



## RUPA & COMPANY LTD

Registered Office: 1, Ho Chi Minh Sarani, Metro Tower, 8<sup>th</sup> Floor, Kolkata 700 071

Tel: +91 33 30573100, Fax: +91 33 22881362,

Email: cs@rupa.co.in, Web: www.rupa.co.in

CIN: L17299WB1985PLC038517

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# NOTICE

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NOTICE is hereby given that **Thirtieth (30<sup>th</sup>) Annual General Meeting** of the Members of **RUPA & COMPANY LTD** will be held at Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700 017 on Tuesday, the 15<sup>th</sup> Day of September, 2015 at 11 a.m. to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Standalone Financial Statement of the Company for the year ended March 31, 2015 and the report of the Directors and the Auditors thereon.
  - b) the Consolidated Financial Statement of the Company for the year ended March 31, 2015 and the report of the Auditors thereon.
2. To declare dividend on Equity Shares of the Company.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the rules made there under (including any statutory

modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. S. R. Batliboi & Co. LLP (Firm Registration Number 301003E), Chartered Accountants, as the Statutory Auditors of the Company to hold office for a consecutive term of four (4) years from the conclusion of the twenty ninth Annual General Meeting until the conclusion of the Annual General Meeting of the Company for the Financial Year 2017-18, be and is hereby ratified for the Financial Year 2015-16, at a remuneration fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to the reimbursement of out-of-pocket expenses in connection with the audit of the accounts of the Company."

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered

Accountants, be and is hereby appointed as the Branch Auditors of Tirupur Branch of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company for the Financial Year 2015-16, at a remuneration fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to the reimbursement of out-of-pocket expenses incurred in connection with the audit of the accounts of the Branch."

5. To appoint a Director in place of Mr. Prahlad Rai Agarwala (DIN 00847452), who retires by rotation and being eligible, offers himself for re-appointment.

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the applicable rules thereon and other applicable provisions of law, if any, Mr. Prahlad Rai Agarwala (DIN 00847452), who retires by rotation from the Board of Directors of the Company, be and is hereby re-appointed as a Director of the Company."

#### **SPECIAL BUSINESS:**

6. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act, Articles of Association of the Company and the applicable provisions of Listing Agreement with the Stock Exchange(s) (including any modification(s) or re-enactment thereof for the time being in force), Smt. Alka Devi Bangur (DIN 00012894) who was appointed as an Additional Director (Category-Independent Director) of the Company with effect from November 14, 2014 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company with effect from November 14,

2014, for a period of five consecutive years, not liable to retire by rotation and the members hereby ratify all actions, deeds and things done by her in the capacity of an Independent Director since November 14, 2014."

7. 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 152, 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Schedule V to the Act and the rules made there under (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Listing Agreement, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors and in supersession of the resolution passed in the 29<sup>th</sup> Annual General Meeting of the Company held on September 11, 2014, consent of the Company be and is hereby accorded to the re-appointment of Mr. Prahlad Rai Agarwala (DIN 00847452) as a Whole-time Director of the Company to be designated as the Chairman of the Company and whose office shall be liable to retire by rotation under the Act, for a further period of five (5) years with effect from April 1, 2015 at a remuneration and upon the terms and conditions as set out in the Agreement dated May 21, 2015 as placed before this meeting and also set out in the explanatory statement;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the "Board") be and is hereby authorized to alter and vary the terms and conditions of appointment, at any time(s) and from time to time and in such manner as the Board may deem fit, subject to the overall limits of remuneration specified by this resolution and the Act;

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the

Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, proper, expedient or incidental to give effect to the above resolution.”

8. To 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 152, 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Schedule V to the Act and the rules made there under (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Listing Agreement, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors and in supersession of the resolution passed in the 29<sup>th</sup> Annual General Meeting of the Company held on September 11, 2014, consent of the Company be and is hereby accorded to the re-appointment of Mr. Ramesh Agarwal (DIN 00230702) as a Whole-time Director of the Company and whose office shall be liable to retire by rotation under the Act, for a further period of five (5) years with effect from April 1, 2015 at a remuneration and upon the terms and conditions as set out in the Agreement dated May 21, 2015 as placed before this meeting and also set out in the explanatory statement;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the “Board”) be and is hereby authorized to alter and vary the terms and conditions of appointment, at any time(s) and from time to time and in such manner as the Board may deem fit over and above the higher range as specified in the explanatory statement, subject to the overall limits of remuneration specified by this resolution and the Act;

**RESOLVED FURTHER THAT** the Members do hereby ratify and confirm the performance bonus amounting to Rs. 21,00,000/- paid to Mr. Ramesh

Agarwal, Whole-time Director of the Company for the Financial Year ended March 31, 2015;

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, proper, expedient or incidental to give effect to the above resolution.”

