

Quarterly Compliance Report on Corporate Governance

Name of the Company **Rupa & Company Limited**
 Quarter ending **December 31,2011**

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	will be complied in the Annual Report 2011-12
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 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	Comppany has not made any public issues, rights issues,preferential issues etc. during the Quarter under review
(E) Remuneration of Directors	49(IV E)	Yes	will be complied in the Annual Report 2011-12
(F)Management	49(IV F)	Yes	
(G) Shareholdes	49(IV G)	Yes	will be complied in the Annual Report 2011-12
V.CEO/CFO Certification	49(V)	Yes	will be complied in the Annual Report 2011-12
VI Report on Corporate Governance	49(VI)	Yes	will be complied in the Annual Report 2011-12
VII Compliance	49(VII)	Yes	will be complied in the Annual Report 2011-12

For Rupa & Company Limited

Punjabi

Priya Punjabi Agarwal
 Company Secretary



Date: January 09, 2012