



RUPA & COMPANY LTD.

Date: 19/04/2016

To

The Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no, C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 NSE Symbol: RUPA	The Department of Corporate Services BSE Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 <u>Scrip Code 533552</u>
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Respected Sir/ Ma'am,

Sub: Submission of Voting Results of 1/2016-17 Postal Ballot and Proceedings thereof pursuant to Regulation 44(3) and Regulation 30 read with Schedule III (A)(13) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, respectively.

Please find enclosed herewith the voting results of the Postal Ballot conducted by the Company from March 19, 2016 to April 17, 2016, in the format as prescribed under Regulation 44(3) of the SEBI Listing Regulations, 2015, which was announced today on April 19, 2016 at the Registered Office of the Company.

Further, a copy of the Scrutinizer's Report along with certified true copy of the Minutes of the proceedings of the Postal Ballot conducted is enclosed herewith as prescribed under Regulation 30 read with Schedule III (A)(13) of the SEBI Listing Regulations, 2015.

The Postal Ballot results are also being hosted on the website of NSDL and on the Company's website www.rupa.co.in at <http://rupa.co.in/investors/investor-services/other-disclosures-under-sebi-listing-regulations-2015/>.

This is for your information and record.

Thanking you.

Yours faithfully,

For RUPA & COMPANY LTD

Neeraj Sureka
Chief Financial Officer



Encl.: As Above

Details of Voting Results of Postal Ballot

Date of announcement of Postal Ballot Result	19/04/2016
Date of the Notice of Postal Ballot	11/03/2016
Record date for recognizing voting rights	11/03/2016
Total number of shareholders on record date	4029
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

Agenda No. 1 - Ratification of appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman of the Company.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Mr. Prahlad Rai Agarwala and his relatives were interested in the agenda/ resolution and they abstained from voting.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		31539400	52.9305	31539400	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	59586390	31539400	52.9305	31539400	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	6139	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		1686	0.0085	660	1026	39.1459	60.8541
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		55201	0.2769	55201	0	100.0000	0.0000
	Total	19932031	56887	0.2854	55861	1026	98.1964	1.8036
Total		79524560	31596287	39.7315	31595261	1026	99.9968	0.0032



Agenda No. 2 - Ratification of appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Mr. Ghanshyam Prasad Agarwala and his relatives were interested in the agenda/ resolution and they abstained from voting.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	59586390	30668850	51.4696	30668850	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30668850	51.4696	30668850	0	100.0000	0.0000
Public-Institutions	E-Voting	6139	0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	19932031	1686	0.0085	660	1026	39.1459	60.8541
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		55201	0.2769	55201	0	100.0000	0.0000
	Total		56887	0.2854	55861	1026	98.1964	1.8036
Total		79524560	30725737	38.6368	30724711	1026	99.9967	0.0033



Agenda No. 3 - Re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company for a period of five (5) years with effect from April 1, 2016.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Mr. Ghanshyam Prasad Agarwala and his relatives were interested in the agenda/ resolution and they abstained from voting.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	59586390	30668850	51.4696	30668850	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		30668850	51.4696	30668850	0	100.0000	0.0000
Public-Institutions	E-Voting	6139	0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	19932031	1686	0.0085	660	1026	39.1459	60.8541
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		55191	0.2769	55191	0	100.0000	0.0000
	Total		56877	0.2854	55851	1026	98.1961	1.8039
Total		79524560	30725727	38.6368	30724701	1026	99.9967	0.0033



Agenda No. 4 - Re-appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company for a period of five (5) years with effect from April 1, 2016.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Mr. Kunj Bihari Agarwal and his relatives were interested in the agenda/ resolution and they abstained from voting.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		31159650	52.2932	31159650	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	59586390	31159650	52.2932	31159650	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	6139	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		1686	0.0085	660	1026	39.1459	60.8541
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		55201	0.2769	55201	0	100.0000	0.0000
	Total	19932031	56887	0.2854	55861	1026	98.1964	1.8036
Total		79524560	31216537	39.2540	31215511	1026	99.9967	0.0033



