

Bharat Nidhi Limited

CIN: L74899DL1942PLC000644

Regd. Office: First Floor, Express Building 9-10, Bahadur Shah Zafar Marg, New Delhi -110002

Phone: 011-43562982, **Website:** www.bharatnidhi.com, **E-mail:** bharatnidhi1@gmail.com

Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company: BHARAT NIDHI LIMITED

Quarter ending on : 30.09.2018

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN^s & DIN	Category (Chairperson / Executive/ Non-Executive/in dependent/ Nominee)^{&}	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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.	Bhagat Ram Goyal	AAPPG3988A 01659885	Non- Executive Independent	26/05/2017	For a term of 5 years	2	4	2
Mr.	Punit Jain	AAKPJ0929P 00004327	Non- Executive	06/03/2001	NA	2	2	0
Mr.	Nityanand Singh	AAAPS2193Q 00288319	Non- Executive	19/06/2007	NA	2	3	0
Mr.	Bhagavatula Chintamani Rao	ABBPR5650B 01817092	Non-Executive Independent	06/08/2014	For a term of 5 years	1	1	0
Mr.	Mukesh Gupta	ABHPG7378R 06937352	Non- Executive Independent	06/08/2014	For a term of 5 years	1	1	0
Ms.	Revati Jain	ADJPI3058R 07013215	Non- Executive	28/11/2014	NA	2	0	0



[§]PAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non Executive/ independent/ Nominee) [§]
1. Audit Committee	Mr. Bhagat Ram Goyal	Non- Executive Independent Director
	Mr. Bhagavatula Chintamani Rao	Non- Executive Independent Director
	Mr. Mukesh Gupta	Non- Executive Independent Director
2. Nomination & Remuneration Committee	Mr. Bhagat Ram Goyal	Non- Executive Independent Director
	Mr. Bhagavatula Chintamani Rao	Non- Executive Independent Director
	Mr. Mukesh Gupta	Non- Executive Independent Director
3. Risk Management Committee (if applicable)	NA	
4. Stakeholders' Relationship Committee	Mr. Bhagat Ram Goyal	Non- Executive Independent Director
	Mr. Nityanand Singh	Non- Executive Director
	Mr. Punit Jain	Non- Executive Director
5. Corporate Social Responsibility Committee	Mr. Bhagat Ram Goyal	Non- Executive Independent Director
	Mr. Bhagavatula Chintamani Rao	Non- Executive Independent Director
	Mr. Mukesh Gupta	Non- Executive/Independent Director
	Ms. Revati Jain	Non-Executive Director

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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 meeting (in number of days)*
27/04/2018 28/05/2018	10/08/2018 04/09/2018 13/09/2018	Gap between meeting held on 27/04/2018 and 28/05/2018 is 30 days Gap between meeting held on 28/05/2018 and 10/08/2018 is 73 days Gap between meeting held on 10/08/2018 and 04/09/2018 is 24 days Gap between meeting held on 04/09/2018 and 13/09/2018 is 8 days

IV. Meeting of Committees

Audit Committee Meeting

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*
10/08/2018	All Members were present	28/05/2018	Gap between meeting held on 28/05/2018 and 10/08/2018 is 73 days

Stakeholders' Relationship Committee Meeting

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*
09/07/2018 05/09/2018	All Members were present	-	-



Nomination & Remuneration Committee Meeting			
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*
-	-	28/05/2018	-

Corporate Social Responsibility Committee Meeting			
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*
-	-	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholder's relationship committee
 - Corporate Social Responsibility Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

(Amita Gola)
Company Secretary



REPORT ON MATERIAL RELATED PARTY TRANSACTIONS DURING THE PERIOD FROM 01/07/2018 TO 30/09/2018

As per the Regulation 27(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of all material transactions with related parties shall be disclosed quarterly along with the Compliance Report on Corporate Governance.

Pursuant to the said clause, following are the material transaction taken place with the Related Parties during the period from 01/07/2018 to 30/09/2018:

S. No.	Name of the Related Party	Relationship with the Company	Nature of Transactions	Amount (in Rs.)
1	Bennett, Coleman and Company Limited	Associate	Purchases of Newspaper & Magazines	11,50,67,990
			Reimbursements (including Delivery and Handling Charges Income)*	77,91,981
			Dividend	4,20,24,960
TOTAL				16,48,84,931

*Excluding Service Tax as applicable.



For Bharat Nidhi Limited

Amita Gola
Company Secretary

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Half Yearly Compliance Report on Corporate Governance for the half year ended September 30, 2018		
I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note #The Company has not designate any member as Chairperson of the Audit Committee and all the Meetings of the Audit Committees chair by any Member of the Committee who is Independent Director of the Company. *The Company has not designate any member as Chairperson of the Nomination and Remuneration Committee and all the Meetings of the NRC Committee, chair any Member of the Committee who is Non-Executive Director of the Company.		



For **Bharat Nidhi Limited**

Amita Gola
Company Secretary