9. To 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 152, 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Schedule V to the Act and the rules made there under (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Listing Agreement, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors and in supersession of the resolution passed in the 29<sup>th</sup> Annual General Meeting of the Company held on September 11, 2014, consent of the Company be and is hereby accorded to the re-appointment of Mr. Mukesh Agarwal (DIN 02415004) as a Whole-time Director of the Company and whose office shall be liable to retire by rotation under the Act, for a further period of five (5) years with effect from April 1, 2015 at a remuneration and upon the terms and conditions as set out in the Agreement dated May 21, 2015 as placed before this meeting and also set out in the explanatory statement;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the “Board”) be and is hereby authorized to alter and vary the terms and conditions of appointment, at any time(s) and from time to time and in such manner as the Board may deem fit over and above the higher range as specified in the explanatory statement subject to the overall limits of remuneration

specified by this resolution and the Act;

**RESOLVED FURTHER THAT** the Members do hereby ratify and confirm the performance bonus amounting to Rs. 21,00,000/- paid to Mr. Mukesh Agarwal, Whole-time Director of the Company for the Financial Year ended March 31, 2015;

Registered Office:

1, Ho Chi Minh Sarani,  
Metro Tower, 8<sup>th</sup> Floor,  
Kolkata - 700 071

Dated: May 21, 2015

**RESOLVED FURTHER THAT** any of the Directors and/or 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.”

By Order of the Board  
For **RUPA & COMPANY LTD**

Sd/-  
**Sudip Chatterjee – ACS 18690**  
*Company Secretary*

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE ‘AGM’) IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON HIS 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 FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.

A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten (10) per cent 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.

Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

The Proxy-holder shall carry his/her identity proof at the Meeting.

2. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
3. The Register of Members and the Share Transfer Book of the Company will remain closed from **Wednesday, September 9, 2015 to Tuesday, September 15, 2015 (both days inclusive)** for the purpose of payment of dividend.
  - a. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company’s Registrar and Share Transfer Agents before the closure of the Register of members for registration.
  - b. Members holding shares in physical form are requested to notify immediately any change in their address to the Company’s Registrar and Share Transfer Agents (‘R&TA’), Maheshwari Datamatics Pvt. Ltd. of 6, Mangoe Lane, 2<sup>nd</sup> Floor, Kolkata – 700 001. Members holding shares in electronic form are requested to furnish this

information to their respective Depository Participants (DP) for updation of the changes

4. Dividend on Equity Shares as recommended by the Board of Directors, if approved at this AGM will be paid to those who are Member of the Company as on Tuesday, September 8, 2015 being the record date fixed for the purpose of payment of dividend or their mandates. In respect of shares held in electronic form, the dividend will be paid to the beneficial owner of the shares as per the details provided by the depositories for the purpose.
5. In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate the Company's R&TA, M/s. Maheshwari Datamatics Pvt. Limited under the signature of the Sole/ First joint holder, the following information to be incorporated on dividend warrants:
  - a. Name of Sole/First holder and the Folio Number.
  - b. Particulars of Bank Account viz.:
    - i. Name of Bank;
    - ii. Name of Branch;
    - iii. Complete Address of Bank with Pin Code Number;
    - iv. Account Type (whether Savings Account or Current Account);
    - v. Bank Account Number.
6. Members are requested to encash their Dividend warrant or receipts as dividend remaining unclaimed for seven (7) years are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government under section 205A & 205C of the Companies Act, 1956. Once unclaimed dividend is transferred to the fund, members will not be entitled to claim it.
7. It may be noted that no claim of the shareholders will be entertained for the unclaimed dividends which have been transferred to the credit of the IEPF under the provisions of Section 205C of the Companies Act, 1956. In view of the above, the shareholders are advised to send all un-encashed dividend warrants to the Registered Office of the Company for revalidation and encash them immediately. Unclaimed/ Un-encashed dividend for the year ended March 31, 2007 has already been transferred to the IEPF.
8. Electronic copy of the Annual Report, Notice of the 30<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/ Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent at their registered address with the Company.
  - a. **In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far, are requested to register their e-mail address with the Company/Company's Registrar and Share Transfer Agents/ Depository Participant for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
  - b. Relevant documents referred to in the accompanying notice/explanatory statement including the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, copy of the draft Agreements between the Company and Mr. P. R. Agarwala, Mr. Ramesh Agarwal and Mr. Mukesh Agarwal, respectively, are open for inspection by the Members at the Registered Office of the Company on all working days except Saturday, Sunday and Public holidays, between 11:00 a.m. and 12:00 noon up to the date of the ensuing AGM. Further, the Notice for this 30<sup>th</sup> AGM along with requisite documents and the Annual Report for the Financial Year ended 2014-15 shall also be available on the website of the Company at

