



RUPA & COMPANY LIMITED

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

Phone No.: +91-33-3057 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 Second (32nd) 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 Thursday, the 31st Day of August, 2017 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, 2017, 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, 2017, and the Report of the Auditors thereon.
2. To declare a Dividend of ₹ 2.75, per share (275%) on the Equity Shares of the Company for the Financial Year ended March 31, 2017.
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 appoint M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditor of the Company and to fix its 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and other applicable laws, if any, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, be and is hereby appointed as the Statutory Auditor of the Company to hold office for a term of five (5) consecutive years from the conclusion of this Thirty Second (32nd) Annual General Meeting (for the Financial Year 2016-17) till the conclusion of the Thirty Seventh (37th) Annual General Meeting of the Company (for the Financial Year 2021-22), subject to ratification of its appointment by the members at every Annual General Meeting of the Company, if so required by the Act, at such remuneration as may be approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee.”

SPECIAL BUSINESSES:

6. To approve the revision in the remuneration of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman (Whole-time Director) of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 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 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], 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 the Nomination and Remuneration Committee and the Board of Directors of the Company, the revised remuneration, as detailed out in the Explanatory Statement annexed to the Notice of this 32nd Annual General Meeting, payable, with effect from April 1, 2018, for the remaining term of office to Mr. Prahlad Rai Agarwala (DIN: 00847452), who was re-appointed as a Whole-time Director, designated as the Chairman, of the Company, at the Thirtieth (30th) Annual General Meeting, with effect from April 1, 2015, for a term of five (5) consecutive years, liable to retire by rotation, be and is hereby approved;

RESOLVED FURTHER THAT the other terms and conditions of the aforesaid appointment of Mr. Prahlad Rai Agarwala (DIN: 00847452) shall remain same, as approved at the aforesaid Thirtieth (30th) Annual General Meeting of the Company;

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 the Directors and 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 revision in the remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman (Whole-time Director) of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 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 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], 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 the Nomination and Remuneration Committee and the Board of Directors of the Company, the revised remuneration, as detailed out in the Explanatory Statement annexed to the Notice of this 32nd Annual General Meeting, payable, with effect from April 1, 2018, for the remaining term of office to Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), who was re-appointed as a Whole-time Director, designated as the Vice-chairman, of the Company, with effect from April 1, 2016, for a term of five (5) consecutive years, liable to retire by rotation, be and is hereby approved;

RESOLVED FURTHER THAT the other terms and conditions of the aforesaid appointment of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805) shall remain same, as approved by the Shareholders of the Company, vide Postal Ballot conducted via Notice, dated March 11, 2016;

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 the Directors and 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.”

8. To approve the revision in the remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 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 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], 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 the Nomination and Remuneration Committee and the Board of Directors of the Company, the revised remuneration, as detailed out in the Explanatory Statement annexed to the Notice of this 32nd Annual General Meeting, payable, with effect from April 1, 2018, for the remaining term of office to Mr. Kunj Bihari Agarwal (DIN: 00224857), who was re-appointed as the Managing Director of the Company, with effect from April 1, 2016, for a term of five (5) consecutive years, not liable to retire by rotation, be and is hereby approved;

RESOLVED FURTHER THAT the other terms and conditions of the aforesaid appointment of Mr. Kunj Bihari Agarwal (DIN: 00224857) shall remain same, as approved by the Shareholders of the Company, vide Postal Ballot conducted via Notice, dated March 11, 2016;

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 the Directors and 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.”

9. To approve the revision in the remuneration of Mr. Ramesh Agarwal (DIN: 00230702), Whole-time Director 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 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 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], 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 the Nomination and Remuneration Committee and the Board of Directors of the Company, the revised remuneration, as detailed out in the Explanatory Statement annexed to the Notice of this 32nd Annual General Meeting, payable, with effect from April 1, 2018, for the remaining term of office to Mr. Ramesh Agarwal (DIN: 00230702), who was re-appointed as a Whole-time Director of the Company, at its Thirtieth (30th) Annual General Meeting, with effect from April 1, 2015, for a term of five (5) consecutive years, liable to retire by rotation, be and is hereby approved;

RESOLVED FURTHER THAT the other terms and conditions of the aforesaid appointment of Mr. Ramesh Agarwal (DIN: 00230702) shall remain same, as approved at the aforesaid Thirtieth (30th) Annual General Meeting of the Company;

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 the Directors and 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."

