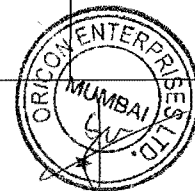


CORPORATE GOVERNANCE REPORT

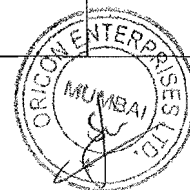
1. Name of Listed Entity: **ORICON ENTERPRISES LIMITED**

2. Quarter Ending: **31st March, 2016**

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non – Executive / Independent / Nominee)	Date of Appointment in the Current term / Cessation	Tenure *	No of Directorship in Listed entities including this listed entity	Number of membership in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	S J Taparia	AABPT1365 L 00112513	Chairperson, Non Executive / Independent	11 th Sept, 2014	For 5 years i.e. w.e.f 11 th Sept, 2014 to 10 th Sept, 2019	3	2	0
Mr.	S J Parekh	AAHPP6564 F 00010767	Non Executive / Not Independent	13/08/1985	--	1	0	0
Mr.	Susheel G Somani	AAEPS1681 B 00601727	Non Executive / Not Independent	22/12/1969	--	1	1	0
Mr.	Surendra Somani	AAMPS376 6R 00600860	Non Executive / Not Independent	22/11/1976	--	2	2	0
Mr.	Sanjay Dosi	ADUPD805 3B 00039107	Non Executive /	11 th Sept, 2014	For 5 Yrs i.e. w.e.f	1	0	2



			Independent		11 th Sept, 2014 to 10 th Sept, 2019			
Mr.	V N Khanna	AAEPK7091 D 00064502	Non Executive / Independent	11 th Sept, 2014	For 5 yrs i.e. w.e.f 11 th Sept, 2014 to 10 th Sept, 2019	2	2	1
Mr.	Vinod Mimani	AEJPM2828 K 00053976	Non Executive / Independent	11 th Sept, 2014	For 5 yrs i.e. w.e.f 11 th Sept, 2014 to 10 th Sept, 2019	3	1	0
Mr.	Karthik Athreya	AACPA8734 B 01797014	Non Executive / Not Independent	29/01/2008	--	1	0	0
Mr.	Adarsh Somani	ALZPS4257 K 00192609	Non Executive / Not Independent	23/05/2008	--	2	1	0
Mr.	B K Toshniwal	AABPT4902 D 00048019	Non Executive / Not Independent	01/03/1997	--	2	1	1
Mr.	N Ganga Ram	AABPG080 7E 00001246	Non Executive / Independent	19/09/2015	For 5 yrs i.e. w.e.f 19 th Sept, 2015 to 18 th Sept, 2020	3	2	1
Mr.	K G Gupta	ABUPG182 3G 00997067	Non Executive / Independent	19/09/2015	For 5 yrs i.e. w.e.f 19 th	2	1	0



			nt		Sept, 2015 to 18 th Sept, 2020			
Mr s.	Sujata Parekh Kumar	AAHPK2346 L 00016335	Non Executive / Not Independe nt	16/03/2015	--	1	0	0
Mr.	Rajendra Somani	AACPS9645 M 00332465	Executive / Not Independe nt	30/09/1995	--	1	0	0

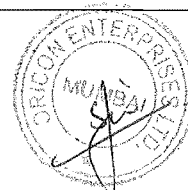
* to be filed only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the Listed Entity in continuity without any cooling off period.

II. Composition of Committee		
Name of Committee	Name of Committee Members	Category (Chairperson / Executive/ Non –Executive / Independent / Nominee)
1. Audit Committee	Mr. Sanjay Dosi Mr. Susheel G Somani Mr. V N Khanna Mr. Vinod Mimani	Chairperson / Independent Non- Executive/ Not Independent Non –Executive /Independent Non –Executive /Independent
2. Nomination & Remuneration Committee	Mr. Sanjay Dosi Mr. Karthik Athreya Mr. Vinod Mimani	Chairperson / Independent Non- Executive/ Not Independent Non –Executive /Independent
3. Risk Management Committee	NA	NA
4. Stakeholders Relationship Committee	Mr. Sanjay Dosi Mr. B K Toshniwal Mr. K G Gupta	Chairperson / Independent Non- Executive/ Not Independent Non –Executive /Independent

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
6 th November, 2015	13 th February, 2016 16 th March, 2016	120 days

IV. Meeting of Committees (Audit Committee)			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
13 th February, 2016	Yes	6 th November, 2015	120 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions	
Subject	Compliance Status (Yes /No/NA)
Whether prior approval of audit committee obtained	Yes
Whether Shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations	
1. The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirement) Regulation, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulation, 2015.	
a. Audit Committee	Yes
b. Nomination & Remuneration Committee	Yes
c. Stakeholders Relationship Committee	Yes
d. Risk management committee (applicable to the top 100 listed entities)	NA
3. The Committee members have been made aware of their powers, role, responsibilities as specified in SEBI (Listing obligations and disclosure requirement) Regulation, 2015.	yes
4. The meeting of the Board of Director and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirement) Regulation, 2015.	Yes
5. This report and/ or report submitted in the previous quarter has been placed before the Board of Directors.	Corporate Governance Report for the previous quarter ended 31 st December, 2015 was placed in the Board Meeting held on 13 th February, 2016.

Name : Sanjay Jain
Designation : Company Secretary
Date : 14th April, 2016

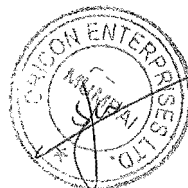


Format to be submitted by Listed Entity at the end of financial year (for the whole of financial year)

1. **Name of Listed Entity: ORICON ENTERPRISES LIMITED**

2. **Quarter Ending: 31st March, 2016**

I. Disclosure on Website in terms of Listing Regulations		
Item	Compliance Status (Yes/ No/ NA)	
Details of Business	Yes	
Terms and Conditions of appointment of independent Directors	Yes	
Composition of Various Committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and Senior Management personnel	Yes	
Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes	
Criteria of making payments to non – executive Directors	Details are given in the Annual Report of the Company	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievances redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and /or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars		Compliance status (Yes/No/Na) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence, and / or eligibility'	16(1)(b)& 25(6)	Yes
Board composition	17(1)	Yes
Meetings of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes



Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/ compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	CEO & CFO Compliance Certificate will be provided at the time of Finalization of Annual Accounts
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & remuneration Committee	19(1)& (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior Or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of Unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &(6)	Yes
Maximum Directorship & Tenure	25(1) &(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committee	26(1)	Yes



Affirmation with compliance to code of Conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligation of directors and Senior Management	26(2) & 26(5)	Yes


Note

1. In the column "Compliance Status", Compliance or non-Compliance may be indicated by Yes/ No/ N.A.. For example, if the Board has been Composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated . Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation:


Sanjay Jain
Company Secretary