www.rupa.co.in.

- c. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued there under will be available for inspection by the Members at the AGM.
9. Shareholders seeking any information with regard to the Accounts are requested to write to the Company Secretary at least seven (7) days in advance so as to enable the Management to keep the information ready at the AGM.
10. Members/ Proxy are requested to bring their copies of Annual Report and produce Attendance slip duly filled in for attending the meeting. Copies of the Annual Report and Attendance slip will not be provided at the AGM venue.
11. Details of Directors seeking appointment/ re-appointment at the AGM are incorporated in the Corporate Governance Report as required to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges and are given in Annexure-A to the explanatory statement pursuant to Para 1.2.5 of Secretarial Standard-2.
12. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the AGM is annexed hereto and forms part of this Notice.
13. Members are requested to mention their Folio No./ Client ID No./ DP ID No. (in case of shares held in dematerialized form) in all their correspondence with the Company/ Depository Participant in order to facilitate response to their queries promptly.
14. **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. Members holding shares in physical form are also requested to take action for dematerialization of the shares to avail the benefits of dematerialization.**
15. In case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote at the Meeting.
16. Maheshwari Datamatics Pvt. Ltd. is the Registrar & Share Transfer Agent (R&TA) of the Company. All investor related communication may be addressed to it at the following address:  

Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane, 2<sup>nd</sup> Floor, Kolkata - 700 001.  
Tel: +91 33 2243 5809 / +91 33 2248 2248  
Fax: +91 33 2248 4787  
E-mail: mdpldc@yahoo.com
- a. Non-resident Indian Members are requested to inform Maheshwari Datamatics Pvt. Ltd. immediately of:
  - i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their Bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code no., if not mentioned earlier.
17. Members are requested to visit the website of the Company [www.rupa.co.in](http://www.rupa.co.in) for viewing the quarterly and annual financial results and for more information about the Company.
18. As permitted under Section 72 of the Companies Act, 2013 and rules made there under Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.rupa.co.in](http://www.rupa.co.in) under Section 'Investor'.
19. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/ re-appointment at the AGM is furnished and forms a part of the notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
20. Shareholders holding shares in dematerialized mode are requested to update their DP records for changes in email address to receive timely communications from the Company.
21. In compliance with the provisions of Section 108 of

the Companies Act, 2013 and the rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

22. The Board of Directors of your Company 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 and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorized by him in writing and he has communicated his willingness to be appointed and will be available for the same purpose.

23. 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, the Company is pleased to offer the facility of voting through electronic means in respect of businesses to be transacted at the 30<sup>th</sup> AGM which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting at the AGM through poll. The Company proposes to provide the option of voting by means of ballot at the AGM:

- a. For this purpose, the Company has signed an agreement with the National Securities Depository Limited (NSDL) for facilitating e-voting.
- b. For persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date i.e. Tuesday, September 8, 2015, may obtain their User ID and Password for e-voting from Company's Registrar & Share Transfer Agents, Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, 2<sup>nd</sup> Floor, Kolkata 700 001 (Phone No. 91-33-2243 5809; Fax No. 91-33-2248 4787) or Supratim Mitra, NSDL (Phone No. 91-9830540075).
- c. The remote e-voting period starts on Saturday, September 12, 2015 at 10 a.m. and ends on Monday, September 14, 2015 at 5.00 p.m. 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. Tuesday, September 8, 2015, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on Monday, September 14, 2015. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- d. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
  - e. Members who have not cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - f. The scrutinizer will submit his report to the Chairman, within a period not exceeding three working days from the date of conclusion of AGM and the Chairman shall declare the results of the voting forthwith.
  - g. The results declared along with the scrutinizer's report, will be posted on the website of Company [www.rupa.co.in](http://www.rupa.co.in) and NSDL [www.nsdl.co.in](http://www.nsdl.co.in) within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the Stock Exchanges where the shares of the Company are listed.
24. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- i. Open the e-mail and the PDF file viz. '**Rupa e-voting.pdf**' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note

