

Bharat Nidhi Limited

CIN : L74899DL1942PLC000644

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Quarterly Compliance Report on Corporate Governance

Name of the Company: BHARAT NIDHI LIMITED

Quarter ending : 30.06.2016

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/Nominee) ⁶	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.	2	2	0
Mr.	Nityanand Singh	AAAPS2193Q(PAN) 00288319 (DIN)	Non- Executive	19/06/2007	N.A.	2	1	0
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	3	2	0
Ms.	Revati Jain	ADJPJ3058R(PAN) 07013215 (DIN)	Non- Executive	28/11/2014	N.A.	2	0	0

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category 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) ^s
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
5. Corporate Social Responsibility Committee	Mr. Vijay Bhushan	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

^sCategory 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)*
11/02/2016	29/04/2016 26/05/2016 10/06/2016	77

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*
26/05/2016	Yes(All the Members of the Committee were present)	11/02/2016	104



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*
05/04/2016	Yes(All the Members of the Committee were present)	20/01/2016	26
29/04/2016	Yes(All the Members of the Committee were present)	25/02/2016	
26/05/2016	Yes(All the Members of the Committee were present)	26/03/2016	

*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	NA

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:

The Company has taken Shareholder Approval under erstwhile Listing Agreement as per SEBI Circular dated April 17, 2014. The requisite shareholder's approval under SEBI (Listing obligations and disclosure requirements) Regulations, 2015 will be taken in the ensuing Annual General Meeting of the Company.

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
 - Risk management committee (applicable to the top 100 listed entities)
 - 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: N.A.



Divya Kohli
Company Secretary

REPORT ON MATERIAL RELATED PARTY TRANSACTIONS WITH THE RELATED PARTY DURING THE PERIOD 1.04.2016 TO 30.06.2016

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 01.04.2016 to 30.06.2016:

S. No.	Name of related party	Relation with the Company	Description of Transactions	Amount (in Rs.)
1	Bennett, Coleman & Co. Ltd.	Associate	Purchase of Newspaper & Magazine	141,759,536
2	Bennett, Coleman & Co. Ltd.	Associate	Re-imbusement of Expenses	18,042,802

Divya Kohli
Company Secretary

