

RUPA & COMPANY LIMITED

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

NOTICE

NOTICE is hereby given that Twenty fifth 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 Thursday the 30th day, of September , 2010 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, 2010 and the Profit and 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 Vinod Kumar Kothari who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Shree Krishna Khaitan who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Shri Ghanshyam Prasad Agarwala who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors and authorize the Board of Directors to fix their remuneration. In this connection, to consider and if thought fit, to pass the following resolution which will be proposed as Ordinary Resolution:

"RESOLVED THAT M/s L.B Jha & Co., Chartered Accountants , be and hereby appointed as the Auditors of the Company to hold such office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Board of Directors."

SPECIAL BUSINESS :

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 Section 198,269, 309 read with Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, the Company be and is hereby approves the re-appointment and terms of remuneration of Shri Prahlad Rai Agarwala as the Whole-time Chairman of the Company for a period of five years with effect from April 01, 2010 upon the terms and conditions set out in the Agreement dated January 28, 2010 placed before this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary and modify , subject to such approvals as may be required, the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Prahlad Rai Agarwala."
8. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, for the time being in force, and in part modification of the earlier agreement dated January 30, 2006, the Company be and is hereby approves an increase in remuneration payable to Shri Ghanshyam Prasad Agarwala with effect from April 01, 2010 until the expiry of his term of appointment i.e. until March 31, 2011 as set out in Draft Supplemental Agreement dated January 28, 2010, entered into between the Company and Shri Ghanshyam Prasad Agarwala, a copy of which is placed before the meeting and for the purpose of identification, initialed by the Chairman, with a liberty to the Board of Directors to alter, vary and modify, the terms and conditions of the said Agreement in such manner as may be agreed to between the Board of Directors and Shri Ghanshyam Prasad Agarwala."
9. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, for the time being in force, and in part modification of the earlier agreement dated January 30, 2006, the Company be and is hereby approves an increase in remuneration payable to Shri Kunj Bihari Agarwala with effect from April 01, 2010 until the expiry of his term of appointment i.e. until March 31, 2011 as set out in Draft Supplemental Agreement dated January 28, 2010, entered into between the Company and Shri Kunj Bihari Agarwala, a copy of which is placed before the meeting and for the purpose of identification, initialed by the Chairman, with a liberty to the Board of Directors to alter, vary and modify, the terms and conditions of the said Agreement in such manner as may be agreed to between the Board of Directors and Shri Kunj Bihari Agarwala."
10. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Mukesh Agarwala who was appointed a Director of the Company with effect from July 29, 2009 in the casual vacancy caused by the resignation of Mr. Shiv Prakash Saraf and who, in terms of Section 262 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice from a Member under Section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Mukesh Agarwala as a candidate for the office of Director, be and is hereby appointed as Director of the Company whose period of office will be liable to determination by retirement by rotation."

"RESOLVED further that pursuant to the provisions of Section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the appointment and terms of remuneration of Shri Mukesh Agarwala as the Whole-time Director of the Company designated as Executive Director for a period of five years with effect from April 01, 2010 upon the terms and conditions set out in the draft Agreement placed before this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary, and modify subject to such approvals as may be required, the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Mukesh Agarwala."

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, the Company hereby approves the appointment and terms of remuneration of Shri Ramesh Agarwal as the Whole-time Director of the Company designated as Executive Director for a period of five years with effect from April 01, 2010 upon the terms and conditions set out in the draft Agreement placed before this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary, and modify subject to such approvals as may be required, the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Ramesh Agarwal."

12. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT subject to Section 314 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such consent, approvals as may be required, the Company hereby approves the reappointment at revised remuneration of the following relatives of the directors of the Company, with effect from April 01, 2010 on the terms and conditions as detailed in the Explanatory Statement annexed hereto:

- a. Shri Rajnish Agarwal, son of Shri Ghanshyam Prasad Agarwala, Vice Chairman of the Company;
- b. Shri Manish Agarwal, son of Shri Ghanshyam Prasad Agarwala, Vice Chairman of the Company;
- c. Shri Vikash Agarwal, son of Shri Kunj Bihari Agarwala, Managing Director of the Company;
- d. Shri Ravi Agarwal, son of Shri Kunj Bihari Agarwala, Managing Director of the Company."