- that the password is an initial password.
- ii. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder – Login'.
  - iii. Insert user ID and password as initial password stated in (a) above. Click on 'Login'.
  - iv. Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential
  - v. Home page of remote e-voting opens. Click on 'e-voting: Active Evoting Cycles' and select the Electronic Voting Event Number (EVEN) of Rupa & Company Limited.
  - vi. Now you are ready for remote e-voting as 'Cast Vote' page opens.
  - vii. Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
  - viii. Thereafter the message 'Vote cast successfully' will be displayed.
  - ix. Corporate and institutional shareholders

Registered Office:  
1, Ho Chi Minh Sarani,  
Metro Tower, 8<sup>th</sup> Floor,  
Kolkata - 700 071  
Dated: May 21, 2015

(companies, trusts, societies etc.) are required to send a scanned copy (in PDF/JPG format) of the relevant Board Resolution/ appropriate authorisation to the Scrutinizer through e-mail at hmchoraria@gmail.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in.

**In case of members receiving the physical copy:**

- (A) User ID and initial password is provided in the admission slip for the AGM.
  - (B) Please follow all steps from sl. nos. (ii) to sl. no. (ix) above to cast your vote.
25. Every Client ID No./ Folio No. will have one vote, irrespective of the number of joint holders.
  26. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (v) to (ix) above, to cast your vote.
  27. In case of any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting user manual for Shareholders available under the Downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You may also send your queries to the email ID [supratimm@nsdl.co.in](mailto:supratimm@nsdl.co.in) or can contact on 91-9830540075 (Mr. Supratim Mitra)

By Order of the Board  
For RUPA & COMPANY LTD

Sd/-  
**Sudip Chatterjee – ACS 18690**  
*Company Secretary*



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

**Item No. 6 - Appointment of Smt. Alka Devi Bangur as an Independent Director of the Company**

Smt. Alka Devi Bangur, M.A (English), M.A (Hindi), MBA, is the Managing Director of Peria Karamalai Tea & Produce Co. Ltd. Smt. 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 Umaid Mills Ltd since November 30, 1996. She has over 16 years of experience in the field of Commerce and Industry.

She is the member of FICCI Ladies Organization ('FLO') (Ladies Wing of FICCI). She is also the Committee Member of Bharat Chamber of Commerce.

The Board of Directors of the Company appointed Smt. Alka Devi Bangur as an Additional Director (Category-Independent) at their meeting held on November 14, 2014 under Section 161 read with Article No. 122 of Articles of Association of the Company. Accordingly, Smt. Alka Devi Bangur will hold office up to the conclusion of this forthcoming Annual General Meeting. The company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, signifying his intention to propose Smt. Alka Devi Bangur to act as the Director of the Company.

Based on the declarations received from Smt. Alka Devi Bangur, Director of the Company, in terms of Section 149(7) of the Companies Act, 2013, the Board is of the opinion that Smt. Bangur fulfils the criteria of being appointed as an Independent Director as stipulated in Section 149(6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made there under. The Board is also of the opinion that the proposed Director is independent of the management. Smt. Alka Devi Bangur has given intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 (to include amendments thereof), to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent in writing to act as a Director in DIR 2 pursuant to Rule 8 of Companies

(Appointment & Qualification of Directors) Rules, 2014 (including amendments thereof).

In the opinion of the Nomination and Remuneration Committee and Board, Smt. Alka Devi Bangur fulfils the conditions specified in the Companies Act, 2013 and rules made there under and the Listing Agreement for her appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Smt. Bangur as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 12.00 noon up to the date of the AGM and can also be viewed on the website of the Company at [www.rupa.co.in](http://www.rupa.co.in) in the 'Investor' section.

Smt. Bangur joined the Board of your Company on November 14, 2014. She is not related to any of the Directors and does not hold any shares in the Company.

The Board considers that the rich expertise of Smt. Bangur will lead to further growth and development of the Company and thus, it is proposed to appoint her as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for five (5) consecutive years with effect from November 14, 2014.

