



Rupa & Company Limited

Registered Office: Metro Tower, 1, Ho Chi Minh Sarani, Kolkata - 700071
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CIN: L17299WB1985PLC038517

BALLOT PAPER/POLLING PAPER [MGT12]

[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, 2019, 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, 2019, and the Report of the Auditors thereon.			
2.	To declare a Dividend of ₹3.00, per share (300%) on the Equity Shares of the Company for the Financial Year ended March 31, 2019			
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 approve re-appointment of Mr. Vinod Kumar Kothari (DIN: 00050850), as an Independent Director of the Company			
6.	To approve re-appointment of Mr. Dipak Kumar Banerjee (DIN: 00028123), as an Independent Director of the Company			
7.	To approve re-appointment of Mr. Sushil Patwari (DIN: 00023980), as an Independent Director of the Company			
8.	To approve re-appointment of Mr. Dharam Chand Jain (DIN: 00453341), as an Independent Director of the Company			
9.	To approve re-appointment of Mrs. Alka Devi Bangur (DIN: 00012894), as an Independent Director of the Company			
10.	To adopt a new set of Articles of Association of the Company			
11.	To approve revision in remuneration of the related parties, holding office or place of profit in the Company			
12.	To approve related party transactions			

Place:

Date:

(Signature of the Shareholder/Proxy)

Remote E-Voting Details

EVEN (E-Voting Event Number)	User ID	Password
111196		

Please read the Notice of the 34th 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 Friday, August 30, 2019. 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.