Registered Office :

1, Ho Chi Minh Sarani
Metro Tower, 8th Floor
Kolkata 700 071
Dated: September 07, 2010

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 RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. M/s K. Agrawal & Co., Chartered Accountants have expressed their unwillingness to be re-appointed at the ensuing Annual General Meeting of the Company.
The Company has received a Special Notice from a Member proposing the name of M/s. L.B Jha & Co, Chartered Accountants as Statutory Auditors for the financial year 2010-11. M/s. L.B Jha & Co, has also expressed their willingness to be appointed as Statutory Auditors of the Company and have given certificate of their eligibility under section 224(1B) of the Companies Act, 1956.
3. The Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday the 22nd day of September, 2010 to Thursday, the 30th day of September, 2010 (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 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, 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 22nd September 2010 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.
7. 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.

Those members who have not so far encashed their dividend warrants for the year 2002-2003 may claim or approach the Share Transfer Agents of the Company viz Maheshwari Datamatics Pvt. Ltd., Kolkata for payment thereof.

8. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of business under Item nos 7 to 12 of the Notice are annexed hereto.
9. 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.
10. 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.
11. Members/ Proxy are requested to bring their copies of Annual Report and produce Attendance slip duly filled in for attending the meeting.
12. Details of directors seeking appointment / reappointment 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.

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

Item 7

The Tenure of Shri Prahlad Rai Agarwala as whole time Chairman of the Company was up to March 31, 2010. By a resolution passed at its meeting held on January 28, 2010, the Board of Directors had re-appointed Shri Prahlad Rai Agarwala as Whole-time Chairman of the Company for a period of five years with effect from April 01, 2010, subject to the approval of the shareholders.

The terms and conditions of remuneration as embodied in the Agreement dated January 28, 2010 entered into between the Company and Shri Prahlad Rai Agarwala are as enumerated below :

- a) Salary :
Minimum of Rs 3,00,000/- per month subject to a maximum of Rs 4,50,000/- per month with liberty to the Board of Directors to review and set the level from time to time.
- b) Commission :
Commission @ 1% of Profit after Tax will be subject to a limit of 50% of Annual Salary.
- c) Perquisites :
Perquisites will be as follows
 - i) Housing :
 - 1) Fully furnished residential accommodation or house rent allowance @ 60% of the salary subject to a maximum of Rs. 2,16,000/- per annum.
 - 2) Expenses pertaining to gas, electricity, water and other utilities will be borne/reimbursed by the Company subject to a maximum of Rs. 3,25,000/- per annum.
 - 3) Company shall provide such facility as may be required by the Chairman.
 - ii) Medical Reimbursement
Reimbursement of actual medical expenses incurred in India/abroad and including hospitalisation / nursing home and surgical charges for himself and family as per rules of company.
 - iii) Leave Travel Concession
For self and family as per rules of the Company.
 - iv) Club Fees
Reimbursement of membership fees for a maximum of two clubs including admission and Life membership fees.
 - v) Personal Accident Insurance
Personal Accident Insurance policy for an amount the annual premium of which shall not exceed Rs 5000/- per annum.
 - vi) Contribution to Provident Fund, Superannuation Fund and Annuity Fund
The company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.
 - vii) Gratuity
Payable as per rules of the company.

viii) Leave

Leave with full pay and allowances including encashment thereof as per rules of the Company.

Explanation

Perquisites shall be valued as per the Income Tax Rules, 1962 wherever applicable and in absence of any such Rules, perquisites shall be evaluated at cost.

d) Amenities :

i) Conveyance Facilities

Free use of Company's car with driver. The company shall, provide such other suitable conveyance facilities as may be required by the Chairman for discharge of his duties.

ii) Telephone and other communication facilities

The Company shall provide telephone and other communication facilities at the residence of Chairman.

e) Overall Remuneration :

The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the said Act as may be in force from time to time.

f) Minimum Remuneration :

Notwithstanding the above, where in any financial year during the currency of the tenure of the Chairman, the Company has no profits or its profits are inadequate subject to the compliance of the provisions of Schedule XIII to the Companies Act, 1956 it may pay him remuneration by way of salary and perquisites as minimum remuneration in addition to the amount as specified hereinabove in c(vi) , c(vii) and encashment of leave at the end of tenure which shall not be included in the computation of the ceiling of remuneration.

g) Reimbursement of expenses :

Reimbursement of all entertainment, traveling, hotel and other expenses incurred by the Chairman during the course of and in connection with the business of the Company.

