCS H.M. Choraria, Practicing Company Secretary, Proprietor of M/s. H.M. Choraria & Co. (Membership No. FCS 2398, C.P. No. 1499), Kolkata, has been appointed by the Board of Directors as the Scrutinizer, after receiving his consent for the same, to conduct the Postal Ballot voting process in a fair and transparent manner.

The Company is pleased to offer the facility to vote through electronic means in addition to voting by ballot. Voting by electronic means is optional. In case of voting through Postal Ballot Form, the Members are requested to read the instructions carefully in the accompanied Postal Ballot Form and return the same along with Assent (FOR) or Dissent (AGAINST) in the attached self addressed Business Reply Envelope so as to reach the Scrutinizer before 5.00 P.M. IST on December 29, 2016. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as invalid. The Scrutinizer will submit his report to the Chairman upon completion of the scrutiny of votes cast by ballot and votes cast through electronic means and the result of the Postal Ballot will be declared on Saturday, December 31, 2016 at 4.00 P.M. IST at the Registered Office of the Company. The result of the Postal Ballot, along with the Scrutinizer's Report will be posted on the Company's website www.rupa.co.in and shall also be displayed on the Notice Board of the Company at its Registered Office. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, National Securities Depository Limited (NSDL) and also be published in newspaper(s).

SPECIAL BUSINESS:

Item No.1: Approval of appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Members of the Company be and hereby approves the appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company w.e.f. November 2, 2016 in order to fill the casual vacancy caused due to the resignation of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, to hold the office till the conclusion of the next Annual General Meeting of the Company for the Financial Year 2016-17, at such remuneration as fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in addition to the reimbursement of out-of-pocket expenses in connection with the audit of the accounts of the Company."

Registered Office:

1, Ho Chi Minh Sarani,
Metro Tower, 8th Floor,
Kolkata - 700 071
Dated: November 12, 2016

By order of the Board
For **RUPA & COMPANY LIMITED**

Kundan Kumar Jha
Company Secretary and Compliance Officer
ACS 17612

NOTES:

1. The notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners as received from NSDL / Central Depository Services (India) Limited (CDSL) as on November 25, 2016. The voting rights of the Members shall be reckoned as on November 25, 2016 which is the cut-off date and a person who is not a member as on the said date should treat this notice for information purpose only.
2. The business set out in the Notice may be transacted through electronic voting system also. The Company is pleased to provide the facility of voting through electronic means in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of

the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI Listing Regulations, 2015, through electronic voting services provided by NSDL.

3. Members desirous of exercising vote through electronic means are requested to carefully follow the instructions given in the Notice. The voting through electronic means will commence on Wednesday, November 30, 2016 at 9.00 A.M IST and will end on Thursday, December 29, 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, November 25, 2016, may cast their votes electronically. The Members will not be able to cast their vote electronically beyond the said date and time and the e-voting module shall be disabled by NSDL for voting thereafter. Once the vote is casted by the Member, the Member is not allowed to modify the same subsequently.
4. Members desirous of exercising vote by Postal Ballot are requested to carefully follow the instructions given in the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the self-addressed Postage Prepaid Envelope to the Scrutinizer not later than the close of working hours on Thursday, December 29, 2016 at 5.00 P.M. IST. All Postal Ballot Forms received after this day will be treated as if reply from such Member has not been received. Also, no other form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered Member will also be accepted.
5. It may be noted that Members can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.
6. This notice shall also be placed on the website of the Company, i.e. www.rupa.co.in, till the last date for receipt of the Postal Ballot Forms from the Members.
7. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final.
8. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. Kundan Kumar Jha, Company Secretary and Compliance Officer, Rupa & Company Limited at Metro Tower, 1, Ho Chi Minh Sarani, Kolkata 700 071, or at email: cs@rupa.co.in or at phone no.: +91 33 3057 3100 or for any query pertaining to electronic voting may be addressed to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depositories Limited, Trade World, 'A' Wing, 4th & 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, email: rajivr@nsdl.co.in, Phone: +91 22 2499 4738, Toll Free No. 1800 222 990.
9. The date of declaration of results of the postal ballot shall be on Saturday, December 31, 2016 at 4.00 p.m. at the Registered Office of the Company. The last date fixed for receiving the duly filled Postal Ballot Forms and exercising the voting by electronic means i.e. Thursday, December 29, 2016 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. The result of the Postal Ballot along with Scrutinizer Report will be placed on the website of the Company i.e. www.rupa.co.in and also on the website of the Agency i.e. NSDL. The results shall also be communicated to the stock exchange(s) where securities of the Company are listed.
10. All the material documents referred, if any, to in the Explanatory Statement will be made available for inspection by the Members, at the Registered Office of the Company, between 11.00 A.M. and 1:00 P.M. on any working day from November 30, 2016 till December 29, 2016.
11. The instructions for electronic voting are as under:

