



Rupa & Company Limited

Registered office: 1, Ho Chi Minh Sarani, Metro Tower, 8th Floor, Kolkata-700071

Tel : (033) 3057 2100, Fax: (033) 2288 1362, E-mail: info@rupa.co.in

NOTICE

NOTICE is hereby given that TWENTY FOURTH ANNUAL GENERAL MEETING of the members of **RUPA & COMPANY LIMITED** will be held at Merchants' Chamber of Commerce, Somani Conference Hall, 15B, Hemanta Basu Sarani, Kolkata-700 001 on Tuesday, the 22nd day of September, 2009 at 9.30 a.m to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Profit and Loss Account and Cash Flow Statement for the year ended March 31, 2009 and the Balance Sheet as on that date, together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2009.
3. To appoint a director in place of Mr. D.C Jain, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Sushil Patwari, who retires by rotation and being eligible offers himself for re-appointment.

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Dated: 29th July, 2009

5. To appoint M/s K. Agrawal & Company, Chartered Accountants as Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

Special Business:

6. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution :

"RESOLVED that Mr. Ramesh Agarwal, Director who was appointed by the Board of Directors as an Additional Director in the Board Meeting held on July 29, 2009 under Section 260 of the Companies Act, 1956 read with Article No. 95 of the Articles of Association of the Company and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with a deposit of Rs 500/- under Section 257 of the Companies Act, 1956 from a member intending to propose Mr. Ramesh Agarwal and signifying his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By order of the Board
For RUPA & COMPANY LIMITED

Priya Punjabi
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, the 15th day of September, 2009 to Tuesday, the 22nd day of September, 2009 (both days inclusive) for the purpose of Annual General Meeting.
4. Members are requested to notify immediately any change in their address to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Pvt. Ltd. of 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001.
5. Dividend on Equity Shares as recommended by the Board of Directors for the financial year ended 31st March 2009, if declared at this Annual General Meeting will be paid to those members whose name appear in the Register of Members as on Tuesday, the 15th day of September, 2009 being the record date fixed for the purpose of payment of dividend.
6. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of business under Item no 6 of the Notice is annexed hereto.
7. Those members who have not so far encashed their dividend warrants for the year 2001-2002 may claim or approach the Share Transfer Agents of the Company viz Maheshwari Datamatics Pvt. Ltd., Kolkata for payment thereof as the same will be transferred to Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of the Companies Act, 1956.
8. Shareholders seeking any information with regard to the Accounts are requested to write to the Company at least seven days in advance so as to enable the Management

to keep the information ready at the Annual General Meeting.

9. Members/ Proxy attending the Annual General Meeting are requested to bring their copies of Annual Report along with duly filled Attendance slip.
10. Details of directors seeking appointment / reappointment at the meeting are incorporated in the Corporate Governance Report as per the requirements under Clause 49 of the Listing Agreement.

Explanatory Statement Pursuant to Provisions of Section 173(2) of the Companies Act, 1956

Item No. 6

The Board of Directors of the company appointed Mr. Ramesh Agarwal as an Additional Director of the Company at their meeting held on 29th July, 2009 under section 260 read with Article No. 95 of Articles of Association of the Company. Accordingly Mr. Ramesh Agarwal will hold office up to the date of this Annual General Meeting. The Company has received a notice in writing from a member, under Section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Ramesh Agarwal to act as the Director of the Company.

The Board considers that having regard to his wide knowledge and rich experience in the field of international market, it will be in the interest of the Company to appoint Mr. Ramesh Agarwal as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. P.R Agarwala no other directors of the Company, are in any way, concerned or interested in the resolution.

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By order of the Board
For RUPA & COMPANY LIMITED

Priya Punjabi
Company Secretary