



RUPA & COMPANY LTD.

October 1, 2013

Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051 NSE Symbol: RUPA	The Department of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code 533552
--	---

Dear Sir,

Sub: Copy of Minutes of Annual General Meeting held on 28th September 2013 pursuant to Clause 31 of the Listing Agreement

With Reference to Clause 31 of the Stock Exchanges Listing Agreement enclosed please find herewith a certified true copy of the minutes of the Annual General Meeting of the Company held on 28th September 2013, 11.00 A.M. at MCC Chamber of Commerce & Industry, Somani Conference Hall, 15B Hemanta Basu Sarani, Kolkata-700001.

Kindly acknowledge receipt.

Thanking you,

Yours truly,

For Rupa & Company Limited

Priya Punjabi Agarwal
Company Secretary & Compliance Officer



CC:

The Secretary, Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700 001 Scrip Code: 028161	Jaipur Stock Exchange Limited Stock Exchange Building, Jawaharlal Nehru Marg, Malviya Nagar, Jaipur – 302017 Scrip Code: 811
---	--

RUPA & COMPANY LIMITED

MINUTES OF THE PROCEEDINGS OF THE 28th ANNUAL GENERAL MEETING OF THE MEMBERS OF RUPA & COMPANY LIMITED HELD AT MERCHANTS' CHAMBER OF COMMERCE & INDUSTRY, SOMANI CONFERENCE HALL, 15B, HEMANTA BASU SARANI, KOLKATA-700 001 ON SATURDAY THE 28th DAY OF SEPTEMBER, 2013 AT 11.00 A.M.

Members Present

In person : 251
Representative of Bodies Corporate : 8
Proxy : 55

Directors Present

Mr. K.B. Agarwal : Managing Director
Mr. Vinod Kumar Kothari : Independent Director (Chairman of the Audit Committee)
Mr. Dipak Kumar Banerjee : Independent Director

In Attendance

Mr. Manish Bansal : Senior Manager (Finance)
Mr. Bipin Bajaj : Deputy Manager (Accounts and Taxation)
Mr. Sumit Khowala : Accounts Executive
Ms. Neelam Sharma : Accounts Executive
Ms. Priya Punjabi Agarwal : Company Secretary

Chairman

In the absence of Mr. P.R. Agarwala, the Chairman of the Company, Mr. K. B. Agarwal, Managing Director of the Company took the chair in accordance with article number 91 of the Memorandum and Article of Association of the Company.

Quorum

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

Welcome Address

The Chairman welcomed all those present at the Annual General Meeting and briefed the members about the performance of the Company during the year 2012-13 along with the performance of the Company during the current year till date.

Notice of the Annual General Meeting

The notice dated May 30, 2013 convening the 28th Annual General Meeting was taken as read with the permission of the members present at the meeting.

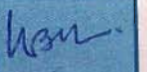
Reading of Auditor's Report

The Company Secretary read out the Auditor's Report of the Company in compliance with section 230 of Companies Act, 1956.

Register of Directors' Shareholding

The Register of Directors' Shareholding was made available for inspection at the meeting for inspection by the members throughout the meeting.

CHAIRMAN'S
INITIALS



Item No.1

The Chairman requested any one member to propose the resolution for adoption of accounts:

This was proposed by Mr. K. L. Mallick and seconded by Mr. Tapas Chakraborty as an ordinary resolution.

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit & Loss and Cash Flow statement for the year ended on that date together with the Directors' Report and Auditor's Report thereon be and are hereby adopted."

The Chairman invited the shareholders for their comments. Some shareholders, who participated in the discussion, raised their points relating to business growth, future expansion plans, Export promotion schemes etc.

The Directors present suitably answered all the points raised by the members. Thereafter, the resolution was put to vote and it was carried as an ordinary resolution by a show of hands by requisite majority.

Item No.2

The Chairman informed that the Board of the Company had recommended dividend of Rs. 2.00 per Re. 1.00 each fully paid up equity share of the Company.

