

Notice

NOTICE is hereby given that Twenty Ninth(29th) Annual General Meeting of the members of RUPA & COMPANY LIMITED will be held at Gyan Manch, 11, Pretoria Street, Kolkata - 700071 on Thursday, the September 11, 2014 at 11.00 A.M. to transact the following business :

Ordinary Business :

1. a) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended on that date, together with the Reports of the Directors and Auditors thereon.
- b) To receive, consider and adopt the Audited consolidated financial statement of the Company for the financial year ended March 31, 2014.
2. To declare dividend on Equity Shares.
3. To appoint auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the allied rules made thereunder M/s S. R. Batliboi & Co. LLP (Firm Registration number 301003E), Chartered Accountants, the retiring auditors be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a consecutive term of four (4) years from the conclusion of the ensuing Annual General Meeting till conclusion of the Annual General Meeting of the Company for the year 2017-18, subject to the ratification by the shareholders in every Annual General Meeting of the Company and at such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company."

Special Business :

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 the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Sushil Patwari (holding DIN00023980), Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature as a director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of five consecutive years, from the date of the Twenty-Ninth Annual General Meeting of the Company up to the conclusion of the Thirty-Fourth Annual General Meeting of the Company in the calendar year 2019.
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 Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Dharam Chand Jain (holding DIN 00453341), Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature as a director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of five consecutive years from the date of the Twenty-Ninth Annual General Meeting of the Company up to the conclusion of the Thirty-Fourth Annual General Meeting of the Company in the calendar year 2019.
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 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Vinod Kumar Kothari (DIN No 00050850), a non-executive Director of the Company in respect of whom the Company has received a notice in writing u/s 160 of Act from a member proposing his candidature as a director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of five consecutive years from the date of

Notice

the Twenty-Ninth Annual General Meeting of the Company up to the conclusion of the Thirty-Fourth Annual General Meeting of the Company in the calendar year 2019.”

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 Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Raj Narain Bhardwaj (DIN No 01571764) a non-executive Director of the Company in respect of whom the Company has received a notice in writing u/s 160 of Act from a member proposing his candidature as a director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of five consecutive years from the date of the Twenty-Ninth Annual General Meeting of the Company up to the conclusion of the Thirty-Fourth Annual General Meeting of the Company in the calendar year 2019.”
8. 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 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Dipak Kumar Banerjee (DIN No 00028123), a non-executive Director of the Company in respect of whom the Company has received a notice in writing u/s 160 of Act from a member proposing his candidature as a Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of five consecutive years from the date of the Twenty-Ninth Annual General Meeting of the Company up to the conclusion of the Thirty-Fourth Annual General Meeting of the Company in the calendar year 2019.”
9. 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 161, 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Satya Brata Ganguly, (DIN 00012220) a non-executive Director of the Company who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th July, 2014 and who holds office up to the date of the forthcoming Annual general meeting be and is hereby appointed a Director of the Company and in respect of whom the Company has received a notice in writing u/s 160 of Act from a member proposing his candidature as a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of five consecutive years from the date of the Twenty-Ninth Annual General Meeting of the Company up to the conclusion of the Thirty-Fourth Annual General Meeting of the Company in the calendar year 2019.”
10. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution:
“**RESOLVED THAT** in supersession of all earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(c) and all other applicable provision, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’) of the Company, to borrow any sums of money at any time or from time to time as they may deem fit for the purpose of carrying on the business of the Company, so however, that the total amount of such borrowings outstanding at any given point of time shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores only) notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from cash credit arrangements, discounting of bills and other temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose;
“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this

Notice

regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director(s) or any Key Managerial Personnel (KMP) or any other Officer(s) of the Company."

11. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of all earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(a) and all other applicable provision, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board') of the Company, to mortgage, hypothecate, pledge and/or create charge, security from time to time, in such form, manner and ranking and on such terms and at such time(s) as the Board may deem fit in the interest of the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company, present and/or future, wherever situated, in favour of any person including, but not limited to, financial/investment institution(s) and their subsidiaries, bank(s), mutual fund(s), trusts, other bodies corporate (herein after referred to as the "Lending Agencies") and Trustee(s) for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and/or to the Lending Agencies under their respective Agreements/ Loan Agreements/ Debenture Trust Deeds entered into by the Company in respect of the said borrowings, up to the limits of ₹ 500 crores (Rupees five hundred crores) approved or as may be approved by the Members pursuant to Section 180(1)(c) of the Companies Act, 2013;

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director(s) or any Key Managerial Personnel (KMPs) or any other Officer(s) of the Company."

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

"RESOLVED THAT pursuant to provisions of Sections 197, 203 and other applicable provisions, including part II of Schedule V of the Companies Act, 2013 (the Act) and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force (corresponding to Sections 198, 269, 309 and other applicable provisions including Schedule XIII of the Companies Act, 1956) be and hereby approves the modified terms of remuneration payable to Mr P. R. Agarwala (DIN : 00847452), Chairman of the Company with effect from 1st April 2014 on the terms and conditions and remuneration contained in the draft agreement proposed to be executed between the Company and Chairman a copy whereof is placed for the meeting and for identification is initialed by the Chairman of the meeting of the Board of Directors held on 13th August, 2014 and that such terms of appointment and remuneration can be varied, altered, modified except that the remuneration will not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Chariman.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to provisions of Sections 197, 203 and other applicable provisions, including part II of Schedule V of the Companies Act, 2013 (the Act) and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force (corresponding to Sections 198, 269, 309 and other applicable provisions including Schedule XIII of the Companies Act, 1956) be and hereby approves the modified terms of remuneration payable to Mr G. P. Agarwala (DIN : 00224805), Vice-Chairman of the Company with effect from 1st April 2014 on the terms and

