

11/10/2014

Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 <b><u>NSE Symbol: RUPA</u></b>	The Department of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 <b><u>Scrip Code 533552</u></b>
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Dear Sir,

**Sub: Compliance as per Clause 49 of the Listing Agreement for the Quarter ended 30<sup>th</sup> September, 2014**

We write to inform you that as per the requirement of Clause 49 of the Listing Agreement, we have enclosed herewith the Quarterly Report on Corporate Governance for the Quarter ended 30<sup>th</sup> September, 2014.

Thanking you,  
For Rupa & Company Limited,

*Sudip Chatterjee*  
(Sudip Chatterjee)  
Company Secretary





RUPA & COMPANY LTD.

**Quarterly Compliance Report on Corporate Governance**

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

**Quarter ending on : 30<sup>th</sup> September, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 (I)		
(A) Composition of the Board	49(1A)	Yes	
(B) Non Executive Directors' Compensation & Disclosures	49(1B)	Yes	Non-executive directors are paid sitting fees within the limit prescribed
(C) Other provisions as to Board and Committees	49(1C)	Yes	
(D) Code of Conduct	49(1D)	Yes	Complied in the Annual Report 13-14
<b>II Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	Members of the audit committee are as per the provisions of Clause 49(IIA)
(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)		
(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	The Company has complied with the procedures to inform Board members about the risk assessment as per Clause 49(IV C)
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49(IV D)	N.A.	The Company has not raised any money through public issue/ preferential issue and rights issue during the

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 An ISO 9001:2008 Certified Company  
 CIN No.: L17299WB1985PLC038517





RUPA & COMPANY LTD.

			year.
(E) Remuneration of Directors	49(IVE)	Yes	Detailed disclosed in the Annual Report 2012-13 and for FY 2013-14 are complied in the Annual Report 2013-14
(F) Management	49(IVF)	Yes	Management Discussions & Analysis Report provided in Annual Report of 2012-2013. For FY 2013-2014 are complied in the Annual Report 2013-14
(G) Shareholders	49(IVG)	Yes	The company has been complying with all the provisions given under Clause 49(IVG)
V CEO/CFO Certification	49(V)	Yes	Certificate received for FY 2012-2013. For FY 2013-2014 will be complied in the next Annual Report.
VI Report on Corporate Governance	49(VI)	Yes	A Report on Corporate Governance has furnished in the Annual Report for the year 2013-14
VII Compliance	49(VII)	Yes	Complied in the Annual Report 2013-14

Date: October 11, 2014

Place: Kolkata

For Rupa & Company Limited

*Indip Chatterjee*  
Company Secretary