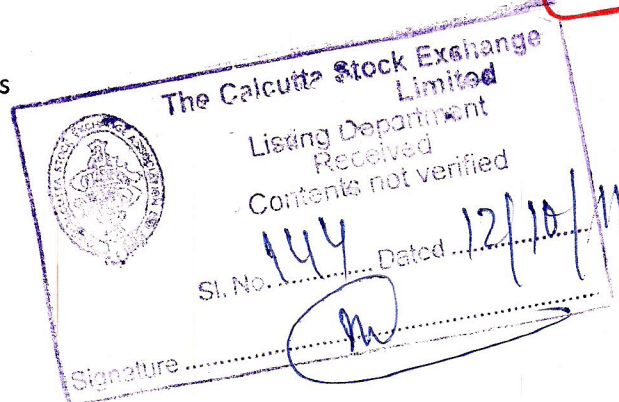


October 12, 2011

The Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001



Dear Sir,

Re: Scrip Code 533552

Sub: Compliances as per Clause 49 of the Standard Listing Agreement for the Quarter Ended September 30, 2011

With Reference to Clause 49 of the Standard Listing Agreement enclosed please find herewith-

1. Quarterly Report on Corporate Governance for the Quarter ended on September 30, 2011.

Kindly acknowledge receipt.

Thanking you


Yours truly

For Rupa & Company Limited



**Priya Punjabi Agarwal
Company Secretary**

CC:

 The Secretary, Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700 001 Scrip Code: 028161	Jaipur Stock Exchange Limited Stock Exchange Building, Jawaharlal Nehru Marg, Malviya Nagar, Jaipur - 302017 Scrip Code: 811
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Encl: As above

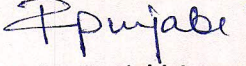
Quarterly Compliance Report on Corporate Governance

Name of the Company
Quarter ending

Rupa & Company Limited
September 30,2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	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	complied in the Annual Report 2010-11
II Audit Committee	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	
III Subsidiary Companies	49(III)	Yes	
IV Disclosures	49(IV)	Yes	
(A) Basis of related party transactions	49(IV A)	Yes	
(B)Disclosure of Acoounting 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	Commpany 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	complied in the Annual Report 2010-11
(G) Shareholdes	49(IV G)	Yes	
V.CEO/CFO Certification	49(V)	Yes	complied in the Annual Report 2010-11
VI Report on Corporate Governance	49(VI)	Yes	complied in the Annual Report 2010-11
VII Compliance	49(VII)	Yes	complied in the Annual Report 2010-11

For Rupa & Company Limited


Priya Punjabi Agarwal
Company Secretary

Date: October 12, 2011