RUPA

RUPA & COMPANY LIMITED

50 YEARS OF CREATING FASHION

Date: 03.08.2018

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

Respected Ma'am/ Sir,

Ref: Regulation 30 & 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Section 91 of the Companies Act, 2013, read with allied Rules

Sub: Intimation regarding 33rd Annual General Meeting and Book Closure

We write to inform you that the 33rd Annual General Meeting (AGM) of the Members of the Company will be held on Friday, August 31, 2018, at 11:00 am., at Satyajit Ray Auditorium, Indian Council for Cultural Relations (1CCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means. The cut-off date, for determining Members eligible to vote at the said ensuing AGM, has been fixed to be Friday, August 24, 2018.

We have enclosed herewith, a copy of the Notice, calling the aforesaid ensuing AGM.

Further, pursuant to Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 25, 2018 to Friday, August 31, 2018 (both days inclusive), for taking record of the Members of the Company for the purpose of payment of Dividend on Equity Shares of the Company, for the Financial Year ended March 31, 2018, and the aforesaid ensuing AGM.

Symbol and Scrip Code	Type of Security	Book Closure (Both days Inclusive)		Purpose
		From	To	
NSE Symbol: RUPA BSE Scrip Code: 533552	Equity	Saturday, August 25, 2018	Friday, August 31, 2018	Payment of Dividend on Equity Shares of the Company, for the Financial Year ended March 31, 2018

RUPA & CO. LTD. KOL-71 HO CHI-MINH SARANI

Metro tower,1, Ho Chi Minh Sarani, Kolkata 700 071,INDIA
Phone: +91 33 4057 3100, Fax: +91 33 2288 1362
Email: connect@rupa.co.in, www.rupa.co.in
An ISO 9001:2008 Certified Company
CIN No.: L17299WB1985PLC038517

RUPA & COMPANY LIMITED

Please note that the Members whose names will appear in the Register of Members as at the close of business hours on Friday, August 24, 2018, will be eligible for Dividend to be declared at the aforesaid ensuing AGM. In respect of the shares held in Electronic Form, the Dividend will be paid to those Members whose names shall appear as beneficial owners as at the end of the business hours on Friday, August 24, 2018, as per details to be furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited.

This is for your reference and record.

Thanking you.

Yours faithfully,
For **Rupa & Company Limited**

RUPA & CO. LTD. KOL-71 1, HO-CHI-MINH SARANI

Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612

Encl.: As above

Metro tower,1, Ho Chi Minh Sarani, Kolkata 700 071,INDIA
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An ISO 9001:2008 Certified Company
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RUPA & COMPANY LIMITED

Registered Office: Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071
Phone No.: +91-33-4057 3100; **Fax No.:** +91-33-2288 1362
E-mail ID: connect@rupa.co.in; **Website:** www.rupa.co.in
CIN: L17299WB1985PLC038517

NOTICE is hereby given that the Thirty-Third (33rd) **Annual General Meeting** of the Members of **RUPA & COMPANY LIMITED** will be held at the Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071, on Friday, the 31st Day of August, 2018, at 11:00 a.m., to transact the following businesses:

ORDINARY BUSINESSES:

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 Board of 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 the re-appointment.

SPECIAL BUSINESSES:

5. To approve the appointment of Mr. Niraj Kabra (DIN: 08067989), as an Executive Director of the Company and to fix his remuneration, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter, referred to as the "Act"), read with Schedule V to the Act and the Rules framed thereunder, as amended, from time to time, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time, Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, in accordance with the Remuneration Policy of the Company, consent of the Shareholders of the Company be and is hereby accorded to the appointment of Mr. Niraj Kabra (DIN: 08067989), who was appointed as an Additional Director (Category- Executive Director) of the Company, with effect from February 12, 2018 and who holds office up to the date of this Annual General Meeting (AGM), designated as an Executive Director of the Company, with effect from February 12, 2018, for a period of 5 (five) consecutive years, whose office shall be liable to retire by rotation, at the terms and conditions, including remuneration, as mentioned in the Explanatory Statement, annexed to the Notice of this 33rd AGM, or as may be modified by the Board of Directors of the Company, from time to time, on recommendation of the Nomination and Remuneration Committee;

   RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution."

6. To approve the payment of profit related commission to the Non-executive Directors (Independent) of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013, read with the allied Rules (as amended, from time to time), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended, from time to time), and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, in

accordance with the Remuneration Policy of the Company, and subject to such other approvals, as may be required, the Shareholders of the Company be and hereby approve the payment of a profit related commission, up to 1% of the net profits of the Company in any Financial Year, subject to a ceiling of ₹ 26,00,000/- (Rupees Twenty-six Lacs only), in aggregate, per annum, over and above the usual sitting fees paid/ payable for attending the Meetings of the Board or Committee thereof, to be paid annually to each of the Non-executive Directors (Independent) of the Company, for a period of 5 (five) consecutive Financial Years, commencing from April 1, 2017 and that the said commission be divided among the Non-executive Directors (Independent), in the manner as may be decided by the Board of Directors of the Company, from time to time, on recommendation of the Nomination and Remuneration Committee;

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution."

