



## RUPA & COMPANY LTD

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

**Phone No.:** +91 33 3057 3100; **Fax:** +91 33 2288 1362

**Email:** connect@rupa.co.in; **Website:** www.rupa.co.in

**CIN:** L17299WB1985PLC038517

**NOTICE** is hereby given that the **thirty first (31<sup>st</sup>) Annual General Meeting** of the Members of **RUPA & COMPANY LTD** will be held at Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071, on Wednesday, the 31<sup>st</sup> Day of August, 2016 at 11:00 a.m. to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt:
  - (a) the Standalone Financial Statement of the Company for the year ended March 31, 2016, and the report of the Directors and the Auditor's thereon;
  - (b) the Consolidated Financial Statement of the Company for the year ended March 31, 2016, and the report of the Auditor's thereon.
2. To approve the Interim Dividend of ₹ 2.75/- per Equity Share, paid during the year, for the Financial Year ended March 31, 2016.
3. To appoint a Director in place of Mr. Ramesh Agarwal (DIN: 00230702), 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. Ramesh Agarwal (DIN: 00230702), Director, who retires by rotation from the Board of Directors of the Company, be and is hereby re-appointed as a Director 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 Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder (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/ E300005), 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 2016-17, at a remuneration as fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee."
5. 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 of the Companies Act, 2013, if any, read with the Rules made thereunder (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 2016-17, at a remuneration fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee."

### SPECIAL BUSINESSES:

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 152, 196, 197, 198 and 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 framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded, to the appointment of Mr. Arihant Kumar Baid (DIN: 07318005), who was appointed as an Additional Director (Category- Executive Director) of the Company with effect from November 5, 2015 and who holds office up to the date of this Annual General Meeting, as a Whole-time Director of the Company with effect from November 5, 2015, for a period of 5 (five) consecutive years, whose office shall be liable to retire by rotation, at the terms and conditions, including remuneration as mentioned in the Explanatory Statement annexed hereto or as may be modified by the Board

of Directors of the Company, from time to time, on recommendation of the Nomination and Remuneration Committee; **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.”

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 20(2) and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company be and is hereby authorized to fix the amount of fees to be paid by the Member(s) for delivery of any documents through a particular mode as may be requested by them and to put such reasonable conditions from time to time as it may deem fit in its absolute discretion in this regard.”

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

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

**Kundan Kumar Jha**  
**ACS 17612**

**Date:** May 30, 2016

**Company Secretary & Compliance Officer**

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**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, duly completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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

The proxy form for the AGM is enclosed. 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. An authorised representative of a Body Corporate Member may also appoint a Proxy under his signature in the manner provided in para 1 above.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the ensuing AGM, is annexed.
4. Members holding shares in physical form are requested to notify immediately any change in their address or the bank account details to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Pvt. Ltd. ('RTA') at 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 for the purpose of updating the changes.
5. Electronic copy of the Annual Report, Notice of the 31<sup>st</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent through email to all the Members whose email IDs are registered with the Company's RTA/ Depository Participants unless a Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of the documents are being sent by the permitted mode.  
To support the green initiative, we request the Members to update their e-mail address with the Company/ Company's RTA/ Depository Participants to enable the Company to send communications electronically.
6. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, read with the allied Rules are available for inspection by the Members at the Registered Office of the Company from 11:00 a.m to 1:00 p.m. and the same shall also be open for inspection at the ensuing AGM.
7. Shareholders seeking any information with regard to the Accounts are requested to write to the Company Secretary at the Registered Office of the Company at least 7 days in advance so as to enable the Management to keep the information ready at the ensuing AGM.
8. Members/ Proxies/ Authorized Representatives are requested to bring their copies of Annual Report and produce duly

filled Attendance Slip for attending the Meeting. Copies of the Annual Report and Attendance slip will not be provided at the AGM venue.

9. Details of Directors seeking appointment/ re-appointment at the ensuing AGM pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard is given in 'Annexure-A' to the Explanatory Statement. The Directors have furnished the requisite consents/ declarations for their appointment/ re-appointment.
10. 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.
11. Securities and Exchange Board of India (SEBI), has mandated the submission of PAN by every Participants in the Securities Market. Members holding shares in demat form are requested to furnish a copy of PAN card to the Depository Participants. Members holding shares in physical form, are required to submit their PAN card details to the RTA.
12. Members are requested to address all correspondence, including dividend related correspondence, to Maheshwari Datamatics Pvt. Ltd. (RTA) at 6, Mangoe Lane, 2<sup>nd</sup> Floor, Kolkata - 700 001; e-mail: mdpldc@yahoo.com
13. Members wishing to claim dividend, which has remained unclaimed for the Financial Year 2008-09 to 2015-16, are requested to correspond with RTA or the Company Secretary at the Company's Registered Office immediately. Members are requested to note that dividend not claimed within 7 years from the date of transfer to the Companies Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund (IEPF).
14. 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. Further, the Notice for this AGM along with requisite documents and the Annual Report for the Financial Year 2015-16 shall also be available on the website of the Company at [www.rupa.co.in](http://www.rupa.co.in).
15. The Board 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).
16. 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 31<sup>st</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. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-voting services provided by NSDL.
  - 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. Wednesday, August 24, 2016, may obtain their User ID and Password for e-voting from Company's RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) (Phone No.: 91-33-2243 5809) or Mr. Rajiv Ranjan, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in), Phone: +91 22 2499 4738, Toll Free No. 1800 222 990.
  - c. In case of any queries or issues regarding e-voting, you may refer to the 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) or contact the aforesaid.
  - d. **The remote e-voting period starts on Sunday, August 28, 2016 at 9:00 a.m. IST and ends on Tuesday, August 30, 2016 at 5:00 p.m. IST. 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. Wednesday, August 24, 2016 may cast their votes electronically.**
17. 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 (i) 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 (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 at 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 (ix) above to cast your vote.

