

Date: 07/10/2015

To,
Corporate Services
Bombay Stock Exchange Ltd.
Corporate Relationship Dept,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai – 400 001

BSE Scrip Code No: 531447

**Sub: Submission of Corporate Governance Report Pursuant to Clause 49 of
Listing Agreement for the Quarter ended 30/09/2015**

Dear Sir,

In terms of Clause 49 of the listing Agreement, we are enclosing herewith corporate Governance Report in the prescribed format for the quarter ended 30th September, 2015 for your information and record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For Rockon Fintech Limited



Authorised Signatory



Encl: a/a

CIN: L65923MH1976PLC019072

**Quarterly Compliance Report on Corporate Governance under
Clause 49 of the Listing Agreement**

Name of the Company: **Rockon Fintech Limited**

Quarter ending on: **30th September, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	Constituted as per the provisions of Clause 49(II) read with the Companies Act, 2013.
(A) Composition of Board	49(IIA)	Yes	Composition is as per the provisions of Clause 49(IIA) read with the Companies Act, 2013.
(B) Independent Director	49 (IIB)	Yes	Composition is as per the provisions of Clause 49(IIB) read with the Companies Act, 2013.
(C) Non- Executive Directors' compensation & disclosures	49 (IIC)	Yes	No fees / Compensation paid to Non-Executive Directors, including independent Directors during this Quarter.
D) Other provisions as to Board and Committee	49 (IID)	Yes	Board Meetings, Memberships or Chairman in Committees and the information to be furnished before Board Meetings are as per the provisions of Clause 49(IID) read with the Companies Act, 2013.
E) Code of Conduct	49(IIE)	Yes	Code of Conduct has been laid down by the Board as per the provisions of Clause 49(IIE) read with the provisions of Companies Act, 2013.
F) Whistle Blower Policy	49(IIF)	No	The Company has adopted Whistle Blower Policy.
III. Audit Committee	49 (III)	Yes	Committee formed as per the provisions of Clause 49(III) read with the provisions of Companies Act, 2013.



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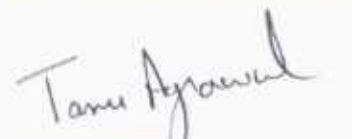
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Members of the Audit Committee are as per the provisions of Clause 49(IIIA) read with the provisions of Companies Act, 2013.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Meetings of the Audit Committee are conducted as per the provisions of Clause 49(IIIB) read with the provisions of the Companies Act, 2013.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The Powers of Audit Committee includes the powers stated under Clause 49(IIIC) read with the provisions of the Companies Act, 2013.
(D) Role of Audit Committee	49 (IIID)	Yes	The Role of the Audit Committee includes the points given under the Clause 49(IIID) read with the provisions of the Companies Act, 2013.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	The matters reviewed by Audit Committee include the information given under Clause 49(IIIE) read with the provisions of the Companies Act, 2013.
IV. Nomination and Remuneration Committee	49(IV)	Yes	Committee formed as per the provisions of Clause 49(IV) read with the provisions of Companies Act, 2013.
V. Subsidiary Companies	49 (V)	Not Applicable	The Company does not have any subsidiary
VI. Risk Management	49 (VI)	Not Applicable	Constitution of Risk Management Committee is not applicable to Company.
VII. Related Party Transaction	49 (VII)	Yes	Will be complied in the Annual Report for Financial Year 2015-2016.
VIII. Disclosures	49 (VIII)		The Company has complied with the disclosures to be made under clause 49(VIII)



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(A) Related Party Transaction	49 (VIII A)	Yes	Will be complied in the Annual Report for Financial Year 2015-2016.
(B) Disclosures of Accounting Treatment	49(VIII B)	Yes	The Company is following prescribed Accounting Standards, so there is no different treatment from prescribed Accounting Standards in the preparation of Financial Statements.
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be complied in the Annual Report 2015-2016.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis Report to the Shareholders & the other relevant information will be complied in the Annual Report for Financial Year 2015-2016.
(E) Shareholders	49 (VIII E)	Yes	The Company has been complying with all the provisions given under Clause 49(VIII E)
(F) Proceeds from public issue, rights issue , preferential issue etc	49(VIII F)	Yes	The Company has not raised any Money through Preferential issue / Rights issue / Public Issue during this Quarter.
IX. CEO/CFO Certification	49(IX)	Yes	Will be complied in the Annual Report for Financial Year 2015-2016.
X. Report on Corporate Governance	49(X)	Yes	Will be complied in the Annual Report for Financial Year 2015-2016.
XI. Compliance	49(XI)	Yes	Will be complied in the Annual Report for Financial Year 2015-2016s.

For Rockon Fintech Limited


Tanu Agarwal
[WTD & Compliance Officer]



Place: Mumbai
Date: 03/10/2015