10. To approve the revision in the remuneration of Mr. Mukesh Agarwal (DIN: 02415004), Whole-time Director 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 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 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], 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 the Nomination and Remuneration Committee and the Board of Directors of the Company, the revised remuneration, as detailed out in the Explanatory Statement annexed to the Notice of this 32nd Annual General Meeting, payable, with effect from April 1, 2018, for the remaining term of office to Mr. Mukesh Agarwal (DIN: 02415004), who was re-appointed as a Whole-time Director of the Company, at its Thirtieth (30th) Annual General Meeting, with effect from April 1, 2015, for a term of five (5) consecutive years, liable to retire by rotation, be and is hereby approved;

RESOLVED FURTHER THAT the other terms and conditions of the aforesaid appointment of Mr. Mukesh Agarwal (DIN: 02415004) shall remain same, as approved at the aforesaid Thirtieth (30th) Annual General Meeting of the Company;

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 the Directors and 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."

11. To approve the revision in the remuneration of Mr. Arihant Kumar Baid (DIN: 07318005), Whole-time Director 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 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 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], 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 the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to fix, vary and modify the remuneration, as detailed

out in the Explanatory Statement annexed to the Notice of this 32nd Annual General Meeting, paid/ to be paid to Mr. Arihant Kumar Baid (DIN: 07318005), who was appointed as a Whole-time Director of the Company, at its Thirty-First (31st) Annual General Meeting, with effect from November 5, 2015, for a term of five (5) consecutive years, liable to retire by rotation;

RESOLVED FURTHER THAT the other terms and conditions of the aforesaid appointment of Mr. Arihant Kumar Baid (DIN: 07318005) shall remain same, as approved at the aforesaid Thirty-First (31st) Annual General Meeting of the Company;

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 the Directors and 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.”

12. To approve the revision in the remunerations of the related parties, holding office or place of profit in 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 Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the revised terms of remunerations, as detailed out in the Explanatory Statement annexed to the Notice of this 32nd Annual General Meeting, payable, with effect from April 1, 2018, to the related parties, namely, (i) Mr. Suresh Agarwal; (ii) Mr. Ravi Agarwal; (iii) Mr. Manish Agarwal; (iv) Mr. Vikash Agarwal; and (v) Mr. Rajnish Agarwal, holding office or place of profit in the Company, be and are hereby approved;

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

RESOLVED FURTHER THAT the Directors and 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.”

13. To approve the revision in the remuneration of Mr. Siddhant Agarwal, related party, holding office or place of profit in 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 Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the revised terms of remuneration, as detailed out in the Explanatory Statement annexed to the Notice of this 32nd Annual General Meeting, paid/ to be paid to Mr. Siddhant Agarwal, related party, holding office or place of profit in the Company, be and is hereby approved;

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

RESOLVED FURTHER THAT the Directors and 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.”

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

Date: May 26, 2017

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

Sd/-
Kundan Kumar Jha
ACS 17612

Company Secretary & Compliance Officer

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 enclosed herewith. The Proxy-holder shall carry his/ her identity proof at 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 (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. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, August 25, 2017 to Thursday, August 31, 2017 (both days inclusive) for the purpose of payment of dividend and AGM.
4. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the ensuing AGM, is annexed herewith.
5. 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 (hereinafter referred to as "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.
6. Electronic copy of the Annual Report, Notice of the 32nd AGM and 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 copies of the documents are being sent by the permitted mode.
To support the green initiative, we request the Members to update their e-mail address with the Company/ Company's RTA/ Depository Participants to enable the Company to send communications electronically.
7. 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 Companies Act, 2013, 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 any working day from 11:00 a.m to 1:00 p.m. and the same shall also be open for inspection at the ensuing AGM.
8. 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.
9. Members/ Proxies/ Authorized Representatives are requested to bring their copies of Annual Report and produce duly filled Attendance Slip for attending the meeting. Copies of the Annual Report and Attendance slip will not be provided at the AGM venue.
10. In all the cases relating to the 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, are given in 'Annexure-A', annexed to the enclosed Explanatory Statement.
11. 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.
12. Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every Participant in the Securities Market. Members holding shares in demat form are requested to furnish a copy of PAN card to the Depository Participants. Members holding shares in physical form are required to submit their PAN card details to the RTA.

