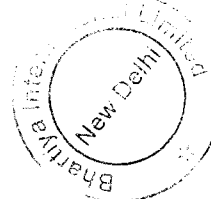


Quarterly Compliance Report on Corporate GovernanceName of the Company: **Bhartiya International Limited**Quarter ending on: **31.12.2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	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 was forming part of Annual report 2013-14
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is duly adopted and implemented
III. Audit Committee	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
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The Committee is duly constitute and proper meetings are being convened as per requirements.
V. Subsidiary Companies	49 (V)	Yes	There is no material non-listed Indian subsidiary Duly complied with respect to review of subsidiary's company information by holding company
VI. Risk Management	49 (VI)	Yes	Risk Management Committee is duly constituted and Meetings are held as per requirement
VII. Related Party Transactions	49 (VII)	Yes	Duly complied
VIII. Disclosures	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 (VIID)	Yes.	Duly complied
(E) Shareholders	49 (VIIIE)	Yes.	Duly complied
(F) Disclosure of resignation of directors	49 (VIIF)	Yes.	Duly complied. During the quarter no director had resigned
(G) Disclosure of formal letter of appointment	49 (VIIG)	Yes	Duly complied. During the quarter no new director had been appointed
(H) Disclosures in the Annual report	49 (VIIH)	Yes	Duly complied
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIIII)	Yes	Duly complied
IX. CEO/CFO Certification	49 (IX)	Yes	Annexed to annual report 2013-2014
X. Report on Corporate Governance	49 (X)	Yes	Annexed to annual report 2013-2014
XI. Compliance	49 (XI)	Yes	49(vii-2)disclosure given in annual report 2013-2014

For **Bhartiya International Ltd.**

Shilpa Budhia
Shilpa Budhia
 (Company Secretary)

Date: **09.01.2015**