

ADDENDUM TO THE NOTICE OF THE 33RD ANNUAL GENERAL MEETING

Addendum to the Notice dated May 23, 2018 ("Original Notice") of 33rd Annual General Meeting ("AGM") of the Members of Rupa and Company Limited (the "Company") to 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.

Whereas the circumstances have arisen after publication and dispatch of the Original Notice requiring certain additions to the Original Notice, therefore, the Members are hereby notified as follows:

This Addendum shall be deemed to be a part of the Original Notice, and shall be read along with the Original Notice. Further, the Original Notice shall be deemed amended as provided herein:

Insertion of a new item as an Item No. 8 in the Original Notice as a special business

Item No. 8

To approve the appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent 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 111, 149, 152, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV thereof and the allied rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) and re-enactment thereof] and in terms of the Articles of Association and Policies of the Company, other applicable laws and such other approvals, as may be necessary, Mr. Ashok Bhandari (DIN: 00012210) who was appointed as an Additional Director in the capacity of Independent Director, w.e.f. August 10, 2018 by the Board of Directors on recommendation of the Nomination and Remuneration Committee, who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Bhandari for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from August 10, 2018, whose office shall not be liable to be determined by rotation."

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

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

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

Date: August 10, 2018

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act in respect of the Special Business is enclosed.
2. Documents with respect to the Addendum Resolution are available for inspection by the Members of the Company 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.
3. The Company deems it appropriate to bring the factual position to the notice of the Members by this Addendum to the AGM Notice to enable the Members to exercise their voting rights through remote e-voting facility or through Ballot Papers at the AGM.
4. The Addendum to the Notice of AGM is available on website of the Company at <http://rupa.co.in/> as well as on the website of National Securities Depositories Limited at evoting@nsdl.co.in.

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

Item No. 8: To approve the appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent 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:

The Members are informed that Mr. Satya Brata Ganguly (DIN: 00012220) has tendered his resignation from the position of Independent Director, w.e.f. 3rd July, 2018 due to his health problems. In terms of the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), the vacancy caused by such resignation is required to be filled up by the Board within 3 months of the vacancy so caused or in the immediate next Board Meeting, whichever is later. In view of the said provisions, the Board of Directors at its meeting held on August 10, 2018, based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members of the Company at the ensuing Annual General Meeting, has approved the appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Additional Director, in the capacity of an Independent Director of the Company who shall hold office till the conclusion of the 33rd Annual General Meeting (AGM). The Company has also received a notice in writing, from a Member of the Company, proposing the candidature of Mr. Bhandari as an Independent Director under Section 160(1) of the Act at the ensuing AGM.

However, since the Notice convening the 33rd Annual General Meeting (AGM) of the Company scheduled to be held at the Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071, on Friday, August 31, 2018, at 11:00 a.m. has already been dispatched on or before August 6, 2018, the Board has amended the Notice convening the 33rd Annual General Meeting of the Company by way of an addendum and inserted an agenda item for regularising the appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director for a period of 5 years commencing from August 10, 2018.

The Proxy Form shall be deemed to be amended to include the above referred agenda item.

Mr. Ashok Bhandari was the Chief Financial Officer and President at Shree Cements Limited for over 25 years. Mr. Bhandari has over 40 years of experience as a key senior executive negotiating with banks, governments, JV partners, and technology & equipment suppliers. Presently, he is acting as an Independent Business Strategist. The Board is of the view that his association with the Company as an Independent Director would benefit the Company, given his knowledge and experience.

Mr. Ashok Bhandari, has submitted the necessary declaration regarding his meeting of the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations, 2015. Further, based on the declarations received from Mr. Bhandari 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. Bhandari is not related to any of the Directors of the Company and does not hold any shares in the Company, either by himself or on a beneficial basis. In the opinion of the Board, Mr. Bhandari fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations. Mr. Bhandari is independent of the management and possesses appropriate skills, experience and knowledge.

The other requisite details of Mr. Bhandari, are annexed hereto, in the Annexure.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

The Board recommends this Ordinary Resolution for the approval of the Members.

Annexure

Name of the Director: Mr. Ashok Bhandari

Director Identification Number: 00012210

Date of Birth (Age): February 2, 1953, 65 Years

Qualification: B. Sc. (Hons), FCA

Date of first appointment on the Board: August 10, 2018

Brief resume, experience & expertise in specific functional areas: Mr. Ashok Bhandari was the Chief Financial Officer and President at Shree Cements Limited for over 25 years. Mr. Bhandari has over 40 years of experience as a key senior executive negotiating with banks, governments, JV partners, and technology & equipment suppliers. He was also responsible for leading initiatives in developing countries for green field plants/ joint ventures and management contracts in cement and building materials domain and has extensive experience in cost management through interest negotiation, driving JVs, and working with Banks & Financial Institutions for contract funding and reducing costs. He was awarded as the best CFO in India in 2014 for leverage management amongst large corporates by Business Today. Yes Bank voted as the second best CFO (2013) in Asia by the Sell Side analysts for the Institutional Investor. He was invited to the best 100 CFO of India scroll compiled by CFO – India (2010). Mr. Bhandari is on the boards of several Indian companies. Presently, he is acting as an independent business strategist.

Last Drawn Remuneration: Not applicable

Details of remuneration sought to be paid: He shall be entitled to receive profit related commission, to be approved by the shareholders at the ensuing Annual General Meeting of the Company. He shall also be entitled to get sitting fees, as approved by the Board of Directors.

Relation with other Directors or Key Managerial Personnel of the Company: None

Number of Board Meetings attended during the Financial Year: participated on 10/08/2018

Other Directorship in Companies: Intrasoft Technologies Limited, Maithan Alloys Ltd, Skipper Limited, IFB Industries Ltd, NPR Finance Ltd, N.B.I. Industrial Finance Company Ltd, Ragini Finance Limited. Shree Capital Services Ltd, Digvijay Finlease Limited, Aum Capital Market Private Limited, Vehere Interactive Pvt Ltd, Cast Solutions Limited, Cem Logistics Private Limited and Shreecap Holdings Private Limited

Membership/ Chairmanship of Committees of Other Boards:

Member (Chairman) of Audit Committee in: Skipper Limited, IFB Industries Ltd, NPR Finance Ltd, Digvijay Finlease Limited

Member (Chairman) of Stakeholders' Relationship Committee in: Intrasoft Technologies Limited, N.B.I. Industrial Finance Company Ltd, Digvijay Finlease Limited

Member (Chairman) of Nomination and Remuneration Committee in: Skipper Limited, Intrasoft Technologies Limited, N.B.I. Industrial Finance Company Ltd, NPR Finance Ltd, Digvijay Finlease Limited

Member (Chairman) of CSR Committee in: Shree Capital Services Ltd (Chairman)

Shareholding in the Company: Nil

Registered Office:

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

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

sd/-

Kundan Kumar Jha

Company Secretary & Compliance Officer

ACS 17612

Date: August 10, 2018



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
FRIDAY, AUGUST 31, 2018

VENUE
SATYAJIT RAY AUDITORIUM,
INDIAN COUNCIL FOR CULTURAL RELATIONS (ICCR)
9A, HO CHI MINH SARANI, KOLKATA – 700 071

TIME
11:00 A.M.

- 1 **Serial 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** :
- Courier AWB No.:

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			
	or failing him	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.	
8.	To approve the appointment of Mr. Ashok Bhandari (DIN: 00012210), as an Independent Director of the Company.	

Signed thisday of, 2018

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

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.

Affix
Revenue
Stamp

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.