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, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules framed thereunder (as amended, from time to time), Regulation 17 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended, from time to time), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Shareholders of the Company be and hereby approve the payment of existing remuneration to the below mentioned 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, but, within their individual remuneration scales, as approved by the Shareholders of the Company, at their 32nd Annual General Meeting, held on August 31, 2017, and that this approval shall be valid till the expiry of their individual approved current terms of appointments:

i) Mr. Prahlad Rai Agarwala, Chairman (Whole-time Director);

ii) Mr. Ghanshyam Prasad Agarwala, Vice Chairman (Whole-time Director);

iii) Mr. Kunj Bihari Agarwal, Managing Director;

iv) Mr. Ramesh Agarwal, Whole-time Director-cum-Chief Financial Officer; and

v) Mr. Mukesh Agarwal, Whole-time Director;

RESOLVED FURTHER THAT the other terms and conditions of the appointments of the aforesaid Executive Directors, in their current terms, shall remain same, as approved by the Shareholders of the Company, from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and/ or vary the terms and conditions, as deemed necessary and proper in the best interest of the Company;

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution."

By order of the Board of Directors
For **Rupa & Company Limited**

Sd/-
Kundan Kumar Jha
ACS 17612
Company Secretary & Compliance Officer

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

Date: May 23, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

   A person can act as Proxy on behalf of Members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company, carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company, carrying voting rights, may appoint a single person, as Proxy and such person shall not act as Proxy for any other Member.

   The proxy form for the AGM is annexed herewith. The Proxy-holder shall carry his/ her identity proof at the time of attending the Meeting.

2. Corporate Members are required to send to the Company, a certified copy of the Board Resolution (together with the respective specimen signatures), pursuant to Section 113 of the Companies Act, 2013 (the Act) (as amended), authorizing their representative to attend and vote at the AGM. An authorised representative of a Body Corporate Member may also appoint a Proxy under his signature in the manner provided in para 1 above.

3. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from August 25, 2018 to August 31, 2018 (both days inclusive), for the purpose of payment of dividend and AGM.

5. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Businesses to be transacted at the ensuing AGM, is annexed herewith.

6. Members holding shares in physical form are requested to notify immediately, any change in their address or the bank account details, to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited ('RTA') at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Members holding shares in electronic form are requested to furnish this information to their respective Depository Participants for the purpose of updating the changes.

7. Electronic copy of the Annual Report, Notice of the 33rd AGM including instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent through e-mail to all the Members whose E-mail IDs are registered with the Company's RTA/ Depository Participants, unless a Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copy of the aforesaid documents are being sent through the permitted mode.

   To support the green initiative, we request the Members to update their e-mail address with the Company/ Company's RTA (for Physical shareholders) and with the Depository Participants (for Demat shareholders) to enable the Company to send communications electronically.

8. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, read with the allied Rules and other relevant documents referred to in this Notice/ Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days, between 11:00 a.m to 1:00 p.m. and the same shall also be open for inspection at the ensuing AGM.

9. Shareholders seeking any information with regard to the Financial Statements are requested to write to the Company Secretary at the Registered Office of the Company, at least 7 days in advance, so as to enable the Management to keep the information ready at the ensuing AGM.

10. Members/ Proxies/ Authorized Representatives are requested to bring their copies of Annual Report and produce duly filled Attendance Slip for attending the Meeting.

11. In all the cases relating to the appointment, re-appointment and/ or fixation of remuneration of Directors, including Managing Director or Whole-time Director, or variation of the terms of remuneration, at the ensuing AGM, the requisite details of Directors, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2, are given in 'Annexure-A' to the enclosed Explanatory Statement.

12. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.

13. The Securities and Exchange Board of India (SEBI), has mandated the submission of PAN by every Participants in the Securities Market. Members holding shares in demat form are requested to furnish a copy of PAN card to the Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form are required to submit their PAN card to the RTA.

14. Members are requested to address all correspondence, including dividend related correspondence, to Maheshwari Datamatics Private Limited (RTA) at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001; E-mail: mdpldc@yahoo.com.

15. For claiming dividend, which has remained unclaimed for the Financial Year 2010-11 and onwards, Members are requested to correspond with RTA or the Company Secretary at the Company's Registered Office, immediately. Members are requested to note that dividend not claimed within 7 years from the date of transfer to the Companies Unpaid Dividend Account, will, as per Section 124(5) and other applicable provisions of the Act, read with the applicable provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, from time to time, be transferred to the Investor Education and Protection Fund (IEPF). Further, pursuant to the provisions of Section 124(6) and other applicable provisions of the Act, read with the applicable provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the Company to the IEPF Authority.

