

NOTICE

NOTICE is hereby given that Twenty Eight (28th) 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 Saturday, 28th September, 2013 at 11 a.m. to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the year ended as on that date, together with the Reports of the Directors' and Auditors' thereon.
2. To declare 200% dividend on Equity Shares for the year ended March 31, 2013.
3. To appoint a director in place of Mr. Vinod Kumar Kothari who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s L.B Jha & 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 :

5. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution :
"RESOLVED THAT Mr. Raj Narain Bhardwaj appointed as a Director in casual vacancy subsequent to the resignation of Mr. Radheshyam Agarwal at their meeting held on May 28, 2012 under section 262 read with Article No. 125 of 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 ₹ 500/- under Section 257 of the Companies Act, 1956 from a member intending to propose Mr. Raj Narain Bhardwaj 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."
6. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Dipak Kumar Banerjee, Director who was appointed by the Board of Directors as an Additional Director in the Board Meeting held on May 30, 2013 under Section 260 of the Companies Act, 1956 read with Article No. 122 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 ₹ 500/- under Section 257 of the Companies Act, 1956 from a member intending to propose Mr. Dipak Kumar Banerjee 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."

Registered Office :
1, Ho Chi Minh Sarani
Metro Tower, 8th Floor
Kolkata - 700 071
Dated: May 30, 2013

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

Priya Punjabi Agarwal
Company Secretary & Compliance Officer

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 RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in relation to the Special Business in Item nos. 5, 6 to be transacted are annexed herewith.
3. The Register of Members and the Share Transfer Book of the Company will remain closed from September 21, 2013 to September 28, 2013 (both days inclusive).
4. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company's Registrar and Share Transfer Agents (RTA) before the closure of the Register of members for registration.

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5. 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.
6. Dividend on Equity Shares as recommended by the Board of Directors, if approved at this Annual General Meeting will be paid to those who are member as on September 21, 2013 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 at the close of business hours on September 20, 2013.
7. 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 RTA, M/s. Maheshwari Datamatics Pvt. Limited under the signature of the Sole/First joint holder, the following information to be incorporated on dividend warrants :
 - (i) Name of Sole/First holder and the Folio Number.
 - (ii) Particulars of Bank Account viz.:
 - a) Name of Bank
 - b) Name of Branch
 - c) Complete Address of Bank with Pin Code Number
 - d) Account Type (whether Savings Account or Current Account) Bank Account Number
8. Members may kindly note that the bank account details as furnished by them or by NSDL/CDSL to the Company, for shares held in the physical form and in the dematerialized form respectively, will be printed on their dividend warrant(s) as a measure of protection against fraudulent encashment.
9. Members are requested to encash their Dividend warrant or receipts as dividend remaining unclaimed for 7(seven) years are required to be transferred to the Investor Education and Protection Fund established by the Central Government under section 205C of the Companies Act, 1956. Once unclaimed dividends are transferred to the fund, members will not be entitled to claim these dividends.

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 the entire unencashed dividend warrants to the Registered Office/Mumbai office of the Company for revalidation and encash them immediately. Unclaimed/Unencashed dividend for the year ended 31st March, 2005 has already been transferred to the IEPF.
10. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 noon.
11. 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.
12. 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.
13. Members/Proxy are requested to bring their copies of Annual Report and produce duly filled in attendance slip duly filled in for attending the meeting.
14. 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 by show of hands or at poll.
15. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing to attend and vote on their behalf at the meeting preferably 48 hours before the scheduled time of commencement of the AGM for making necessary arrangement.

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16. Maheshwari Datamatics Pvt. Ltd. is the Registrar & Share Transfer Agent (R&T Agent) of the Company. All investor related communication may be addressed to it at the following address:

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, 2nd Floor, Kolkata 700 001
Phone : +91 33 2243 5809
Fax : +91 33 2248 4787
E-mail: mdpldc@yahoo.com

17. Non-resident Indian Members are requested to inform Maheshwari Datamatics Pvt. Ltd. immediately of :
- Change in their residential status on return to India for permanent settlement.
 - 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.
18. 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 on the Company.
19. The Company's Equity Shares are listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), Calcutta Stock Exchange (CSE), Jaipur Stock Exchange Limited (JSEL).
20. Pursuant to provisions of section 109A of the Companies Act, 1956, members can avail of the nomination facility in respect of shares held by them in physical form by submitting Form No. 2B of the Companies (Central Govt.'s) General Rules and Forms, 1956 to the Company or RTA. A copy of the said Form 2B may be had from the Company Secretary at the Registered Office of the Company on written request.
21. Ministry of Corporate Affairs, Govt. of India vide circular No. 17/2011 dated 21.4.2011 has made available an option to shareholders to receive communications electronically, save paper and in turn save nature. Your Company is eager to cover more and more shareholders under the ambit of Go Green initiative and has made available an option particularly to shareholders holding shares in physical mode to register their email id with R&T agent. We request shareholders to avail of this facility and strengthen the Go Green movement.

Shareholders holding shares in demat mode are requested to update their DP records for changes in email id to receive timely communications from the Company through the electronic mode as per the circular for all future correspondences of Company.

