

**By E-filing**

Ref: BGIL/NSE/QIV/04/2016

Date: 13<sup>th</sup> April 2016

To,  
**The General Manager (Listing),**  
**Corporate Relationship Department**  
National Stock Exchange of India Limited,  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai-400 051.

**Sub: Corporate Governance Report under Reg. 27(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015**  
**(ISIN: INE224M01013)**  
**(SCRIP CODE: 533499)**

Dear Sir/ Madam

Please find enclosed herewith the Report on Corporate Governance for the Quarter Ended 31<sup>st</sup> March, 2016 and Report on corporate Governance for the whole year ended 31<sup>st</sup> march 2016 under Reg. 27(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

Kindly take a note of the same for your further needful.

Thanking You,

Yours Sincerely,

For **Bharatiya Global Infomedia Limited**

  
**Kumar Pushkar**  
Company Secretary & Compliance Officer



Encl- CGR

**Quarterly Compliance Report on Corporate Governance**  
**Name of the Company: BHARATIYA GLOBAL INFOMEDIA LIMITED**  
**CIN : L74999DL1994PLC062967**  
**Quarter ended on: March 31st, 2015**

<b>I. Composition of Board of Directors</b>							
Name of Director	PAN & DIN	Category (Chairperson/ Executive/Non Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit/Stakeholder Committee held in listed entities including this entity	No. of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr. Rakesh Bhatia	00046983 AHYPB7406Q	Chairperson	23-03-2004	5 Yr.	2	4	0
Mrs. Arti Bhatia	00047040 AFCPB5056J	Executive	20-04-2004	5 Yr.	2	4	0
Mr. Sanjeev Kumar Mittal	00047280 AIVPMO122A	Executive	28-02-2009	5 Yr.	1	2	0
Mr. Sanjay Kapoor	00047651 AIXPK2530Q	Non Executive	01-09-2010	5 Yr.	1	0	1
Mr. Harjeet Singh Anand	03168663 AABPA2410K	Non Executive	01-09-2010	5 Yr.	2	4	0
Mrs. Arti Jain	06736354 AFOPJ9629P	Non Executive	14-11-2013	5 Yr.	1	2	1

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1.Mr. Sanjay Kapoor 2.Mrs. Arti Jain 3.Mr. Harjeet Singh Anand 4.Mr. Sanjeev Kumar Mittal 5.Mr. Rakesh Bhatia	Chairperson Non exe.- Independent Non exe.- Independent Executive Executive
2. Nomination & Remuneration Committee	1.Mr. Harjeet Singh Anand 2.Mr. Sanjay Kapoor	Non exe.- Independent Non exe.- Independent



	3. Mrs. Arti Jain 4. Mr. Rakesh Bhhatia 5. Mr. Sanjeev Kumar Mittal	Non exe.- Independent Executive Executive
3. Stakeholders Relationship Committee	1. Mr. Rakesh Bhhatia 2. Mrs. Arti Jain 3. Mr. Sanjeev Kumar Executive Mittal	Executive Independent Executive

### III. Meeting of Board of Directors

Date(s) of meeting in the previous quarter	Date(s) of meeting in the relevant quarter	Maximum gap between any two consecutive meetings in number of days
14-11-2015	11-02-2016	120 Days

### IV. Meetings of Committees

Date of the Meetings in the relevant quarter	Whether Requirement of Quorum met (Details)	Date(s) of meeting in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee- 11-02-2016	Yes, Ms. Arti Jain, Rakesh Bhhatia, Mr. Sanjay Kapoor were present in the meeting.	14-11-2015	120 Days

### V. Related Party Transactions

Subject	Compliance Status (Yes/ No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

### V. 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
  - Stakeholders Relationship 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:

For Bharatiya Global Infomedia Limited

Kumar Pushkar  
(Company Secretary & Compliance Officer)



Name of the Company : **Bharatiya Global Infomedia Limited**

ISIN of the Company: **INE224M01013**

Quarter ended on : **31<sup>st</sup> March 2016**

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

<b>Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance Status (Yes/No/NA)</b>
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		Yes
Details of familiarization programs imparted to independent directors		Yes
Contact information of designated officials of listed entity who are responsible for assisting and handling investor grievance		Yes
Email address for grievance redressal and other relevant details		Yes
Financial Results		Yes
Shareholding Pattern		Yes
Details of agreement entered into with the media companies and or their associates		N.A
New name and the old name of the listed entity		NA
<b>I. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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 report	17(3)	Yes
Plans for orderly succession for appointment	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
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 and remuneration committee	19(1) & (2)	Yes
Composition of stakeholder relationship committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or omnibus approval of audit committee for all related party transactions	23(2),(3)	Yes
Approval for material Related Party Transactions	23(4)	N.A
Composition of Board of Directors of unlisted material subsidiaries	24(1)	N.A
Other corporate governance Requirement with respect to subsidiaries of listed entity	24(2),(3),(4),(5) & (6)	Yes
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 director	26(4)	Yes
Policy with respect to obligation of directors and senior management	26(2) & 26(5)	Yes



**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.



**Kumar Pushkar**

**Company Secretary & Compliance Officer**