



RUPA & COMPANY LIMITED



Date: May 29, 2023

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, 2023

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 Secretary, for the financial year ended March 31, 2023.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Rupa & Company Limited

Manish Agarwal
Company Secretary & Compliance Officer

SECRETARIAL COMPLIANCE REPORT

OF

RUPA & COMPANY LIMITED

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

*[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 the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Rupa & Company Limited** (hereinafter called the "**Company**"), having CIN L17299WB1985PLC038517 and having its registered office at 1, Ho Chi Minh Sarani, Metro Tower, 8th Floor, Kolkata-700071. This Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the Company has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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 Company i.e. www.rupa.co.in,



- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("**Review Period**") in respect of compliance with the provisions of:

- 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 (herein after referred to as 'SEBI LODR 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 Non-Convertible Securities) Regulations, 2021; [**Not applicable during the Review Period**]



h) 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;

i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and 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, except in respect of matters specified below:

S r. N o.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
NOT APPLICABLE										

B) The Company has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
NOT APPLICABLE										

C) We further report that during the Review Period, M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, were re-appointed as the Statutory Auditor of the Company for the second term of five (5) consecutive years at the 37th Annual General Meeting held on August 17, 2022 to hold office till the conclusion of the 42nd Annual General Meeting to be held in the year 2027. The Company has complied with Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019.

D) We hereby further report the compliance status of the Company during the Review Period in terms of NSE Circular No. NSE/CML/ 2023/21 and BSE Circular No. 20230316-14, dated March 16, 2023 respectively as mentioned below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks
1.	Secretarial Standard: The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <p>a. All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Company;</p> <p>b. All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/ circulars/ guidelines issued by SEBI</p>	<p>Yes</p> <p>Yes</p>	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <p>a. The Company is maintaining a functional website</p> <p>b. Timely dissemination of the documents/ information under a separate section on the website</p> <p>c. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013, as confirmed by the Company</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of the Company have been examined w.r.t.:</u></p> <p>a. Identification of material subsidiary companies</p>	NA	As on 31.03.2023, the Company have following wholly owned subsidiaries (WOS): a) Imoogi Fashions



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks
	b. Disclosure requirement of material as well as other subsidiaries	Yes	Private Limited b) Euro Fashion Inners International Private Limited c) Oban Fashions Private Limited d) Rupa Fashions Private Limited e) Rupa Bangladesh Private Limited None of the above mentioned WOS are "material subsidiary" in terms of Regulation 16(1)(c) of SEBI LODR, Regulations, 2015. All other disclosure requirements with regard to subsidiaries have been complied with.
6.	<u>Preservation of Documents:</u> The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7.	<u>Performance Evaluation:</u> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	-



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks
8.	<p><u>Related Party Transactions:</u></p> <p>a. The Company has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>b. In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	<p>Yes</p> <p>NA</p>	<p>-</p> <p>Since, all related party transactions were entered after obtaining prior approval of Audit Committee, therefore point (b) is not applicable.</p>
9.	<p><u>Disclosure of events or information:</u></p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>-</p>
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	<p>-</p>
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	<p>NA</p>	<p>No action(s) were taken against Company/ promoters/ directors/ subsidiaries by any authority.</p>
12.	<p><u>Additional non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI</p>	<p>NA</p>	<p>No additional non-compliance was</p>



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks
	regulation/circular/guidance note etc.		observed for any SEBI regulation/ circular/guidance notes etc.

Our Secretarial Compliance Report for the financial year ended 31.03.2023 of even date is to be read along with the annexure to this report.

Thanking you.

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

Nidhi Bagri

(Nidhi Bagri)

ACS No. 24765

C.P. No. 9590

UDIN A024765E000356195

Peer Review Cert no. 2103/2022

Date: May 24, 2023

Place: Kolkata



ANNEXURE TO SECRETARIAL COMPLIANCE REPORT

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

Our Secretarial Compliance Report issued pursuant to Regulation 24A of SEBI LODR Regulations, 2015 for the financial year ended March 31, 2023 of even date is to be read along with this letter.

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, Rules and Regulations and happening of events etc.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Thanking you,

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

Nidhi Bagri

(Nidhi Bagri)
ACS No. 24765
C.P. No. 9590
UDIN A024765E000356195
Peer Review Cert no. 2103/2022

Date: May 24, 2023
Place: Kolkata

