



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-Fourth (34th) Annual General Meeting** of the Members of **RUPA & COMPANY LIMITED** will be held at the Kala Kunj, 48 Shakespeare Sarani, Kolkata – 700 017, on Friday, the 6th day of September, 2019, 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, 2019, and the Reports of the Board of Directors and the Auditors thereon;
 - (b) the Audited Consolidated Financial Statement of the Company, for the Financial Year ended March 31, 2019, and the Report of the Auditors thereon.
2. To declare a Dividend of ₹ 3/-, per share (300%), on the Equity Shares of the Company, for the Financial Year ended March 31, 2019.
3. To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESSES:

5. To approve re-appointment of Mr. Vinod Kumar Kothari (DIN: 00050850), as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vinod Kumar Kothari (DIN: 00050850), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, with effect from September 6, 2019, i.e. the date of ensuing Thirty-Fourth Annual General Meeting of the Company."
6. To approve re-appointment of Mr. Dipak Kumar Banerjee (DIN: 00028123) as an Independent Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dipak Kumar Banerjee (DIN: 00028123), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, with effect from September 6, 2019, i.e. the date of ensuing Thirty-Fourth Annual General Meeting of the Company."
7. To approve re-appointment of Mr. Sushil Patwari (DIN: 00023980) as an Independent Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sushil Patwari (DIN: 00023980), be and is hereby re-appointed as an Independent Director of

the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, with effect from September 6, 2019, i.e. the date of ensuing Thirty-Fourth Annual General Meeting of the Company.”

8. To approve re-appointment of Mr. Dharam Chand Jain (DIN: 00453341) as an Independent Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dharam Chand Jain (DIN: 00453341), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, with effect from September 6, 2019, i.e. the date of ensuing Thirty-Fourth Annual General Meeting of the Company.”

9. To approve re-appointment of Mrs. Alka Devi Bangur (DIN: 00012894) as an Independent Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Alka Devi Bangur (DIN: 00012894), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, with effect from November 14, 2019.”

10. To adopt a new set of Articles of Association of the Company as per the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to substitute the existing set of Articles of Association of the Company by a new set of Articles of Association;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to above resolution.”

11. To approve revision in remuneration 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, 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, payable, with effect from April 1, 2020, 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 any of the Whole-time 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 for related party transaction and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Act, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Company's policy on Related Party

transaction(s), approval of members be and is hereby accorded, to enter into contract(s)/ arrangement(s)/ transaction(s), in the ordinary course of business of the Company and on arm's length basis, with Arrow-link Stitchers Private Limited, a related party, for availing services, as morefully described in the Explanatory Statement, on such terms and conditions, as the Board of Directors or the Audit Committee thereof, may deem fit, up to a maximum aggregate value of ₹ 80 Crore in any financial year, with effect from the Financial Year 2019-20;

RESOLVED FURTHER THAT the Board of Directors of the Company or the Audit Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things, as may be required to be done to give effect to above resolution."

Registered Office:

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

Date: May 25, 2019

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

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

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"), 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 31, 2019 to September 6, 2019 (both days inclusive), for the purpose of payment of dividend and Annual General Meeting (AGM). The dividend, if approved at the ensuing AGM, will be paid at par to those Members, whose name shall appear on the Register of Members as on close of business hours on Friday, the August 30, 2019.
5. 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.
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 2018-19, Notice of the 34th 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 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/ Depository Participants 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 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 all working days (except Saturday), 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 re-appointment of Directors at the ensuing AGM, the requisite details of Directors, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), 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. Further, Members holding shares in physical form are requested to dematerialise their shares for effecting transfer of shares.
14. Members are requested to address all correspondence, including dividend related correspondence, to 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 2011-12 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 (Seven) years from the date of transfer to the Companies 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 7 (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 2018-19 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. Route map to the venue of the AGM is provided alongwith this Notice.
19. The Company proposes to provide the option of voting by means of Ballot Paper 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 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 34th 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.

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 30, 2019, 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 Depositories Limited, Trade World, 'A' Wing 4th & 5th Floor(s), Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013, E-mail address: pallavid@nsdl.co.in / evoting@nsdl.co.in, Phone No.: +91 22 2499 4545, Toll Free No.: 1800 222 990.

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.

- b. **The remote e-voting period starts on Tuesday, September 3, 2019 at 9:00 a.m. IST and ends on Thursday, September 5, 2019 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 30, 2019, may cast their votes electronically.**
 - c. The facility for voting through Ballot 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 Ballot Paper. The facility to vote by electronic voting system will not be provided at the AGM.
 - d. 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.
20. 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 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 is being communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force 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'. Your initial password 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, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 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 Company 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 Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email 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.
21. 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, where the shares of the Company are listed.