conditions and remuneration contained in the draft agreement proposed to be executed between the Company and Vice-Chairman a copy whereof is placed for the meeting and for identification is initialed by the Chairman of the meeting of the Board of Directors held on 13th August, 2014 and that such terms of appointment and remuneration can be varied, altered, modified except that the remuneration will not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Vice-Chairman.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to provisions of Sections 197, 203 and other applicable provisions, including part II of Schedule V of the Companies Act, 2013 (the Act) and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force (corresponding to Sections 198, 269, 309 and other applicable provisions including Schedule XIII of the Companies Act, 1956) be and hereby approves the modified terms of remuneration payable to Mr K. B. Agarwala (DIN : 00224857), Managing Director of the Company with effect from 1st April 2014 on the terms and conditions and remuneration contained in the draft agreement proposed to be executed between the Company and Managing Director a copy whereof is placed for the meeting and for identification is initialed by the Chairman of the meeting of the Board of Directors held on 13th August, 2014 and that such terms of appointment and remuneration can be varied, altered, modified except that the remuneration will not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Managing Director.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

15. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to provisions of Sections 197, 203 and other applicable provisions, including part II of Schedule V of the Companies Act, 2013 (the Act) and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force (corresponding to Sections 198, 269, 309 and other applicable provisions including Schedule XIII of the Companies Act, 1956) be and hereby approves the modified terms of remuneration payable to Mr Ramesh Agarwal (DIN : 00230702), Whole-time Director of the Company designated as Executive Director with effect from 1st April 2014 on the terms and conditions and remuneration contained in the draft agreement proposed to be executed between the Company and Executive Director a copy whereof is placed for the meeting and for identification is initialed by the Chairman of the meeting of the Board of Directors held on 13th August, 2014 and that such terms of appointment and remuneration can be varied, altered, modified except that the remuneration will not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Executive Director.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

16. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to provisions of Sections 197, 203 and other applicable provisions, including part II of Schedule V of the Companies Act, 2013 (the Act) and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force (corresponding to Sections 198, 269, 309 and other applicable provisions including Schedule XIII of the Companies Act, 1956) be and hereby approves the modified terms of remuneration payable to Mr Mukhesh Agarwal (DIN : 02415004), Whole-time Director of the Company designated as Executive Director with effect from 1st April 2014 on the terms and conditions and remuneration contained in the draft agreement proposed to be executed between the Company and Executive Director a copy whereof is placed for the meeting and for identification is initialed by the Chairman of the meeting of the Board of Directors held on 13th August, 2014 and that such terms of appointment and remuneration can be varied, altered, modified except that the remuneration will not exceed the limits

specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Executive Director.

"Resolved further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT subject to the provision of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such consent, approvals as may be required, the Company hereby approves the modified terms of remuneration payable to :

(a) Mr. Suresh Agarwal, (b) Mr. Rajnish Agarwal (c) Mr. Ravi Agarwal, (d) Mr. Manish Agarwal and (e) Mr. Vikash Agarwal with effect from 1st April, 2014 on such terms and conditions as detailed in the Explanatory Statement annexed hereto.

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter and/or very terms and conditions, remuneration, continuation designation and other entitlements as deemed necessary and proper in the best interest of the Company.

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

"RESOLVED THAT subject to the provision of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such consent, approvals as may be required, the Company hereby approves the appointment of Mr. Siddhant Agarwal, as Vice President (Project & Acquisition), relative of a Director with effect from 1st June, 2014 on such terms and conditions as detailed in the Explanatory Statement annexed hereto.

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter and/or very terms and conditions, remuneration, continuation designation and other entitlements as deemed necessary and proper in the best interest of the Company.

"RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts and to take all such steps as may be necessary to give effect to this resolution."

19. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the said Act/Rules, approval of the Company be and is hereby given to the Board of Directors to enter into contract/arrangement for sale, purchase or supply of any goods or materials directly or through appointment of agents even if in excess of limit specified for purpose of Clause(a) and Clause(e) of Section 188(1) of the Act to or from Related Parties including Group Company, Subsidiaries (if any), Fellow Subsidiaries (if any) and Associates (if any) from time to time in the best interest of the Company.

"RESOLVED FURTHER that approval of the Company be and is hereby also given to the Board of Directors to enter into contracts/arrangements for availing/rendering of any services directly or through appointment of agents even if in excess of limit specified for purpose of Clause (d) & (e) of Section 188(1) of the aforesaid Act to or from Related Parties including Group Company, Subsidiaries (if any), Fellow Subsidiaries (if any) and Associates from time to time in the best interest of the Company.

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do the needful and take necessary steps in the matter and settle any or all difficulties in its absolute discretion to implement the above Resolution for and on behalf of the Company."

