

**Quarterly Compliance Report on Corporate Governance**

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

Quarter ending on: **31.03.2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes.	Duly complied
(B) Independent Directors	49 (IIB)	Yes.	Duly complied
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes.	Duly complied
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Dully followed
(E) Code of Conduct	49 (IIE)	Yes	Posted on company's website. Required declaration will form part of Annual report 2014-15
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is duly adopted and implemented
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes.	Duly complied
(B) Meeting of Audit Committee	49 (IIIB)	Yes.	Duly conducted
(C) Powers of Audit Committee	49 (IIIC)	Yes.	Duly exercised
(D) Role of Audit Committee	49 (IIID)	Yes.	Duly followed
(E) Review of Information by Audit Committee	49 (IIIE)	Yes.	Duly followed
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	The Committee is duly constituted and proper meetings are being convened as per requirements.
<b>V. Subsidiary Companies</b>	49 (V)	Yes	There is no material non-listed Indian subsidiary as per the audited accounts of 2013-14. The same will be revisited again for the audited accounts of 2014-15 upon their preparation.  Duly complied with respect to review of subsidiary's company information by holding company
<b>VI. Risk Management</b>	49 (VI)	Yes	Risk Management Committee is duly constituted and Meetings are held as per requirement
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Duly complied
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes.	Duly complied
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes.	Duly complied
(C) Remuneration of Directors	49 (VIIIC)	Yes.	Duly followed
(D) Management	49 (VIIID)	Yes.	Duly complied
(E) Shareholders	49 (VIIIE)	Yes.	Duly complied
(F) Disclosure of resignation of directors	49 (VIIIF)	Yes.	Duly complied. During the quarter no director had resigned
(G) Disclosure of formal letter of appointment	49 (VIIIG)	Yes	Duly complied. During the quarter no new director had been appointed
(H) Disclosures in the Annual report	49 (VIIIH)	Yes	Duly complied
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIIII)	Yes	Duly complied
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Will be annexed to annual report 2014-2015
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be annexed to annual report 2014-2015
<b>XI. Compliance</b>	49 (XI)	Yes	Will be annexed to annual report 2014-2015

For Bhartiya International Ltd.



*Shilpa Budhia*  
Shilpa Budhia  
(Company Secretary)

Date: 04.04.2015