NOTICE OF 83rd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 83rd (EIGHTY THIRD) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2026, AT 1:30 P.M THROUGH VIDEO CONFERENCE ("VC"), TO TRANSACT THE FOLLOWING BUSINESSES:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2026, and the Report of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year ended March 31, 2026.
3. To appoint a director in place of Mr. Bhagavatula Chintamani Rao (DIN: 01817092), who retires by rotation and being eligible, offers himself for reappointment.

AS SPECIAL BUSINESS:

4. To resolve not to re-appoint and not to fill the vacancy caused due to retirement by rotation of Mr. Bhagat Ram Goyal (DIN: 01659885), Director of the Company

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

   "RESOLVED THAT Mr. Bhagat Ram Goyal (DIN: 01659885), Director who is retiring by rotation at this Annual General Meeting and has expressed his unwillingness for reappointment, be not re-appointed and the vacancy so caused on the Board of the Company, be not filled up."

By Order of the Board
For **Bharat Nidhi Limited**

Place: New Delhi
Date: 27.08.2026

Amita Gola
Company Secretary
FCS 5318

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, in continuation of general circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars"), MCA has allowed companies to conduct their Annual General Meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM) on or before September 30, 2026. Hence, the Company is conducting its 83rd AGM through Video Conferencing (VC). The deemed venue for the AGM shall be the Registered Office of the Company.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of AGM will be provided by CDSL.
3. The Members can join the AGM in the VC mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The window for joining the AGM will be closed on expiry of 15 minutes from the scheduled time of the AGM.
4. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.
6. In line with the MCA Circulars, the Notice calling the AGM and Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as at closing hours of business on August 21, 2026. Members may note that Notice and Annual Report 2025-26 will be available on the website of the Registrar and Transfer Agent (RTA) of the Company i.e. www.skylinerta.com and the Notice calling the AGM will be available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. AGM will be convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
8. **Book Closure:**

   The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, September 24, 2026, to Wednesday, September 30, 2026 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2026.
9. **Payment of Dividend:**

   (a) The Dividend for the year ended March 31, 2026, as recommended by the Board, if approved at the ensuing AGM, will be paid to those Shareholders, whose names appear on the Company's Register of Members as on September 23, 2026 (Record Date) in respect of physical shares. The dividend, in respect of the shares held in dematerialized form, will be paid to members whose names are furnished by National

Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners at the closure of business hours on September 23, 2026.

(b.) Members holding Shares in physical form and Electronic Form are requested to advise any change in their address immediately and update their bank account details to their respective Depository Participant(s) and Company/ RTA respectively. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

(c) In case the Company is unable to pay dividend to any Member directly in their bank account through ECS or any other means due to non-registration of Electronic Bank Mandate, the Company shall dispatch the dividend warrants / Demand Drafts to such member at the earliest.

(d) In accordance with the provisions of Income Tax Act, 2025 ('the Act') (Erstwhile Income Tax Act, 1961 ("the Old Act") dividend declared by the Company is taxable in the hands of the shareholders and the Company is required to deduct tax at source ("TDS") on dividend at the applicable rates. No tax shall be deducted on payment of dividend to the resident shareholders, if the total dividend for a financial year does not exceed Rs. 10,000 (Rupees Ten Thousand), subject to availability of PAN of shareholder.

(e) Tax shall be deducted @ 10% in the hands of the resident shareholders where valid PAN is updated with the Registrar and Transfer Agents in case the shares are held in the physical mode and depository participants in case the shares are held in the demat mode. Kindly note that the tax shall be deducted @ 20% in the following cases:-

- shareholders who do not have PAN or have not registered their valid PAN as mentioned above
- shareholders who are eligible for obtaining Aadhar Number have not linked the Aadhar Number allotted with their PAN.

(f) A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 121 (Erstwhile Form 15G/15H), to avail the benefit of non-deduction of tax at Company's RTA email at info@skylinerta.com and parveen@skylinerta.com by September 23, 2026 (upto 5.00 p.m. IST).

