



RUPA &amp; COMPANY LTD.

**Quarterly Compliance Report on Corporate Governance**

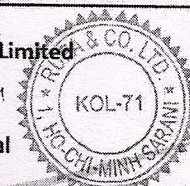
Name of the Company **Rupa & Company Limited**  
Quarter ending **March 31, 2013**

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 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 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 2012-13
(G) Shareholders	49(IV G)	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

Date: April 08, 2013

For Rupa &amp; Company Limited

*Priya*  
**Priya Punjabi Agarwal**  
Company Secretary



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An ISO 9001:2008 Certified Company