Registered Office :
1, Ho Chi Minh Sarani
Metro Tower, 8th Floor
Kolkata - 700 071
Dated : 13th August, 2014

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

Sudip Chatterji
Company Secretary

Notice

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith.**

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

Proxies submitted on behalf of Companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

2. The Register of Members and the Share Transfer Book of the Company will remain closed from **September 4, 2014 to September 11, 2014 (both days inclusive)**.
 - a. 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.
 - b. Members are requested to notify immediately any change in their address to the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, 2nd Floor, Kolkata – 700 001.
3. 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 of the Company as on September 4, 2014 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 to the beneficial owner of the shares as per the details provided by the depositories for the purpose.
4. In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate the Company's RTA, M/s. Maheshwari Datamatics Pvt. Limited under the signature of the Sole/ First joint holder, the following information to be incorporated on dividend warrants:
 - a. Name of Sole/First holder and the Folio Number.
 - b. Particulars of Bank Account viz.:
 - i. Name of Bank
 - ii. Name of Branch
 - iii. Complete Address of Bank with Pin Code Number
 - iv. Account Type (whether Savings Account or Current Account) and Bank Account Number
5. 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 (IEPF) established by the Central Government under section 205A & 205C of the Companies Act, 1956. Once unclaimed dividends are transferred to the fund, members will not be entitled to claim those dividends.
6. 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 125 of the Companies Act, 2013. In view of the above, the shareholders are advised to send all un-encashed dividend warrants to the Registered Office of the Company for revalidation and encash them immediately. Unclaimed/ Unencashed dividend for the year ended 31st March, 2006 has already been transferred to the IEPF.
7. Electronic copy of the Notice of the Twenty-Ninth Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members

Notice

whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent at their registered address with the Company.

- a. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register their e-mail address with the Company/Company's Registrar and Share Transfer Agents/Depository Participant for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - b. Relevant documents referred to in the accompanying notice/explanatory statement including the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 are open for inspection by the members at the registered office of the Company on all working days except Saturday between 11:00 a.m. and 12:00 noon up to the date of the ensuing Annual General Meeting. Further, the Notice for this 29th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended 2013-14 shall also be available on the website of the Company www.rupa.co.in.
 - c. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued there under will be available for inspection by the members at the Annual General Meeting.
8. Shareholders seeking any information with regard to the Accounts are requested to write to the Company Secretary at least seven days in advance so as to enable the Management to keep the information ready at the Annual General Meeting.
 9. Members/Proxies 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 / reappointment at the meeting are incorporated in the Corporate Governance Report as required to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.
 11. A Statement pursuant to Section 102(1) of the Companies act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
 12. Members are requested to mention their Folio No. /Client ID No. /DP ID No. (in case of shares held in dematerialized form) in all their correspondence with the Company/R & T Agent/Depository Participants in order to facilitate response to their queries promptly.
 13. In case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote at the Meeting.
 14. Maheshwari Datamatics Pvt. Ltd. is the Registrar & Share Transfer Agent (R&T Agent) of the Company. All investor related communication may be addressed to it at the following address:

Maheshwari Datamatics Pvt. Ltd.
 6, Mangoe Lane, 2nd floor,
 Kolkata 700 001
 Tel : +91 33 2243 5809
 Fax : +91 33 2248 4787
 E-mail : mdpldc@yahoo.com

- a. Non-resident Indian Members are requested to inform Maheshwari Datamatics Pvt. Ltd. immediately of:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their Bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code no., if not mentioned earlier.

Notice

15. Members are requested to visit the website of the Company 'www.rupa.co.in' for viewing the quarterly and annual financial results and for more information of the Company.
16. The Company's Equity Shares are listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), Calcutta Stock Exchange (CSE), Jaipur Stock Exchange Limited (JSEL)
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Companies website www.rupa.co.in under Section 'Investors Relation'.
18. Additional information pursuant to clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/ re-appointment at the AGM are furnished and forms a part of the notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
19. 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 earth. 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 email id with R&T Agent. We request shareholders to avail of this facility and strengthen the Go Green movement.
20. Shareholders holding shares in demat mode are requested to update their DP records for changes in email id to receive timely communications from the Company.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there-under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
22. The Company has appointed CS H. M. Choraria, Practicing Company Secretary, Proprietor of M/s. H. M. Choriaria & Co., of 14/2, Old China Bazar Street, Kolkata - 700 001 as the Scrutinizer for conducting the e- voting process in a fair and transparent manner.
23. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate to all its members to enable them to cast their votes electronically instead of casting their votes at the meeting.
 - a) For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting.
 - b) The voting through electronic means will commence on September 5, 2014 at 10 a.m. and will end on September 7, 2014 at 6 p.m.
 - c) The members will not be able to cast their vote electronically beyond the date and time mentioned above.
 - d) The scrutinizer will submit his report to the Chairman, within a period not exceeding three working days from the date of conclusion of e-voting period. The results of the voting on the resolutions at the meeting shall be announced by the Chairman on September 11, 2014.
 - e) The results declared along with the scrutinizer's report, will be posted on the website of Company and CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the Stock Exchanges where the shares of the Company are listed.
24. In case a Member receives an e-mail from CDSL (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) Log on to the e-voting website www.evotingindia.com

- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”.
- (iv) Now Enter your User ID :
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence number is communicated in the Attendance Slip/ Covering Letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy :

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins from 10.00 a.m. on 5th September, 2014 and ends at 6.00 p.m. on 7th September, 2014. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office :
1, Ho Chi Minh Sarani
Metro Tower, 8th Floor
Kolkata - 700 071
Dated : 13th August, 2014

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

Sudip Chatterji
Company Secretary

Notice

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses mentioned in the Notice:

Item No. 4 - Appointment of Mr. Sushil Patwari as an Independent Director of the Company

Mr. Sushil Patwari, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered themselves for re-appointment, not liable to retire by rotation in terms of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement

The SEBI has amended Clause 49 of the Listing agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed company.

Based on the declarations received from Mr. Sushil Patwari, Director of the Company, in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Patwari, fulfills the criteria of being appointed as an Independent Director as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made thereunder. The Board is also of the opinion that the proposed Director is independent of the management. The Company has received notice under section 160 along with requisite deposit from a member proposing his re-appointment as a Director at the ensuing Annual General Meeting. Mr. Sushil Patwari is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and given his consent to act as a Director.