(g) The Company has already transferred the unclaimed / unpaid amount of the Dividends upto the financial year ended March 31, 2018 to the Investor Education & Protection Fund (IEPF) established by the Central Government as per the provisions of the Companies Act, 2013.

(h) Pursuant to Section 124 and other applicable provisions, if any, of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the unclaimed amount of Dividend for the Financial Year ended March 31, 2019 and the corresponding Equity Shares of the Company in respect of which dividend entitlements remain unclaimed for seven consecutive years shall become due for transfer to Investor Education and Transfer Fund (IEPF) by November 01, 2026.

In terms of above said provisions, Company has sent letters to all the shareholders whose shares are liable to be transferred to IEPF, at the address available with the

Company, advising them to claim their dividend from the Company before November 01, 2026, so that their shares are not transferred to IEPF account, and has also published notice in Financial Express-all edition in English language and Jansatta-Delhi edition in Hindi language on July 18, 2026 to this effect.

The Shareholders who have not yet claimed their dividends for the financial year ended March 31, 2019 are therefore, advised to claim their dividend immediately from the Company before November 01, 2026, thereafter no claim shall lie against the Company in respect of the dividend related to the financial year ended March 31, 2019.

10. As per the provisions of Section 72 of Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form can avail of the Nomination Facility by sending duly filled Form SH-13 (in duplicate) and other required documents to the Company. In case of Shares held in Electronic Form, the nomination request has to be lodged with Depository Participant (DP) directly.

11. Members, holding shares either in physical form or in electronic form, are requested to advise any change in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details immediately to the Company / RTA and Depository Participant respectively.

12. Since the AGM will be held through VC, the route map is not annexed with the Notice.

13. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide its Members, facility to exercise their right to vote on resolutions proposed to be considered at the 83rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL) from a place other than the venue of the Meeting (remote e-voting).

II. The remote e-voting period commences on Sunday, September 27, 2026 (9.00 a.m. IST) and ends on Tuesday, September 29, 2026 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. September 23, 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he/she shall not be allowed to change it subsequently. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2026. A person who is not a member as on Cut Off date should treat this notice for information purpose only.

IV. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. September 23, 2026. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the AGM through electronic means.

VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

VII. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date are requested to send the written/email communication to the RTA at parveen@skylinerta.com by mentioning their Folio no./DP ID and client id to for obtaining support in this regard.

VIII. Mr. Mohit Bansal (M/s. Mohit Bansal & Associates), Practicing Company Secretary (Membership No. F11292, COP No. 16860), has been appointed as the Scrutinizer to conduct and scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.

IX. The Scrutinizer after scrutinizing the votes cast at the meeting and votes casted through remote e-voting, make a consolidated scrutinizer's report and submit the same forthwith not later than 48 hours of conclusion of the AGM to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.

X. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL i.e. www.evotingindia.com.

XI. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. September 30, 2026.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC ARE AS UNDER:

(i) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting

	option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at.: 022 - 4886 7000 and 022 - 2499 7000

(ii) Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

(iii) After entering these details appropriately, click on “SUBMIT” tab.

(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN for the relevant “Company Name”, i.e. Bharat Nidhi Limited on which you choose to vote.

(vii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(ix) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer cs.mohitbansal18@gmail.com and to the Company at the email address viz; bharatnidhi1@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, email id, mobile number at bharatnidhi1@gmail.com between Sunday, September 27, 2026 (9.00 a.m. IST) and Tuesday, September 29, 2026 (5.00 p.m. IST).
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Explanatory Statement under Section 102 of the Companies Act, 2013, in respect of the items of special business

Item No. 4

Mr. Bhagat Ram Goyal (DIN: 01659885) has been serving as Director on the Board of the Company since May 26, 2017. He is also Member of the Corporate Social Responsibility (CSR) Committee and Stakeholders Relationship (SR) Committee of the Board.