The Directors recommend the Resolution as set out in Item No. 6 to be passed as an Ordinary Resolution by the Members.

Smt. Bangur and her relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to her own appointment.

None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

**Item No. 7 - Re-appointment of Mr. Prahlad Rai Agarwala as the Whole-time Director and Chairman of the Company and his remuneration**

Mr. Prahlad Rai Agarwala was appointed as the

Whole-time Director of the Company and designated as the Chairman of the Company for a period of five (5) years with effect from April 1, 2010 by the Board of Directors at its Meeting held on January 28, 2010 and the same was approved by the Shareholders at the 25<sup>th</sup> AGM of the Company held on September 30, 2010. It is to further inform that Mr. Prahlad Rai Agarwala's term as the Whole-time Director and the Chairman has ended on March 31, 2015.

Considering the qualification, experience, time and energy devoted by Mr. Prahlad Rai Agarwala for the promotion of the business of the Company, the Board considers that it would be in the interest of the Company to re-appoint him as the Whole-time Director of the Company and designate him as the Chairman of the Company. Hence, subject to the approval of the shareholders, in the Board Meeting held on May 21, 2015 (based on the recommendation

of the Nomination and Remuneration Committee), it was decided to re-appoint Mr. Prahlad Rai Agarwala as the Whole-time Director to be designated as the Chairman of the Company for a further period of five (5) years with effect from April 1, 2015, liable to retire by rotation and the details of the remuneration payable to him has been set out in the Agreement as placed before the meeting. The remuneration payable to Mr. Prahlad Rai Agarwala is recommended by the Nomination and Remuneration Committee and thereafter approved by the Board of Directors and is in accordance with the Companies Act, 2013 and within the limits prescribed under Section 197 read with Schedule V of Companies Act, 2013. Mr. Prahlad Rai Agarwala holds 11.34% of the shares of the Company as on March 31, 2015. The remuneration to be paid to him is same as earlier; there has been no revision in the same. The details of the remuneration payable to him are set out below:

Particulars	Mr. P. R. Agarwala
Basic Salary (per month)	In the scale of ` 7,00,000 to ` 8,00,000
House Rent Allowance (per month)	` 1,00,000 (fully furnished residential accommodation or HRA at the rate 60% of Salary subject to maximum of the ` 1,00,000)
Reimbursement of Electricity, Gas, Water and Furnishings (per month)	` 50,000
Reimbursement of Medical Expenses including abroad for self and family	At actual
Leave Travel Concession for self and family once in a year	As per the rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of two (2) clubs
Personal Accident Insurance (per annum)	Annual Premium which shall not exceeding ` 1,05,000
Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per Company's Scheme
Commission	@1% per annum of eligible Net Profit

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

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

The Whole-time Director and Chairman re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of Whole-time Director and Chairman and such re-appointment as such Director shall not be deemed to constitute a break in his appointment/ service as Chairman & Whole-time Director of the Company.

Save and except Mr. Prahlad Rai Agarwala and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The details of Mr. Prahlad Rai Agarwala, is annexed hereto in Annexure-A.

The Board, therefore, recommends that the Resolution as set out in Item No. 7 be passed as an Ordinary Resolution.

Pursuant to Section 190 of the Companies Act, 2013, a copy of the Draft Agreement proposed to be entered into between the Company and Mr. Prahlad Rai Agarwala is available for inspection by the Members of the Company at the Registered Office of the Company at Metro Tower, 1, Ho Chi Minh Sarani, Kolkata- 700 071 between 11.00 a.m. to 12.00 noon on all working days except Saturday, Sunday and public holidays up to the date of the AGM.

**Item No.8 - Re-appointment of Mr. Ramesh Agarwal as the Whole-time Director of the Company and his remuneration**

Mr. Ramesh Agarwal was appointed as the Whole-time

Director of the Company for a period of five (5) years with effect from April 1, 2010 by the Board of Directors at its Meeting held on January 28, 2010 and the same was approved by the Shareholders at the 25<sup>th</sup> Annual General Meeting of the Company held on September 30, 2010. It is to further inform that Mr. Ramesh Agarwal's term as the Whole-time Director has ended on March 31, 2015.