Brief Resume of Mr. Sushil Patwari is as below :

Mr. Sushil Patwari has wide expertise in the fields of industry, finance and legal.

He joined the Board of your Company on November 17, 2003.

He is presently director of the following companies:

- 1) Reliance Processors Ltd.
- 2) Nagreeka Exports Ltd.
- 3) Nagreeka Capital & Infrastructure Ltd.
- 4) Nagreeka Foils Ltd.
- 5) Jaidka Motor Company Ltd.

It is, therefore, proposed to appoint Mr. Sushil Patwari as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing agreement to hold office for 5(five) consecutive years for a term up to the conclusion of 34th Annual General meeting of the Company in the calendar year 2019, not liable to retire by rotation.

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

Mr. Patwari and his relatives may be 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 (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No. 5 - Appointment of Mr. Dharam Chand Jain as an Independent Director of the Company

Mr. Dharam Chand Jain, Director retires by rotation at the ensuing Annual General Meeting and being eligible, has offered themselves for re-appointment, not liable to retire by rotation in terms of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement

The SEBI has amended Clause 49 of the Listing agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed company.

Based on the declarations received from Mr. Dharam Chand Jain, Director of the Company, in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Jain, fulfills the criteria of being appointed as an Independent Director as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made thereunder. The Board is also of the opinion that the proposed Director is independent of the

Notice

management. The Company has received notice under section 160 along with requisite deposit from a member proposing his re-appointment as a Director at the ensuing Annual General Meeting. Mr. Dharam Chand Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and given his consent to act as a Director.

Brief Resume of Mr. Dharam Chand Jain is as below :

Mr. Dharam Chand Jain has wide expertise in the field of industry.

He joined the board of your company on March 31, 2003.

It is, therefore, proposed to appoint Mr. Dharam Chand Jain as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing agreement to hold office for 5(five) consecutive years for a term up to the conclusion of 34th Annual General meeting of the Company in the calendar year 2019, not liable to retire by rotation.

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

Mr. Jain and his relatives may be 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 (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No. 6-Appointment of Mr. Vinod Kumar Kothari as an Independent Director of the Company

Mr. Vinod Kumar Kothari is an Independent Director of the Company and has held the position as such for more than 5 (five) years.

The SEBI has amended Clause 49 of the Listing agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

Based on the declarations received from Mr. Vinod Kumar Kothari, Director of the Company, in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Kothari, fulfills the criteria of being appointed as an Independent Director as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made thereunder. The Board is also of the opinion that the proposed Director is independent of the management. The Company has received notice under section 160 along with requisite deposit from a member proposing his re-appointment as a Director at the ensuing Annual General Meeting.

Mr. Vinod Kumar Kothari is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and given his consent to act as a Director.

Brief Resume of Mr. Vinod Kumar Kothari is as below :

Mr. Vinod Kothari is a pioneer in the field of corporate law and finance and is recognized both nationally and internationally as a trainer and consultant on specialized areas in corporate law and in finance including leasing, securitisation, asset-based finance, credit derivatives, accounting for derivatives and financial instruments, housing finance, to name a few. Mr. Kothari is also, one of the specialist editors of company law magnum opus, A Ramaiya's Guide to Company Law, 2011 edition and wrote the highlights and referencer for Lexis Nexis publication titled, The Companies Act 2013 and has also authored Taxmann publication, titled, 'Understanding Companies Act, 2013'. He is a regular speaker at various professional institutes and was a visiting faculty at Indian Institute of Management, Joka, and at the National University of Juridical Sciences, Kolkata.

Mr. Vinod Kothari Joined the Board of the Company July 26, 2004.

It is, therefore, proposed to appoint Mr. Vinod Kumar Kothari as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing agreement to hold office for 5(five) consecutive years for a term up to the conclusion of 34th Annual General meeting of the Company in the calendar year 2019, not liable to retire by rotation.

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

Mr. Kothari and his relatives may be 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 (KMPs) of the Company either

Notice

directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No. 7- Appointment of Mr. Dipak Kumar Banerjee as an Independent Director of the Company

Mr. Dipak Kumar Banerjee is an Independent director of the Company.

The SEBI has amended Clause 49 of the Listing agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

Based on the declarations received from Mr. Dipak Kumar Banerjee, Director of the Company, in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Banerjee, fulfills the criteria of being appointed as an Independent Director as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made there under. The Board is also of the opinion that the proposed Director is independent of the management. The Company has received notice under section 160 along with requisite deposit from a member proposing his re-appointment as a Director at the ensuing Annual General Meeting. Mr. Dipak Kumar Banerjee is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and given his consent to act as a Director.

Brief Resume of Mr. Dipak Kumar Banerjee is as below :

Mr. Dipak Kumar Banerjee is an independent Director of the Company. He is a Chartered Accountant; he started his career with Life Insurance Corporation in 1970 and thereafter, in 1975, joined Hindustan Lever Limited. His tenure with Lever included a two year secondment to Lever Brother, Nigeria. In 1992, Mr. Banerjee became the Commercial Director of Unilever Plantations Group. Between 1993 and 1997 he was designated as Commercial Officer – Africa and Middle East Group of Unilever, London and retired in July 2000 as Chairman, Unilever Uganda Ltd.

Mr. Banerjee joined the Board of your Company on May 30, 2013. He is not related to any of the Directors and does not hold any shares in the Company.