Pursuant of Section 152(6) of the Companies Act, 2013 ("the Act"), Mr. Bhagat Ram Goyal is liable to retire by rotation at the ensuing 83rd Annual General Meeting (AGM) of the Company. Although being eligible for re-appointment, he has expressed his unwillingness to be re-appointed and not offered himself for re-appointment at the ensuing 83rd AGM, owing to his pre-occupation. Accordingly, he will retire by rotation and cease to hold office as a Director of the Company at the conclusion of the ensuing 83rd AGM of the Company. Further, he will also cease to be the member of CSR and SR Committee of the Board, at the conclusion of the ensuing 83rd AGM.

The Board places on record their earnest appreciation for the invaluable contribution, leadership and guidance extended by Mr. Goyal to the Board, its committees and the Management of the Company during his association with the Company.

Considering the current composition of Board being adequate with diverse mix of experience, skills, expertise and acumen and in compliance with the Companies Act, the Board of your Company, at its meeting held on August 27, 2026, has decided that the vacancy caused in the position of Mr. Goyal be not filled. The composition of the Board will continue to remain statutorily compliant.

Except Mr. Bhagat Ram Goyal, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. Mr. Goyal is not related to any Director or Key Managerial Personnel of the Company.

The Board, accordingly, commends passing of the Ordinary resolution as set out at Item No. 4 of this Notice for the approval of Members of the Company.

By Order of the Board
For **Bharat Nidhi Limited**

Place: New Delhi
Date: 27.08.2026

Amita Gola
Company Secretary
FCS 5318

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 3

Details of Director seeking approval for re-appointment at the forthcoming Annual General Meeting (Pursuant to Secretarial Standard-2)

Brief resume of Mr. Bhagavatula Chintamani Rao (DIN: 01817092):

Name of Directors recommended for Re-appointment	**Mr. Bhagavatula Chintamani Rao (DIN: 01817092)**
Date of Birth and age	25/06/1952, 74 years
Qualification	BA (Hons) in Economics, MBA
Nature of expertise in specific functional areas/ experience	An independent Strategic Marketing and Media Advisor, has experience of over 47 years with major global advertising agency networks. He is working as an independent consultant and Senior Counselor in the field of media and advertising.
Date of First Appointment on the Board	06/08/2014
Terms and Condition of Appointment and Remuneration	Non – Executive director, liable to retire by rotation, without any remuneration
Shareholding in the Company, if any	None
Relationship with other Directors/Manager/KMP's	None
No. of Board Meeting attended during the year	6
List of Companies in which Directorships held	None
Membership/Chairmanships of Committees of Board of other Companies	None

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors are pleased to present their 83rd (Eighty Third) Annual Report together with the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2026.

1. FINANCIAL RESULTS AND THE STATE OF COMPANY'S AFFAIRS

During the year under review, the Company has been investing its surplus funds in debt based mutual funds, bank's and financial institution's fixed deposits and other safe avenues from time to time.

The net profit is derived mainly from interest and dividend earned as well as gain on sale/switch of investments of the surplus funds deployed.

Key highlights of Financial Year 2025-26 are as under:

A. On Standalone basis:

(Amount Rs. in Lakhs)

Particulars	**Financial Year 2025-26**	**Financial Year 2024-25**
Total Income Less: Total Expenditure	**2197.89** **532.53**	**2777.55** **552.67**
Profit Before Exceptional Items and Tax Add: Exceptional Item -Gain/(Loss)	**1665.36**	**2224.88** **(0.23)**
Profit Before Tax	**1665.36**	**2225.11**
Profit After Tax	**1249.66**	**1780.55**

B. On Consolidated Basis (with Associates)

(Amount Rs. in Lakhs)

Particulars	**Financial Year 2025-26**	**Financial Year 2024-25**
Total Income	**2197.89**	**2777.55**
Total Expense	**532.53**	**552.67**
Profit Before Exceptional Items and Tax Add: Exceptional Item -Gain/(Loss)	**1665.36**	**2224.88** **-0.23**
Profit before tax	**1665.36**	**2225.11**

