

Date: 10th April, 2017

BHARTIYA
FASHION

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. - C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400051 Fax - 022-26598237/38 NSE Symbol : BIL/EQ	The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax - 022-22722037/39/41/61 Scrip Code: 526666
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India
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CIN L74899TN1987PLC111744

www.bhartiya.com

Ref: Compliance Report on Corporate Governance for the quarter ended 31st March, 2017 Under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to the requirement under the Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended 31st March, 2017.

Kindly take the same on your record.

Thanking you,

Yours sincerely,
For Bhartiya International Ltd.

Shilpa Budhia
Shilpa Budhia
(Company Secretary)



Encl.: a/a

ANNEXURE I
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Bhartiya International Limited**
2. Quarter ending - **31-March-2017**

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Snehdeep Aggarwal	00928080	ABAPA8048F	C & ED	01-Apr-2014	31-Mar-2019		1	0	0
Mr.	Snehdeep Aggarwal	00928080	ABAPA8048F	C & ED	01-Apr-2014	31-Mar-2019		1	0	0
Ms.	Jaspal Sethi	01689695	AMMPS8458C	ED	01-Aug-2013	31-Jul-2018		1	0	0
Mr.	Ashok Kumar Gadhok	01254410	ABPPG9208C	ED	01-Apr-2014	31-Mar-2019		1	0	0
Mr.	Ramesh Bhatia	00052320	AAWPB5969R	NED	08-Sep-2014			1	0	0
Mr.	Nikhil Aggarwal	01891082	AEZPA9470M	NED	23-Sep-2013			1	0	0
Mr.	Charanjit Lal Handa	00928283	AADPH8013K	NED,ID	08-Sep-2014	07-Sep-2017	3 Years	1	3	0
Mr.	Sandeep Seth	01408624	AGOPS7811B	NED,ID	08-Sep-2014	07-Sep-2017	3 Years	1	3	2
Mr.	Shashank Madan Mohan	01569514	ACYPS9667F	NED,ID	08-Sep-2014	07-Sep-2017	3 Years	1	2	0
Mr.	Ananthkrishan Sahasranaman	01983690	AKLPS5467Q	NED,ID	08-Sep-2014	07-Sep-2017	3 Years	1	0	0
Mrs.	Annapurna Dixit	06844250	ACJPD6077H	NED,ID	21-Sep-2015	20-Sep-2018	3 Years	2	0	0
Mr.	Sanjay Baweja	00232126	AADPB7862N	NED,ID	05-Dec-2016		10 Months	2	1	1
Ms.	Jaspal Sethi	01689695	AMMPS8458C	ED	01-Aug-2013	31-Jul-2018		1	0	0
Mr.	Ashok Kumar Gadhok	01254410	ABPPG9208C	ED	01-Apr-2014	31-Mar-2019		1	0	0
Mr.	Ramesh Bhatia	00052320	AAWPB5969R	NED	08-Sep-2014			1	0	0
Mr.	Nikhil Aggarwal	01891082	AEZPA9470M	NED	23-Sep-2013			1	0	0
Mr.	Charanjit Lal Handa	00928283	AADPH8013K	NED,ID	08-Sep-2014	07-Sep-2017	3 Years	1	3	0
Mr.	Sandeep Seth	01408624	AGOPS7811B	NED,ID	08-Sep-2014	07-Sep-2017	3 Years	1	3	2
Mr.	Shashank Madan Mohan	01569514	ACYPS9667F	NED,ID	08-Sep-2014	07-Sep-2017	3 Years	1	2	0
Mr.	Ananthkrishan Sahasranaman	01983690	AKLPS5467Q	NED,ID	08-Sep-2014	07-Sep-2017	3 Years	1	0	0
Mrs.	Annapurna Dixit	06844250	ACJPD6077H	NED,ID	21-Sep-2015	20-Sep-2018	3 Years	2	0	0
Mr.	Sanjay Baweja	00232126	AADPB7862N	NED,ID	05-Dec-2016		10 Months	2	1	1

Shilpa Bhatia
Bhartiya International Limited

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Sandeep Seth	NED,ID	Chairperson
2	Charanjit Lal Handa	NED,ID	Member
3	Shashank Madan Mohan	NED,ID	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Sandeep Seth	NED,ID	Chairperson
2	Charanjit Lal Handa	NED,ID	Member
3	Shashank Madan Mohan	NED,ID	Member

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership

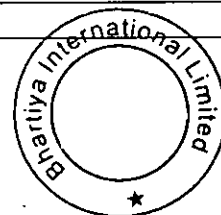
Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Sandeep Seth	NED,ID	Chairperson
2	Charanjit Lal Handa	NED,ID	Member
3	Shashank Madan Mohan	NED,ID	Member

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14-Nov-2016	14-Feb-2017	91

Shilpa Dhallu



IV. Meeting of Committees

Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	13-Feb-2017	Yes	11-Nov-2016	93
Stakeholders Relationship Committee	17-Jan-2017	Yes	07-Nov-2016	

V. Related Party Transactions

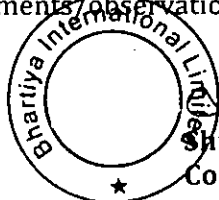
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not Applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name :

Designation :



Shilpa Budhia
Shilpa Budhia
Company Secretary

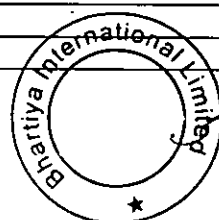
ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3), (4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes



<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : *Shilpa Budhia*
 Designation : **Shilpa Budhia**
Company Secretary