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

Item No. 5 – To approve re-appointment of Mr. Vinod Kumar Kothari (DIN: 00050850), as an Independent Director of the Company

Pursuant to the provisions of the Companies Act, 2013 read with applicable Rules thereto (“the Act”), the Members of the Company, at the 29th Annual General Meeting (“AGM”) held on September 11, 2014 had approved the appointment of Mr. Vinod Kumar Kothari, as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years up to the date of ensuing AGM. Mr. Kothari is also the Chairman of Audit Committee and the Member of Nomination and Remuneration Committee and Corporate Social Responsibility (“CSR”) Committee of the Board of Directors of the Company. Mr. Kothari does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

As per the Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of the Company.

The performance evaluation of Mr. Vinod Kumar Kothari, Independent Director, was done on various parameters, like, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also by the Nomination and Remuneration Committee and as per the recommendation of Nomination and Remuneration Committee of the Board, considers that, given his skills, rich experience, knowledge, contributions, continued valuable guidance to the Company made by him during his tenure, the continued association of Mr. Kothari would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. A special notice under Section 160 of the Act has also been received by the Company from a member seeking re-appointment of Mr. Kothari, as an Independent Director of the Company. Accordingly, in terms of the provisions of the Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”), Mr. Kothari, being eligible for re-appointment as an Independent Director and consented for re-appointment, is proposed to be re-appointed as an Independent Director, not liable to retire by rotation, for another term of 5 (five) consecutive years on the Board of the Company, with effect from September 6, 2019, i.e., the date of ensuing Thirty-Fourth Annual General Meeting of the Company.

The Company has received declaration from Mr. Vinod Kumar Kothari stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received his consent to continue to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Vinod Kumar Kothari fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and Regulation 17A of the SEBI Listing Regulations, for his re-appointment as an Independent Director of the Company and is independent of the management of the Company.

Copy of draft letter of appointment of Mr. Vinod Kumar Kothari as an Independent Director setting out terms and conditions of his appointment would be available for inspection, by the Members at the Registered Office of the Company during the business hours, between 11:00 a.m. to 1:00 p.m., on any working days except Saturday, before the date of the AGM of the Company and also at the AGM.

Brief resume of Mr. Vinod Kumar Kothari, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in an annexure, annexed hereto and marked as “**Annexure-A**”.

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

Except Mr. Vinod Kumar Kothari, being an appointee, 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 re-appointment of Mr. Dipak Kumar Banerjee (DIN: 00028123), as an Independent Director of the Company

Pursuant to the provisions of the Companies Act, 2013 read with applicable Rules thereto (“the Act”), the Members of the Company, at the 29th Annual General Meeting (“AGM”) held on September 11, 2014 had approved the appointment of Mr. Dipak Kumar Banerjee, as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years up to the date of ensuing AGM. Mr. Banerjee is also the Chairman of Nomination and Remuneration Committee & Risk Management Committee and the Member of Audit Committee of the Board of Directors of the Company. Mr. Banerjee does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

As per the Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of the Company.

The performance evaluation of Mr. Dipak Kumar Banerjee, Independent Director, was done on various parameters, like, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also by the Nomination and Remuneration Committee and as per the recommendation of Nomination and Remuneration Committee of the Board, considers that, given his skills, rich experience, knowledge, contributions, continued valuable guidance to the Company made by him during his tenure, the continued association of Mr. Banerjee would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. A special notice under Section 160 of the Act has also been received by the Company from a member seeking re-appointment of Mr. Banerjee, as an Independent Director of the Company. Accordingly, in terms of the provisions of the Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”), Mr. Banerjee, being eligible for re-appointment as an Independent Director and consented for re-appointment, is proposed to be re-appointed as an Independent Director, not liable to retire by rotation, for another term of 5 (five) consecutive years on the Board of the Company, with effect from September 6, 2019, i.e., the date of ensuing Thirty-Fourth Annual General Meeting of the Company.

The Company has received declaration from Mr. Dipak Kumar Banerjee stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received his consent to continue to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Dipak Kumar Banerjee fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and Regulation 17A of the SEBI Listing Regulations, for his re-appointment as an Independent Director of the Company and is independent of the management of the Company.

Copy of draft letter of appointment of Mr. Dipak Kumar Banerjee as an Independent Director setting out terms and conditions of his appointment would be available for inspection, by the Members at the Registered Office of the Company during the business hours, between 11:00 a.m. to 1:00 p.m., on any working days except Saturday, before the date of the AGM of the Company and also at the AGM.

Brief resume of Mr. Dipak Kumar Banerjee, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in an annexure, annexed hereto and marked as “**Annexure-A**”.

