

RUPA & COMPANY LIMITED

MINUTES OF THE PROCEEDINGS OF THE 27th ANNUAL GENERAL MEETING OF THE MEMBERS OF RUPA & COMPANY LIMITED HELD AT MERCHANTS CHAMBER OF COMMERCE, SOMANI CONFERENCE HALL, 15B, HEMANTA BASU SARANI, KOLKATA-700 001 ON SATURDAY, THE 29th DAY OF SEPTEMBER, 2012 AT 11.00 A.M.

Members Present

In person : 446
Representative of Bodies Corporate : 3
Proxy : 36

Directors Present

Mr. P. R. Agarwala : Chairman
Mr. Vinod Kumar Kothari : Director (Chairman of the Audit Committee)

In Attendance

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

Chairman

The Chairman of the Board Meeting, Mr. P. R. Agarwala, 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.

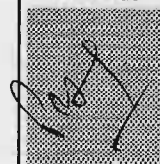
Welcome Address

The Chairman welcomed all those present at the Annual General Meeting and briefed the members about the performance of the company during the year 2011-12 along with the performance of the Company during the current year.

Notice & Auditors' Report

The notice dated May 28, 2012 convening the 27th Annual General Meeting was taken as read with the permission of the members present at the meeting. The Company Secretary then read the Auditors' Report and the Annexure to Auditors' Report, the Directors' Report being taken as read, with the permission of the members.

CHAIRMAN'S
INITIALS



Register of Directors' Shareholding

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

Item No.1

The Chairman then put the following resolution as ordinary resolution before the meeting:

"Resolved that the Audited Balance Sheet as at 31st March, 2012 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."

This was proposed by Mr. Mahesh Bhubna and seconded by Mr. J. N. Kundu before putting the resolution to vote.

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 etc.

The Directors present suitably answered all the points raised by the members. Thereafter, the resolution was put to vote and it was carried unanimously.

Item No.2

Mr. Tapas Chakrabarty proposed and Mr. Mahesh Bhubna seconded the following resolution to be adopted as an Ordinary Resolution:

"Resolved that dividend @ 150% on the paid-up equity share capital for the year ended 31st March, 2012, 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 22nd September, 2012."

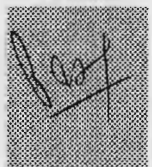
On being put to vote the resolution was passed unanimously.

Item No.3

Mr. Tarak Chandra Sarkar proposed and Mr. J. N. Kundu seconded that the following resolution be adopted as an Ordinary Resolution:

"Resolved that Shri Mukesh Agarwal, 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."

CHAIRMAN'S
INITIALS



On being put to vote the resolution was passed unanimously.

Item No.4

Mr. Mahesh Bhubna proposed and Mr. Praveen Sen Gupta seconded that the following resolution be adopted as an Ordinary Resolution:

"Resolved that Shri Ramesh Agarwal, 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 unanimously.

Item No.5

Mr. Mohan Lal Sarawagi proposed and Mr. B. K. Sarkar seconded that the following resolution be adopted as an Ordinary Resolution:

"RESERVED THAT M/s L.B Jha & Co. (Firm Registration number 301088E), Chartered Accountants, be and hereby re appointed as the Auditors of the Company to hold such office from the conclusion of the 27th Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Board of Directors."

On being put to vote the resolution was passed unanimously.

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

Place: Kolkata

Date: ~~October 10~~, 2012

P. R. Aggarwal

CHAIRMAN

CHAIRMAN'S
INITIALS

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