Your directors recommend the Resolution for your approval.

Other than Shri Prahlad Rai Agarwala, Chairman none of the directors of the Company is in any way concerned or interested in the proposed Resolution.

Item 8

By a resolution passed at its meeting held on January 28, 2010, the Board of Directors had re-appointed and fixed the remuneration of Shri Ghanshyam Prasad Agarwala as Vice Chairman of the Company, subject to the approval of shareholders, for a period of five years with effect from April 01, 2010.

It is proposed to increase the salary payable to Shri Ghanshyam Prasad Agarwala and accordingly the existing clause (a) of the Agreement dated January 30, 2006 is proposed to be amended as under

From :

Salary :

Minimum of Rs 1,00,000/- per month subject to a maximum of Rs 1,50,000/- per month with liberty to the Board of Directors to review and set the level from time to time.

To :

Salary :

Rs.2, 50,000/- per month in the pay scale of Rs.2,00,000 - 50,000 - 3,50,000 per month.

The terms and conditions of remuneration as embodied in the amended Agreement dated January 28, 2010 entered into between the Company and Shri Ghanshyam Prasad Agarwala are as enumerated below:

a) Salary :

Rs.2,00,000/- per month in the pay scale of Rs.2,00,000 - 50,000 - 3,50,000 per month.

b) Perquisites :

Perquisites will be as follows

- i) Housing :
- 1) Fully furnished residential accommodation or house rent allowance @ 60% of the salary subject to a maximum of Rs.2,16,000 per annum.
 - 2) Expenses pertaining to gas, electricity, water and other utilities will be borne/reimbursed by the Company subject to a maximum of Rs.3,00,000 per annum.
 - 3) Company shall provide such facility as may be required by the Vice Chairman.
- ii) Medical Reimbursement :
- Reimbursement of actual medical expenses incurred in India/abroad and including hospitalisation / nursing home and surgical charges for himself and family as per rules of company.
- iii) Leave Travel Concession
- For self and family as per rules of the Company.
- iv) Club Fees
- Reimbursement of membership fees for a maximum of two clubs including admission and Life membership fees.
- v) Personal Accident Insurance
- Personal Accident Insurance policy for an amount the annual premium of which shall not exceed Rs 5000/- per annum.
- vi) Contribution to Provident Fund, Superannuation Fund and Annuity Fund
- The company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.
- vii) Gratuity
- Payable as per rules of the company.
- viii) Leave
- Leave with full pay and allowances including encashment thereof as per rules of the Company.
- Explanation
- Perquisites shall be valued as per the Income Tax Rules, 1962 wherever applicable and in absence of any such Rules, perquisites shall be evaluated at cost.
- c) Amenities
- i) Conveyance Facilities
- Free use of Company's car with driver. The company shall, provide such other suitable conveyance facilities as may be required by the Vice Chairman for discharge of his duties.
- ii) Telephone and other communication facilities
- The Company shall provide telephone and other communication facilities at the residence of Vice Chairman.
- d) Overall Remuneration
- The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the said Act as may be in force from time to time.
- e) Minimum Remuneration
- Notwithstanding the above, where in any financial year during the currency of the tenure of the Vice Chairman, the Company has no profits or its profits are inadequate subject to the compliance of the provisions of Schedule XIII to the Companies Act, 1956 it may pay him remuneration by way of salary and perquisites as minimum remuneration in addition to the amount as specified hereinabove in c(vi) , c(vii) and encashment of leave at the end of tenure which shall not be included in the computation of the ceiling of remuneration.
- f) Reimbursement of expenses :
- Reimbursement of all entertainment, traveling, hotel and other expenses incurred by the Vice Chairman during the course of and in connection with the business of the Company.
- Other than Shri Ghanshyam Prasad Agarwala, Vice Chairman none of the directors of the Company is in any way concerned or interested in the proposed Resolution.
- Your directors recommend the Resolution for your approval.

Item 9

By a resolution passed at its meeting held on January 28, 2010, the Board of Directors had re-appointed and fixed the remuneration of Shri Kunj Bihari Agarwala as Managing Director of the Company for a period of five years with effect from April 01, 2010, subject to the approval of shareholders.