13. 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.
14. For claiming dividend, which has remained unclaimed since the Financial Year 2009-10, 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 Company's Unpaid Dividend Account, will, as per Section 124(5) and other applicable provisions of the Companies Act, 2013, 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 Companies Act, 2013, 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 Investor Education and Protection Fund.
15. 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 2016-17 shall also be available on the website of the Company at www.rupa.co.in.
16. 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) with respect to the ensuing AGM.
17. 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 Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means by remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) in respect of businesses to be transacted at the 32nd 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., Thursday, August 24, 2017, may obtain their User ID and Password for e-voting from Company's RTA at mdpldc@yahoo.com (Phone No.: +91-33-2243 5809) or Mr. Rajiv Ranjan, Asst. Manager, National Securities Depositories Limited, Trade World, 'A' Wing 4th & 5th Floor(s), Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, E-mail ID: rajivr@nsdl.co.in, Phone No.: +91-22-2499 4738, 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 Monday, August 28, 2017 at 9:00 a.m. IST and ends on Wednesday, August 30, 2017 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., Thursday, August 24, 2017, may cast their votes electronically.**
18. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

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 authorisation to the Scrutinizer through e-mail at hmchoraria@gmail.com with a copy marked to NSDL’s e-mail ID: evoting@nsdl.co.in.

In case of members receiving the physical copy:

- i. User ID and initial password are provided at the bottom of the Ballot Paper, annexed to this Notice.
- ii. Please follow all steps from Sl. Nos. (ii) to (ix) above to cast your vote.

19. Members already registered with NSDL for remote e-voting can use their existing User ID and Password for Login. Thereafter, please follow the steps from Sl. Nos. (v) to (ix) above, to cast your vote.

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

Item No. 6 - To approve the revision in the remuneration of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman (Whole-time Director) of the Company.

Mr. Prahlad Rai Agarwala is one of the founders of the Company and has been devoting all his experience, time and energy towards the promotion of the business of the Company, since its inception. He has been serving as a Director of the Company, since its incorporation, i.e. February 06, 1985. The Members of the Company, at their 30th Annual General Meeting held on September 15, 2015, had approved his re-appointment as a Whole-time Director of the Company, designated as the Chairman of the Company, liable to retirement by rotation, for a term of five (5) years, with effect from April 1, 2015, on the terms and conditions, including remuneration, in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, the Articles of Association of the Company and other applicable laws. Further, pursuant to the provisions of Section 196(3)(a), read with the proviso thereof, the said re-appointment of Mr. Prahlad Rai Agarwala, in view of his age exceeding seventy (70) years, was ratified by the Members’ Special Resolution passed via Postal Ballot conducted vide Notice, dated March 11, 2016.

Considering the wholehearted sincerity and commitment dedicated by Mr. Prahlad Rai Agarwala towards the development and growth of the Company, the Board, via its approval at its meeting held on May 26, 2017 and based on the recommendation of the Nomination and Remuneration Committee, recommends revision in the existing remuneration payable to Mr. Prahlad Rai Agarwala, in his aforesaid capacity of a Whole-time Director of the Company, designated as its Chairman. The details of the proposed remuneration payable to him are set out below:

Category	Particulars
Basic Salary (per month)	In the scale of ₹ 7,50,000/- to ₹ 10,00,000/-
Reimbursement of Medical Expenses including abroad for self and family	At actual
Leave Travel Concession for self and family once in a year	As per the rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of two (2) clubs
Personal Accident Insurance (per annum)	Annual Premium which shall not exceed ₹ 1,05,000/-
Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per Company’s Scheme
Commission	@1% per annum of eligible Net Profit

Furthermore, remuneration, including allowances, perquisites will be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.

Mr. Prahlad Rai Agarwala shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

The other requisite details of Mr. Prahlad Rai Agarwala have been annexed hereto, marked as '**Annexure-A(1)**'.

Save and except Mr. Prahlad Rai Agarwala and his relatives, to the extent of their directorship and shareholding interest, if any, in the Company, none of the other 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.

The Board of Directors of the Company recommends that the Resolution, as set out in Item No. 6, be passed as a Special Resolution.