It is, therefore, proposed to appoint Mr. Dipak Kumar Banerjee as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing agreement to hold office for 5(five) consecutive years for a term up to the conclusion of 34th Annual General meeting of the Company in the calendar year 2019, not liable to retire by rotation.

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

Mr. Banerjee and his relatives may be 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 (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No. 8 - Appointment of Mr. Raj Narain Bhardwaj as an Independent Director of the Company

Mr. Raj Narain Bhardwaj is an Independent director of the Company.

The SEBI has amended Clause 49 of the Listing agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

Based on the declarations received from Mr. Raj Narain Bhardwaj, Director of the Company, in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Bhardwaj, fulfills the criteria of being appointed as an Independent Director as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made there under. The Board is also of the opinion that the proposed Director is independent of the management. The Company has received notice under section 160 along with requisite deposit from a member proposing his re-appointment as a Director at the ensuing Annual General Meeting. Mr. Raj Narain Bhardwaj is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and given his consent to act as a Director.

Brief Resume of Mr. Raj Narain Bhardwaj is as below :

Mr. Raj Narain Bhardwaj is an independent Director of the Company. He holds a post graduate degree in economics from the Delhi School of Economics and a Diploma in Industrial Relations and Personnel Management from Punjab University,

Notice

Patiala. He has altogether 37 years of experience with the Life Insurance Corporation of India, Bahrain, Nepal, Lanka and Mauritius. He has served LIC in various positions including Managing Director, Non-Executive Chairman and Chairman. Mr. Bhardwaj has also served as a member of the Securities Appellate Tribunal (SAT) for two years where he has come across a number of cases relating to market manipulation, non-compliance of regulations such as Take Over Code, FII Regulations, Insider Trading, Broker's Regulations, etc.

He was also nominated as a Member of the Committee appointed by the Government of India in 2001 to study Investment Management and has held discussions with Fund Managers in Europe and USA.

Mr. Narain joined the Board of your Company on May 28, 2012. He is not related to any of the Directors and does not hold any shares in the Company.

It is, therefore, proposed to appoint Mr. Raj Narain Bhardwaj as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing agreement to hold office for 5(five) consecutive years for a term up to the conclusion of 34th Annual General meeting of the Company in the calendar year 2019, not liable to retire by rotation.

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

Mr. Bhardwaj and his relatives may be 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 (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No. 9 - Appointment of Mr. Satya Brata Ganguly as an Independent Director of the Company

The Board of directors of the Company appointed Mr. Satya Brata Ganguly as an Additional Director at their meeting held on August 13, 2014 under section 161 read with Article No. 122 of Articles of Association of the Company. Accordingly, Mr. Satya Ganguly 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 Mr. Satya Brata Ganguly to act as the Director of the Company.

Based on the declarations received from Mr. Satya Brata Ganguly, Director of the Company, in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Ganguly, fulfills the criteria of being appointed as an Independent Director as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made there under. The Board is also of the opinion that the proposed Director is independent of the management. Mr. Satya Brata Ganguly is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and given his consent to act as a Director.

Brief Resume of Mr. Satya Brata Ganguly as below :

Mr. Satya Brata Ganguly, Graduate of Chemical Engineering & Fellow of Plastic and Rubber Institute (London), Fellow of Institute of Chemical Engineers and also the Fellow of the Institute of Chemicals.

Mr. Satya Brata Ganguly, an Independent Director, is the former Chairman of Exide Industries Ltd. He is presently Non-Executive Chairman of Peerless Trust Management Co Ltd and Independent Director of Paharpur Cooling Towers Ltd, West Bengal Industrial Development Corporation, Su-Kam Power Systems Ltd and West Bengal Industrial Infrastructure Development Corporation. He is also President of the Indian Football Association (WB) and Trustee of the Academy of Fine Arts (Kolkata) besides being Member of various other Bodies.

Mr. Banerjee joined the Board of your Company on August 13, 2014. He is not related to any of the Directors and does not hold any shares in the Company.

It is, therefore, proposed to appoint Mr. Satya Brata Ganguly as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing agreement to hold office for 5(five) consecutive years for a term up to the conclusion of 34th Annual General meeting of the Company in the calendar year 2019, not liable to retire by rotation.

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

Mr. Ganguly and his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it

Notice

relates to his own appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No. 10 - Authorisation to the Company to borrow funds under Section 180(1)(c)

At the Extra Ordinary General Meeting of the Company held on April 9, 2011, an Ordinary Resolution pursuant to Section 293(1)(d) of the Companies Act, 1956 was passed by the Members authorising the Board of Directors (hereinafter referred as 'Board') of the Company to borrow any sums of money from time to time as they may deem fit for the purpose of carrying on the business of the Company, so however, that the total amount of such borrowings outstanding at any given point of time shall not exceed Rs. 500 Crores.

However, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with Ministry of Corporate Affairs' General Circular No. 04/2014 dated 25.03.2014, consent of the Company is required by way of a special resolution to borrow funds in excess of the paid up capital and free reserves of the Company within one year of the enforcement of the section. Section 180(1)(c) was enforced w.e.f. September 12, 2013. Accordingly, to enable the Company to continue to availing the said borrowing limits, Item no. 10 has been put forward for your approval.

The Directors, recommend the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent that it is proposed to authorise them to borrow moneys as stated in the Resolution.

