

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **ORICON ENTERPRISES LIMITED**
2. Quarter Ending: **31<sup>st</sup> December, 2015**

### 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 Chairpersons on in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	S J Taparia	AABPT1365 L 00112513	Chairperson, Non Executive / Independent	11 <sup>th</sup> Sept, 2014	w.e.f 11 <sup>th</sup> Sept, 2014 to 10 <sup>th</sup> 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 / Independent	11 <sup>th</sup> Sept, 2014	w.e.f 11 <sup>th</sup> Sept, 2014 to 10 <sup>th</sup> Sept,	1	0	2



Mr.	V N Khanna	AAEPK7091 D 00064502	Non Executive / Independent	11 <sup>th</sup> Sept, 2014	2019 w.e.f 11 <sup>th</sup> Sept, 2014 to 10 <sup>th</sup> Sept, 2019	2	2	1
Mr.	Vinod Mimani	AEJPM2828 K 00053976	Non Executive / Independent	11 <sup>th</sup> Sept, 2014	w.e.f 11 <sup>th</sup> Sept, 2014 to 10 <sup>th</sup> 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	w.e.f 19 <sup>th</sup> Sept, 2015 to 18 <sup>th</sup> Sept, 2020	3	2	1
Mr.	K G Gupta	ABUPG182 3G 00997067	Non Executive / Independent	19/09/2015	w.e.f 19 <sup>th</sup> Sept, 2015 to 18 <sup>th</sup> Sept, 2020	2	1	0
Mr s.	Sujata Parekh Kumar	AAHPK2346 L 00016335	Non Executive / Not Independent	16/03/2015	--	1	0	0
Mr.	Rajendra Somani	AACPS9645 M 00332465	Executive / Not Independent	30/09/1995	--	1	0	0



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* 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)
14 <sup>th</sup> August, 2015	06 <sup>th</sup> November, 2015	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)
6 <sup>th</sup> November, 2015	Yes	14 <sup>th</sup> August, 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	Yes





requirement) Regulation, 2015.	
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.	This report will be placed in the forthcoming Board Meeting scheduled in the Quarter January to March, 2016
<p>Name : Sanjay Jain  Designation : Company Secretary  Date : 12<sup>th</sup> January, 2016</p> 	