Item Nos. 7 & 8 - To approve the revision in the remunerations of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman (Whole-time Director) of the Company, and Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company.

Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal belong to the founder members of the Company and have been devoting all their experience, time and energy towards the promotion of the business of the Company, since its inception. They have been serving as Directors of the Company, since July 13, 1987 and July 17, 1987, respectively. The Members of the Company through the Postal Ballot process on April 19, 2016, conducted vide Postal Ballot Notice, dated March 11, 2016, approved the re-appointments of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal as a Whole-time Director, designated as Vice-chairman, and the Managing Director of the Company, respectively, for a term of five (5) years each, with effect from April 1, 2016, on the terms and conditions, including remuneration, in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, the Articles of Association of the Company and other applicable laws.

Considering the wholehearted sincerity and commitment dedicated by both, Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal, towards the operations and growth of the Company, the Board, via its approval at its meeting held on May 26, 2017 and based on the recommendation of the Nomination and Remuneration Committee, recommends revision in the existing remunerations payable to them, in their aforesaid respective capacities. The details of the proposed remunerations payable to each of them are set out below:

Category	Particulars
Basic Salary (per month)	In the scale of ₹ 7,00,000/- to ₹ 9,50,000/-
Reimbursement of medical expenses including abroad for self and family	At actual
Leave travel concession for self and family once in a year	As per the rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of two (2) clubs
Personal Accident Insurance (per annum)	Annual premium not exceeding ₹ 10,000/-
Leave	Leave with full pay and allowances including encashment thereof as per the rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per Company's scheme

Furthermore, remunerations, including allowances, perquisites will be within individual limit(s) of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.

Furthermore, Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The other requisite details of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal have been annexed hereto, marked as '**Annexure-A(2) & (3)**', respectively.

Save and except Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal and their respective relatives, to the extent of their directorship and shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said respective Resolutions.

The Board of Directors of the Company recommends that the Resolutions, as set out in Item Nos. 7 & 8, be both passed as Special Resolutions.

Item Nos. 9 & 10 - To approve the revision in the remunerations of Mr. Ramesh Agarwal (DIN: 00230702) and Mr. Mukesh Agarwal (DIN: 02415004), Whole-time Directors of the Company.

The Members of the Company, at their 30th Annual General Meeting held on September 15, 2015, had approved the re-appointments of Mr. Ramesh Agarwal and Mr. Mukesh Agarwal, as Whole-time Directors of the Company, liable to retirement by rotation, for a term of five (5) years each, with effect from April 1, 2015, on the terms and conditions, including remunerations, in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, the Articles of Association of the Company and other applicable laws.

Considering the continuous effort, time and energy dedicated by both, Mr. Ramesh Agarwal and Mr. Mukesh Agarwal, in their successful endeavour towards the growth and business of the Company, the Board, via its approval at its meeting held on May 26, 2017 and based on the recommendation of the Nomination and Remuneration Committee, recommends revision in the existing remunerations payable to them, in their aforesaid respective capacities. The details of the proposed remunerations payable to each of them are set out below:

Category	Particulars
Basic Salary (per month)	In the scale of ₹ 4,50,000/- to ₹ 6,00,000/-
Reimbursement of Medical Expenses including abroad for self and family	Expenses incurred for self and family including mediclaim insurance premium in accordance with the rules of the Company
Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	₹ 5,00,000/-
Provident Fund, Superannuation and Gratuity Benefits	As per the rules of the Company
Performance Bonus	As approved by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee

Furthermore, the remunerations of Mr. Ramesh Agarwal and Mr. Mukesh Agarwal, including allowances and perquisites will be within individual limit(s) of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.

Mr. Ramesh Agarwal and Mr. Mukesh Agarwal shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

The other requisite details of Mr. Ramesh Agarwal and Mr. Mukesh Agarwal have been annexed hereto, marked as 'Annexure-A(4) & (5)', respectively.

Save and except Mr. Ramesh Agarwal and Mr. Mukesh Agarwal and their respective relatives, to the extent of their directorship and shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said respective Resolutions.

The Board of Directors of the Company recommends that the Resolutions, as set out in Item Nos. 9 & 10, be both passed as Ordinary Resolutions.

Item No. 11 - To approve the revision in the remuneration of Mr. Arihant Kumar Baid (DIN: 07318005), Whole-time Director of the Company.

