



RUPA & COMPANY LTD.

Date: 13/01/2015

To

The Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 <u>NSE Symbol: RUPA</u>	The Department of Corporate Services BSE Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 <u>Scrip Code 533552</u>
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Sub: Submission of quarterly compliance report on Corporate Governance for the quarter ended December 31, 2015.

Respected Sir/ Ma'am,

Pursuant to Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the quarterly compliance report on Corporate Governance for the quarter ended December 31, 2015.

This is for your information and record.

Thanking you
Yours faithfully

For RUPA & COMPANY LTD

K. B. Agarwal

Kunj Bihari Agarwal
Managing Director
DIN 00224857



Encl.: As Above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **RUPA & COMPANY LTD**
2. Quarter ending: **December 31, 2015**

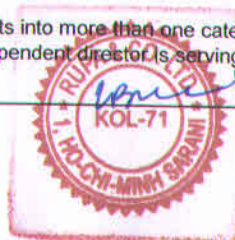
I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^s	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	PRAHLAD RAI AGARWALA	ACMPA9021B & 00847452	Chairperson - Executive	01/04/2015	N.A.	0	0	0
Mr.	GHANSHYAM PRASAD AGARWALA	ADAPA6335M & 00224805	Executive	01/04/2011	N.A.	0	0	0
Mr.	KUNJ BIHARI AGARWAL	AFTP8749J & 00224857	Executive	01/04/2011	N.A.	0	0	0
Mr.	RAMESH AGARWAL	ADAPA4884F & 00230702	Executive	01/04/2015	N.A.	0	5	0
Mr.	MUKESH AGARWAL	ACWPA7562R & 02415004	Executive	01/04/2015	N.A.	0	2	0
Mr.	DHARAM CHAND JAIN	ACTPJ7536K & 00453341	Independent	11/09/2014	1.3 years	1	0	0
Mr.	SUSHIL PATWARI	AEYPP3824K & 00023980	Independent	11/09/2014	1.3 years	3	3	0
Mr.	VINOD KUMAR KOTHARI	AFMPK8774Q & 00050850	Independent	11/09/2014	1.3 years	3	3	1
Mr.	DIPAK KUMAR BANERJEE	AESP82776A & 00028123	Independent	11/09/2014	1.3 years	6	10	4
Mr.	SATYA BRATA GANGULY	AEIPG7306K & 00012220	Independent	11/09/2014	1.3 years	2	10	3
Ms.	ALKA DEVI BANGUR	ADJPB0980G & 00012894	Independent	15/09/2015	1.3 years	2	2	0
Mr.	ARIHANT KUMAR BAID	AGFPB7551G & 07318005	Executive	05/11/2015	N.A.	0	0	0

^sPAN number of any director would not be displayed on the website of Stock Exchange


^sCategory of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees			
<i>Name of Committee</i>	<i>Name of Committee members</i>		<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^{&}</i>
1. Audit Committee	Mr. VINOD KUMAR KOTHARI		Chairperson - Independent
	Mr. DIPAK KUMAR BANERJEE		Independent
	Mr. SATYA BRATA GANGULY		Independent
	Mr. RAMESH AGARWAL		Executive
	Mr. MUKESH AGARWAL		Executive
2. Nomination & Remuneration Committee	Mr. DIPAK KUMAR BANERJEE		Chairperson - Independent
	Mr. VINOD KUMAR KOTHARI		Independent
	Mr. SUSHIL PATWARI		Independent
3. Risk Management Committee (if applicable)	N.A.		N.A.
4. Stakeholders Relationship Committee	Mr. SUSHIL PATWARI		Non- Executive - Independent
	Mr. RAMESH AGARWAL		Executive
	Mr. MUKESH AGARWAL		Executive
^{&} Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>		<i>Maximum gap between any two consecutive (in number of days)</i>
06/08/2015	05/11/2015		90
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
	<i>Audit Committee</i>		
05-11-2015	Yes. Four members were present including 3 Independent Directors	06-08-2015	90
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here: This report for the quarter ended December 31, 2015 will be placed at the upcoming Board Meeting. No comment/ observation/ advice was placed by the Board of Directors in respect of report submitted in the previous quarter.</p>	
<p><i>K.B. Agarwal</i></p> <p>Name: Mr. KUNJ BIHARI AGARWAL</p> <p>Designation: Managing Director</p> <p>DIN: 00224857</p>	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.