16. Members are requested to visit the website of the Company, www.rupa.co.in, for viewing the Quarterly and Annual Financial Results and for more information about the Company. Further, the Notice for this AGM, along with requisite documents, and the Annual Report for the Financial Year 2017-18 shall also be available on the website of the Company at www.rupa.co.in.

17. The Board has appointed FCS. H.M. Choraria, Practicing Company Secretary, Proprietor of M/s. H.M. Choraria & Co. (Membership No. FCS 2398, C.P. No. 1499) as the Scrutinizer to scrutinize the voting process (electronically or otherwise), in a fair and transparent manner.

18. The Company proposes to provide the option of voting by means of ballot at the AGM venue. Further, in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to offer the facility of voting through electronic means, by way of remote e-voting (i.e., voting electronically from a place other than the venue of the Meeting), in respect of businesses to be transacted at the 33rd AGM.

    a. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-voting services provided by NSDL.

    b. For persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date, i.e., Friday, August 24, 2018, may obtain their User ID and Password for e-voting from Company's RTA at mdpldc@yahoo.com (Phone No.: +91-33-2248 2248) or Ms. Pallavi Mhatre, Assistant Manager, National Securities Depositaries Limited, Trade World, 'A' Wing 4th & 5th Floor(s), Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, E-mail: pallavid@nsdl.co.in/ evoting@nsdl.co.in, Phone No.: +91 22 2499 4545, Toll Free No.: 1800 222 990.

    c. In case of any queries or issues regarding E-voting, you may refer to the FAQs and E-voting user manual for Shareholders available under the Downloads section of NSDL's e-voting website, www.evoting.nsdl.com or contact the aforesaid.

    d. **The remote e-voting period starts on Tuesday, August 28, 2018 at 9:00 a.m. IST and ends on Thursday, August 30, 2018 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, August 24, 2018, may cast their votes electronically.**

    e. The facility for voting through Polling Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote E-voting shall be able to exercise their voting right at the Meeting through Polling Paper. The facility to vote by electronic voting system will not be provided at the AGM.

    f. The Members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

19. The way to vote electronically on NSDL E-voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL E-voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL E-voting system.

Step 1: Log-in to NSDL E-voting system

i. Visit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

ii. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL E-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL E-services after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details will be as per details given below:

a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******).

b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12********** then your user ID is 12**********).

c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

v. Your password details are given below:

a. If you are already registered for E-voting, then you can use your existing password to login and cast your vote.

b. If you are using NSDL E-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will direct you to change your password.

c. How to retrieve your 'initial password'?

i. Your 'initial password' is communicated to you in the attachment to this Email, i.e., a pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'. If your E-mail ID is not registered, your initial passwoard is being communicated with the Notice of AGM through physical mode.

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a. Click on "Forgot User Details/ Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in, mentioning your demat account number/ folio number, PAN, name and registered address.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, Home page of E-voting will open.

Step 2: Cast your vote electronically on NSDL E-voting system.

i. After successful login at Step 1, you will be able to see the Home page of E-voting. Click on E-voting. Then, click on Active Voting Cycles.

ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

iii. Select “EVEN” of the Company.

iv. Now you are ready for E-voting as the Voting page opens.

v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

vi. Upon confirmation, the message “Vote cast successfully” will be displayed.

vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

i. Your login id and password can be used by you exclusively for E-voting on the resolutions placed by the companies in which you are the shareholder.

ii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by E-mail to hmchoraria@gmail.com, with a copy marked to evoting@nsdl.co.in

iii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

iv. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the E-voting user manual for shareholders available in the download section of www.evoting.nsdl.com, or call on the toll-free no.: 1800-222-990, or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th & 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated E-mail address: pallavid@nsdl.co.in/ evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address grievances connected with voting by electronic means.

20. The Results of remote E-voting and poll, as submitted by the Scrutinizer, shall be declared within 48 hours of the conclusion of the Meeting of the Company, by the Chairman or by any other person duly authorised in this regard. The Results declared along with the report of the Scrutinizer shall be, placed on the Company’s website, displayed on the Notice Board of the Company at its Registered Office and simultaneously shall be communicated to the Stock Exchanges.

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

Item No. 5–To approve the appointment of Mr. Niraj Kabra (DIN: 08067989), as an Executive Director of the Company and to fix his remuneration

The Board of Directors of the Company, at its Meeting held on February 12, 2018, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Niraj Kabra (DIN: 08067989), as an Additional Director (Category: Executive Director) of the Company, designated as Executive Director, w.e.f. February 12, 2018, under Sections 161, 196, 197 and other applicable provisions of the Companies Act, 2013. Accordingly, Mr. Niraj Kabra will hold the office of the Director up to the conclusion of this forthcoming Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act, from a member proposing the candidature of Mr. Kabra, as a Director of the Company.

Mr. Niraj Kabra is a graduate from the Calcutta University and is 36 years of age. He joined the Company in the year 2003 and is engaged in the day to day commercial operations and administration of the Company. He also looks after legal matters, including of various factories of the Company and handles software development.