To strengthen the composition of the Board by inducting more professionals, the Board of Directors of the Company appointed Mr. Arihant Kumar Baid (DIN: 07318005) as an Additional Director Executive of the Company at their Meeting held on November 5, 2015, under Section 161 of the Companies Act, 2013. Subsequently, at the 31st Annual General Meeting held on August 31, 2016, Mr. Arihant Kumar Baid was appointed as a Whole-time Director of the Company, with effect from November 5, 2015, for a term of five (5) consecutive years, liable to retire by rotation, on the terms and conditions, including remuneration, in accordance with the provisions of Sections 196 and 197 read with Schedule V of the Companies Act, 2013.

Considering the time and energy dedicated by Mr. Arihant Kumar Baid, towards the growth and business of the Company, it is proposed to authorise the Board of Directors of the Company, to fix, pay and vary the remuneration up to ₹ 30 lacs per annum to Mr. Arihant Kumar Baid, on the recommendation of the Nomination and Remuneration Committee.

The other requisite details of Mr. Baid have been annexed hereto, marked as 'Annexure-A(6)'.

Mr. Baid 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 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 Board of Directors of the Company recommends the Resolution, as set out in Item No. 11, be passed as an Ordinary Resolution.

Item No. 12 - To approve the revision in the remunerations of the related parties, holding office or place of profit in the Company.

The Board of Directors of the Company, via its approval at its meeting held on May 26, 2017 and based on the recommendation of the Nomination and Remuneration Committee, recommends appreciation in the existing remunerations payable to the related parties, namely, (i) Mr. Suresh Agarwal; (ii) Mr. Ravi Agarwal; (iii) Mr. Manish Agarwal; (iv) Mr. Vikash Agarwal; and (v) Mr. Rajnish Agarwal, for holding office or place of profit in the Company, from time to time. The aforesaid related parties are currently holding position as Presidents in the Company.

The requisite particulars, including the proposed remuneration, in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and modified, of the aforesaid related parties are set out below:

Particulars	Mr. Suresh Agarwal	Mr. Ravi Agarwal	Mr. Manish Agarwal	Mr. Vikash Agarwal	Mr. Rajnish Agarwal
Name of the Director or Key Managerial Personnel who is related	Mr. Prahlad Rai Agarwala and Mr. Ramesh Agarwal, Whole-time Directors	Mr. Kunj Bihari Agarwal, Managing Director	Mr. Ghanshyam Prasad Agarwala and Mr. Mukesh Agarwal, Whole-time Directors	Mr. Kunj Bihari Agarwal, Managing Director	Mr. Ghanshyam Prasad Agarwala and Mr. Mukesh Agarwal, Whole-time Directors
Nature of relationship	Son and brother of Mr. Prahlad Rai Agarwala and Mr. Ramesh Agarwal, respectively	Son of Mr. Kunj Bihari Agarwal	Son and brother of Mr. Ghanshyam Prasad Agarwala and Mr. Mukesh Agarwal, respectively	Son of Mr. Kunj Bihari Agarwal	Son and brother of Mr. Ghanshyam Prasad Agarwala and Mr. Mukesh Agarwal, respectively
Nature, material terms, monetary value and particulars of the contract or arrangement	In the scale of ₹ 2,50,000/- to ₹ 4,00,000/- (per month). Other terms as per the rules of the Company.	In the scale of ₹ 4,50,000/- to ₹ 6,00,000/- (per month). Other terms as per the rules of the Company.	In the scale of ₹ 4,50,000/- to ₹ 6,00,000/- (per month). Other terms as per the rules of the Company.	In the scale of ₹ 4,50,000/- to ₹ 6,00,000/- (per month). Other terms as per the rules of the Company.	In the scale of ₹ 4,50,000/- to ₹ 6,00,000/- (per month). Other terms as per the rules of the Company.
Any other information	-	-	-	-	-

The remuneration shall be paid in a manner as determined by the Board of Directors of the Company.

Unless otherwise stipulated for the purposes of the above, the perquisites, if any, shall be as per the Income Tax Rules whenever actual cost cannot be determined.

Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, shall be authorised to increase, reduce, alter or vary the aforesaid terms of remuneration, allowances and perquisites, including monetary values thereof, at any time and from time to time, in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

Save and except Mr. Suresh Agarwal, Mr. Ravi Agarwal, Mr. Manish Agarwal, Mr. Vikash Agarwal and Mr. Rajnish Agarwal and their respective relatives, to the extent of their directorship and/ or shareholding interest, if any, in the Company, none of the other 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.

The Board of Directors of the Company recommends the Resolution, as set out in Item No. 12, be passed as an Ordinary Resolution.

Item No. 13 - To approve the revision in the remuneration of Mr. Siddhant Agarwal, related party, holding office or place of profit in the Company.

The Board of Directors of the Company, via its approval at its meeting held on May 26, 2017 and based on the recommendation of the Nomination and Remuneration Committee, recommends appreciation in the existing remuneration payable to Mr. Siddhant Agarwal, related party, for holding office or place of profit in the Company, from time to time. Mr. Siddhant Agarwal is currently holding a position of Vice-president in the Company.

The requisite particulars, including the proposed remuneration, in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and modified, of Mr. Siddhant Agarwal are set out below:

Particulars	Mr. Siddhant Agarwal
Name of the Director or Key Managerial Personnel who is related	Mr. Prahlad Rai Agarwala and Mr. Ramesh Agarwal, Whole-time Directors
Nature of relationship	Members of the same Hindu Undivided Family
Nature, material terms, monetary value and particulars of the contract or arrangement	In the scale of ₹ 2,50,000/- to ₹ 4,00,000/- (per month). Other terms as per the rules of the Company.
Any other information	-

The remuneration shall be paid in a manner as determined by the Board of Directors of the Company.

Unless otherwise stipulated for the purposes of the above, the perquisites, if any, shall be as per the Income Tax Rules whenever actual cost cannot be determined.

Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, shall be authorised to increase, reduce, alter or vary the aforesaid terms of remuneration, allowances and perquisites, including monetary values thereof, at any time and from time to time, in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

Save and except Mr. Siddhant Agarwal and his relatives, to the extent of their directorship and/ or shareholding interest, if any, in the Company, none of the other 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.

The Board of Directors of the Company recommends the Resolution, as set out in Item No. 13, be passed as an Ordinary Resolution.

Registered Office:

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

Date: May 26, 2017

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

Sd/-
Kundan Kumar Jha
ACS 17612

Company Secretary & Compliance Officer

ANNEXURE-A

	(1)	(2)	(3)	(4)	(5)	(6)
Sl. No.						
Name of the Director	Mr. Prahlad Rai Agarwala	Mr. Ghanshyam Prasad Agarwala	Mr. Kunj Bihari Agarwal	Mr. Ramesh Agarwal	Mr. Mukesh Agarwal	Mr. Arijant Kumar Baid
Date of Birth	May 11, 1938	November 14, 1945	November 23, 1949	June 7, 1968	January 1, 1971	October 18, 1983
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.	Commerce graduate from St. Xavier's College, Kolkata and is a member of the Institute of Chartered Accountants of India.
Date of first appointment on the Board	February 6, 1985	July 13, 1987	July 17, 1987	July 29, 2009	July 29, 2009	November 5, 2015
Brief Resume & Expertise in specific functional areas	Mr. Prahlad Rai Agarwala is the Company's Executive Chairman. He is also the Honorary Consul of Republic of Columbia. He has more than 40 years of experience in the textile industry. Mr. Agarwala was awarded the lifetime achievement award in the 7 th Reid & Taylor awards for retail excellence organized by the Asia Retail Congress, 2011.	Mr. Ghanshyam Prasad Agarwala is the Company's Vice-Chairman. He has more than 35 years of experience in the textile industry.	Mr. Kunj Bihari Agarwal is the Company's Managing Director. He has more than 30 years of experience in the textile industry. He is a specialist 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 of the Company. He has more than 20 years of experience in the textile industry. He plays a key role in the production planning & distribution of Company's products.	Mr. Mukesh Agarwal is a Whole-time Director of the Company. He has more than 15 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. Baid is having 10 years of rich expertise in the field of finance and accounts. Mr. Baid plays a key role in Finance and Accounts function of the Company.
Details of Remuneration drawn in Financial Year 2016-17	₹ 1,87,00,000/-	₹ 81,00,000/-	₹ 81,00,000/-	₹ 63,00,000/-	₹ 63,00,000/-	₹ 16,83,226/-
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, Executive Chairman of the Company.	Son of Mr. Ghanshyam Prasad Agarwala, Executive Vice-Chairman of the Company.	None
Number of Board Meetings attended during the Financial Year 2016-17	4/4	1/4	2/4	2/4	4/4	4/4

