



RUPA & COMPANY LIMITED



Date: May 28, 2022

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

Ref: NSE Symbol- RUPA / BSE Scrip Code- 533552

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022

Dear Sir/ Madam,

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report of the Company issued by M/s. Nidhi Bagri & Company, Practising Company Secretaries, for the year ended March 31, 2022.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Rupa & Company Limited

Manish Agarwal

Manish Agarwal

Company Secretary & Compliance Officer



SECRETARIAL COMPLIANCE REPORT

OF

RUPA & COMPANY LIMITED

FOR THE YEAR FROM APRIL 1, 2021 TO MARCH 31, 2022

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Rupa & Company Limited
1, Ho Chi Minh Sarani,
Metro Tower, 8th Floor
Kolkata-700071

We have conducted this audit of the compliance of provisions of various SEBI Acts, Rules Regulations, Circulars, Guidelines issued thereunder, as applicable to **Rupa & Company Limited** (hereinafter called the "**Company**"). This audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/SEBI compliances and expressing our opinion thereon.

We have examined:

- all the documents and records made available to us and explanations provided by the officers and authorised representatives of the Company,
- the filings/submissions made by the Company to the stock exchanges,
- website of the Company¹,
- other information available in public domain,

for the period from April 1, 2021 to March 31, 2022 ("**Review Period**") in respect of compliance with the provisions of:

¹ www.rupa.co.in



- 1) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- 2) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India.

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***[Not applicable during the Review Period]***
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***[Not applicable during the Review Period]***
- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***[Not applicable during the Review Period]***
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; ***[Not applicable during the Review Period]***
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Based on the above examination, we hereby report that, during the Review Period:

- a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) During the Review Period, no action(s) have been taken against the Company/ its promoters/ directors/ material subsidiaries (not any), either by SEBI or by any Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- d) There were no observations reported in the previous report.
- e) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019.

Thanking you.

For **Nidhi Bagri & Company**
(Practising Company Secretaries)

Nidhi Bagri

(Nidhi Bagri)

Proprietor

ACS No. 24765

C.P. No. 9590

Date: May 23, 2022

Place: Kolkata

UDIN A024765D000363202

Peer Review Cert no. 2103/2022