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

Except Mr. Dipak Kumar Banerjee, being an appointee, 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. 7 – To approve re-appointment of Mr. Sushil Patwari (DIN: 00023980), as an Independent Director of the Company

Pursuant to the provisions of the Companies Act, 2013 read with applicable Rules thereto (“the Act”), the Members of the Company, at the 29th Annual General Meeting (“AGM”) held on September 11, 2014 had approved the appointment of Mr. Sushil Patwari, as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years up to the date of ensuing AGM. Mr. Patwari is also the Chairman of Stakeholders Relationship Committee and the Member of Audit Committee & Nomination and Remuneration Committee of the Board of Directors of the Company. Mr. Patwari does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

As per the Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of the Company.

The performance evaluation of Mr. Sushil Patwari, Independent Director, was done on various parameters, like, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also by the Nomination and Remuneration Committee and as per the recommendation of Nomination and Remuneration Committee of the Board, considers that, given his skills, rich experience, knowledge, contributions, continued valuable guidance to the Company made by him during his tenure, the continued association of Mr. Patwari would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. A special notice under Section 160 of the Act has also been received by the Company from a member seeking re-appointment of Mr. Patwari, as an Independent Director of the Company. Accordingly, in terms of the provisions of the Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”), Mr. Patwari, being eligible for re-appointment as an Independent Director and consented for re-appointment, is proposed to be re-appointed as an Independent Director, not liable to retire by rotation, for another term of 5 (five) consecutive years on the Board of the Company, with effect from September 6, 2019, i.e., the date of ensuing Thirty-Fourth Annual General Meeting of the Company.

The Company has received declaration from Mr. Sushil Patwari stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received his consent to continue to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Sushil Patwari fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and Regulation 17A of the SEBI Listing Regulations, for his re-appointment as an Independent Director of the Company and is independent of the management of the Company.

Copy of draft letter of appointment of Mr. Sushil Patwari as an Independent Director setting out terms and conditions of his appointment would be available for inspection, by the Members at the Registered Office of the Company during the business hours, between 11:00 a.m. to 1:00 p.m., on any working days except Saturday, before the date of the AGM of the Company and also at the AGM.

Brief resume of Mr. Sushil Patwari, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in an annexure, annexed hereto and marked as “Annexure-A”.

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item No. 7, be passed as a Special Resolution by the Members.

Except Mr. Sushil Patwari, being an appointee, 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. 8 – To approve re-appointment of Mr. Dharam Chand Jain (DIN: 00453341), as an Independent Director of the Company

Pursuant to the provisions of the Companies Act, 2013 read with applicable Rules thereto (“the Act”), the Members of the Company, at the 29th Annual General Meeting (“AGM”) held on September 11, 2014 had approved the appointment of Mr. Dharam Chand Jain, as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years up to the date of ensuing AGM. Mr. Jain is holding 40,000 Equity Shares of Re.1 each of the Company, but for no any other person on a beneficial basis, holds any shares in the Company.

As per the Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of the Company.

The performance evaluation of Mr. Dharam Chand Jain, Independent Director, was done on various parameters, like, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also by the Nomination and Remuneration Committee and as per the recommendation of Nomination and Remuneration Committee of the Board, considers that, given his rich experience and knowledge of the business, the continued association of Mr. Dharam Chand Jain would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. A special notice under Section 160 of the Act has also been received by the Company from a member seeking re-appointment of Mr. Jain, as an Independent Director of the Company. Accordingly, in terms of the provisions of the Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”), Mr. Jain, being eligible for re-appointment as an Independent Director and consented for re-appointment, is proposed to be re-appointed as an Independent Director, not liable to retire by rotation, for another term of 5 (five) consecutive years on the Board of the Company, with effect from September 6, 2019, i.e., the date of ensuing Thirty-Fourth Annual General Meeting of the Company.

The Company has received declaration from Mr. Dharam Chand Jain stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received his consent to continue to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Dharam Chand Jain fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and Regulation 17A of the SEBI Listing Regulations, for his re-appointment as an Independent Director of the Company and is independent of the management of the Company.

Copy of draft letter of appointment of Mr. Dharam Chand Jain as an Independent Director setting out terms and conditions of his appointment would be available for inspection, by the Members at the Registered Office of the Company during the business hours, between 11:00 a.m. to 1:00 p.m., on any working days except Saturday, before the date of the AGM of the Company and also at the AGM.

Brief resume of Mr. Dharam Chand Jain, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in an annexure, annexed hereto and marked as “Annexure-A”.

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item No. 8, be passed as a Special Resolution by the Members.

Except Mr. Dharam Chand Jain, being an appointee, 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. 9 – To approve re-appointment of Mrs. Alka Devi Bangur (DIN: 00012894), as an Independent Director of the Company

Pursuant to the provisions of the Companies Act, 2013 read with applicable Rules thereto (“the Act”), the Members of the Company, at the 30th Annual General Meeting (“AGM”) held on September 15, 2015 had approved the appointment of Mrs. Alka Devi Bangur, as an Independent Director of the Company, with effect from November 14, 2014, to hold office for a term

of 5 (five) consecutive years. Mrs. Bangur does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

As per the Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of the Company.