It is proposed to increase the salary payable to Shri Kunj Bihari Agarwala and accordingly the existing clause (a) of the Agreement dated January 30, 2006 is proposed to be amended as under

From :

Salary :

Minimum of Rs 1,00,000/- per month subject to a maximum of Rs 1,50,000/- per month with liberty to the Board of Directors to review and set the level from time to time.

To :

Salary :

Rs.2, 50,000/- per month in the pay scale of Rs.2,00,000 - 50,000 - 3,50,000 per month.

The terms and conditions of remuneration as embodied in the amended Agreement dated January 28, 2010 entered into between the Company and Shri Kunj Bihari Agarwala are as enumerated below:

a) Salary :

Rs.2, 00,000/- per month in the pay scale of Rs.2,00,000 - 50,000 - 3,50,000 per month.

b) Perquisites :

Perquisites will be as follows

i) Housing :

- 1) Fully furnished residential accommodation or house rent allowance @ 60% of the salary subject to a maximum of Rs. 2, 16,000 per annum.
- 2) Expenses pertaining to gas, electricity, water and other utilities will be borne/reimbursed by the Company subject to a maximum of Rs. 2, 50,000 per annum.
- 3) Company shall provide such facility as may be required by the Managing Director.

ii) Medical Reimbursement :

Reimbursement of actual medical expenses incurred in India/abroad and including hospitalisation / nursing home and surgical charges for himself and family as per rules of company.

iii) Leave Travel Concession

For self and family as per rules of the Company.

iv) Club Fees

Reimbursement of membership fees for a maximum of two clubs including admission and Life membership fees.

v) Personal Accident Insurance

Personal Accident Insurance policy for an amount the annual premium of which shall not exceed Rs 5000/- per annum.

vi) Contribution to Provident Fund, Superannuation Fund and Annuity Fund

The company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.

vii) Gratuity

Payable as per rules of the company.

viii) Leave

Leave with full pay and allowances including encashment thereof as per rules of the Company.

Explanation

Perquisites shall be valued as per the Income Tax Rules, 1962 wherever applicable and in absence of any such Rules, perquisites shall be evaluated at cost.

c) Amenities

1) Conveyance Facilities

Free use of Company's car with driver. The company shall, provide such other suitable conveyance facilities as may be required by the Managing Director for discharge of his duties.

2) Telephone and other communication facilities

The Company shall provide telephone and other communication facilities at the residence of Managing Director.

d) Overall Remuneration

The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the said Act as may be in force from time to time.

e) Minimum Remuneration

Notwithstanding the above, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate subject to the compliance of the provisions of Schedule XIII to the Companies Act, 1956 it may pay him remuneration by way of salary and perquisites as minimum remuneration in addition to the amount as specified hereinabove in c(vi) , c(vii) and encashment of leave at the end of tenure which shall not be included in the computation of the ceiling of remuneration.

f) Reimbursement of expenses :

Reimbursement of all entertainment, traveling, hotel and other expenses incurred by the Managing Director during the course of and in connection with the business of the Company.

Other than Shri Kunj Bihari Agarwala, Managing Director none of the directors of the Company is in any way concerned or interested in the proposed Resolution.

Your directors recommend the Resolution for your approval.

Item 10

By a Resolution passed by the Board of Directors at its Meeting held on July 29, 2009, Mr. Mukesh Agarwal was appointed a Director of the Company, in the casual vacancy caused by the resignation of Mr. Shiv Prakash Saraf. Under Section 262 of the Companies Act, 1956 Mr. Mukesh Agarwal holds office upto the date of the Annual General Meeting in which Mr. Shiv Prakash Saraf is liable to retire by rotation. The Company has received notice from a Member under Section 257 of the said Act signifying his intention to propose Mr. Mukesh Agarwal as a candidate for the office of Director.

The Board of Directors has also, by Resolution passed at its Meeting held on January 28, 2010 approved, subject to the consent of the Members of the Company, payment of remuneration to Mr. Mukesh Agarwal as Executive Director of the Company (appointed in casual vacancy caused due to resignation of Mr. Shiv Prakash Saraf) for the period from April 01, 2010 to 30th March 2015.