Based on the declarations received from Mr. Kabra, in Form DIR-8, he is not disqualified from being appointed as a Director, in terms of Section 164 of the Act and he has given his consent to act as a Director of the Company, in Form DIR-2. Mr. Kabra is not related to any of the Directors of the Company and does not hold any shares in the Company.

The other requisite details of Mr. Niraj Kabra are annexed hereto, in “Annexure-A”.

On the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors, hereby, recommends and proposes the Shareholders of the Company, to appoint Mr. Niraj Kabra, as an Executive Director of the

Company, under Section 196 of the Act, read with other applicable provisions of law, for a period 5 (five) consecutive years, whose office shall be liable to retire by rotation, with effect from February 12, 2018, at a remuneration of ₹ 15,40,000/- (Rupees Fifteen Lacs Forty Thousand only), per annum (CTC), with authority to the Board of Directors of the Company, to fix, pay and vary the said remuneration up to ₹ 30,00,000/- (Rupees Thirty Lacs only) per annum, on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, from time to time.

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item No. 5, be passed as an Ordinary Resolution by the Members.

Mr. Kabra and his relatives are deemed to be concerned or interested in the proposed Resolution, in so far as it relates to his own appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No. 6– To approve payment of profit related commission to the Non-executive Directors (Independent) of the Company.

Non-executive Directors (Independent) of the Company contribute significantly to the growth of the organisation by bringing with them, professional expertise, rich and wide experience. They also bring in their independent views in the decision making process of the Board and devote their time and attention to the business of the Company and the Company benefits from their expertise and valuable advice. Currently, the Non-executive Directors (Independent) are being paid sitting fees for attending the Meetings of the Board or Committee(s) thereof, only. Therefore, it is desirable and prudent that they be paid remuneration by way of profit related commission too.

Pursuant to the provisions of Section 197 and other applicable provisions of the Act (as amended, from time to time), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended, from time to time), and other applicable laws, if any, and as also approved by the Audit Committee, the Board of Directors of the Company, hereby, recommends the Shareholders of the Company, to approve the payment of the proposed profit related commission to the Non-executive Directors (Independent) of the Company, to be divided amongst them in such proportion, as may be determined by the Board of Directors, from time to time.

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item No. 6, be passed as an Ordinary Resolution by the Members.

The Independent Directors and their relatives are deemed to be concerned or interested in the proposed Resolution, in so far as it relates to their own remuneration. None of the Executive Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The requisite details of all the current Non-executive Directors (Independent) of the Company, are annexed hereto, in "Annexure-A".

Item No. 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.

The Members of the Company, at their 32nd Annual General Meeting, held on August 31, 2017, had approved the revised term of remuneration of Whole-time Directors of the Company, who are promoters or members of the promoter group, for their existing term of office, as approved by the Shareholders of the Company, in accordance with the provisions of Sections 196, 197, 198 and all 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), read with Schedule V to the said Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Now, as per the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on May 9, 2018 and effective from April 1, 2019, the aggregate annual remuneration payable to the Executive Directors of the Company, who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by way of special resolution in general meeting, if, where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 (five) percent of the net profits of the Company.

The existing Executive Directors of the Company, who are promoters or members of the promoter group, are:

i) Mr. Prahlad Rai Agarwala, Chairman (Whole-time Director);

ii) Mr. Ghanshyam Prasad Agarwala, Vice Chairman (Whole-time Director);

iii) Mr. Kunj Bihari Agarwal, Managing Director;

iv) Mr. Ramesh Agarwal, Whole-time Director-cum-Chief Financial Officer; and

v) Mr. Mukesh Agarwal, Whole-time Director.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends that the Resolution, as set out in Item No. 7, be passed as a Special Resolution by the Members, and that the said approval shall be valid till the expiry of the individual approved current terms of appointments of the aforesaid Executive Directors of the Company.

The aforesaid Executive Directors and their relatives are deemed to be concerned or interested in the proposed Resolution, in so far as it relates to their own remuneration. None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, are in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution. The requisite details of the aforesaid Executive Directors of the Company, are annexed hereto, in "Annexure-A".