The performance evaluation of Mrs. Alka Devi Bangur, Independent Director, was done on various parameters, like, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also by the Nomination and Remuneration Committee and as per the recommendation of Nomination and Remuneration Committee of the Board, considers that, given her rich experience, knowledge of the business and contribution, the continued association of Mrs. Alka Devi Bangur would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. A special notice under Section 160 of the Act has also been received by the Company from a member seeking re-appointment of Mrs. Bangur, as an Independent Director of the Company. Accordingly, in terms of the provisions of the Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), Mrs. Bangur, being eligible for re-appointment, as an Independent Director and consented for re-appointment, is proposed to be re-appointed as an Independent Director, not liable to retire by rotation, for another term of 5 (five) consecutive years on the Board of the Company, with effect from November 14, 2019.

The Company has received declaration from Mrs. Alka Devi Bangur stating that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that she is not disqualified from being appointed, as a director in terms of Section 164 of the Act and has also received her consent to continue to act, as an Independent Director of the Company.

In the opinion of the Board, Mrs. Alka Devi Bangur fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and Regulation 17A of the SEBI Listing Regulations, for her re-appointment as an Independent Director of the Company and is independent of the management of the Company.

Copy of draft letter of appointment of Mrs. Alka Devi Bangur, as an Independent Director setting out terms and conditions of her appointment would be available for inspection, by the Members at the Registered Office of the Company during the business hours, between 11:00 a.m. to 1:00 p.m., on any working days except Saturday, before the date of the AGM of the Company and also at the AGM.

Brief resume of Mrs. Alka Devi Bangur, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in an annexure, annexed hereto and marked as "**Annexure-A**".

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item No. 9, be passed as a Special Resolution by the Members.

Except Mrs. Alka Devi Bangur, being an appointee, 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. 10 – To approve adoption of new set of Articles of Association of the Company as per the Companies Act, 2013

The existing Articles of Association (AoA) of the Company, was based on the Companies Act, 1956. In order to align the Articles of Association of the Company in accordance with the provisions of the Companies Act, 2013 ("Act") read with applicable Rules and Schedule I to the Act, as amended, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA.

In terms of Section 14 of Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association.

A copy of the proposed AOA of the Company would be available for inspection, without any fee, by the Members at the Registered Office of the Company during the business hours between 11:00 a.m. to 1:00 p.m. on any working days except Saturday, before the date of the AGM of the Company and also at the AGM.

Therefore, the Board of Directors of the Company recommends that the Resolution, as set out in Item No. 10, be passed as a Special Resolution by the Members.

None of the 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.11- To approve the revision in remuneration of the related parties, holding office or place of profit in the Company

The Members of the Company at the 32nd Annual General Meeting held on August 31, 2017, had approved the remuneration scale with effect from April 1, 2018, of Persons designated as Presidents in the Company, namely (i) Mr. Suresh Agarwal- ₹ 2,50,000/- to ₹ 4,00,000/- (per month); (ii) Mr. Ravi Agarwal- ₹ 4,50,000/- to ₹ 6,00,000/- (per month) ; (iii) Mr. Manish Agarwal- ₹ 4,50,000/- to ₹ 6,00,000/- (per month); (iv) Mr. Vikash Agarwal- ₹ 4,50,000/- to ₹ 6,00,000/- (per month); and (v) Mr. Rajnish Agarwal- ₹ 4,50,000/- to ₹ 6,00,000/- (per month), in the manner as decided by the Board of Directors of the Company.

The remuneration being paid to the above Personnel with effect from April 1, 2019 has reached the maximum limit approved by the Members of the Company. Therefore, the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at its meeting held on May 25, 2019, recommended increase in the remuneration scale of the above related parties, for holding office or place of profit in the Company, from time to time. The aforesaid related parties are currently positioned 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, 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 ₹ 4,00,000/- to ₹ 10,00,000/- (per month). Other terms as per the rules of the Company | In the scale of ₹ 6,00,000/- to ₹ 10,00,000/- (per month). Other terms as per the rules of the Company | In the scale of ₹ 6,00,000/- to ₹ 10,00,000/- (per month). Other terms as per the rules of the Company | In the scale of ₹ 6,00,000/- to ₹ 10,00,000/- (per month). Other terms as per the rules of the Company | In the scale of ₹ 6,00,000/- to ₹ 10,00,000/- (per month). Other terms as per the rules of the Company |
| Any other information | - | - | - | - | - |

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. 11, be passed as an Ordinary Resolution.