Profit after Tax for the Year before share of Associates	**1249.66**	**1780.55**
Add: Share in Net Profit / (Loss) of Associates (Net)	**62544.77**	**43455.30**
Profit / (Loss) after tax for the year	**63794.44**	**45235.85**

2. DIVIDEND

Your Directors have recommended a dividend of Rs 0.60 per Equity Share of Rs. 10 each. The total outgo on account of dividend for the financial year 2025-26 amounts to Rs. 17.22 Lakh.

During the year under review, the unclaimed dividend of Rs. 0.17 Lakh pertaining to the final dividend for the financial year 2017-18 was transferred, in terms of Section 124 and 125 of Companies Act, 2013 to the Investor Education & Protection Fund (IEPF) after giving due notice to the Members.

3. RESERVES

During the year under review, the Company has not transferred any amount to General Reserves.

4. SHARE CAPITAL

The paid-up share capital of the Company as on March 31, 2026, was Rs. 286.97 Lakh. During the year under review, the Company has not raised any further Share Capital.

5. DEPOSITS

The Company has not accepted any Public Deposits during the Financial Year ended March 31, 2026, under Section 73 of the Companies Act, 2013 (the Act) and the Rules made thereunder.

6. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the Financial Year ended March 31, 2026, there were no Loans or Guarantees given by the Company under section 186 of the Companies Act, 2013. The details of Investments held by the Company as on March 31, 2026, in Mutual Fund units and Equity Shares etc. including investments covered under Section 186 of the Companies Act, 2013 are given in Note No. 9 (Non- Current Investments) in the Notes to the Standalone and Consolidated Financial Statements.

7. DIRECTORS & KEY MANAGERIAL PERSONNEL

7.1 Composition of the Board

The composition of the Board as on March 31, 2026, is as follows:

1. Mr. Bhagat Ram Goyal
2. Mr. Bhagavatula Chintamani Rao
3. Mr. Nityanand Singh
4. Mr. Sunder Hemrajani

There is no relationship between the Directors inter-se. All the Directors are eminent individuals with wide range of expertise and experience in the fields of Business, Law, Finance and Management.

7.2 Change in Directors and Key Managerial Personnel

During the year under review, there was no change in the Directorship of the Company.

Pursuant to Section 152(6) of the Act, Mr. Bhagavatula Chintamani Rao, (DIN: 01817092) and Mr. Bhagat Ram Goyal (DIN: 01659885), Directors, are retiring by rotation at the ensuing 83rd Annual General Meeting (AGM).

Mr. Bhagavatula Chintamani Rao, being eligible, has offered himself for re-appointment. However, Mr. Bhagat Ram Goyal expressed his unwillingness to be re-appointed.

Your Directors places on record their earnest appreciation for the invaluable contribution, leadership and guidance extended by Mr. Goyal to the Board, its Committees and the Management of the Company during his association with the Company.

The Board of Directors of the Company recommends the re-appointment of Mr. Bhagavatula Chintamani Rao as the Director of the Company, and not to re-appoint and not to fill the vacancy arising from the retirement of Mr. Bhagat Ram Goyal.

7.3 Number of Meetings of the Board of Directors

During the year under review, 6 (Six) meetings of Board of Directors were duly convened and held on April 04, 2025, June 12, 2025, June 27, 2025, July 29, 2025, September 04, 2025, and December 11, 2025. The gap between any two consecutive board meetings did not exceed 120 days. The Board has not designated any Director as Chairman of the Board.