18. 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.

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

**Item No. 6 - Appointment of Mr. Arihant Kumar Baid (DIN: 07318005) as a Whole-time Director of the Company.**

To strengthen the composition of the Board by inducting more professionals, the Board of Directors of the Company appointed Mr. Arihant Kumar Baid (DIN: 07318005) as an Additional Director Executive of the Company at their Meeting held on November 5, 2015, under Section 161 of the Companies Act, 2013. Accordingly, Mr. Baid 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 the candidature of Mr. Baid to act as a Whole-time Director of the Company.

Mr. Baid is having 10 years of rich expertise in the field of Finance and Accounts and he plays a key role in the Finance and Accounts function of the Company.

Based on the declarations received from Mr. Baid in Form DIR 8, he is not disqualified from being appointed as a Director, in terms of Section 164 of the Companies Act, 2013 and he has given his consent to act as a Director of the Company in Form DIR 2. Mr. Baid is not related to any of the Directors of the Company and does not hold any shares in the Company.

Details of Mr. Baid is annexed hereto in "**Annexure-A**".

It is, therefore, proposed to appoint Mr. Baid as a Whole-time Director of the Company under Section 196 of the Companies Act, 2013, read with other applicable provisions of law, for a period five (5) consecutive years, whose office shall be liable to retire by rotation, with effect from November 5, 2015, at a remuneration of ₹ 13 Lacs p.a. or as may be modified by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, from time to time, within the limit as may be prescribed under Section 196 and 197 read with Schedule V of the Companies Act, 2013.

The Directors recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Baid and his relatives are deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

**Item No. 7 - Determining the fees for delivery of any document through a particular mode of delivery to a Member.**

As per the provisions of Section 20(2) of the Companies Act, 2013, read with the allied Rules, a document may be served on any Member by sending it to him by Post or by Registered Post or by Speed Post or by Courier or by delivering at his office or address or by such electronic or other mode of transmission as may be prescribed. The aforesaid Section further provides that a Member can request for delivery of any document to him through a particular mode for which he/ she shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the Members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the Resolution.

The Directors recommend the Resolution at Item no. 7 to be passed as an Ordinary Resolution by the Members.

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

**Annexure- A**

| Sl. No.   | (A)   | (B)  |
|---|---|--|
| <b>Name of the Director</b>   | Mr. Ramesh Agarwal  | Mr. Arihant Kumar Baid   |
| <b>Date of Birth</b>  | June 7, 1968  | October 18, 1983   |
| <b>Qualification</b>  | Bachelor's degree in Commerce from University of Calcutta.  | Commerce graduate from St. Xavier's College, Kolkata and is a member of the Institute of Chartered Accountants of India.                                       |
| <b>Date of first appointment on the Board</b>                                   | July 29, 2009   | November 5, 2015 (as an Additional Director Executive)   |
| <b>Brief resume &amp; expertise in specific functional areas</b>                | Mr. Agarwal is a Whole-time Director of our Company. He has more than 20 years of experience in the textile industry. He plays a key role in the production planning & distribution of Company's products.  | Mr. Baid is having 10 years of rich expertise in the field of finance and accounts. Mr. Baid plays a key role in Finance and Accounts function of the Company. |
| <b>Details of Remuneration drawn in Financial Year 2015-16</b>                  | ₹ 48,00,000/-   | ₹ 5,48,722/-   |
| <b>Relation with other Directors or Key Managerial Personnel of the Company</b> | Son of Mr. Prahlad Rai Agarwala, Executive Chairman of the Company.   | None   |
| <b>Number of Board Meetings attended during the Financial Year 2015-16</b>      | 4/5   | 2/2  |
| <b>Directorship in Companies</b>  | Badrinath Homes Private Limited, Goodview Developers Private Limited, Euro Fashion Inners International Private Limited, Oban Fashions Private Limited, Lambodar Infrastructure Private Limited, Imoogi Fashions Private Limited, PRS Tie Up Private Limited, Sidhant Niwas Pvt Ltd, Aparesh Niwas Pvt Ltd, Purvanchal Leasing Ltd, MCC Chamber of Commerce and Industry, Sidhant Flats and Apartments Private Limited, Salasar Project and Estates Pvt Ltd, Neo Metaliks Limited, Bajrangbali Hosiery Private Limited, Aparesh Infotech Private Limited, Sidhant Credit Capital Ltd, Rupa & Company Ltd, Abhani Securities Private Limited and Rupa Global Pvt. Ltd. | Rupa & Company Ltd   |
| <b>Membership/ Chairmanship of Committees of other Boards</b>                   | <b>Member of Audit Committee in:</b><br>Purvanchal Leasing Ltd, Rupa & Company Ltd, Neo Metaliks Ltd and Sidhant Credit Capital Limited<br><b>Member of Stakeholders' Relationship Committee in:</b><br>Rupa & Company Ltd  | Nil  |
| <b>Shareholding in the Company</b>  | 10,59,230 equity shares   | Nil  |

**Registered Office:**

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

**Date:** May 30, 2016

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

**Kundan Kumar Jha**  
**ACS 17612**  
**Company Secretary & Compliance Officer**