Item No. 12- To approve related party transactions

The Company has been availing job work services from Arrow-link Stitchers Private Limited, a related party, to the Company under Section 2(76)(iv) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, provides that any related party transaction with respect to availing or rendering of any services, directly or through appointment of agent, amounting to 10% or more of the turnover of the Company or Rs. 50 Crores, whichever is lower, will require approval of Members through an Ordinary Resolution.

The Board of Directors of the Company based on the recommendation of the Audit Committee hereby sought the approval of the Members of the Company for the aforesaid transactions of the Company, in the ordinary course of business and on arm's length basis, with Arrow-link Stitchers Private Limited, under Section 188 of the Act read with other applicable provision of the Act, for an amount not exceeding ₹ 80 Crores in any financial year, with effect from the Financial Year 2019-20, with the authority to the Audit Committee of the Board of Directors of the Company, to fix the maximum amount of the transaction to be entered by the Company with the aforesaid related party during a financial year.

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, of the aforesaid related party are set out below:

| Particulars | Details |
|---|---|
| Name of the Related Party | Arrow-Links Stitchers Private Limited |
| Name of the Director or KMP who is related | Mr. Prahlad Rai Agarwala Mr. Ghanshyam Prasad Agarwala Mr. Kunj Bihari Agarwal Mr. Ramesh Agarwal Mr. Mukesh Agarwal |
| Nature of Relationship | Directors/ relative of director of the Company are shareholder(s) of the Related Party |
| Nature, material terms, monetary value and particulars of the contract or arrangement | Availing of Job work services upto an amount not exceeding ₹ 80 Crores in any financial year, with effect from the Financial Year 2019-20. The transaction shall be in the ordinary course of business and on arm's length basis. |
| Any other information relevant or important for the members to take a decision on the proposed resolution | Nil |

Save and except Mr. Prahlad Rai Agarwala, Mr. Ghanshyam Prasad Agarwala, Mr. Kunj Bihari Agarwal, Mr. Ramesh Agarwal and Mr. Mukesh Agarwal and their respective relatives, 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.

Registered Office:

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

Date: May 25, 2019

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

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

Annexure A

| Sl. No. | A | B | C | D | E | F | G |
|--|--|--|---|---|---|--|--|
| Name of the Director | Mr. Prahlad Rai Agarwala | Mr. Mukesh Agarwal | Mr. Vinod Kumar Kothari | Mr. Dipak Kumar Banerjee | Mr. Sushil Patwari | Mr. Dharam Chand Jain | Mrs. Alka Devi Bangur |
| DIN | 00847452 | 02415004 | 00050850 | 00028123 | 00023980 | 00453341 | 00012894 |
| Date of Birth (Age) | May 11, 1938 81 years | January 1, 1971 48 Years | September 1, 1961 57 Years | February 19, 1946 73 Years | September 20, 1954 64 Years | August 12, 1946 72 Years | November 28, 1954 64 Years |
| Qualification | Bachelor's degree in Law from the University of Calcutta | Bachelor's degree in Commerce from the University of Calcutta. | Chartered Accountant and Company Secretary | Chartered Accountant | Bachelor's Degree in Commerce | Bachelor's Degree in Commerce | M.A (English), M.A (Hindi), MBA |
| Date of first appointment on the Board | February 6, 1985 | July 29, 2009 | July 26, 2004 | May 30, 2013 | November 17, 2003 | January 31, 2003 | November 14, 2014 |
| Brief resume, Experience & Expertise in specific functional areas | Mr. Prahlad Rai Agarwala is the Chairman (Executive) of the Company. He is also the Honorary Consul of Republic of Columbia. He has more than 51 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. 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. 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. | Mr. 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. Patwari has more than 40 years of experience in the field of cotton yarn and knitted fabric industry. He is currently the Chairman of K.D. Sarees Emporium Private Limited. | Mr. 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 Private Limited. | Mrs. Bangur is a renowned Industrialist. She is the Managing Director of Peria Karamalai Tea & Produce Co. Ltd. Mrs. Bangur is also a Director of Apurva Export Pvt. Ltd., and The Marwar Textiles (Agency) Pvt. Ltd. She has been a Non- Executive Director at Maharaja Shree Umald 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. |
| Term and condition of appointment or re-appointment along with details of remuneration sought to be paid | Re-appointment of director retire by rotation, pursuant to Section 152 of the Companies Act, 2013. He is entitled to receive remuneration as approved by the Members at the AGM held on 31/08/2017 | Re-appointment of director retire by rotation, pursuant to Section 152 of the Companies Act, 2013. He is entitled to receive remuneration as approved by the Members at the AGM held on 31/08/2017 | Re-appointment of Independent Director, pursuant to Sections 149 and 152 of the Companies Act, 2013 and entitled to receive remuneration as approved by the Members at the AGM held on 31/08/2018 along with sitting fees. | | | | |

