## CORPORATE GOVERNANCE REPORT

## {Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 }

1. Name of Listed Entity

Bhartiya International Limited (CIN:L74899DL1987PLC026607)

2. Quarter ending

31st December, 2015

I. Composition of Board of Directors								
Title (Mr. /Ms)		PAN & DIN	Category (Chairperson /Executive/Non- Executive/ independent/ Nominee) &	Date of Appoint ment in the current term /cessation	Tenure* (in years)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit Committee (AC)/ Stakeholder Committee(SC) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations
Mr.	Snehdeep Aggarwal	ABAPA8048F 00928080	Chairperson	01-04-2014 / 31-03-2019	-	1	-	-
Ms.	Jaspal Sethi	AMMPS8458C 01689695	Executive	01-08-2013 / 31-07-2018	-	1	-	-
Mr.	Ashok Kumar Gadhok	ABPPG9208C 01254410	Executive	01-04-2014 / 31-03-2019	-	1	-	-
Mr.	Ramesh Bhatia	AAWPB5969R 00052320	Non-Executive	08-09-2014	-	1	-	-
Mr.	Nikhil Aggarwal	AEZPA9470M 01891082	Non-Executive	23-09-2013	-	1	-	-
Mr.	Charanjit Lal Handa	AADPH8013K 00928283	Non-Executive/ Independent	08-09-2014 / 07-09-2017	3 Years	1	2 (AC & SC)	-
Mr.	Sandeep Seth	AGOPS7811B 01408624	Non-Executive/ Independent	08-09-2014 / 07-09-2017	3 Years	1	-	2 (AC & SC)
Mr.	Shashank Madan Mohan	ACYPS9667F 01569514	Non-Executive/ Independent	08-09-2014 / 07-09-2017	3 Years	1	2 (AC & SC)	-
Mr.	Ananthakrishan Sahasranaman	AKLPS5467Q 01983690	Non-Executive/ Independent	08-09-2014 / 07-09-2017	3 Years	1	-	-
Mrs.	Annapurna Dixit	ACJPD6077H 06844250	Non-Executive/ Independent	21-09-2015 / 20-09-2018	3 Years	2	-	-
							Wem Delui de la	Shipa Malhi

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)
1. Audit Committee	Mr. Sandeep Seth	Chairperson
	Mr. C.L. Handa	Non-Executive / Independent
	Mr. Shashank	Non-Executive / Independent
2. Nomination & Remuneration Committee	Mr. Sandeep Seth	Chairperson
	Mr. C.L. Handa	Non-Executive / Independent
	Mr. Shashank	Non-Executive / Independent
3. Risk Management Committee(if applicable)	Mr. Snehdeep Aggarwal	Chairperson
	Mr. Sandeep Seth	Non-Executive / Independent
	Mr. C.L. Handa	Non-Executive / Independent
4. Stakeholders Relationship Committee'	Mr. Sandeep Seth	Chairperson
	Mr. C.L. Handa	Non-Executive / Independent
	Mr. Shashank	Non-Executive / Independent

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	Maximum gap between any two consecutive (in number of days)			
	quarter				
06-08-2015	09-11-2015	93			
-	14-12-2015	34			

IV. Meeting of Committees						
Audit 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 meetings in number of days*			
November 7, 2015	Yes	August 5, 2015	93			

V. Related Party Transactions		
Subject	Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Shipe Brelle The New Delhi

## VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - The strength of the Board of Bhartiya International Ltd. was 10 Directors as on 31<sup>st</sup> December, 2015, comprising 3 Executive Director (including Chairman) and 2 Non-Executive Director and 5 Independent Directors.
- 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
- a. Audit Committee Duly Constituted
- b. Nomination & remuneration committee Duly Constituted
- c. Stakeholders relationship committee Duly Constituted
- d. Risk management committee Duly Constituted
- 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. Complied
- 5. This report and/or the report substitutes in the previous quarter has been placed before Board of Directors Yes

Shilpa Budhia

Company Secretary / Compliance Officer / Managing Director / CEO

## Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.