Annexure-A

Sl. No.	**(A)**	**(B)**	**(C)**	**(D)**	**(E)**	**(F)**
Name of the Director	**Mr. Satya Brata Ganguly**	**Mr. Dipak Kumar Banerjee**	**Mr. Dharam Chand Jain**	**Mr. Sushil Patwari**	**Mr. Vinod Kumar Kothari**	**Mrs. Alka Devi Bangur**
DIN	00012220	00028123	00453341	00023980	00050850	00012894
Date of Birth (Age)	October 23, 1942 75 Years	February 19, 1946 72 Years	August 12, 1946 71 Years	September 20, 1954 63 Years	September 1, 1961 56 Years	November 28, 1954 63 Years
Qualification	Graduate in Chemical Engineering	Chartered Accountant	Bachelor's Degree in Commerce	Bachelor's Degree in Commerce	Chartered Accountant and Company Secretary	M.A (English), M.A (Hindi), MBA
Date of first appointment on the Board	August 13, 2014	May 30, 2013	January 31, 2003	November 17, 2003	July 26, 2004	November 14, 2014
Brief resume & Expertise in specific functional areas	Mr. Satya Brata Ganguly is a Graduate in Chemical Engineering, Fellow of Plastics & Rubber (London), Fellow of Institute of Chemical Engineers and also a Fellow Member of the Institute of Chemicals. He is having more than 50 years of experience in various industrial fields. He is on the Boards of various reputed Indian corporates and public bodies.He has served as Chairman, CEO and MD of reputed listed enterprises, for over two decades.	Mr. Dipak Kumar Banerjee is a Chartered Accountant. He started his career with Life Insurance Corporation in 1970 and thereafter, in 1975, joined Hindustan Lever Limited. His tenure with Lever included a two year secondment to Lever Brother, Nigeria. In 1992, Mr. Banerjee became the Commercial Director of Unilever Plantations Group. Between 1993 and 1997, he was designated as Commercial Officer – Africa and Middle East Group of Unilever, London and retired in July 2000 as Chairman, Unilever Uganda Ltd.	Mr. Dharm Chand Jain has more than 45 years of experience in the field of textile and knitted fabric industry. He is currently the Chairman of K.D. Sarees Emporium Pvt Ltd.	Mr. Sushil Patwari has more than 40 years of experience in the field of cotton yarn and knitted fabric industry. He is a member of the Executive Committee of the Federation of Indian Export Organizations. He is executive Chairman of Nagreeka Exports Limited.	Mr. Vinod Kumar Kothari is a Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.He is also a former Chairman of the Institute of Company Secretaries of India. He is an author, trainer and expert on specialized areas in finance, including securitization, asset-based finance, credit derivatives, accounting for derivatives and financial instruments, microfinance, etc. He has written many renowned books and articles.He is an inspiration figure for corporate professionals, widely known for his immense knowledge and command over various corporate laws, domestic and international.	Mrs. Alka Devi Bangur is a renowned Industrialist. She is the Managing Director of Peria Karamalai Tea & Produce Co. Ltd. She has been a Non-Executive Director at Maharaja Shree Umaid Mills Ltd since November 30, 1996. She is past President of the Calcutta Chamber of Commerce, the oldest chamber of the country. She is the member of FICCI Ladies Organization (Ladies Wing of FICCI). She is also a committee Member of Bharat Chamber of Commerce.
Last Drawn Remuneration	No remuneration apart from Sitting fees, of ₹ 6,50,000/-, paid during the Financial Year 2017-18	No remuneration, apart from Sitting fees of ₹ 5,35,000/-, paid during the Financial Year 2017-18	No remuneration, apart from Sitting fees of ₹ 3,60,000/- , paid during the Financial Year 2017-18	No remuneration, apart from Sitting fees of ₹ 5,85,000/-, paid during the Financial Year 2017-18	No remuneration, apart from Sitting fees of ₹ 6,10,000/-, paid during the Financial Year 2017-18	No remuneration, apart from Sitting fees of ₹ 4,50,000/-, paid during the Financial Year 2017-18
Relation with other Directors or Key Managerial Personnel of the Company	None					