ANNEXURE-A

Sl. No.	(1)	(2)	(3)	(4)	(5)	(6)
Directorship in Companies	Rupa & Company Limited, Rupa Spinnners Ltd, Salasar Hosiery Private Limited, Ravi Global Pvt. Ltd., PGK Builders Private Limited, Vibhuti Infracon Private Limited, Sobhasaria Enterprises Private Limited, Salasar Developers & Garments Pvt Ltd, Salasar Project and Estates Pvt Ltd	Rupa & Company Limited, Rupa Spinnners Ltd, Sobhasaria Enterprises Private Limited	Rupa & Company Limited, Rupa Spinnners Ltd, West Bengal Hosiery Park Infrastructure Limited, Chatresh Projects Private Limited, Sobhasaria Enterprises Private Limited, Federation of Hosiery Manufacturers Association of India, Apparel Made-Ups and Home Furnishing Sector Skill Council, Metro Towers Office Owners Association	Rupa & Company Limited, Purvanchal Leasing Ltd, Euro Fashion Inners International Private Limited, Imoogi Fashions Private Limited, Oban Fashions Private Limited, Neo Metalks Limited, Badrinath Homes Private Limited, Encord Tie Up Private Limited, Rupa Global Pvt. Ltd., Sudershan Mercantile Private Limited, PPS Tie Up Private Limited, Abhani Securities Private Limited, Sidhant Credit Capital Ltd, Aparaesh Niwas Pvt Ltd, Sidhant Niwas Pvt Ltd, Goodview Developers Private Limited, Sungrace Primeview Properties Private Limited, Aparaesh Infotech Private Limited, Salasar Project and Estates Pvt Ltd, Sidhant Flats and Apartments Private Limited, Merchants' Chamber of Commerce & Industry	Rupa & Company Limited, Subham Software Private Limited, Rupa Spinnners Ltd, Rupa Dyeing and Printing Private Limited, Citizen Hosiery Private Limited, Balaji Hosiery Private Limited, Sitaram Hosiery Private Limited, Champion Garment Private Limited, Gajraj Knitwear Private Limited, Oban Fashions Private Limited, Neo Metalks Limited, Bajrangballi Projects Limited, Mangal Synthetics Private Limited, Rupa Global Pvt.Ltd., Sungrace Primeview Properties Private Limited, Salasar Infrastructure Limited, Lambodar Infrastructure Private Limited, Kanahiya Realty Private Limited, Ganpati Management Private Limited, Krishna Management Private Limited	Rupa & Company Limited
Membership/ Chairmanship in Audit and Stakeholders' Relationship Committees of Boards	Nil	Nil	Nil	Member of Audit Committee in: Rupa & Company Limited, Purvanchal Leasing Ltd, Neo Metalks Ltd and Sidhant Credit Capital Limited Member of Stakeholders' Relationship Committee in: Rupa & Company Limited	Member of Audit Committee in: Rupa & Company Limited Member of Stakeholders' Relationship Committee in: Rupa & Company Limited	Nil
Shareholding in the Company	29,51,090 equity shares (3.71%)	12,40,910 equity shares (1.56%)	12,01,080 equity shares (1.51%)	10,59,230 equity shares (1.33%)	7,29,550 equity shares (0.92%)	Nil



RUPA & COMPANY LIMITED

Registered Office: Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071
Phone No.: +91-33-3057 3100; **Fax No.:** +91-33-2288 1362
E-mail ID: connect@rupa.co.in; **Website:** www.rupa.co.in
CIN: L17299WB1985PLC038517

**32nd ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

DATE
THURSDAY, AUGUST 31, 2017

VENUE
SATYAJIT RAY AUDITORIUM,
INDIAN COUNCIL FOR CULTURAL RELATIONS (ICCR)
9A, HO CHI MINH SARANI, KOLKATA - 700071

TIME
11:00 A.M.