ANNEXURE-A

| Sl. No. | A | B | C | D | E | F | G |
|---|--|---|--|--|---|--|--|
| Last Drawn Remuneration | During the year 2018-19 - ₹ 1,96,00,000/- | During the year 2018-19 - ₹ 87,00,000/- | During the year 2018-19 - Commission- ₹ 10,00,000/- and Sitting fees- ₹ 4,45,000/- | During the year 2018-19 - Commission- ₹ 10,00,000/- and Sitting fees- ₹ 7,50,000/- | During the year 2018-19 - Commission- ₹ 10,00,000/- and Sitting fees- ₹ 3,30,000/- | During the year 2018-19 - Commission- ₹ 6,00,000/- and Sitting fees- ₹ 4,50,000/- | During the year 2018-19 - Commission- ₹ 6,00,000/- and Sitting fees- ₹ 3,60,000/- |
| 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. | Son of Mr. Ghanshyam Prasad Agarwala, Vice-Chairman of the Company. | No relationship with any other Directors or Key Managerial Personnel of the Company | No relationship with any other Directors or Key Managerial Personnel of the Company | No relationship with any other Directors or Key Managerial Personnel of the Company | No relationship with any other Directors or Key Managerial Personnel of the Company | No relationship with any other Directors or Key Managerial Personnel of the Company |
| Number of Board Meetings attended during the Financial Year 2018-19 | 4/4 | 3/4 | 2/4 | 4/4 | 1/4 | 4/4 | 3/4 |
| Directorship in Other Companies | PGK Builders Pvt Ltd, Ravi Global Pvt Ltd, Rupa Spinners Ltd, Salasar Developers & Garments Pvt Ltd, Salasar Hosier Pvt Ltd, Salasar Project and Estates Pvt Ltd, Sobhasaria Enterprises Pvt Ltd, Vibhuti Infracon Pvt Ltd and Apparel Made-Ups and Home Furnishing Sector Skill Council | Bajrangbali Projects Ltd, Balaji Hosier Pvt Ltd, Champion Garment Pvt Ltd, Citizen Hosier Pvt Ltd, Gajraj Knitwear Pvt Ltd, Ganpati Management Pvt Ltd, Kanahiya Realty Pvt Ltd, Krishna Management Pvt Ltd, Lambodar Infrastructure Pvt Ltd, Mangal Synthetics Pvt Ltd, Neo Metals Ltd, Oban Fashions Pvt Ltd, Rupa Dyeing and Printing Pvt Ltd, Rupa Global Pvt Ltd, Rupa Spinners Ltd, Salasar Infrastructure Ltd, Sitaram Hosier Pvt Ltd, Subham Software Pvt Ltd and Ullas Sales Promotion 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 | DIC India Ltd, Tata Sponge Iron Ltd, Mjunction Services Ltd, The Timplate Company India Ltd, Shristi Infrastructure Development Corporation Ltd, Tayo Rolls Ltd and A. Treds 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, Shantniketan Infrastructure 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 | K.D. Fabrics Pvt Ltd, K. D. Saree Emporium Pvt Ltd, Modi Apartments Pvt Ltd, Modi Plaza Pvt Ltd and PKM Construction Pvt Ltd | The Peria Karamalai Tea and Produce Company Ltd, The Marwar Textiles (Agency) Pvt Ltd, Maharaja Shree Umair Mills Ltd, Apurva Export Pvt Ltd and Mugneeram Ramcoowar Bangur Charitable & Religious Company |

ANNEXURE-A

| Sl. No. | A | B | C | D | E | F | G |
|---|---------------------------------|--------------------------------|---|---|--|-----------------------|---|
| Member (Chairman) of Committees of Other Boards | Nil | Nil | <p>Audit Committee in: Greenply Industries Ltd</p> <p>Nomination and Remuneration Committee in: Greenply Industries Ltd</p> <p>Corporate Social Responsibility Committee in: Greenply Industries Ltd</p> <p>Operational Committee in: Greenply Industries Ltd</p> | <p>Audit Committee in: Tata Sponge Iron Ltd, Mjunction Services Ltd (Chairman), The Tinplate Company India Ltd (Chairman), Tayo Rolls Ltd, Shristi Infrastructure Development Corporation Ltd and A.Treds Ltd</p> <p>Stakeholders' Relationship Committee in: DIC India Limited</p> <p>Nomination and Remuneration Committee in: Tata Sponge Iron Ltd, Mjunction Services Ltd, The Tinplate Company India Ltd (Chairman), Tayo Rolls Ltd (Chairman), Shristi Infrastructure Development Corporation Ltd and A.Treds Ltd (Chairman)</p> | <p>Stakeholders' Relationship Committee in: Naagreeka Exports Ltd and Naagreeka Capital & Infrastructure Limited</p> <p>Nomination and Remuneration Committee in: Naagreeka Capital & Infrastructure Limited</p> | Nil | <p>Audit Committee in: Maharaja Shree Umaid Mills Limited</p> <p>Stakeholders' Relationship Committee in: Maharaja Shree Umaid Mills Limited (Chairman)</p> <p>Corporate Social Responsibility Committee in: Apurva Export Private Limited</p> |
| Shareholding in the Company | 28,91,340 Equity Shares (3.64%) | 7,29,550 Equity Shares (0.92%) | Nil | Nil | Nil | 40,000 Shares (0.05%) | Nil |