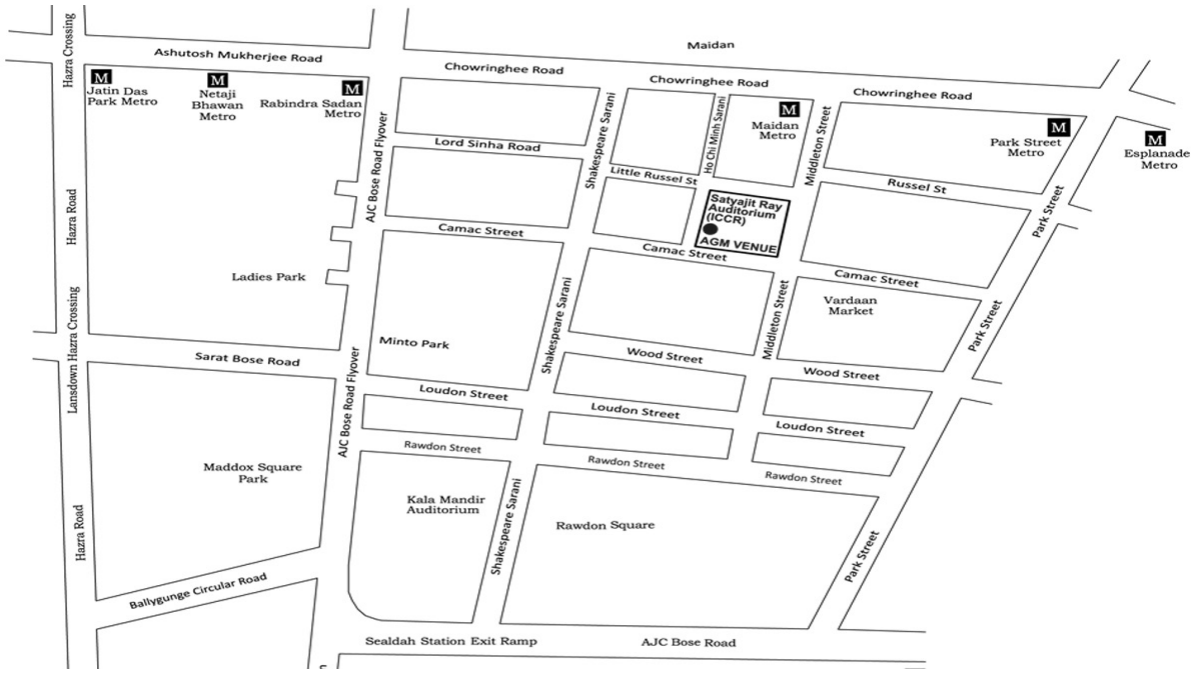
Sl. No.	(A)	(B)	(C)	(D)	(E)	(F)
Name of the Director	**Mr. Satya Brata Ganguly**	**Mr. Dipak Kumar Banerjee**	**Mr. Dharam Chand Jain**	**Mr. Sushil Patwari**	**Mr. Vinod Kumar Kothari**	**Mrs. Alka Devi Bangur**
Number of Board Meetings attended during the Financial Year 2017-18	4/4	3/4	3/4	3/4	3/4	4/4
Other Directorship in Companies	Magma Fincorp Ltd, West Bengal Industries Development Corporation Ltd, Emami Ltd, Paharpur Cooling Towers Ltd and Sucharita Printers Pvt Ltd	DIC India Ltd, TM International Logistics Ltd, Tata Sponge Iron Ltd, Mjunction Services Ltd, The Tinplate Company India Ltd, Shristi Infrastructure Development Corporation Ltd, Tayo Rolls Ltd, TKM Global Logistics Ltd and A.TredsLtd	K.D. Fabrics Pvt Ltd, K. D. Saree Emporium Pvt Ltd, Modi Apartments Pvt Ltd, Modi Plaza Pvt Ltd and PKM Construction Pvt Ltd	Nagreeka Exports Ltd, Nagreeka Capital & Infrastructure Ltd, Reliance Processors Ltd, Euro Fashion Inners International Pvt Ltd, Shrishyamniketan Projects Pvt Ltd, Ramkrishna Infrastructure Pvt Ltd, Salsar Projects Pvt Ltd, Shantiniketan Infrasturucture Pvt Ltd, Patwari Enclave Pvt Ltd, Rani Sati Realty Pvt Ltd, Jaidka Motor Co Ltd, Roseberry Tradelink Pvt Ltd, Brijdham Infrastructure Pvt Ltd, Kolkata Hotels Pvt Ltd and Shivangini Builders Pvt Ltd	Greenply Industries Ltd, Academy of Financial Services Pvt Ltd, Indian Securitisation Foundation, Wise Mens Consultancy Co Pvt Ltd and Vinod Kothari Consultants Pvt Ltd	The Peria Karamalai Tea and Produce Company Ltd, The Marwar Textiles (Agency) Pvt Ltd, Maharaja Shree Umaid Mills Ltd, Apurva Export Pvt Ltd and Mugneeram Ramcoowar Bangur Charitable & Religious Company
Membership/ Chairmanship of Committees of Other Boards	**Member (Chairman) of Audit Committee in:** Magma Fincorp Ltd, West Bengal Industries Development Corporation Ltd, Emami Ltd (Chairman) and Paharpur Cooling Towers Ltd (Chairman) **Member (Chairman) of Stakeholders' Relationship Committee in:** Magma Fincorp Ltd (Chairman) and Emami Ltd **Member (Chairman) of Nomination and Remuneration Committee in:** Paharpur Cooling Towers Ltd and Emami Ltd (Chairman)	**Member (Chairman) of Audit Committee in:** Tata Sponge Iron Ltd, Mjunction Services Ltd (Chairman), The Tinplate Company India Ltd (Chairman), Tayo Rolls Ltd, TM International Logistics Ltd (Chairman), Shristi Infrastructure Development Corporation Ltd, TKM Global Logistics Ltd and A.Treds Ltd **Member (Chairman) of Stakeholders' Relationship Committee in:** DIC India Ltd **Member (Chairman) of Nomination and Remuneration Committee in:** Tata Sponge Iron Ltd, Mjunction Services Ltd, The Tinplate Company India Ltd (Chairman), Tayo Rolls Ltd (Chairman), TM International Logistics Ltd (Chairman), Shristi Infrastructure Development Corporation Ltd, TKM Global Logistics Ltd, A.Treds Ltd (Chairman)	Nil	**Member (Chairman) of Stakeholders' Relationship Committee in:** Naagreeka Exports Ltd and Naagreeka Capital & Infrastructure Ltd **Member (Chairman) of Nomination and Remuneration Committee in:** Naagreeka Capital & Infrastructure Ltd	**Member (Chairman) of Audit Committee in:** Greenply Industries Ltd **Member (Chairman) of Nomination and Remuneration Committee in:** Greenply Industries Ltd **Member (Chairman) of Corporate Social Responsibility Committee in:** Greenply Industries Ltd	**Member (Chairman) of Audit Committee in:** Maharaja Shree Umaid Mills Ltd **Member (Chairman) of Stakeholders' Relationship Committee in:** Maharaja Shree Umaid Mills Ltd (Chairman) **Member (Chairman) of Corporate Social Responsibility Committee in:** Apurva Export Pvt Ltd
Shareholding in the Company	Nil	Nil	40,000 Shares (0.05%)	Nil	Nil	Nil

