

INDITALIA REFCON LIMITED

Regd. Off : 7 and 8 B, IInd Floor, West View No.1, S.V.Road, Santacruz (West), Mumbai 400 054

Annexure-XI to the Listing Agreement

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company : Inditalia Refcon Limited

Quarter ending on : 30th September, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/NA	Remarks
II. Board of Directors	49 II		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Director's compensation and disclosure	49 (II C)	Yes	Note 1
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	Note 2
(F) Whistle Blower Policy	49 (II F)	Yes	Note 3
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	Note 4
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Note 5
V. Subsidiary Companies	49 (V)	NA	
VI. Risk Management	49 (VI)	Yes	Note 7
VII. Related Party Transactions	49 (VII)	Yes	Note 8
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	NA	Shall be complied in next annual report
(B) Disclosure of Accounting Treatment	49 (VIII B)	NA	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	Note 10
(F) Proceeds from Public issues, Right issues, Preferential issues, etc	49 (VIII F)	NA	Note 11
IX. CEO/CFO Certification	49 (IX)	Yes	Shall be complied in next annual report
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	NA	

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 Website : www.ohminditalia.com CIN No. U28129MH1986PLC039591

For INDITALIA REFCON LTD.

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Note No.	Comments/Notes
1	<u>Clause 49(II C) : Non-Executive Director's compensation and disclosures :</u> None of the Non -Executive Directors are paid salary or any other remuneration.
2	<u>Clause 49 (II E) : Code of Conduct:</u> A code of conduct has been drafted and adopted at Board Meeting dated 14 th August 2015 which is available on Company's Website.
3	<u>Clause 49 (II F) : Whistle Blower Policy:</u> The Whistle Blower Policy has been drafted and adopted at Board Meeting dated 14 th August 2015.
4	<u>Clause 49(III A) : Qualified and Independent Audit Committee:</u> The Company had Constituted Audit Committee in the Board Meeting dated 14 th August 2015 and all the applicable provisions of the same has been complied with. The Committee also met on 19 th August, 2015 for the approval of recommendation of appointment of Auditor of the Company.
5	<u>Clause 49 (IV) : Nomination and Remuneration Committee:</u> The Company had Constituted Nomination and Remuneration Committee in the Board Meeting dated 14 th August 2015 and all the applicable provisions of the same has been complied with. The Committee also met on 19 th August, 2015 for the approval of recommendation of appointment of Managing Director of the Company.
6	<u>49(V) Subsidiary Companies</u> The Company has no subsidiaries
7	<u>Clause 49 (VI) : Risk Management :</u> The Company had Constituted Risk Management Committee in the Board Meeting dated 14 th August 2015 and all the applicable provisions of the same has been complied with. The Committee also met on 19 th August, 2015 to periodically review & ensure executive management controls risk
8	<u>Clause 49 (VI) : Related Party Transactions</u> The Company has no business transactions with Related parties during the Quarter.
9	<u>49(III E) Disclosure regarding shareholders:-</u> <u>Para 1 & 2 :-</u> These shall be made in next annual report. <u>Para 3 :-</u> Company has not made any presentation to Analysts. <u>Para 4:-</u> The Company had Constituted Stakeholder Relationship Committee in the Board Meeting dated 14 th August 2015 and all the applicable provisions of the same has been complied with. The Committee also met on 19 th August, 2015 to review the grievances if any lodged by the stakeholders of the Company. <u>Para 5 :-</u> The share transfer & members grievances are presently handled in house, under direct supervision of the Managing Director.
10	<u>Clause 49 (VIII F) Issue Proceed :-</u> No money was raised from public during the quarter

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