

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company: Rupa & Company Limited**

**Quarter ending on: 31<sup>st</sup> March, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)	Yes	Complied
(A) Composition of Board	49 (IIA)	Yes	Complied
(B) Independent Directors	49 (IIB)	Yes	Complied
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Sitting fees are paid within the prescribed limit
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	Will be complied in the next Annual Report
(F) Whistle Blower Policy	49 (IIF)	Yes	Already implemented
<b>III. Audit Committee</b>	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Members of the Audit Committee are as per the amended Clause 49 of the Listing Agreement.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	As per the revised Clause 49 of the Listing agreement
(C) Powers of Audit Committee	49 (IIIC)	Yes	As per the revised Clause 49 of the Listing agreement
(D) Role of Audit Committee	49 (IIID)	Yes	As per the revised Clause 49 of the Listing agreement
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	As per the revised Clause 49 of the Listing agreement
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	As per the revised Clause 49 of the Listing agreement
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	N.A.	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	As per the revised Clause 49 of the Listing agreement
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIIIA)	Yes	As per the revised Clause 49 of the Listing agreement
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	



(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Disclosure of resignation of directors	49 (VIII F)	Yes	Complied
(G) Disclosure of formal letter of appointment	49 (VIII G)	Yes	As per the revised Clause 49 of the Listing agreement
(H) Disclosures in the Annual report	49 (VIII H)	Yes	Will be complied in the next Annual Report
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	Will be complied in the next Annual Report.

**For Rupa & Company Limited**

*Indip Chatterjee*  
**Company Secretary**