



RUPA & COMPANY LIMITED

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

NOTICE

NOTICE is hereby given that Twenty Sixth 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 Wednesday, September 28, 2011 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, 2011 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a director in place of Shri Radhe Shyam Agarwal who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Sushil Patwari who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Shri Dharam Chand Jain who retires by rotation and being eligible, offers himself for re-appointment.
6. 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.

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

Place : Kolkata
Dated : The 30th day of May, 2011

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. The Register of Members and the Share Transfer Book of the Company will remain closed from **September 21, 2011 to September 28, 2011 (both days inclusive)**.
3. 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.
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, if approved at this Annual General Meeting will be paid to those who are member as on 21st September, 2011 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 by the beneficial owner of the shares as per the details provided by the depositories for the purpose.
6. 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 205(B) of the Companies Act, 1956. In view of the above, the shareholders are advised to send all the un encashed 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, 2003 has already been transferred to the IEPF.

7. 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 a.m to 12 noon.
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 are requested to bring their copies of Annual Report and produce Attendance slip duly filled in for attending the meeting.
10. Details of directors seeking appointment/re-appointment at the meeting is incorporated in the Corporate Governance Report as required to be provided in terms of the Listing Agreement with the Stock Exchanges.
11. 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 e-mail 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 e-mail id to receive timely communications from the Company.



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ATTENDANCE SLIP

Members attending the Meeting in Person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company at Somani Conference Hall, 15B, Hemanta Basu Sarani, Kolkata - 700 001 on 28th September 2011 at 11:00 A.M.

.....
Full name of the Member (in BLOCK LETTER)

.....
Signature

Folio No.
Full name of the Proxy (in BLOCK LETTER)

.....
Signature

NOTES :

1. Member/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting
2. Member/Proxyholder desirous of attending the meeting should bring his copy of the Notice for reference at the meeting.



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PROXY FORM

I/We of

Being member/members of the above named Company hereby appoint.....

of or failing him

of as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of M/s Rupa & Company Limited to be held on Wednesday, the 28th day of September, 2011 and any adjournment thereof.

Signed this day of, 2011

Folio No/ Client ID No.

Signature