The remuneration proposed to be paid to Mr. Mukesh Agarwala is set out below:

- i) (a) Salary - Rs. 1,50,000 per month from 1st April 2010
- (b) Increments - Such increments as may be fixed by the Board of Directors from time to time in the salary range of Rs.150, 000 to Rs. 250,000 per month.

Other Terms and Conditions

- a) He shall not be paid any sitting fees for attending Board/Committee Meetings.
- b) He shall not become interested or otherwise concerned directly or through his wife and / or minor children in any selling agency without prior approval of the Central Government.

The Directors are of the opinion that Mr. Mukesh's knowledge and experience will be of benefit to the Company. The Board, therefore, recommends the acceptance of the Resolution set out in the Notice convening the Meeting.

The said draft agreement referred to in the Resolution is available for inspection of the Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting.

The Directors are of the opinion that his knowledge and experience will be of benefit to the Company. The Board, therefore, recommends that the Resolution set out in Item No. 10 of the Notice convening the Meeting be approved and passed.

Other than Shri Prahlad Rai Agarwala, Chairman, Shri Ghanshyam Prasad Agarwala, Vice-Chairman & Shri Kunj Bihari Agarwala, Managing Director, Shri Ramesh Agarwal and Shri Mukesh Agarwal Directors none of the directors of the Company are in any way concerned or interested in the proposed Resolution.

Item 11

The Board of Directors has, by Resolution passed at its Meeting held on January 28, 2010 approved, subject to the consent of the Members of the Company, the payment of revised remuneration to Mr. Ramesh Agarwal as Executive Director of the Company for the period from April 01, 2010 to 30th March 2015.

The remuneration proposed to be paid to Mr. Ramesh Agarwala is set out below:

- i) (a) Salary - Rs. 1,50,000 per month from 1st April 2010
(b) Increments - Such increments as may be fixed by the Board of Directors from time to time in the salary range of Rs.150, 000 to Rs. 250,000 per month.

Other Terms and Conditions

- a) He shall not be paid any sitting fees for attending Board/Committee Meetings.
b) He shall not become interested or otherwise concerned directly or through his wife and / or minor children in any selling agency without prior approval of the Central Government.

The Directors are of the opinion that Mr. Ramesh's knowledge and experience will be of benefit to the Company. The Board, therefore, recommends the acceptance of the Resolution set out in the Notice convening the Meeting.

The said draft agreement referred to in the Resolution is available for inspection of the Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting.

Other than Shri Prahlad Rai Agarwala, Chairman, Shri Ghanshyam Prasad Agarwala, Vice-Chairman & Shri Kunj Bihari Agarwala, Managing Director, Shri Ramesh Agarwal and Shri Mukesh Agarwal Directors none of the directors of the Company is in any way concerned or interested in the proposed Resolution.

Item 12

Any appointment or re-appointment on higher remuneration not covered by the earlier resolution under the provisions of Section 314(1B) requires a special resolution.

By a resolution passed at its meeting held on January 28, 2010, the Board of Directors had decided to increase the monthly remuneration payable to Shri Rajnish Agarwal, Shri Manish Agarwal, Shri Vikash Agarwal & Shri Ravi Agarwal who are holding office as executives of the Company within the meaning of Section 314 of the Companies Act, 1956 from Rs.40000/- per month to Rs.150000/- per month.

The perquisites and allowances shall be granted to them in the manner as the Board may decide.

Notes :

1. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined;
2. The Board may in its absolute discretion decide the designation/cadre of all the above appointees within the said range.
3. The limits specified above are maximum limits and the Board may in its absolute discretion pay to all or any of the appointees, lower remuneration and revise the same from time to time within the maximum limits stipulated above.

Other than Shri Prahlad Rai Agarwala, Chairman, Shri Ghanshyam Prasad Agarwala, Vice-Chairman & Shri Kunj Bihari Agarwala, Managing Director, Shri Ramesh Agarwal and Shri Mukesh Agarwal Directors none of the directors of the Company is in any way concerned or interested in the proposed Resolution.

Your directors recommend the Special Resolution for your approval.

Registered Office :
1, Ho Chi Minh Sarani
Metro Tower, 8th Floor
Kolkata 700 071
Dated: September 07, 2010

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

Priya Punjabi
Company Secretary