

Date: July 24<sup>th</sup>, 2020

To,

**BSE Limited**  
Floor 25, P J Tower  
Dalal Street  
Mumbai - 400001

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra Kurla Complex, Bandra (East)  
Mumbai - 400051

**Sub:** Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020.

**Ref:** Scrip code: BSE - **513121**, Symbol: NSE - **ORICONENT**

Dear Sir/Madam(s),

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby enclose the Annual Secretarial Compliance Report from Ms. Nirali Mehta, Practicing Company Secretary, for the year ended 31<sup>st</sup> March, 2020.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,  
For **Oricon Enterprises Limited**

Sd/-  
Sanjay Jain  
Company Secretary

Name of Person Submitting the Information: Mr. Prakhar Gupta  
Contact: +91-8319621943

# NIRALI MEHTA

COMPANY SECRETARY

To,  
The Board of Directors,  
Oricon Enterprises Limited,  
CIN: L28100MH1968PLC014156  
1076, Dr. E. Moses Road,  
Worli, Mumbai - 400018.

**SUBJECT: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

Dear Sir,

I have been engaged by **ORICON ENTERPRISES LIMITED** (hereinafter referred to as the 'Company') bearing **CIN: L28100MH1968PLC014156** whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with Securities and Exchange Board of India's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

  
  
NIRALI MEHTA  
Company Secretary

Membership No.: A37734  
COP No.: 20754

Place: Mumbai  
Date: June 24, 2020

712-714, C- Wing, Trade World, Kamla Mill Compound,  
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013  
Contact: +91 8169175537/+91 9819733214  
PAN: AZRPM4701G

ANNEXURE A

SECRETARIAL COMPLIANCE REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

I, Nirali Mehta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **ORICON ENTERPRISES LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- (e) books, papers, minute books, forms and returns filed;

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the company during the Review Period);**
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the company during the Review Period);**
- v. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the company during the Review Period);**



- vi. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the company during the Review Period);
- vii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the company during the Review Period);
- viii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- ix. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- x. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Action taken by BSE Limited vide its Public Notice dated July 14, 2018 vide which it delisted Soma Papers and Industries Limited, with effect from July 04, 2018 where the Company was disclosed as a Promoter Group	Soma Papers and Industries Limited had been compulsorily delisted from the platform of the Exchange as it had been suspended for more than 6	The Company being disclosed as the Promoter group entity of Soma Papers and Industries Limited was debarred from accessing the securities market for a period of 10	The company had filed various representations and also appeared in a personal hearing before the Hon'ble Delisting Committee of



<p>Entity. The said Order was challenged by the Company for inclusion of its name in Promoter entity of Soma Papers &amp; Industries Limited before the Hon'ble Securities Appellate Tribunal which was decided by the Order dated November 12, 2018. The Hon'ble Tribunal has directed BSE limited to consider the representation of the Company dated August 8, 2018 and, after granting a personal hearing, dispose of the matter at the earliest.</p>	<p>months on account of non-compliance of various clauses of the erstwhile Listing Agreement or the SEBI (Listing Obligation and disclosure Requirements) Regulations, 2015 in terms of the SEBI (Delisting of Equity Shares) Regulations, 2009.</p>	<p>years from the date of compulsory delisting.</p>	<p>BSE Limited, where in had made representation to remove its name as the promoter of Soma Papers and Industries Limited. In the meantime the Company had also made a representation to Soma Papers and Industries Limited to remove its name from its records as the Promoter entity. Before the decision could be made by the Hon'ble Delisting Committee on the representation of the Company, it decided that the consequence of compulsory delisting as per the terms of SEBI (Delisting of Equity Shares) Regulations, 2009 would not be applicable on as the status of Soma Papers and Industries Limited was</p>
---	--	---	---

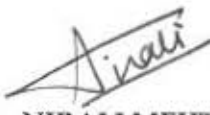


				changed from 'Delisted' to 'Suspended' vide public notice dated April 11, 2019.
--	--	--	--	---

**Note:**

SEBI had imposed penalty of Rs. 15,00,000/- against the promoters of the company vide its order dated December 27, 2017 for violation of Regulation 3(2) read with Regulation 13(1) of SEBI (SAST) Regulations, 2011. The Securities Appellate Tribunal reduced the penalty to Rs. 5,00,000/- vide the Order dated March 17, 2020. The necessary payment of penalty has been made as on the date of this Report. On the basis of representation by the management of the company and in my opinion, imposition of said penalty is not in anyways materially affect the company as there is no violation committed by the company.

- d. The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

  
**NIRALI MEHTA**  
 Company Secretary



UDIN: A037734B000375711

Membership No.: A37734

COP No.: 20754

Place: Mumbai

Date: June 24, 2020