8. COMMITTEES OF THE BOARD

During the year under review, the Board has 2 (Two) Committees viz. Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Details on the composition of these Committees, including the number of meetings held during the year, are provided below:

A) Stakeholders Relationship Committee:

During the Year under review, 2 (Two) meetings of the Stakeholders Relationship Committee were held i.e. on November 10, 2025, and March 30, 2026. The composition of the Stakeholders Relationship Committee during the Financial Year 2025-26 is as under:

S. No.	Name of the Members
1.	Mr. Bhagat Ram Goyal
2.	Mr. Nityanand Singh

C) Corporate Social Responsibility Committee:

During the Year under review, 2 (Two) meetings of the Corporate Social Responsibility (CSR) Committee were held on September 04, 2025, and December 11, 2025. The composition of the Corporate Social Responsibility Committee during the Financial Year 2025-26 is as under:

S. No.	Name of the Members
1.	Mr. Bhagat Ram Goyal
2.	Mr. Bhagavatula Chintamani Rao
3.	Mr. Nityanand Singh
4.	Mr. Sunder Hemrajani

9. BUSINESS RISK MANAGEMENT

Your Company has a process in place to identify and assess business risks and opportunities in the form of a Risk Assessment and Management Policy. The Board of Directors review the Risk Assessment and Management Policy of the Company as and when required or feel necessary by the Board. The main objective of this Policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business.

10. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

During the financial year under review, no company has ceased to be / become Subsidiary/Joint Venture/Associate Company of the Company. The Company is having following companies as its Associate Companies as on March 31, 2026:

S. No.	Name of the Company	CIN	Holding/ Subsidiary / Associate	Applicable Section of the Companies Act, 2013
1	Matrix Merchandise Limited	U51109DL1994PLC158456	Associate	2(6)
2	Vasuki Properties Limited	U70102DL2010PLC209764	Associate	2(6)
3	Bennett, Coleman & Co. Limited	U22120MH1913PLC000391	Associate	2(6)
4	Bennett Property Holdings Co. Limited	U70102MH2010PLC211087	Associate	2(6)
5	Mahavir Finance Limited	U74920DL1954PLC146170	Associate	2(6)

6	Times Zenith Private Limited	U60200MH2024PTC419178	Associate	2(6)

The Company has prepared the consolidated Financial Statements for the year ended March 31, 2026 with the above Associate Companies as per the provisions of applicable Accounting Standards and under relevant provisions of the Companies Act, 2013. Pursuant to the provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries/associates in Form AOC-1 (Part B for Associates) is attached to the financial statements of the Company. The consolidated profit after tax for the financial year 2025-26, after adding the share of profit of Rs. 62544.77 Lakhs of its Associate Companies is Rs. 63794.44 Lakhs, which is 98.04% of total profit.

11. STATUTORY AUDITORS

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s A.K. Gutgutia & Co., Chartered Accountants, New Delhi, (FRN 000012N) were re-appointed as Statutory Auditors of the Company for another term of five consecutive years in the 79th Annual General Meeting (AGM) held on September 27, 2022 till the conclusion of 84th AGM to be held in the year 2027.

The Reports given by the Statutory Auditors on the standalone as well as consolidated financial statements of the Company form part of this Annual Report and are self-explanatory read with relevant Notes to the Accounts, which do not contain any qualification, reservation or adverse remark.

Further, during the year under review, the Statutory Auditor has not reported, under Section 143(12) of the Companies Act, 2013, any instances of offence involving fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

12. TRANSFER OF SHARES TO INVESTOR EDUCATION & PROTECTION FUND

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the shares, in respect of which dividend for 7 (Seven) consecutive years or more has remained unpaid or unclaimed, are required to be transferred by the company to Investor Education and Protection Fund (IEPF) in terms of IEPF Rules.

Accordingly, 500 equity shares of the Company held by 3 shareholders were transferred to IEPF by the Company during the year under review.

As per IEPF Rules, shareholders can claim said shares from IEPF Authority after following the procedure prescribed under the IEPF Rules and by making an online application in Form IEPF 5 which is available on the website www.mca.gov.in.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Provisions relating to disclosure of particulars with respect to Conservation of Energy are not applicable to the Company and do not have any information to be published regarding Technology Absorption. During the period under review, the Company has not carried any activity relating to exports and has not used or earned any foreign exchange.

14. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard its assets and protect them from loss, unauthorized use or disposition. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for proper maintaining the books of accounts and reporting financial statements.

15. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has in place the Corporate Social Responsibility (CSR) Committee of the Directors, in terms of Section 135 of the Companies Act, 2013 and has adopted the Corporate Social Responsibility Policy (CSR Policy).

During the financial year ended March 31, 2026, on the basis of recommendation of CSR Committee, the Company has made CSR contribution of Rs. 15.19 Lacs to the Bennett University which provides quality professional education to students and aims to create a learning atmosphere conducive to both research and practical & entrepreneurial applications. The Annual Report on CSR is annexed as **Annexure I**, forming part of this Report.

16. RELATED PARTY TRANSACTIONS

All Related Party Transactions entered into by the Company during the financial year under review with related parties were on an arm's length basis and not material in nature, therefore disclosure in form AOC-2 is not applicable.

Particulars of Related Party Transactions entered into in pursuance to Accounting Standard- 18 as notified in the Companies (Accounting Standards) Rules, 2006 are given under Note 28 to the Financial Statements.

17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS AND OTHER DEPARTMENTS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

Pursuant to the Order dated September 12, 2022 ("Settlement Order") passed by the Securities and Exchange Board of India ("SEBI") disposing the Show Cause Notice No. SO/EFD-2/SD/421/SEPTEMBER/2022 dated October 28, 2020 issued by SEBI in the matter of Bharat Nidhi Limited ("BNL" / "Company") for alleged violation of certain securities laws and regulations by the Company, the Company undertook an exit offer by way of buy-back during the financial year 2023-24 and acquired 30,958 equity shares, representing 1.067% of the paid-up equity share capital of the Company, for an aggregate consideration of Rs. 3,476.27 Lakhs.

Subsequently, SEBI passed an Order dated November 10, 2023 revoking the Settlement Order “for failure to comply with the Settlement Order”. The Company challenged the said revocation before the Hon’ble Bombay High Court. By judgment dated June 11, 2025, the Hon’ble Bombay High Court set aside the Order dated November 10, 2023, and the matter was remanded to SEBI for reconsideration after affording an opportunity of hearing to the Company within a period of four months. Subsequently, certain shareholders of the Company initiated an exit/buyout offer in July 2025 and acquired 4,345 shares.

SEBI passed a further order dated November 17, 2025 revoking the Settlement Order (“Revocation Order”) and the adjudication proceedings pursuant to show cause notice dated October 28, 2020 were revived. The Company and others have filed writ petitions before the Hon’ble Bombay High Court challenging the Revocation Order, which is presently pending.

18. PARTICULARS OF EMPLOYEES

The Company has no employee in respect of whom the statement under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 is required to be furnished.

The requirement of constituting the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company. During the year under review, no case was filed with the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

19. DIRECTORS’ RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in terms of Section 134(3)(c) of the Act, that:

(*a*) in the preparation of the Annual Accounts for the Financial Year ended March 31, 2026, the applicable accounting standards have been followed and there are no material departures;

(*b*) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2025-26 and of the profit and loss of the Company for that period;

(*c*) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(*d*) they have prepared the annual accounts on a going concern basis;

(*e*) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. COST RECORDS

The requirements of maintenance of cost records under Section 148 (1) of the Companies Act, 2013 are not applicable to the Company.

21. ADDITIONAL DISCLOSURES

During the year under review:

- There were no proceeding(s) pending or no application was made under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one-time settlement with any bank or financial institution.
- The provisions relating to the Maternity Benefits Act,1961 have been complied with.

22. SECRETARIAL STANDARDS

The Board state that applicable Secretarial Standards, i.e. SS-1 relating to 'Meetings of the Board of Directors' and 'Meetings of the Committees of the Board' and SS-2, relating to the 'General Meetings', have been duly complied by the Company.