Item No. 11 - Consent to sell, lease or otherwise dispose of the undertaking of the company under section 180(1)(a)

The Company would be borrowing monies from time to time, for the purpose of its business, by way of loans, debentures, bonds, commercial papers and other financial assistance/credit facilities from various financial/investment institution(s), banks, mutual fund(s), trusts, bodies corporate and other persons/investors apart from the working capital facilities obtained/to be obtained from banks etc. in the ordinary course of business. This, in turn, would necessitate further creation of security by way of suitable mortgages hypothecation, pledge and/or charges on all or some of the moveable and/or immoveable, tangible and/or intangible assets of the Company, both present and/or future, in favour of various lenders/trustees and this may be regarded as disposal of the Company's assets and/or undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

At the Extra Ordinary General Meeting of the Company held on April 9, 2011, an Ordinary Resolution pursuant to Section 293(1)(a) read with Section 293(1)(d) of the Companies Act, 1956 was passed by the Members authorising the Board of Directors (hereinafter referred as 'Board') of the Company to mortgage and/or create charge from time to time on the moveable and/or immoveable properties of the Company, in such form and manner as may be deemed fit by the Board of the Company for securing funds raised by the Company.

However, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ('Act'), read with Ministry of Corporate Affairs' General Circular No. 04/2014 dated 25.03.2014, consent of the Company is required by way of a special resolution to enable the Board to exercise its power to mortgage, hypothecate, pledge and/or create charge, security on the moveable and/or immoveable, tangible and/or intangible properties of the Company, from time to time within the limits approved by the members under Section 180 (1) (c) of the Act. The special resolution is to be passed within one year from the date of enforcement of section 180(1)(a) i.e. September 12, 2013.

The Directors recommend the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent that it is proposed to authorise them to mortgage and/or create charge etc. as stated in the Resolution.

Item No. 12

The Board of Directors of the Company at its meeting held on 13th August, 2014 has, subject to the approval of the members, alters the terms of the remuneration recommended by the Audit & Nomination and Remuneration Committee (the Committee) and approved by the Board.

Special Resolutions proposed are to seek the members' approval for the alteration of the remuneration payable to Mr P. R. Agarwala as Chairman in terms of applicable provisions of the Act. Broad break up of remuneration payable to him is as under :

Particulars	Mr P. R. Agarwala
Basic Salary (per month)	In the scale of ₹ 7,00,000 to ₹ 8,00,000
House Rent Allowance (per month)	₹ 1,00,000 (fully furnished residential accommodation or HRA at the rate 60% of Salary subject to maximum of the Rs. 1,00,000.)
Reimbursement of Electricity, Gas, Water and Furnishings (per month)	₹ 50,000
Reimbursement of Medical Expenses including abroad for self and family	At actuals
Leave Travel Concession for self and family once in a year	As per the rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of two (2) clubs
Personal Accident Insurance (per annum)	Annual Premium which shall not exceeding ₹ 105,000
Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per Company's Scheme
Commission	@1% per annum of eligible Net Profit

Furthermore, remuneration including allowances, perquisites will be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.

The Board of Directors at the recommendation of the Committee and in consultation with the Chairman shall be authorised to increase, reduce, alter or vary the remuneration and perquisites including monetary value thereof at any time and from time to time in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

In addition to remuneration including perquisites and allowances, the Chairman shall be entitled to reimbursement of expenses incurred for traveling, boarding and lodging during business trips, provision of car and telephone at residence for use on the Company's business and such expenses shall not be considered as perquisites.

Aforesaid entitlement of remuneration and perquisites of the Chairman will be 'minimum remuneration' should there be loss or inadequate profit in any financial year during term of their office effective 1st April 2014, subject to such approvals as may be required including yours in the ensuing Annual General Meeting and that of the Central Government, notwithstanding said remuneration exceeds the limit of 5% of eligible Net Profit for each of them.

The relatives of Mr P. R. Agarwala may be deemed to be interested in the resolutions set out respectively at Item Nos. 12 of the Notice, to the extent of their interest including shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends Special Resolutions set out at Item Nos. 12 of the Notice for approval by the Members.

Item No. 13

The Board of Directors of the Company at its meeting held on 13th August, 2014 has, subject to the approval of the members, alters the terms of the remuneration recommended by the Audit & Nomination and Remuneration Committee (the Committee) and approved by the Board.

Special Resolutions proposed are to seek the members' approval for the alteration of the remuneration payable to Mr G. P. Agarwala as Chairman in terms of applicable provisions of the Act. Broad break up of remuneration payable to him is as under :

Particulars	Mr G. P. Agarwala
Basic Salary (per month)	In the scale of ₹ 6,50,000 to ₹ 7,50,000
House Rent Allowance (per month)	₹ 1,00,000 (fully furnished residential accommodation or HRA at the rate 60% of Salary subject to maximum of the ₹ 1,00,000.)
Reimbursement of Electricity, Gas, Water and Furnishings (per month)	₹ 50,000
Reimbursement of Medical Expenses including abroad for self and family	At actuals
Leave Travel Concession for self and family once in a year	As per the rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of two (2) clubs
Personal Accident Insurance (per annum)	Annual Premium which shall not exceeding ₹ 10,000
Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per Company's Scheme
Commission	@1% per annum of eligible Net Profit

Furthermore, remuneration including allowances, perquisites will be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.

The Board of Directors at the recommendation of the Committee and in consultation with the Vice-Chairman shall be authorised to increase, reduce, alter or vary the remuneration and perquisites including monetary value thereof at any time and from time to time in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

In addition to remuneration including perquisites and allowances, the Vice-Chairman shall be entitled to reimbursement of expenses incurred for traveling, boarding and lodging during business trips, provision of car and telephone at residence for use on the Company's business and such expenses shall not be considered as perquisites.

