

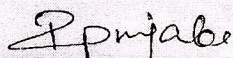
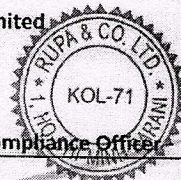


RUPA &amp; COMPANY LTD.

**Quarterly Compliance Report on Corporate Governance**Name of the Company  
Quarter endingRupa & Company Limited  
December 31, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 (I)	Yes	
(A) Composition of the Board	49(1A)	Yes	
(B) Non Executive Directors' Compensation & Disclosures	49(1B)	Yes	
(C ) Other provisions as to Board and Committees	49(1C)	Yes	
(D)Code of Conduct	49(1D)	Yes	Will be complied in the Annual Report 2012-13
<b>II Audit Committee</b>	49(II)	Yes	
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C ) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
<b>III Subsidiary Companies</b>	49(III)	Yes	
<b>IV Disclosures</b>	49(IV)	Yes	
(A) Basis of related party transactions	49(IVA)	Yes	
(B)Disclosure of Acoounting Treatment	49(IVB)	N.A	No variation from prescribed Accounting Standards
(C) Board Disclosures	49(IVC)	Yes	
(D ) Proceeds from public issues, rights issues,preferential issues etc.	49(IVD)	N.A	Commpny has not made any public issues, rights issues,preferential issues etc. during the Quarter under review
(E) Remuneration of Directors	49(IVE)	Yes	
(F)Management	49(IVF)	Yes	Will be complied in the Annual Report 2012-13
(G) Shareholders	49(IVG)	Yes	
<b>V.CEO/CFO Certification</b>	49(V)	Yes	Will be complied in the Annual Report 2012-13
<b>VI Report on Corporate Governance</b>	49(VI)	Yes	Will be complied in the Annual Report 2012-13
<b>VII Compliance</b>	49(VII)	Yes	Will be complied in the Annual Report 2012-13

For Rupa &amp; Company Limited

  
 Priya Punjabi Agarwal  
 Company Secretary & Compliance Officer


Date: January 10, 2013

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