



RUPA & COMPANY LIMITED

Regd. Office : 1, Ho Chi Minh Sarani, Metro Tower, 8th Floor, Kolkata - 700 071

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that Twenty Seventh (27th) Annual General Meeting of the members of RUPA & COMPANY LIMITED will be held at MCC Chamber of Commerce & Industry, Somani Conference Hall, 15B, Hemanta Basu Sarani,

Kolkata - 700 001 on Saturday, September 29 , 2012 at 11.00 a.m. to transact the following business :

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Statement of 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 150% dividend on Equity Shares for the year ended March 31, 2012.
3. To appoint a director in place of Shri Mukesh Agarwal who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Ramesh Agarwal who retires by rotation and being eligible, offers himself for re-appointment.
5. 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.

Registered Office :

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

Dated : The 28th day of May, 2012

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

Priya Punjabi Agarwal
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 RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. As required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Item no. 3, 4 are annexed herewith.
3. The Register of Members and the Share Transfer Book of the Company will remain closed from September 22, 2012 to September 29, 2012 (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.
5. Members are requested to notify immediately any change in their address to the Company's Registrar and Share Transfer Agents (RTA), 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 22, 2012 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 21, 2012.
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. Ltd. 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)
 - e) 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, 2004 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 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 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.
16. Maheshwari Datamatics Pvt. Ltd. is the Registrar & Share Transfer Agent (RTA) 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 :
 - a) Change in their residential status on return to India for permanent settlement.
 - b) 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), National Stock Exchange of India Limited (NSE), Calcutta Stock Exchange Limited (CSE) and 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.

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Dated : The 28th day of May, 2012

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

Priya Punjabi Agarwal
Company Secretary

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

Name of Director	Mr. Ramesh Agarwal	Mr. Mukesh Agarwal
Date of Birth	June 07, 1968	January 01, 1971
Qualification	B.Com (Hons)	B.Com
Date of appointment	July 29, 2009	July 29, 2009
Expertise in specific functional areas	Industrialist, Finance and Legal	Industrialist
List of other Public Ltd. Companies in which directorship held	1) Purvanchal Leasing Ltd.	1) Rupa Spinners Limited
	2) Ganesh Enclave Ltd.	2) Bajrangbali Projects Limited
	3) Salasar Infrastructure Ltd.	3) Salasar Infrastructure Limited
	4) Neo Metaliks Ltd.	4) Neo Metaliks Limited
	5) Neo Infrabuilt Ltd.	
	6) Neo Tradecom Ltd.	
	7) Rupa Spinners Ltd.	
	8) Sidhant Credit Capital Ltd.	
	9) Euro Fashion Inners International (P) Ltd. (Subsidiary of Rupa & Co. Ltd.)	
	10) Imoogi Fashions Pvt. Ltd. (Subsidiary of Rupa & Co. Ltd.)	
	11) Rupa Realty Ltd.	
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director	Audit Committee	Audit Committee
	Purvanchal Leasing Ltd.	None
	Remuneration Committee	Remuneration Committee
	Purvanchal Leasing Ltd.	None
	Shareholders/Investors Grievance Committee	Shareholders/Investors Grievance Committee
Purvanchal Leasing Ltd.	None	
Number of shares held in the Company	10,59,230	7,29,550