Aforesaid entitlement of remuneration and perquisites of the Vice-Chairman will be 'minimum remuneration' should there be loss or inadequate profit in any financial year during term of their office effective 1st April 2014, subject to such approvals as may be required including yours in the ensuing Annual General Meeting and that of the Central Government, notwithstanding said remuneration exceeds the limit of 5% of eligible Net Profit for each of them.

The relatives of Mr G. P. Agarwala may be deemed to be interested in the resolutions set out respectively at Item Nos. 13 of the Notice, to the extent of their interest including shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends Special Resolutions set out at Item Nos. 13 of the Notice for approval by the Members.

Item No. 14

The Board of Directors of the Company at its meeting held on 13th August, 2014 has, subject to the approval of the members, alters the terms of the remuneration recommended by the Audit & Nomination and Remuneration Committee (the Committee) and approved by the Board.

Special Resolutions proposed are to seek the members' approval for the alteration of the remuneration payable to Mr K. B. Agarwala as Chairman in terms of applicable provisions of the Act. Broad break up of remuneration payable to him is as under :

Particulars	Mr K. B. Agarwala
Basic Salary (per month)	In the scale of ₹ 6,50,000 to ₹ 7,50,000
House Rent Allowance (per month)	₹ 1,00,000 (fully furnished residential accommodation or HRA at the rate 60% of Salary subject to maximum of the Rs. 1,00,000.)
Reimbursement of Electricity, Gas, Water and Furnishings (per month)	₹ 50,000
Reimbursement of Medical Expenses including abroad for self and family	At actuals
Leave Travel Concession for self and family once in a year	As per the rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of two (2) clubs
Personal Accident Insurance (per annum)	Annual Premium which shall not exceeding ₹ 10,000
Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Provident Fund, Superannuation and Gratuity Benefits	As per Company's Scheme
Commission	@1% per annum of eligible Net Profit

Furthermore, remuneration including allowances, perquisites will be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.

The Board of Directors at the recommendation of the Committee and in consultation with the Managing Director shall be authorised to increase, reduce, alter or vary the remuneration and perquisites including monetary value thereof at any time and from time to time in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

In addition to remuneration including perquisites and allowances, the Managing Director shall be entitled to reimbursement of expenses incurred for traveling, boarding and lodging during business trips, provision of car and telephone at residence for use on the Company's business and such expenses shall not be considered as perquisites.

Aforesaid entitlement of remuneration and perquisites of the Managing Director will be 'minimum remuneration' should there be loss or inadequate profit in any financial year during term of their office effective 1st April 2014, subject to such approvals as may be required including yours in the ensuing Annual General Meeting and that of the Central Government, notwithstanding said remuneration exceeds the limit of 5% of eligible Net Profit for each of them.

The relatives of Mr K. B. Agarwala may be deemed to be interested in the resolutions set out respectively at Item Nos. 14 of the Notice, to the extent of their interest including shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends Special Resolutions set out at Item Nos. 14 of the Notice for approval by the Members.

Item No. 15

The Board of Directors of the Company at its meeting held on 13th August, 2014 has, subject to the approval of the members, alters the terms of the remuneration recommended by the Audit & Nomination and Remuneration Committee (the Committee) and approved by the Board.

Special Resolutions proposed are to seek the members' approval for the alteration of the remuneration payable to Mr Ramesh Agarwal as Executive Director in terms of applicable provisions of the Act. Broad break up of remuneration payable to him is as under :

Particulars	Mr Ramesh Agarwal
Basic Salary (per month)	In the scale of ₹ 3,50,000 to ₹ 4,50,000
Reimbursement of Medical Expenses including abroad for self and family	Expenses incurred for self and family including mediclaim insurance premium in accordance with the rules of the Company
Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of ₹ 5,00,0000
Provident Fund, Superannuation and Gratuity Benefits	Gratuity payable as per the rules of the Company but not exceeding half a month salary for each completed year of service.

Furthermore, remuneration including allowances, perquisites will be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.

The Board of Directors at the recommendation of the Committee and in consultation with the Executive Director shall be authorised to increase, reduce, alter or vary the remuneration and perquisites including monetary value thereof at any time and from time to time in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

In addition to remuneration including perquisites and allowances, the Executive Director shall be entitled to reimbursement of expenses incurred for traveling, boarding and lodging during business trips, provision of car and telephone at residence for use on the Company's business and such expenses shall not be considered as perquisites.

Aforesaid entitlement of remuneration and perquisites of the Executive Director will be 'minimum remuneration' should there be loss or inadequate profit in any financial year during term of their office effective 1st April 2014, subject to such approvals as may be required including yours in the ensuing Annual General Meeting and that of the Central Government, notwithstanding said remuneration exceeds the limit of 5% of eligible Net Profit for each of them.

The relatives of Mr Ramesh Agarwal may be deemed to be interested in the resolutions set out respectively at Item Nos. 15 of the Notice, to the extent of their interest including shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends Special Resolutions set out at Item Nos. 15 of the Notice for approval by the Members.

Item No. 16

The Board of Directors of the Company at its meeting held on 13th August, 2014 has, subject to the approval of the members, alters the terms of the remuneration recommended by the Audit & Nomination and Remuneration Committee (the Committee) and approved by the Board.