- A) In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depository Participants):

The instructions for Members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Open the e-mail and the PDF file viz. '**Rupa e-voting.pdf**' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on '**Shareholder – Login**'.
- iii. Insert user ID and password as initial password stated in (i) above. Click on '**Login**'.
- iv. Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- v. Home page of remote e-voting opens. Click on '**e-voting: Active Evoting Cycles**' and select the Electronic Voting Event Number (EVEN) of Rupa & Company Limited.
- vi. Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- vii. Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter, click on '**Confirm**' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- viii. Thereafter, the message '**Vote cast successfully**' will be displayed.
- ix. Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF/ JPG format) of the relevant Board Resolution/ appropriate authorization to the Scrutinizer through e-mail at hmchoraria@gmail.com with a copy marked to NSDL's e-mail ID at evoting@nsdl.co.in.

In case of Members receiving the physical copy:

- i. User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - ii. Please follow all steps from sl. nos. (ii) to sl. no. (ix) above to cast your vote.
- B) In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.
- C) You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

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Dated: November 12, 2016

By order of the Board
For **RUPA & COMPANY LIMITED**

Kundan Kumar Jha
Company Secretary and Compliance Officer
ACS 17612

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.1: Approval of appointment of M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditors of the Company.

In terms of the Section 139(1) of the Companies Act, 2013 ('Act'), the Members of the Company had appointed M/s. S. R. Batliboi & Co. LLP (Firm Registration Number 301003E/ E300005), Chartered Accountants, as the Statutory Auditors of the Company for a period of 4 (four) years from the conclusion of the 29th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company for the Financial Year 2017-18. Further, at the 31st Annual General Meeting of the Company, their appointment was ratified by the Members for the Financial Year 2016-17.

However, M/s. S. R. Batliboi & Co. LLP, vide their letter dated 28/10/2016, have resigned as the Statutory Auditors of the Company with immediate effect, citing that the audit fees proposed by the Company was low.

Therefore, in terms of Section 139(8) of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors vide its resolution passed on November 2, 2016, on the recommendation of the Audit Committee, has appointed M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants (the Branch Auditors for the Tirupur Unit of the Company), as the Statutory Auditors of the Company w.e.f. November 2, 2016 to fill the casual vacancy caused due to the resignation of M/s. S. R. Batliboi & Co. LLP, to hold office till the next Annual General Meeting of the Company for the Financial Year 2016-17.

Pursuant to Section 139(8) of the Act, any casual vacancy in the office of an Auditor as a result of resignation, duly filled in by the Board shall also required to be approved by the Members within three months from the recommendation of the Board of Directors, therefore, the approval of the Members is sought for the above appointment of auditors.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Therefore, the Board of Directors of the Company recommends that the Resolution as set out be passed as an Ordinary Resolution.

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Dated: November 12, 2016

By order of the Board
For **RUPA & COMPANY LIMITED**

Kundan Kumar Jha
Company Secretary and Compliance Officer
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INSTRUCTIONS OF POSTAL BALLOT FORM

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 the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid 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 prepaid 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 Form 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 Thursday, December 29, 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, Society 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 such 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, November 25, 2016 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same for 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. 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.