



## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the Annual Meeting of Shareholders of Rogers and Company Limited (the "Company") will be held in the Harbour View boardroom, 3rd Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis on Tuesday 31 October 2017 at 10h00 to transact the following business:

1. To consider the Integrated Report 2017 of the Company.
2. To receive the report of Messrs BDO & Co., the auditor of the Company.
3. To consider and approve the audited financial statements of the Company for the financial year ended 30 June 2017.

### **Ordinary Resolution I**

"Resolved that the audited financial statements of the Company for the financial year ended 30 June 2017 be hereby approved."

4. To re-elect as directors of the Company and by way of separate resolutions, the following persons: Dr Guy Adam; Messrs Ziyad Bundhun; Eric Espitalier-Noël; Gilbert Espitalier-Noël; Hector Espitalier-Noël; Philippe Espitalier-Noël; Philippe Forget; Vivian Masson; Jean-Pierre Montocchio and Ms Aruna Radhakeesoon.

### **Ordinary Resolutions II to XI**

"Resolved that Mr/Ms [\*] be hereby re-elected as director of the Company."

- II. Dr Guy Adam;
- III. Ziyad Bundhun;
- IV. Eric Espitalier-Noël;
- V. Gilbert Espitalier-Noël;
- VI. Hector Espitalier-Noël;
- VII. Philippe Espitalier-Noël;
- VIII. Philippe Forget;
- IX. Vivian Masson;
- X. Jean-Pierre Montocchio; and
- XI. Aruna Radhakeesoon.

N.B.: The profiles of the directors proposed for re-election are set out at pages 20 to 23 of the Integrated Report 2017.

5. To appoint Mr Damien Mamet who has been nominated by the Board of the Company, as director of the Company:

### **Ordinary Resolution XII**

"Resolved that Mr Damien Mamet be hereby appointed as director of the Company."

6. To appoint Mr Ashley Coomar Ruhee who has been nominated by the Board of the Company, as director of the Company:

### **Ordinary Resolution XIII**

"Resolved that Mr Ashley Coomar Ruhee be hereby appointed as director of the Company."

N.B.: The profiles of the directors proposed for appointment are set out at pages 22 and 23 of the Integrated Report 2017.

7. To re-appoint Messrs BDO & Co. as auditor of the Company to hold office until the next Annual Meeting of Shareholders and to authorise the Board to fix its remuneration for the financial year 2017/2018.

### **Ordinary Resolution XIV**

"Resolved that Messrs BDO & Co. be appointed as auditor of the Company to hold office until the next Annual Meeting of Shareholders and that the board of directors of the Company be hereby authorised to fix the auditor's remuneration for the financial year 2017/2018."

8. Shareholders' question time.

By order of the Board  
Aruna Radhakeesoon  
Company Secretary  
14 September 2017

**Note 1:** A shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy (in the case of an individual shareholder) or a representative (in the case of a shareholder company and by way of a corporate resolution), whether a shareholder of the company or not, to attend and vote on his/its behalf.

**Note 2:** The instrument appointing the proxy or the corporate resolution appointing the representative should reach the Company Secretary, Rogers and Company Limited, 5th Floor, Rogers House, No. 5, President John Kennedy Street, Port Louis, by Monday 30 October 2017 at 10h00.

**Note 3:** The directors of the Company have resolved that, for the purposes of the Annual Meeting of Shareholders and in compliance with Section 120(3) of the Companies Act 2001, only those shareholders whose names are registered in the share register of the Company as at 3 October 2017 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at such meeting.

**Note 4:** The minutes of proceedings of the Annual Meeting of Shareholders held on 28 October 2016 are available free of charge on request. Kindly contact the Company Secretary.