

Date: 27.05.2019

To

The Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai- 400 051 NSE Symbol: RUPA	The Department of Corporate Services BSE Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code 533552
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Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

Respected Sir/Ma'am,

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019 issued by Nidhi Bagri & Company, Practising Company Secretary.

This is for your information and record.

For **RUPA & COMPANY LIMITED**



Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS: 17612



Encl: as above

SECRETARIAL COMPLIANCE REPORT

OF

RUPA & COMPANY LIMITED

FOR THE YEAR ENDED MARCH 31, 2019

[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 1st April, 2018 to 31st March, 2019 ("**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.

¹ www.rupa.co.in



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) Regulations, 2014; **[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 (previously Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996).

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 under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- d) As this is the first year of reporting, no previous reports are available, hence, we are not able to comment on the actions taken by the Company to comply with the observations made prior to the Review Period.

Thanking you.

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



(Nidhi Bagri)
Proprietor
ACS No. 24765
C.P.No. 9590
Date: May 13, 2019
Place: Kolkata