



RUPA &amp; COMPANY LTD.

**Quarterly Compliance Report on Corporate Governance**Name of the Company  
Quarter endingRupa & Company Limited  
December 31, 2013

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 2013-14
<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(IV A)	Yes	
(B) Disclosure of Accounting Treatment	49(IV B)	N.A	No variation from prescribed Accounting Standards
(C) Board Disclosures	49(IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IV D)	N.A	Company has not made any public issues, rights issues, preferential issues etc. during the Quarter under review
(E) Remuneration of Directors	49(IV E)	Yes	
(F) Management	49(IV F)	Yes	Will be complied in the Annual Report 2013-14
(G) Shareholders	49(IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49(V)	Yes	Will be complied in the Annual Report 2013-14
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	Will be complied in the Annual Report 2013-14
<b>VII. Compliance</b>	49(VII)	Yes	Will be complied in the Annual Report 2013-14

Date: January 06, 2014

For Rupa &amp; Company Limited

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Company Secretary

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An ISO 9001:2008 Certified Company