23. ACCOUNTING STANDARDS

The Company presently prepares its financial statements both – standalone and consolidated as per the Companies (Accounting Standards) Rules, 2006, as amended from time to time, i.e. Indian GAAP.

24. ANNUAL RETURN

Since the Company is not maintaining any website, the requirement of providing the web address for Annual Return of the Company is not applicable.

25. ACKNOWLEDGEMENT

Your Board of Directors takes this opportunity to convey their gratitude and sincere thanks for the co-operation & assistance received from the shareholders and various other stakeholders. The Board acknowledges your confidence and continued support and looks forward for the same in future as well.

Your Directors also wish to thank the employees at all levels for their exemplary commitment, hard work and dedication which has been critical for the Company's sustained performance.

For and on behalf of the Board of Directors

BHARAT NIDHI LIMITED

(Bhagavatula Chintamani Rao)	**(Nityanand Singh)**
Director	**Director**
(DIN: 01817092)	(DIN:00288319)

Place: New Delhi
Date : 27.08.2026

Annexure-I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A Brief outline on the CSR Policy of the Company**

   The Company has framed a Corporate Social Responsibility Policy ("CSR Policy") which includes the details of projects or programs to be undertaken by the Company, in compliance with the provisions of the Companies Act, 2013. The CSR Policy of the Company is annexed at **Annexure II**.

2. **The Composition of the CSR Committee:**

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Bhagat Ram Goyal	Non-Executive Director	02	02
2.	Mr. Bhagavatula Chintamani Rao	Non-Executive Director	02	02
3.	Mr. Nityanand Singh	Non-Executive Director	02	02
4.	Mr. Sunder Hemrajani	Non-Executive Director	02	02

3. **Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:** The Company doesn't have its own website; the members can access the same at the registered office of the Company.

4. **Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:** Not applicable

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:**

S. No.	Financial Year	Amount available for set-off from preceding financial years (in INR)	Amount required to be set-off for the financial year, if any (in INR)
Not applicable			

6. **Average net profit of the company as per section 135(5)** : Rs. 7,59,27,180

7. **(a) Two percent of average net profit of the company as per section 135(5):** Rs. 15,18,144
   (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years : NIL
   (c) Amount required to be set off for the financial year, if any : NIL
   (d) Total CSR obligation for the financial year (7a+7b-7c) : Rs. 15,19,000

8. **(a) CSR amount spent or unspent for the financial year:**

<table>
<tr><th rowspan="2">Total amount spent for the Financial Year (in INR)</th><th colspan="5">Amount Unspent (in INR)</th></tr>
<tr><th colspan="2">Total Amount transferred to Unspent CSR Account as per section 135(6)</th><th colspan="3">Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)</th></tr>
<tr><td rowspan="2">Rs. 15,19,000</td><th>Amount</th><th>Date of Transfer</th><th>Name of the Fund</th><th>Amount</th><th>Date of transfer</th></tr>
<tr><td colspan="5">Not Applicable</td></tr>
</table>

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes /No)	Location of the project		Project duration	Amount allocated for the project (in INR)	Amount spent in the current financial Year (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Implementation- Direct (Yes /No)	Mode of Implementation -Through Implementing Agency	
				State	District						Name	CSR Registration No.
1.	Construction of new academic block- L & Q at Bennett University, Greater Noida, U.P.	(ii) (Promoting education)	YES	Greater Noida	Uttar Pradesh	1 year 9 months	15,19,000	15,19,000	NIL	YES	NA	NA

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount spent for the project (in INR)	Mode of implementation Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR Reg. Number
NOT APPLICABLE									

(d) Amount spent in Administrative Overheads	:	NIL
(e) Amount spent on Impact Assessment, if applicable	:	Not applicable
(f) Total amount spent for the Financial Year (8b+8c+8d+8e)	:	Rs. 15,19,000
(g) Excess amount for set off, if any	:	Not applicable