Annexure - A

Sl	(G)	(H)	(I)	(J)	(K)	(L)
Name of the Director	**Mr. Prahlad Rai Agarwala**	**Mr. Ghanshyam Prasad Agarwala**	**Mr. Kunj Bihari Agarwal**	**Mr. Ramesh Agarwal**	**Mr. Mukesh Agarwal**	**Mr. Niraj Kabra**
DIN	00847452	00224805	00224857	00230702	02415004	08067989
Date of Birth (Age)	May 11, 1938 80 years	November 14, 1945 72 years	November 23, 1949 68 Years	June 7, 1968 49 years	January 1, 1971 47 Years	April 18, 1982 36 years
Qualification	Bachelor's degree in Law from the University of Calcutta	Bachelor's degree in Commerce.	Bachelor's degree in Commerce.	Bachelor's degree in Commerce from the University of Calcutta.	Bachelor's degree in Commerce from the University of Calcutta.	Bachelor's degree in Commerce from University of Calcutta
Date of first appointment on the Board	February 6, 1985	July 13, 1987	July 17, 1987	July 29, 2009	July 29, 2009	February 12, 2018
Brief resume & Expertise in specific functional areas	Mr. Prahlad Rai Agarwala is the Company's Chairman, Executive. He is also the Honorary Consul of Republic of Columbia. He has more than 50 years of experience in the textile industry. Mr. Agarwala was awarded the lifetime achievement award in the 7th Reid & Taylor awards for retail excellence organized by the Asia Retail Congress, 2011.	Mr. Ghanshyam Prasad Agarwala is the Vice Chairman (Whole-time Director) of our Company. He has more than 45 years of experience in the textile industry.	Mr. Kunj Bihari Agarwala is the Company's Managing Director. He has more than 43 years of experience in the textile industry. He has wide experience in the marketing & distribution of Company's products. He has played a key role in the setting up of systems and process of distribution & marketing division of the Company. He guides the company and its management at all the stages of its development and strategic decisions.	Mr. Ramesh Agarwal is a Whole-time Director-cum-Chief Financial Officer of the Company. He has more than 23 years of experience in the textile industry. He plays a key role in the finance & accounts, production planning & distribution of Company's products.	Mr. Mukesh Agarwal is a Whole-time Director of the Company. He has more than 18 years of experience in the textile industry and has played a key role in the setting up of systems and process for distribution & production planning.	Mr. Niraj Kabra has joined the Company in the year 2003. He is engaged in the day to day commercial operations and administration of the Company and also looks after legal matters, including of various factories of the Company and handles software development.
Last Drawn Remuneration	₹ 1,90,00,000/- during the year 2017-18	₹ 84,00,000/- during the year 2017-18	₹ 84,00,000/- during the year 2017-18	₹ 79,50,000/- during the year 2017-18	₹ 79,50,000/- during the year 2017-18	₹ 2,19,016/- during the period from February 12, 2018 to March 31, 2018
Relation with other Directors or Key Managerial Personnel of the Company	Father of Mr. Ramesh Agarwal, and brother of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal, Directors of the Company.	Father of Mr. Mukesh Agarwal and brother of Mr. Prahlad Rai Agarwala and Mr. Kunj Bihari Agarwal, Directors of the Company.	Brother of Mr. Prahlad Rai Agarwala and Mr. Ghanshyam Prasad Agarwala, Directors of the Company.	Son of Mr. Prahlad Rai Agarwala, Chairman of the Company.	Son of Mr. Ghanshyam Prasad Agarwala, Vice-Chairman of the Company.	None
Number of Board Meetings attended during the Financial Year 2017-18	4/4	3/4	4/4	3/4	4/4	N.A.