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

Item No. 5

The Board of Directors of the company appointed Mr. Raj Narain Bhardwaj as a Director in casual vacancy subsequent to the resignation of Mr. Radheshyam Agarwal at their meeting held on May 28, 2012 under section 262 read with Article No. 125 of Articles of Association of the Company. Accordingly Mr. Raj Narain Bhardwaj will hold office upto 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. Raj Narain Bhardwaj to act as the Director of the Company.

The Board considers that having regard to his wide knowledge and experience in the field of Securities Market, Law, Finance, Economics etc, it will be in the interest of the Company to appoint Mr. Raj Narain Bhardwaj as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. Raj Narain Bhardwaj, no other director of the Company is in any way, concerned or interested in the resolution.

Item No. 6

The Board of Directors of the company appointed Mr. Dipak Kumar Banerjee as an Addittional Director at their meeting held on May 30, 2013 under section 260 read with Article No. 122 of Articles of Association of the Company. Accordingly

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Mr. Dipak Kumar Banerjee 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. Dipak Kumar Banerjee to act as the Director of the Company.

The Board considers that having regard to his wide association and experience with the Unilever Group of Companies in India, UK & Africa and with responsibilities for developing Business in 7 Countries; it will be in the interest of the Company to appoint Mr. Dipak Kumar Banerjee as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. Dipak Kumar Banerjee, no other director of the Company is in any way, concerned or interested in the resolution.

Registered Office :
1, Ho Chi Minh Sarani
Metro Tower, 8th Floor
Kolkata - 700 071
Dated: May 30, 2013

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

Priya Punjabi Agarwal
Company Secretary & Compliance Officer

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The particulars of directors seeking appointment/re-appointment at the ensuing Annual General Meeting is mentioned below :

Name of Director	Mr. Vinod Kumar Kothari	Mr. Raj Narain Bhardwaj	Mr. Dipak Kumar Banerjee
Date of Birth	September 01, 1961	May 08, 1945	February 19, 1946
Qualification	B.Com (Hons), FCA	B.A (Hons), M.A. (Economics)	B.Com(Hons); Chartered Accountant
Date of appointment	July 26, 2004	May 28, 2012	May 30, 2013
List of other Public Ltd Companies in which directorship held	<ol style="list-style-type: none"> 1) Gontermann Peipers (I) Ltd. 2) Greenply Industries Ltd. 3) JSW Ispat Steel Limited 4) AllBank Finance Limited 	<ol style="list-style-type: none"> 1) SREI Venture Capital Ltd. 2) Jaiprakash Power Ventures Ltd. 3) Jaiprakash Associates Ltd. 4) Milestone Capital Advisors Ltd. 5) Microsec Financial Services Ltd. 6) Reliance Infratel Ltd. 7) Jaypee Infratech Ltd. 8) Dhunseri Petrochem & Tea Ltd. 9) Amtek Auto Ltd. 10) SBI Life Insurance Company Ltd. 	<ol style="list-style-type: none"> 1) DIC India Ltd. 2) Tata Metaliks Ltd. 3) Tata Metaliks Kubota Pipes Ltd. 4) Tata Sponge Iron Ltd. 5) Tinsplate Co. of India Ltd. 6) Tayo Rolls Limited 7) Mjunction Services Ltd. 8) TM International Logistics Ltd. 9) International Shipping and Logistics Ltd, Dubai 10) Shristi Infra Dev. Corp. Ltd.
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director	<p>Audit Committee Membership</p> <ol style="list-style-type: none"> 1) Gontermann Peipers (I) Ltd. 2) Greenply Industries Ltd. <p>Remuneration Committee</p> <ol style="list-style-type: none"> 1) Gontermann Peipers (I) Ltd. <p>Shareholders/Investors Grievance Committee</p> <ol style="list-style-type: none"> 1) Gontermann Peipers (I) Ltd. 	<p>Audit Committee Chairmanship</p> <ol style="list-style-type: none"> 1) Jaiprakash Associates Ltd. 2) Invent Assets Securitization and Reconstruction (P) Ltd <p>Membership</p> <ol style="list-style-type: none"> 1) Milestone Capital Advisors Ltd. 2) Reliance Infratel Ltd. 3) Microsec Financial Services Ltd. 4) Jaiprakash Power Ventures Ltd. 5) Lanco Teesta Hydro Power (P) Ltd. 6) SBI Life Insurance Company Ltd. <p>Remuneration Committee</p> <ol style="list-style-type: none"> 1) Reliance Infratel Ltd. <p>Shareholders/ Investors' Grievance Committee</p> <ol style="list-style-type: none"> 1) Microsec Financial Services Ltd. - Chairman 	<p>Audit Committee Chairmanship</p> <ol style="list-style-type: none"> 1) DIC India Ltd 2) Mjunction Services Ltd 3) TM International Logistics Limited 4) Tata Metaliks Kubota Pipes Ltd <p>Membership</p> <ol style="list-style-type: none"> 1) Tata Metaliks Ltd 2) Tata Sponge Iron Ltd 3) Tinsplate Co. of India Ltd 4) Tayo Rolls Limited 5) Shristi Infra Dev Corp Ltd