

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **M/s BHARATIYA GLOBAL INFOMEDIA LIMITED (SCRIP: 533499)**

Quarter ending on: **31<sup>st</sup> March, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Presently the Board comprise of Six (6) Directors, consisting of one (1) Executive Director, two (2) Non-Executive Non-Independent Director and three (3) Non-Executive Independent Directors.
(B) Independent Directors	49 (IIB)	Yes	Three (3) Independent Directors are on the Board of the Company complying with the provisions of Clause 49.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Details disclosed in Annual Report of 2013-14. For FY 2014-15 will be complied in The next Annual Report.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	The Company has formulated and adopted a Code of Business Conduct which is applicable to its Directors and Senior Management. The said code has been posted on its website.
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is in place which is uploaded on the website of the Company.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Committee consists of 5 members out of which 3 members are independent members. All members are financially literate. The Chairman of the Committee is an Independent Non-Executive Director.



(B) Meeting of Audit Committee	49 (IIIB)	Yes	The Committee is regular in holding meetings as per listing Agreement.
(C) Powers of Audit Committee	49 (IIIC)	Yes	Audit Committee has all the Powers, to carry on their work, effectively and efficiently as per listing Agreement.
(D) Role of Audit Committee	49 (IIID)	Yes	Complied as per clause 49 of Listing agreement.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Complied as per clause 49 of Listing agreement.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Committee comprise of 3 Independent Directors.
<b>V. Subsidiary Companies</b>	49 (V)	Yes	Company does not have any material non listed Indian Subsidiary as defined in clause 49. Financial Statement of unlisted Indian Subsidiary are reviewed on the annual basis and also minutes of Board meeting approved their meeting held during the quarter ended
<b>VI. Risk Management</b>	49 (VI)	Yes	The Company has put in place a Corporate Risk Management Framework. Risk Management Committee is constituted in accordance with provisions of Clause 49.
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Related Party transaction are disclosed in quarterly results as per the listing Agreement.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	Details disclosed in Annual Report of 2013-14. For FY 2014-15 will be complied in The next Annual Report.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Will be Complied in Annual Report.





(C) Remuneration of Directors	49 (VIII C)	Yes	For FY 2014-15 will be complied in the next Annual Report.
(D) Management	49 (VIII D)	Yes	For FY 2014-15 will be complied in the next Annual Report.
(E) Shareholders	49 (VIII E)	Yes	For FY 2014-15 will be complied in the next Annual Report.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	Audit Committee regularly reviewed the disclosure of uses/application of fund and also become the part of the quarterly financial result published by the company as per clause 49 of Listing agreement.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	For FY 2014-15 will be complied in the next Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Detailed compliance report provided in Annual Report of 2013-14. For FY 2014-15 will be complied in the next Annual Report.
<b>XI. Compliance</b>	49 (XI)	Yes	Certificate annexed with Annual Report of 2013-14. For FY 2014-15 will be complied in the next Annual Report.

For Bharatiya Global Infomedia Limited

  
**Kumar Pushkar**  
 Company Secretary & Compliance Officer

**Date: 13<sup>th</sup> April, 2015**

**Place: New Delhi**