Considering the qualification, experience, time and energy devoted by Mr. Ramesh Agarwal for the promotion of the business, the Board considers that it would be in the interest of the Company to re-appoint him as the Whole-time Director of the Company. Hence, subject to the approval of the shareholders, in the Board Meeting held on May 21, 2015 (based on the recommendation of the Nomination and Remuneration Committee), it was decided to re-appoint Mr. Ramesh Agarwal as the Whole-time Director of the Company for a further period of five (5) years with effect from April 1, 2015, liable to retire by rotation and the details of the remuneration payable to him has been set out in the Agreement as placed before the meeting. The remuneration payable to Mr. Ramesh Agarwal is recommended by the Nomination and Remuneration Committee and thereafter approved by the Board of Directors and is in accordance with the Companies Act, 2013 and within the limits prescribed under Section 197 read with Schedule V of Companies Act, 2013. Mr. Ramesh Agarwal holds 1.33% of the shares of the Company as on March 31, 2015. The details of the remuneration payable to him are set out below:

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

The Board of Directors on the recommendation of the Nomination & Remuneration Committee and in consultation with the Whole-time Director shall be authorised to increase, reduce, alter or vary the

Particulars	Mr. Ramesh Agarwal
Basic Salary (per month)	In the scale of ` 3,50,000 to ` 4,50,000
Reimbursement of Medical Expenses including abroad for self and family	Expenses incurred for self and family including mediclaim insurance premium in accordance with the rules of the Company

Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	₹ 5,00,000
Provident Fund, Superannuation and Gratuity Benefits	Gratuity payable as per the rules of the company but not exceeding half a month salary for each completed year of service.
Performance Bonus	Based on the recommendation of the Nomination and Remuneration Committee

remuneration and perquisites including monetary value 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, in excess of the range stated above.

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

Further, on the basis of the performance made by the Company in F.Y 2014-15, the Nomination and Remuneration Committee recommended to pay a performance bonus amounting to Rs. 21,00,000/- to Mr. Ramesh Agarwal and the same was approved by the Board of Directors of the Company.

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

Details of Mr. Ramesh Agarwal, is annexed hereto in Annexure-A.

The Board, therefore, recommends that the Resolution as set out in Item No. 8 be passed as an Ordinary Resolution.

Pursuant to Section 190 of the Companies Act, 2013, a copy of the Draft Agreement proposed to be entered into between the Company and Mr. Ramesh Agarwal is available for inspection by the Members of the Company at the Registered Office of the Company at Metro Tower, 1, Ho Chi Minh Sarani, Kolkata- 700 071 between 11.00 a.m. to 12.00 noon on all working days except Saturday, Sunday and public holidays up to the date of the AGM.

**Item No. 9 - Re-appointment of Mr. Mukesh Agarwal as the Whole-time Director of the Company and his remuneration**

Mr. Mukesh Agarwal was appointed as the Whole-time Director of the Company for a period of five (5) years with effect from April 1, 2010 by the Board of Directors at its Meeting held on January 28, 2010 and the same was approved by the Shareholders at the 25<sup>th</sup> Annual General Meeting of the Company held on September 30, 2010. It is to further inform that Mr. Mukesh Agarwal's term as the Whole-time Director has ended on March 31, 2015.

Considering the qualification, experience, time and energy devoted by Mr. Mukesh Agarwal for the promotion of the business, the Board considers that it would be in the interest of the Company to re-appoint him as the Whole-time Director of the Company. Hence, subject to the approval of the shareholders, in the Board Meeting held on May 21, 2015 (based on the recommendation of the Nomination and Remuneration Committee), it was decided to re-appoint Mr. Mukesh Agarwal as the Whole-time Director of the Company for a further period of five (5) years with effect from April 1, 2015, liable to retire by rotation and the details of the remuneration payable to him has been set out in the Agreement as placed before the meeting. The remuneration payable to Mr. Mukesh Agarwal is recommended by the Nomination and Remuneration Committee and thereafter approved by the Board of Directors and is in accordance with the Companies Act, 2013 and within the limits prescribed under Section 197 read with Schedule V of Companies Act, 2013. Mr. Mukesh Agarwal holds 0.9174% of the shares of the Company as on March 31, 2015. The details of the remuneration payable to him are set out below:

Particulars	Mr. Mukesh Agarwal
Basic Salary (per month)	In the scale of ` 3,50,000 to ` 4,50,000
Reimbursement of Medical Expenses including abroad for self and family	Expenses incurred for self and family including mediclaim insurance premium in accordance with the rules of the Company
Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	` 5,00,000
Provident Fund, Superannuation and Gratuity Benefits	Gratuity payable as per the rules of the company but not exceeding half a month salary for each completed year of service.
Performance Bonus	Based on the recommendation of the Nomination and Remuneration Committee

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

The Board of Directors at the recommendation of the Nomination & Remuneration Committee and in consultation with the Whole-time Director shall be authorised to increase, reduce, alter or vary the remuneration and perquisites including monetary value 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, in excess of the range stated above.

