

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**Name of the Company: Brescon Advisors & Holdings Ltd.**

**BSE Scrip Code : 511628**

**Quarter ending on : 31<sup>st</sup> December 2012**

<u>Particulars</u>	<u>Clause of Listing Agreement</u>	<u>Compliance Status Yes / No</u>	<u>Remarks</u>
1	2	3	4
<b>I Board of Director</b>	49 I		
(A) Composition of Board	49(IA)	Yes	--
(B) Non-executive director Composition & disclosure	49 (IB)	Yes	--
(C) Other provisions as to Board Committee	49 (IC)	Yes	--
(D) Code of Conduct	49 (ID)	Yes	--
<b>II. Audit Committee</b>	49 II		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	--
(B) Meeting of Audit Committee		Yes	--
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	--
(D) Role of Audit Committee	49 II(D)	Yes	--
(E) Review of Information by Audit Committee	49 (IIE)	Yes	--
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party disclosures	49 (IVA)	Yes	--
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	--
(C) Board Disclosure	49 (IVC)	Yes	--
(D) Proceeds from Public Issue, Rights Issue, Preferential Issue etc.	49 (IVD)	NA	--
(E) Remuneration of Directors	49 (IVE)	Yes	--
(F) Management	49 (IVF)	Yes	--
(G) Shareholders	49 (IVG)	Yes	--
<b>V. CEO / CFO Certification</b>	49 (V)	Yes	For the year 2011-12 placed before the Board Meeting held on 24 <sup>th</sup> May 2012
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	For the year 2011-12 report on Corporate Governance circulated to members with Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	--