Sl	(G)	(H)	(I)	(J)	(K)	(L)
Name of the Director	**Mr. Prahlad Rai Agarwala**	**Mr. Ghanshyam Prasad Agarwala**	**Mr. Kunj Bihari Agarwal**	**Mr. Ramesh Agarwal**	**Mr. Mukesh Agarwal**	**Mr. Niraj Kabra**
DIN	00847452	00224805	00224857	00230702	02415004	08067989
Other Directorship in Companies	Rupa Spinners Ltd, Salasar Hosiery Pvt Ltd, Ravi Global Pvt Ltd, PGK Builders Pvt Ltd, Vibhuti Infracon Pvt Ltd, Sobhasaria Enterprises Pvt Ltd, Salasar Developers & Garments Pvt Ltd, Salasar Project and Estates Pvt Ltd and Apparel Made-Ups And Home Furnishing Sector Skill Council	Rupa Spinners Ltd, Sobhasaria Enterprises Pvt Ltd	Rupa Spinners Ltd, West Bengal Hosiery Park Infrastructure Ltd, Chatresh Projects Pvt Ltd, Sobhasaria Enterprises Pvt Ltd, Federation of Hosiery Manufacturers Association of India, Metro Towers Office Owners Association	Badrinath Homes Pvt Ltd, Goodview Developers Pvt Ltd, Euro Fashion Inners International Pvt Ltd, Oban Fashions Pvt Ltd, Imoogi Fashions Pvt Ltd, PRS Tie Up Pvt Ltd, Sidhant Niwas Pvt Ltd, Aparesh Niwas Pvt Ltd, Purvanchal Leasing Ltd, Merchant Chamber of Commerce and Industry, Sidhant Flats and Apartments Pvt Ltd, Salasar Project and Estates Pvt Ltd, Neo Metaliks Ltd, Aparesh Infotech Pvt Ltd, Sidhant Credit Capital Ltd, Sungrace Primeview Properties Pvt Ltd, Abhani Securities Pvt Ltd, Rupa Global Pvt Ltd, Ullas Sales Promotion Pvt Ltd	Subham Software Pvt Ltd, Rupa Spinners Ltd, Rupa Dyeing and Printing Pvt Ltd, Citizen Hosiery Pvt Ltd, Balaji Hosiery Pvt Ltd, Sitaram Hosiery Pvt Ltd, Champion Garment Pvt Ltd, Gajraj Knitwear Pvt Ltd, Oban Fashions Pvt Ltd, Neo Metaliks Ltd, Bajrangbali Projects Ltd, Mangal Synthetics Pvt Ltd, Rupa Global Pvt Ltd, Salasar Infrastructure Ltd, Lambodar Infrastructure Pvt Ltd, Kanahiya Realty Pvt Ltd, Ganpati Management Pvt Ltd, Krishna Management Pvt Ltd, Ullas Sales Promotion Pvt Ltd	Nil
Membership/ Chairmanship of Committees of Other Boards	Nil	Nil	Nil	**Member of Audit Committee in:** Purvanchal Leasing Ltd, Neo Metaliks Ltd, Sidhant Credit Capital Ltd. **Member of Nomination & Remuneration Committee in:** Sidhant Credit Capital Limited	Nil	Nil
Shareholding in the Company	28,91,340 shares (3.64%)	13,19,490 Shares (1.66%)	12,79,660 Shares (1.61%)	10,59,230 shares (1.33%)	7,29,550 shares (0.92%)	Nil

Route map to the venue of the 33rd Annual General Meeting of RUPA & COMPANY LIMITED



SATYAJIT RAY AUDITORIUM, INDIAN COUNCIL FOR CULTURAL RELATIONS

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

NOTES

Rupa & Company Limited

Registered Office: Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071
Phone: + 91 33 4057 3100; **Fax:** + 91 33 2288 1362; **Email:** connect@rupa.co.in; **Website:** www.rupa.co.in; **CIN:** L17299WB1985PLC038517

33RD ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE	VENUE	TIME
FRIDAY, AUGUST 31, 2018	SATYAJIT RAY AUDITORIUM, INDIAN COUNCIL FOR CULTURAL RELATIONS (ICCR) 9A, HO CHI MINH SARANI, KOLKATA – 700 071	11:00 A.M.

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** :

I certify that I am a Member/ Proxy for the Member holding _____ equity shares. I hereby record my presence at the 33rd Annual General Meeting (AGM) 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 AGM must bring his/her Attendance Slip which should be signed and deposited at the entrance of the Meeting hall.

Rupa & Company Limited

Registered Office: Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071
Phone: + 91 33 4057 3100; **Fax:** + 91 33 2288 1362; **Email:** connect@rupa.co.in; **Website:** www.rupa.co.in; **CIN:** L17299WB1985PLC038517

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 Rupa & Company Limited holding ..... equity shares, hereby appoint:

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

as my/ our proxy to attend and vote for me/ us and on my/ our behalf at the 33rd Annual General Meeting of the Company to be held on Friday, the 31st day of August, 2018 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 Number	Brief description of the Resolution	No. of Shares
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.	

Signed this ……day of ……, 2018

Signature of Shareholder(s)…….. **Signature of Proxyholder(s)**……

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.

Remote E-Voting Details

EVEN (E-Voting Event Number)	User ID	Password
108831		

Please read the Notice of the 33rd Annual General Meeting of the Company for remote e-voting instructions.