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

Further, on the basis of the performance made by the Company in F.Y 2014-15, the Nomination and Remuneration Committee recommended to pay a performance bonus amounting to Rs. 21,00,000/- to Mr. Mukesh Agarwal and the same was approved by the Board of Directors of the Company.

The Whole-time Director re-appointed as a Director of the Company immediately on retirement by rotation, shall

continue to hold his office of Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment/ service as Whole-time Director of the Company.

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

Details of Mr. Mukesh Agarwal is annexed hereto in Annexure-A.

The Board, therefore, recommends that the Resolution as set out in Item No. 9 be passed as an Ordinary Resolution.

Pursuant to Section 190 of the Companies Act, 2013, a copy of the Draft Agreement proposed to be entered into between the Company and Mr. Mukesh Agarwal is available for inspection by the Members of the Company at the Registered Office of the Company at Metro Tower, 1, Ho Chi Minh Sarani, Kolkata- 700 071 between 11.00 a.m. to 12.00 noon on all working days except Saturday, Sunday and public holidays up to the date of the AGM.

By Order of the Board  
For RUPA & COMPANY LTD

Sd/-  
Sudip Chatterjee – ACS 18690  
Company Secretary

Registered Office:  
1, Ho Chi Minh Sarani,  
Metro Tower, 8<sup>th</sup> Floor,  
Kolkata - 700 071  
Dated: May 21, 2015

## ANNEXURE-A

Serial No.	(A)	(B)	(C)
Name of the Director	Mr. Prahlad Rai Agarwala	Mr. Ramesh Agarwal	Mr. Mukesh Agarwal
Date of Birth	11.05.1938	07.06.1968	01.01.1971
Qualification	Bachelor's degree in Law from University of Calcutta	Bachelor's degree in Commerce from University of Calcutta	Bachelor's degree in Commerce from University of Calcutta
Experience	He has more than 40 years of experience in the textile industry	He has more than 20 years of experience in the textile industry	He has more than 15 years of experience in the textile industry
Details of Remuneration drawn in Financial Year 2014-15	₹ 1,03,38,464	₹ 63,00,000	₹ 63,00,000
Date of first Appointment on the Board	06.02.1985	29.07.2009	29.07.2009
Relation with other Directors or Key Managerial Personnel	Father of Mr. Ramesh Agarwal, Director of the Company and brother of Mr. Ghanshyam Prasad Agarwal and Mr. Kunj Bihari Agarwal, Directors of the Company.	Son of Mr. Prahlad Rai Agarwala, Director of the Company.	Son of Mr. Ghanshyam Prasad Agarwal, Director of the Company.
Number of Board Meetings attended during the Financial Year 2014-15	5/5	5/5	4/5
Other Directorship, Membership or Chairmanship of Committees of other Boards*	Director in Rupa Spinners Ltd.	1. Director in Purvanchal Leasing Ltd, Neo Metaliks Ltd and Sidhant Credit Capital Limited 2. Member of Audit Committee of Neo Metaliks Ltd and Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of Purvanchal Leasing Ltd.	Director in Salasar Infrastructure Ltd, Neo Metaliks Ltd, Bajrangbali Projects Limited and Rupa Spinners Ltd.

\*Only covers Directorship in Public (listed and unlisted) Companies.

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**PROHIBITION ON DISTRIBUTION OF GIFTS AT GENERAL MEETINGS**

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Attention of the Members is drawn that in conformity with regulatory requirements, the Company will NOT be distributing gifts, gift coupons or cash in lieu of gifts at the 30<sup>th</sup> Annual General Meeting of the Company to be convened on September 15, 2015 and General Meetings to be convened thereafter.

## Route map to the venue of the 30<sup>th</sup> Annual General Meeting of RUPA & COMPANY LTD



### KALA KUNJ

48, Shakespeare Sarani, Kolkata - 700 017