H. M. CHORARIA
Practising Company Secretary
E-mail: hmchoraria@gmail.com

Phone- (033) 2242-0196
2243-2509
Mobile - 9830058715
Room No. 401, 4th Floor
14/2, Old China Bazar Street
Kolkata-700001

Scrutinizer's Report

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rule 21 (2) & Rule 22 [9]
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
M/s RUPA & COMPANY LTD
Metro Tower, 1, Ho Chi Minh Sarani, 8th Floor,
Kolkata-700071

Dear Sir,

Sub: Postal Ballot – Scrutinizer's Report

I, Hanuman Mal Choraria, Practising Company Secretary, having C. P. No. 1499, have been appointed, by the Board of Directors of M/s. Rupa & Company Ltd ("the Company") as a Scrutinizer for the purpose of conducting the Postal Ballot process including voting through electronic means and to report in respect of seeking its members assent/ dissent for passing the Special Resolution, pursuant to the provisions of the Companies Act, 2013 and all other applicable laws, as stated in the Notice of Postal Ballot, dated March 11, 2016.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal Ballot and voting through electronic means on the Resolution contained in the Notice dated March 11, 2016. My responsibility as Scrutinizer for Postal Ballot including e-voting process is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" the resolution stated in the Notice of Postal Ballot, based on the postal ballot received by me and the report generated from e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide the e-voting facility. This e-voting report is generated on the basis of information available/ downloaded from the NSDL website;

Further to the above, I hereby submit my Report:

1.1 The Company has completed dispatch of notice of postal ballot, dated **March 11, 2016**, on **March 19, 2016** by sending e-mail to the members, whose e-mail address is registered with the Company and by **March 21, 2016** to the members whose e-mail address is not registered with the Company, along with the postal ballot forms with self addressed postage prepaid business reply envelopes to its Members whose names appeared on the Register of Members/ list of beneficiaries as on March 11, 2016 (the cut-off date) and who were entitled to vote on the Resolution set out in the notice mentioned herein above. The e-voting process remained open from (09.00 A.M) IST on Saturday, March 19, 2016 to Sunday, April 17, 2016 up to (05.00 P.M.) IST.



1.2 Particulars of all postal ballot forms received from the members and the votes cast by electronic mode have been entered in the register separately maintained for the purpose.

1.3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

1.4 The ballot boxes were opened on April 18, 2016 in my presence.

1.5 The postal ballot forms were duly scrutinized in my presence on April 18, 2016 and the shareholding was matched/ confirmed with the Register of Members of the company/ list of beneficiaries.

1.6 All postal ballot forms and e-voting received upto the close of working hours (5.00 PM) on April 17, 2016, the last date and time fixed by the company for receipt of the forms and e-voting, were considered for my scrutiny.

1.7 I have not received any envelope containing postal ballot form after April 17, 2016 and before issuance of this Report.

1.8. I did not find any defaced or mutilated postal ballot form.

1.9. As stated above, the e-voting period ended at 05.00 P.M. on April 17, 2016. The vote cast on e-voting was unlocked by me in the presence of two witnesses Mr. Prem Maloo and Ms. Sunita Chakraborty who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence. I have also received complete records of votes cast by electronic mode from NSDL depository the agency for providing and supervising electronic platform- (EVEN-103874) on April 18, 2016.

2. The summary of the postal ballot forms and e-voting received are given below:

A – Special Resolution:

Item no. 1: Ratification of appointment of Mr. Prahlad Rai Agarwala (DIN-00847452), Chairman of the Company.

i- Votes in favour of the resolution

Particulars	Number of Members	No. of Votes cast in favour of Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	24	55201	0.1748
(b) Voted by electronic mode	27	31540060	99.8220
TOTAL	51	31595261	99.9968



ii- Votes against the resolution:

Particulars	Number of Members	No. of Votes cast against the Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	0	0	0
(b) Voted by electronic mode	3	1026	0.0032
TOTAL	3	1026	0.0032
TOTAL VALID VOTES	54	31596287	100.00

iii- Invalid Votes:

Total Number of Members whose votes declared invalid	Total No. of Votes cast by them
3	25

Item no. 2: Ratification of appointment of Mr. Ghanshyam Prasad Agarwala (DIN-00224805), Vice-Chairman of the Company.

i- Votes in favour of the resolution

Particulars	Number of Members	No. of Votes cast in favour of Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	24	55201	0.1797
(b) Voted by electronic mode	26	30669510	99.8170
TOTAL	50	30724711	99.9967

ii- Votes against the resolution:

Particulars	Number of Members	No. of Votes cast against the Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	0	0	0
(b) Voted by electronic mode	3	1026	0.0033
TOTAL	3	1026	0.0033
TOTAL VALID VOTES	53	30725737	100.00

iii- Invalid Votes:

Total Number of Members whose votes declared invalid	Total No. of Votes cast by them
3	25



Item no. 3: Re-appointment and remuneration of Mr. Ghanshyam Prasad Agarwala (DIN-00224805), Vice- Chairman of the Company for a period of 5 (five) years with effect from April 1, 2016.

i. Votes in favour of the resolution

Particulars	Number of Members	No. of Votes cast in favour of Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	23	55191	0.1796
(b) Voted by electronic mode	26	30669510	99.8171
TOTAL	49	30724701	99.9967

ii- Votes against the resolution:

Particulars	Number of Members	No. of Votes cast against the Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	0	0	0
(b) Voted by electronic mode	3	1026	0.0033
TOTAL	3	1026	0.0033
TOTAL VALID VOTES	52	30725727	100.00

iii- Invalid Votes:

Total Number of Members whose votes declared invalid	Total No. of Votes cast by them
3	25

Item no. 4: Re-appointment and remuneration of Mr. Kunj Bihari Agarwal (DIN-00224857), Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2016.

i. Votes in Favour of the resolution

Particulars	Number of Members	No. of Votes cast in favour of Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	24	55201	0.1768
(b) Voted by electronic mode	28	31160310	99.8199
TOTAL	52	31215511	99.9967



ii. Votes against the resolution:

Particulars	Number of Members	No. of Votes cast against the Resolution	% of total no. of valid votes cast
(a) Voted by physical ballot	0	0	0
(b) Voted by electronic Mode	3	1026	0.0033
TOTAL	3	1026	0.0033
TOTAL VALID VOTES	55	31216537	100.00

iii. Invalid Votes:

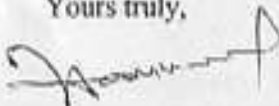
Total Number of Members whose votes declared invalid	Total No. of Votes cast by them
3	25

3. You may accordingly declare the results of the voting conducted through Postal Ballot.

4. In terms of the provisions of the Rule 22 of the Companies (Management and Administration) Rules, 2014, I have maintained the Register of Postal Ballot and Voting in electronic form, the register and all other papers relating to Postal Ballot and electronic voting shall remain in my safe custody until the Chairman considers, approve and signs the minutes of the Postal Ballot.

Thanking you.

Yours truly,

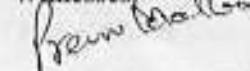


(H. M. Choraria)
Practising Company Secretary
FCS No. 2398, C P No. 1499

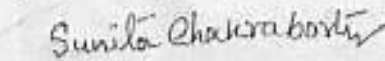


Place: Kolkata
Date: 19.04.2016

Witnesses:



(Prem Maloo) 14/2 Old China Bazar Street, Kolkata-700001



(Sunita Chakraborty) 14/2 Old China Bazar Street, Kolkata-700001

**MINUTES OF THE 1/2016-17 POSTAL BALLOT EXERCISE OF RUPA & COMPANY LTD
HAVING ITS REGISTERED OFFICE AT METRO TOWER, 8TH FLOOR, 1, HO CHI MINH
SARANI, KOLKATA - 700 071 AS PER THE RESULTS DECLARED ON TUESDAY, THE
19TH DAY OF APRIL, 2016.**

