

Quarterly Compliance Report on Corporate Governance

Name of the Company: **Bhartiya International Limited**

Quarter ending on: **30/06/2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I	Yes	Duly constituted
(A) Composition of Board	49 (IA)	Yes	Duly complied
(B) Non-executive Directors' Compensation & disclosures	49 (IB)	Yes	Duly complied
(C) Other provisions as to Board and Committees	49 (IC)	Yes	Duly followed
(D) Code of Conduct	49 (ID)	Yes	Posted on Company's website. CEO declaration will be given in Annual Report-2011-2012
II. Audit committee	49 (II)	Yes	Duly complied
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Duly complied
(B) Meeting of Audit Committee	49 (IIB)	Yes	Duly conducted
(C) Powers of Audit Committee	49 (IIC)	Yes	Duly exercised
(D) Role of Audit Committee	49 (IID)	Yes	Duly followed
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Duly followed
III. Subsidiary Companies	49 (III)	(i) N.A.	There is no material non listed Indian Subsidiary
		(ii) Yes	Duly complied
		(iii) Yes	Duly complied
IV. Disclosures	49 (IV)	Yes	Duly complied
(A) Basis of related party transactions	49 (IV A)	Yes	Duly complied
(B) Board Disclosures	49 (IV B)	Yes	Duly complied
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	Yes	Duly disclosed
(D) Remuneration of Directors	49 (IV D)	Yes	Duly followed
(E) Management	49 (IV E)	Yes	Duly complied
(F) Shareholders	49 (IV F)	Yes	Duly complied
V. CEO/CFO Certification	49 (V)	Yes	Will be Annexed to Annual Report 2011-2012
VI. Report on Corporate Governance	49 (VI)	Yes	Duly complied
VII. Compliance	49 (VII)	Yes	49(VII-1) Duly complied 49(VII-2) Disclosure will be made in Annual Report 2011-2012

Deepti Gambhir
Company Secretary
2.7.2012