Special Resolutions proposed are to seek the members' approval for the alteration of the remuneration payable to Mr Mukesh Agarwal as Executive Director in terms of applicable provisions of the Act. Broad break up of remuneration payable to him is as under :

Particulars	Mr Mukhesh Agarwal
Basic Salary (per month)	In the scale of ₹ 3,50,000 to ₹ 4,50,000
Reimbursement of Medical Expenses including abroad for self and family	Expenses incurred for self and family including mediclaim insurance premium in accordance with the rules of the Company
Leave	Leave with full pay and allowances including encashment thereof as per rules of the Company
Fees of clubs (including Admission and Life Membership Fees)	Maximum of ₹ 5,00,000
Provident Fund, Superannuation and Gratuity Benefits	Gratuity payable as per the rules of the Company but not exceeding half a month salary for each completed year of service.

Furthermore, remuneration including allowances, perquisites will be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.

The Board of Directors at the recommendation of the Committee and in consultation with the Executive Director shall be authorised to increase, reduce, alter or vary the remuneration and perquisites including monetary value thereof at any time and from time to time in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

In addition to remuneration including perquisites and allowances, the Executive Director shall be entitled to reimbursement of expenses incurred for traveling, boarding and lodging during business trips, provision of car and telephone at residence for use on the Company's business and such expenses shall not be considered as perquisites.

Aforesaid entitlement of remuneration and perquisites of the Executive Director will be 'minimum remuneration' should there be loss or inadequate profit in any financial year during term of their office effective 1st April 2014, subject to such approvals as may be required including yours in the ensuing Annual General Meeting and that of the Central Government, notwithstanding said remuneration exceeds the limit of 5% of eligible Net Profit for each of them.

The relatives of Mr Mukesh Agarwal may be deemed to be interested in the resolutions set out respectively at Item Nos. 16 of the Notice, to the extent of their interest including shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends Special Resolutions set out at Item Nos. 16 of the Notice for approval by the Members.

Item No. 17

The Board of Directors of the Company at its meeting held on 13th August, 2014 has, subject to the approval of the members, alters the terms of the remuneration recommended by the Audit & Nomination and Remuneration Committee (the Committee) and approved by the Board.

Special Resolutions proposed are to seek the members' approval for the alteration of the remuneration payable to Mr Suresh Agarwal, Mr Rajnish Agarwal, Mr Ravi Agarwal, Mr Manish Agarwal and Mr Vikash Agarwal as President in terms of applicable provisions of the Act. Broad break up of remuneration payable to him is as under :

Particulars	Mr Rajnish Agarwal, Mr Ravi Agarwal, Mr Manish Agarwal and Mr Vikash Agarwal
Salary (per month)	In the scale of ₹ 3,50,000 to ₹ 4,50,000
	Mr. Suresh Agarwal
	In the scale of ₹ 2,00,000 to ₹ 2,50,000

Name of Related Parties	Mr Rajnish Agarwal, Mr Ravi Agarwal, Mr Manish Agarwal and Mr Vikash Agarwal, Mr. Suresh Agarwal
Name of the Director/ KMP who are related	Mr. P. R. Agarwala (Chairman), Mr. G. P. Agarwala (Vice-Chariman) and Mr. K. B. Agarwala (Vice-Chariman), Mr. Ramesh Agarwal (Whole time Director) and Mr. Mukesh Agarwal (Whole time Director)
Nature of relationship	Relative
Nature, material terms, monetary value and particulars of the contract or arrangement	In the scale of ₹ 3,50,000 to ₹ 4,50,000 and in the scale of ₹ 2,00,000 to ₹ 2,50,000
Any other information	N. A.

The relatives of Mr. Rajnish Agarwal, Mr. Ravi Agarwal, Mr. Manish Agarwal, Mr. Vikash Agarwal and Mr. Suresh Agarwal may be deemed to be interested in the resolutions set out respectively at Item Nos. 17 of the Notice, to the extent of their interest including shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends Special Resolutions set out at Item Nos. 17 of the Notice for approval by the Members.

Item No. 18 - Approval of remuneration payable to a related party

The Board of Directors in its meeting held on 30th May, 2014 has approved the appointment of Mr. Siddhant Agarwal as Vice President (Project & Acquisition) after receipt of recommendation from the Nomination and Remuneration Committee of the Board. Mr. Siddhant Agarwal will receive remuneration of Rs. 20,00,000/- per annum and holding the office of executive are well within the provisions of Section 188 of the Companies Act, 2013.

Particulars of the contract to be specifically stated in the explanatory statement in terms of Explanation (3) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 in Item No.12 are as under:

Name of Related Parties	Mr. Siddhant Agarwal
Name of the Director/ KMP who are related	Mr. P. R. Agarwal (Chairman)
Nature of relationship	Relative
Nature, material terms, monetary value and particulars of the contract or arrangement	Monetary value- Rs. 20,00,000 per annum
Any other information	N. A.

The remuneration shall be paid in a manner as determined by the Board of Directors of the Company.

Unless otherwise stipulated for the purposes of the above, the perquisites, if any, shall be as per the Income Tax Rules whenever actual cost cannot be determined.

Other than Mr. P. R. Agarwala, Chairman, no other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Your Directors recommend the special resolution for your approval.

Item No. 19

Your Company enters into from time to time contracts and/or arrangements with related parties with regard to sale, purchase or supply of goods or materials, availing or rendering of services. Although said transactions are entered into by your Company in the ordinary course of business and also at arms length, proposed resolution is for your approval in terms of proviso to Section 188(1) of the Companies Act, 2013 read with Rules framed therefor.

Your Directors recommend passing of the proposed resolution in the interest of the Company.

None of the Directors/Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise, in said resolution save and except to the extent contracts or arrangements will pertain to related parties.

Registered Office :
1, Ho Chi Minh Sarani
Metro Tower, 8th Floor
Kolkata - 700 071
Dated : 13th August, 2014

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

Sudip Chatterji
Company Secretary