Name of the Member(s)/ Proxy:			
Address:			
E-mail ID:			
Folio No./Client ID:		DP ID:	

I certify that I am a Member/ Proxy for the Member holding _____ equity shares. I hereby record my presence at the 32nd Annual General Meeting 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 Annual General Meeting 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 No.: +91-33-3057 3100; **Fax No.:** +91-33-2288 1362
E-mail ID: 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]

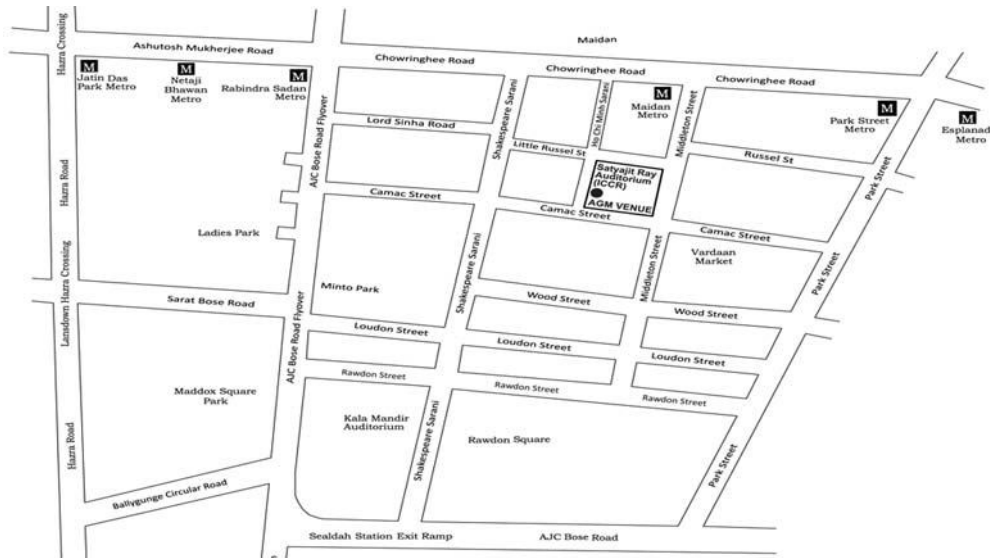
Name of the Member(s)/ Representative:			
Registered Address:			
E-mail ID:			
Folio No./Client ID:		DP ID:	

I/ We, being the member (s) of equity shares of the above named Company, hereby appoint:

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

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 32nd Annual General Meeting of the Company to be
P.T.O.

Route map to the venue of the 32nd Annual General Meeting of RUPA & COMPANY LIMITED



SATYAJIT RAY AUDITORIUM, INDIAN COUNCIL FOR CULTURAL RELATIONS

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

held on Thursday, the 31st day of August, 2017 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 No.	Brief description of Resolution	No. of Shares held
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2017, 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, 2017, and the Report of the Auditors thereon.	
2.	To declare a Dividend of ₹ 2.75, per share (275%) on the Equity Shares of the Company for the Financial Year ended March 31, 2017.	
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 appoint M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, as the Statutory Auditor of the Company and to fix their remuneration.	
6.	To approve the revision in the remuneration of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman and Whole-time Director of the Company.	
7.	To approve the revision in the remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman and Whole-time Director of the Company.	
8.	To approve the revision in the remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company.	
9.	To approve the revision in the remuneration of Mr. Ramesh Agarwal (DIN: 00230702), Whole-time Director of the Company.	
10.	To approve the revision in the remuneration of Mr. Mukesh Agarwal (DIN: 02415004), Whole-time Director of the Company.	
11.	To approve the revision in the remuneration of Mr. Arihant Kumar Baid (DIN: 07318005), Whole-time Director of the Company.	
12.	To approve the revision in the remunerations of the related parties, namely, (i) Mr. Suresh Agarwal, (ii) Mr. Ravi Agarwal, (iii) Mr. Manish Agarwal, (iv) Mr. Vikash Agarwal, and (v) Mr. Rajnish Agarwal, holding office or place of profit in the Company	
13.	To approve the revision in the remuneration of Mr. Siddhant Agarwal, related party, holding office or place of profit in the Company.	

Signed this _____ day of August, 2017.

Signature of Shareholder/ Representative: _____

Signature of Proxy Holder: _____

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.