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

**34th ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

DATE
FRIDAY, SEPTEMBER 6, 2019

VENUE
KALA KUNJ
48, SHAKESPEARE SARANI, KOLKATA - 700 017

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 34th 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.



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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]

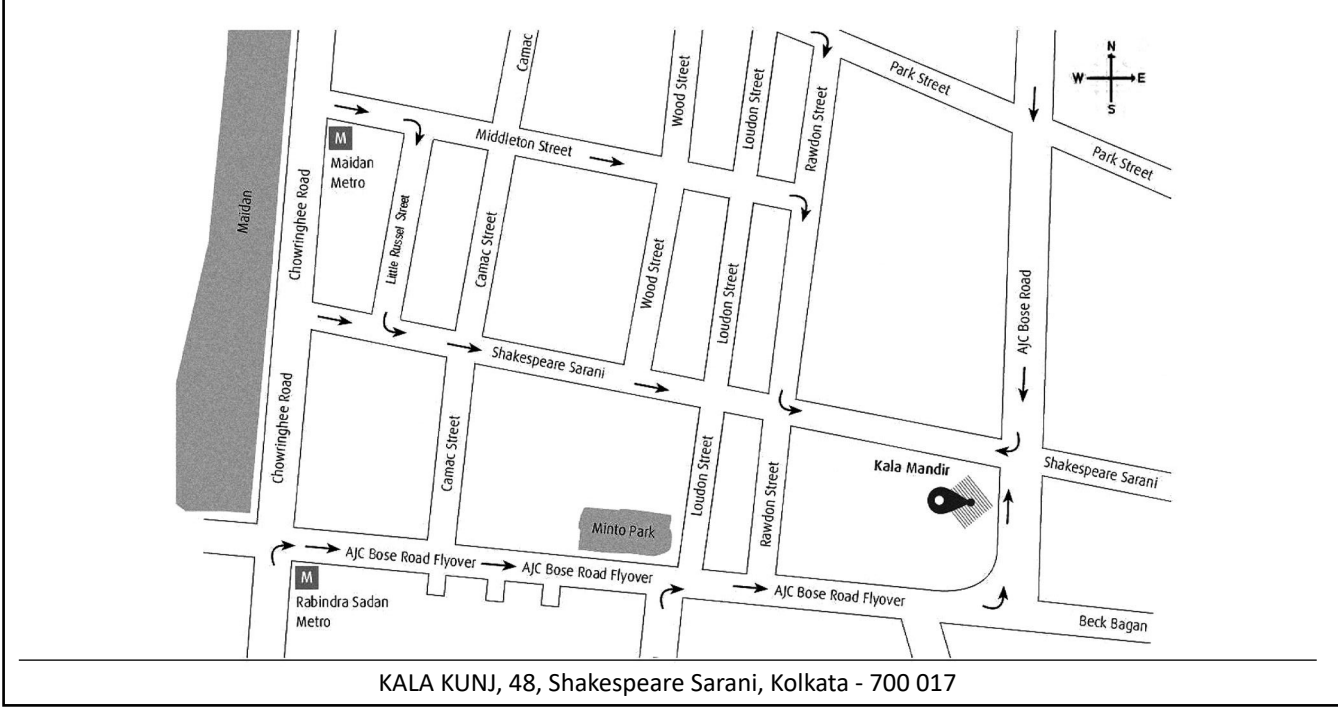
| | | | |
|---|--|---------------|--|
| Name of the Member(s)/ Representative: | | | |
| Registered Address: | | | |
| E-mail ID: | | | |
| Folio No./Client ID: | | DP ID: | |

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 34th Annual General Meeting of the Company to be
P.T.O.