PRESENT:

Mr. Prahlad Rai Agarwala
Mr. Kunj Bihari Agarwal
Mr. H. M. Choraria

Chairman
Managing Director
Scrutinizer

The Chairman stated that the Company had on March 21, 2016 dispatched to all the shareholders, the Notice dated March 11, 2016 pursuant to Section 108 and 110 of the Companies Act, 2013 ('Act') read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and relevant provisions of the SEBI Listing Regulations, 2015 for obtaining the consent of its members for the following purposes:

- 1) Ratification of appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman of the Company;
- 2) Ratification of appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company;
- 3) Re-appointment and remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company for a period of five (5) years with effect from April 1, 2016; and
- 4) Re-appointment and remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company for a period of five (5) years with effect from April 1, 2016.

FCS H.M. Choraria, Practicing Company Secretary, Scrutinizer, submitted his report to the Chairman on Tuesday, April 19, 2016 and the Chairman declared the result of the Postal Ballot on the same day at the Registered Office of the Company. The result of the Postal Ballot, along with the Scrutinizer's Report, was posted on the Company's website and on the website of National Securities Depository Limited (NSDL) and was also displayed on the Notice Board of the Company at its Registered Office.

SPECIAL BUSINESSES AS SPECIAL RESOLUTIONS:

1. Ratification of appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman of the Company.

"RESOLVED THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 read with Schedule V to the said Act and read with all the applicable rules made there under and such other applicable provisions, if any, of the said Act (including any amendment, statutory modification(s) or re-enactment thereof, for the time being in force) and as recommended by the Board of Directors of the Company at their meeting held on March 11, 2016, the consent of the members of the Company be and is hereby accorded to ratify the appointment of Mr. Prahlad Rai Agarwala (DIN 00847452) with

CHAIRMAN'S
INITIALS



effect from the date of his appointment i.e. April 1, 2015 or at any time before or after the said date till the expiry of his term i.e. March 31, 2020, in view of his age exceeding seventy (70) years, as a Whole-time Director of the Company designated as the Chairman of the Company as approved by the members in the 30th Annual General Meeting of the Company held on September 15, 2015, as if the said resolution was originally passed by the members of the Company as a special resolution;

RESOLVED FURTHER THAT all the acts and deeds done by Mr. Prahlad Rai Agarwala in his capacity of a Whole-time Director of the Company designated as the Chairman of the Company be and are hereby adopted, ratified and approved;

RESOLVED FURTHER THAT any of the Director/s of the Company, be and are hereby severally authorized, on behalf of the Company, to do and perform all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper, expedient or incidental to give effect to the aforesaid resolutions."

2. Ratification of appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company.

"RESOLVED THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 read with Schedule V to the said Act and read with all the applicable rules made there under and such other applicable provisions, if any, of the said Act (including any amendment, statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Board of Directors of the Company at their meeting held on March 11, 2016, the consent of the members of the Company be and is hereby accorded to ratify the appointment of Mr. Ghanshyam Prasad Agarwala (DIN 00224805) with effect from the date of his attaining the age of seventy (70) years i.e. November 14, 2015 or at any time before or after the said date till the expiry of his term i.e. March 31, 2016, in view of his age exceeding seventy (70) years, as a Whole-time Director of the Company designated as the Vice-chairman of the Company as approved by the members in its Extra-ordinary General Meeting held on April 9, 2011, as if the said resolution was originally passed by the members of the Company as a special resolution;

RESOLVED FURTHER THAT all the acts and deeds done by Mr. Ghanshyam Prasad Agarwala in his capacity of a Whole-time Director of the Company designated as the Vice Chairman of the Company be and are hereby adopted, ratified and approved;

RESOLVED FURTHER THAT any of the Director/s of the Company, be and are hereby severally authorized, on behalf of the Company, to do and perform all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper, expedient or incidental to give effect to the aforesaid resolutions."

