

Format of Quarterly Compliances Report on Corporate Governance

Name of the Company: **Oricon Enterprises Limited**

Quarter ending on: 31/12/2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No/N.A	Remarks
II. Board of Directors	49(II)		
(A)Composition of Board	49(IIA)	YES	
(B)Independent Director	49(IIB)	YES	
(C)Non-executive Director's Compensation & disclosures	49(IIC)	YES	
(D)Others Provisions as to Board and Committees	49(IID)	YES	
(E)Code of Conduct	49(IIE)	YES	
(F)Whistle Blower Policy	49(IIF)	YES	
III. Audit Committee	49(III)	YES	
(A)Qualified & Independent Audit Committee	49(IIIA)	YES	
(B)Meeting of Audit Committee	49(IIIB)	YES	
(C)Powers of Audit Committee	49(IIIC)	YES	
(D)Role of Audit Committee	49(IIID)	YES	
(E)Review of Information by Audit Committee	49(IIIE)	YES	
IV. Nomination and Remuneration Committee	49(IV)	YES	
V. Subsidiary Companies	49(V)	YES	
VI. Risk management	49(VI)	YES	
VII. Related Party Transactions	49(VII)	YES	
VIII. Disclosure	49(VIII)	YES	
(A)Related Party Transaction	49(VIIIA)	YES	
(B)Disclosure of Accounting Treatment	49(VIIIB)	YES	
(C)Remuneration of Directors	49(VIIIC)	YES	
(D)Management	49(VIIID)	YES	
(E)Shareholders	49(VIIIE)	YES	
(f)Proceeds from Public issues, Rights issue, Preferential issue, etc.	49(VIIIF)	YES	During the Quarter ended 31 st December, 2014, the Board of Directors of the Company at their meeting held on 30 th December, 2014 has allotted 5, 45,00,000 Equity Shares of Rs. 2/- each on account on Conversion of 1,09,00,000 10% Compulsorily Convertible

			Preference shares(CCPS) of Rs. 10/- each pursuant to the Scheme of Amalgamation, approved by the Hon'ble High Court, Bombay vide its order dated 27 th August, 2010.
IX. CEO/CFO Certification	49(IX)	YES	
X. Report on Corporate Governance	49(X)	YES	
XI. Compliance	49(XI)	YES	