Route map to the venue of the 34th Annual General Meeting of RUPA & COMPANY LIMITED



held on Friday, the 6th day of September, 2019 at 11:00 a.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700 017 and any adjournment thereof in respect of such resolutions relating to the businesses as are indicated below:

| Resolu- tion 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, 2019, and the Reports of the Board of Directors and the Auditors thereon; (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019, and the Report of the Auditors thereon. | |
| 2. | To declare a Dividend of ₹ 3.00, per share (300%) on the Equity Shares of the Company for the Financial Year ended March 31, 2019 | |
| 3. | To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN:00847452), who retires by rotation and being eligible, seeks re-appointment | |
| 4. | To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation and being eligible, seeks re-appointment | |
| 5. | To approve re-appointment of Mr. Vinod Kumar Kothari (DIN: 00050850), as an Independent Director of the Company | |
| 6. | To approve re-appointment of Mr. Dipak Kumar Banerjee (DIN: 00028123), as an Independent Director of the Company | |
| 7. | To approve re-appointment of Mr. Sushil Patwari (DIN: 00023980), as an Independent Director of the Company | |
| 8. | To approve re-appointment of Mr. Dharam Chand Jain (DIN: 00453341), as an Independent Director of the Company | |
| 9. | To approve re-appointment of Mrs. Alka Devi Bangur (DIN: 00012894), as an Independent Director of the Company | |
| 10. | To adopt a new set of Articles of Association of the Company | |
| 11. | To approve revision in remuneration of the related parties, holding office or place of profit in the Company | |
| 12. | To approve related party transactions | |

Signed this _____ day of _____, 2019.

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.



Rupa & Company Limited

Registered Office: Metro Tower, 1, Ho Chi Minh Sarani, Kolkata - 700071
Phone: + 91 33 4057 3100; Fax: + 91 33 2288 1362; Email: connect@rupa.co.in; Website: www.rupa.co.in

CIN: L17299WB1985PLC038517

BALLOT PAPER/POLLING PAPER [MGT12]

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

- 1 Serial No. : Courier AWB No.:
- 2 Registered Folio No./ DP ID & Client ID :
- 3 Name and Registered Address of the sole/first named shareholder :
- 4 Name(s) of the Joint Holder(s), if any :
- 5 No. of Equity Share(s) held :

I/ We hereby exercise my/ our vote in respect of the Ordinary/Special Resolutions enumerated below by signifying my/ our vote – “Assent” or “Dissent” by placing a tick mark (✓) at the appropriate box below: [For each resolution, please tick only one of the boxes for casting your vote]

| Resolution Number | Description of Resolution | No. of Shares | I/We assent to the Resolution | I/We dissent from the Resolution |
|-------------------|--|---------------|-------------------------------|----------------------------------|
| 1. | To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2019, and the Reports of the Directors and the Auditors thereon; (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019, and the Report of the Auditors thereon. | | | |
| 2. | To declare a Dividend of ₹3.00, per share (300%) on the Equity Shares of the Company for the Financial Year ended March 31, 2019 | | | |
| 3. | To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN: 00847452), who retires by rotation and being eligible, seeks re-appointment. | | | |
| 4. | To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 02415004), who retires by rotation and being eligible, seeks re-appointment. | | | |
| 5. | To approve re-appointment of Mr. Vinod Kumar Kothari (DIN: 00050850), as an Independent Director of the Company | | | |
| 6. | To approve re-appointment of Mr. Dipak Kumar Banerjee (DIN: 00028123), as an Independent Director of the Company | | | |
| 7. | To approve re-appointment of Mr. Sushil Patwari (DIN: 00023980), as an Independent Director of the Company | | | |
| 8. | To approve re-appointment of Mr. Dharam Chand Jain (DIN: 00453341), as an Independent Director of the Company | | | |
| 9. | To approve re-appointment of Mrs. Alka Devi Bangur (DIN: 00012894), as an Independent Director of the Company | | | |
| 10. | To adopt a new set of Articles of Association of the Company | | | |
| 11. | To approve revision in remuneration of the related parties, holding office or place of profit in the Company | | | |
| 12. | To approve related party transactions | | | |

Place:

Date:

(Signature of the Shareholder/Proxy)

Remote E-Voting Details

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

Please read the Notice of the 34th Annual General Meeting of the Company for remote e-voting instructions.

NOTE: Please read the following instructions carefully, before exercising your vote:

1. Only those Members physically present at the Meeting and who have not already cast their vote by remote e-voting shall be eligible to exercise their voting right at the Meeting through Ballot. Exercise of vote at the Meeting by Ballot is also permitted through Proxy.
2. Please complete and sign the Ballot Form and put it in the Ballot Box made available at the AGM venue.
3. In case, the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization.
4. **Vote should be cast either in "favor" or "against" by putting tick (✓) mark in the appropriate column provided in the Ballot Form.**
5. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Friday, August 30, 2019. In case of joint holders, only one of the joint holders may cast vote.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member/ Proxy or as to whether the votes are in favour or against or if the signature cannot be verified.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results of the e-voting will be declared not later than two days of conclusion of the AGM. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.rupa.co.in and on the website of National Securities Depository Limited at www.evoting.nsdl.com and will also be forwarded to the Stock Exchange(s), where the Company's shares are listed.