Mr. J. N. Kundu proposed and Mr. S. K. Kapuria seconded the following resolution to be adopted as an Ordinary Resolution:

"RESOLVED THAT dividend @ 200% on the paid-up equity share capital for the year ended 31st March, 2013, as recommended by the Board of Directors be and is hereby declared for payment to those persons who are members of the Company as on 21st September, 2013."

On being put to vote the resolution was passed with requisite majority as an ordinary resolution by a show of hands..

Item No.3

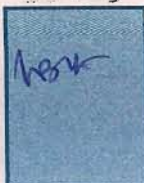
The Chairman informed that Mr. Vinod Kumar Kothari, retires by rotation at this meeting and being eligible offers himself for re-appointment.

Mr. S. N. Kundu proposed and Mr. Vijay Chakraborty seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED THAT Mr. Vinod Kumar Kothari, a Director of the Company who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

On being put to vote the resolution was passed with requisite majority as an ordinary resolution by a show of hands.

CHAIRMAN'S
INITIALS



Item No.4

The Chairman informed the members that the next item was re-appointment of M/s L B Jha & Co. a statutory auditor of the Company. He then intimated that the Company had received a Special Notice from a member proposing the name of M/s. S.R. Batliboi & Co. LLP, as statutory auditor of the Company for the financial year 2013-14. The modification in the resolution due to the special notice received was published in Business Standard all India edition on 17.09.2013 to bring to the notice of the members. M/s. S.R. Batliboi & Co., LLP have also given certificate of their eligibility under section 224(1B) of the Companies Act, 1956.

M/s L.B. Jha & Co., who had earlier expressed their verbal unwillingness to be appointed as Statutory Auditors of the Company, pursuant to section 225(3) of the said Act, had made a representation which was published in Business Standard all India edition on 21.09.2013 to bring to the notice of the members was duly read out in the meeting.

Mr. S. S. Kothari proposed and Mr. M. K. Bubna seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED THAT subject to approval of members of the Company, the appointment of M/s. S.R Batliboi & Co, LLP, Chartered Accountants, be and is hereby recommended to the Board as the statutory auditor of the Company for the financial year 2013-14 to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting, on a remuneration to be determined by the Board of Directors of the Company in place of the retiring auditors M/s L.B Jha & Co, from the expiry of the present term."

On being put to vote the resolution was passed with requisite majority as an ordinary resolution by a show of hands.

Item No.5

The Chairman informed the members that Mr. Raj Narain Bhardwaj was appointed as a director under section 262 of the Companies Act, 1956 in place of Mr. Radheshyam Agarwal, who would have been eligible to retire by rotation at this meeting. The Company had received a notice under section 257 of Companies Act, 1956 proposing to appoint Mr. Raj Narain Bhardwaj as a director of the Company liable to retire by rotation.

Mr. Ujjal Chakraborty proposed and Mr. Tapas Chakraborty seconded that the following resolution to be adopted 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 the Board 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."

CHAIRMAN'S
INITIALS



On being put to vote the resolution was passed with requisite majority as an ordinary resolution by show of hands.

Item No.6

The Chairman informed the members that the tenure of Mr. Dipak Kumar Banerjee who was appointed as an additional director, ended with this meeting. The Company had received a notice under section 257 of Companies Act, 1956 proposing to appoint him as a director of the Company liable to retire by rotation.

Mr. M. K. Bubna proposed and Mr. J. N. Kundu seconded that the following resolution be adopted as an Ordinary Resolution:

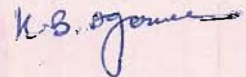
"RESOLVED THAT Mr. Dipak Kumar Banerjee, Director who was appointed by the Board of Directors as an Additional Director in the Board Meeting held on May 30, 2013 under section 260 of the Companies Act, 1956 read with Article No. 122 of Articles of Association of the Company and holds office up to the 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."

On being put to vote the resolution was passed with requisite majority as an ordinary resolution by a show of hands.

There being no other business to transact the meeting concluded with a vote of thanks to the Chair.

Place: Kolkata

Date: October 01, 2013



CHAIRMAN

CHAIRMAN'S
INITIALS