3. Re-appointment and remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company for a period of five (5) years with effect from April 1, 2016.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 read with Schedule V to the said Act and read with all the

applicable rules made there under and such other applicable provisions, if any, of the said Act (including any amendment, statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, other laws as may be applicable, if any, and as per the recommendation of Nomination and Remuneration Committee and Board of Directors at their respective meetings held on March 11, 2016, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ghanshyam Prasad Agarwala (DIN 00224805) as a Whole-time Director of the Company designated as the Vice-chairman of the Company, whose office shall be liable to retirement by rotation, for a period of five (5) years with effect from 1st April, 2016 upon the terms and conditions of appointment and remuneration as contained in the draft Agreement dated March 11, 2016, material terms of which are set out in the explanatory statement annexed to this notice, with liberty to the Board of Directors to alter, vary and modify as it may deem fit, subject to such approvals as may be required, the terms and conditions of the said appointment, remuneration and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ghanshyam Prasad Agarwala, subject to the same not exceeding the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, for the time being in force;

RESOLVED FURTHER THAT any of the Director/s of the Company, be and are hereby severally authorized, on behalf of the Company, to do and perform all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper, expedient or incidental to give effect to the aforesaid resolutions."

4. **Re-appointment and remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company for a period of five (5) years with effect from April 1, 2016.**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 read with Schedule V to the said Act and read with all the applicable rules made there under and such other applicable provisions, if any, of the said Act (including any amendment, statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, other laws as may be applicable, if any, and as per the recommendation of Nomination and Remuneration Committee and Board of Directors at their respective meetings held on March 11, 2016, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kunj Bihari Agarwal, (DIN 00224857) as the Managing Director of the Company, whose office shall not be liable to retirement by rotation, for a period of five (5) years with effect from April 1, 2016 upon the terms and conditions of appointment and remuneration as contained in the draft Agreement dated March 11, 2016, material terms of which are set out in the explanatory statement annexed to this notice, with liberty to the Board of Directors to alter, vary and modify as it may deem fit, subject to such approvals as may be required, the terms and conditions of the said appointment, remuneration and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Kunj Bihari Agarwal subject to the same not exceeding the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, for the time being in force;

CHAIRMAN'S
INITIALS



Certified to be true copy

Rupa & Company Ltd

[Signature]

Authorised Signatory

RESOLVED FURTHER, THAT any of the Director/s of the Company, be and are hereby severally authorized, on behalf of the Company, to do and perform all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper, expedient or incidental to give effect to the aforesaid resolutions."

A brief summary of the voting results (e-voting and ballot) as per the Scrutinizer's Report is as follows:

Item No. 1 (Special Resolution): Ratification of appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman of the Company:

No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number of Votes - in favour	Number of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
79524560	31596287	39.7315	31595261	1026	99.9968	0.0032

Item No. 2 (Special Resolution): Ratification of appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company:

No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number of Votes - in favour	Number of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
79524560	30725737	38.6368	30724711	1026	99.9967	0.0033

Item No. 3 (Special Resolution): Re-appointment and remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-chairman of the Company for a period of five (5) years with effect from April 1, 2016:

No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number of Votes - in favour	Number of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
79524560	30725727	38.6368	30724701	1026	99.9967	0.0033

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Authorised Signatory

Item No. 4 (Special Resolution): Re-appointment and remuneration of Mr. Kuni Bihari Agarwal (DIN: 00224857), Managing Director of the Company for a period of five (5) years with effect from April 1, 2016:

No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number of Votes - in favour	Number of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
79524560	31216537	39.2539	31215511	1026	99.9967	0.0033

The Chairman, thereafter, stated that the aforesaid Special Resolutions were duly passed by the requisite majority of the shareholders of the Company.

Place: Kolkata

Date of entry: 19.04.2016

P. R. Agarwal
 CHAIRMAN
 19.04.2016

Certified to be true copy

Rupa & Company Ltd.

Shreya
 Authorised Signatory

CHAIRMAN'S
INITIALS

