

BHARAT NIDHI LIMITED

CIN No. L74899DL1942PLC000644

Regd. Office: First Floor, 9-10, Express Building, Bahadur Shah Zafar Marg, New Delhi-110 002
Phone No. 011- 43562982, Website : www.bharatnidhi.com E-Mail ID:- bharatnidhi1@gmail.com

Quarterly Compliance Report on Corporate Governance

Name of the Company: BHARAT NIDHI LIMITED
Quarter ending : 31.03.2016

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN [§] & 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.	Vijay Bhushan	AALPB8325J (PAN) 00002421 (DIN)	Non- Executive - Independent	26/09/2014	5	4	6	2
Mr.	Punit Jain	AAKPJ0929P (PAN) 00004327 (DIN)	Non- Executive	06/03/2001	N.A.	1	1	0
Mr.	Nityanand Singh	AAAPS2193Q (PAN)	Non- Executive	19/06/2007	N.A.	2	1	0



		00288319 (DIN)						
Mr.	Bhagavatula Chintamani Rao	ABBPR5650B (PAN) 01817092 (DIN)	Non- Executive - Independent	06/08/2014	5	1	1	0
Mr.	Mukesh Gupta	ABHPG7378R (PAN) 06937352 (DIN)	Non- Executive - Independent	06/08/2014	5	2	2	0
Ms.	Revati Jain	ADJPJ3058R (PAN) 07013215 (DIN)	Non- Executive	28/11/2014	N.A.	3	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. Vijay Bhushan	Non- Executive- Independent Director
	Mr. Bhagavatula Chintamani Rao	Non- Executive- Independent Director
	Mr. Mukesh Gupta	Non- Executive- Independent Director
2. Nomination & Remuneration Committee	Mr. Vijay Bhushan	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)	N.A.	N.A.
4. Stakeholders Relationship Committee	Mr. Vijay Bhushan	Non- Executive- Independent Director
	Mr. Punit Jain	Non- Executive Director
	Mr. Nityanand Singh	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)*
02/11/2015	11/02/2016	100

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*
11/02/2016	Yes (all the members of the Committee were present)	02/11/2015	100

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*
January 20, 2016	Yes (all the members of the Committee were present)	31/10/2015	35
February 25, 2016	Yes (all the members of the Committee were present)	28/11/2015	
March 26, 2016	Yes (all the members of the Committee were present)	22/12/2015	

*-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 (Annexure I)	
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	Yes
<p>Note</p> <p>1 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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholder's relationship committee d. Risk management committee (applicable to the top 100 listed entities) 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. 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. 5. 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: 	
 <p>Divya Kohli Company Secretary</p>	

REPORT ON MATERIAL RELATED PARTY TRANSACTIONS WITH THE RELATED PARTY DURING THE PERIOD 01.01.2016 to 31.03.2016

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 the following is the material transaction taken place with the related parties during the period 01.01.2016 to 31.03.2016:

S. No	Name of related party	Relation with the Company	Description of Transactions	Amount (in Rs.)
1	Bennett, Coleman & Co. Ltd.	Associate	Purchases of Newspaper & Magazines	1465,54,496.00
2	Bennett, Coleman & Co. Ltd.	Associate	Re-imbusement of Expenses	179,91,277.00

For Bharat Nidhi Limited



(Divya Kohli)
Company Secretary

Bharat Nidhi Limited

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**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year
2015-2016)**

Name of the Company : Bharat Nidhi Limited

Financial Year ended : 31.03.2016

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
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	NA	
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	Yes	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

For BHARAT NIDHI LTD,

Divy
Company Secretary



Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration	19(1) & (2)	Yes
Composition of Stakeholder Relationship	20(1) & (2)	Yes
Composition and role of risk management	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 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.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

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. NA

For **BHARAT NIDHI LTD.**

Divya

Company Secretary

Divya Kohli

Company Secretary