9. (a) Details of Unspent CSR amount for the preceding three financial years : Not applicable

(As at the financial year 2025-26, there was no unspent amount for preceding three financial years)

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	**Project ID.**	**Name of the Project.**	**Financial Year in which the project was commenced.**	**Project duration.**	**Total amount allocated for the project (in INR)**	**Amount spent on the project in the reporting Financial Year (in INR)**	**Cumulative amount spent at the end of reporting Financial Year (in INR)**	**Status of the project - Completed /Ongoing.**
Not Applicable								

10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year**

    (Asset-wise details)- New Academic Block- L & Q

    (a) **Date of creation or acquisition of the capital asset(s):** Expected to be completed in July 2027

    (b) **Amount of CSR spent for creation or acquisition of capital asset:** Rs. 15,19,000

    (c) **Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.:** Bennett University, Plot No. 8-11, Tech Zone II, Greater Noida-201310, Uttar Pradesh

    (d) **Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):** New Academic block- L & Q at Bennett University, Plot No. 8-11, Tech Zone II, Greater Noida-201310, Uttar Pradesh

11. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not applicable

(Bhagavatula Chintamani Rao) **Member, CSR Committee**	**(Nityanand Singh)** **Member, CSR Committee**

Place : New Delhi
Date : 27.08.2026

Annexure-II

CORPORATE SOCIAL RESPONSIBILITY POLICY

A. BACKGROUND

Corporate Social Responsibility (CSR) is not a new concept in India but same was pursued on voluntary basis, however, the Ministry of Corporate Affairs, Government of India has notified Section 135 of the Companies Act, 2013 ('the Act') along with Companies (Corporate Social Responsibility Policy) Rules, 2014 "hereinafter referred as CSR Rules" and other notifications related thereto which makes it mandatory (with effect from 1st April, 2014) for profitable companies who fulfill the criteria as mentioned under Sub Section 1 of Section 135 to comply with the provisions relevant to Corporate Social Responsibility.

B. BNL's PHILOSPHY

Bharat Nidhi Limited ('BNL') considers CSR as its commitment to its stakeholders, including the society at large, to conduct business in an economically, socially and environmentally sustainable manner.

As on April 01, 2016 BNL fulfills the criteria as specified in Section 135 of the Companies Act, 2013 accordingly, BNL is committed to undertake CSR activities in accordance with said provisions and related Rules.

C. OBJECTIVE

Our CSR Policy aims to develop and implement a vision and strategy for BNL's CSR initiatives including formulating, relevant potential CSR activities, their timely and expeditious implementation and establishing an overview mechanism of the activities undertaken / to be undertaken, in synchronization with the various eligible activities prescribed under Schedule VII of the Act.

D. FOCUS AREAS:

The scope of the CSR activities of the Company will cover the areas / activities specified in Schedule VII of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (CSR Rules- 2014) as amended from time to time, and as appended to this Policy as Appendix-1 .

The said Appendix 1 may be revised in line with any amendments/inclusions/exclusions made to Schedule VII of the Act by the Government from time to time.

E. EXCLUSIONS FROM CSR

The following activities shall not form part of the CSR activities of the Company:-

- The activities undertaken in pursuance of the normal course of business of the Company;
- CSR projects/programs or activities that benefit only the employees of the Company and their families;
- Any contribution directly/indirectly made to political party(s) or any funds directed towards political parties or political causes; and
- Any CSR projects/programs or activities undertaken outside India.

F. CSR EXPENDITURE

CSR expenditure shall include all expenditure for projects/programs related to CSR activities approved by the Board on the recommendation of its CSR Committee but does not include any expenditure on an item not in conformity or not in line with the activities which fall within the purview of Appendix 1 attached to the policy.

Further, the surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

G. COMPOSITION OF THE CSR COMMITTEE

The Company's CSR Committee shall presently consist of the following Board Members:

- Mr. Bhagat Ram Goyal - Non Executive Director
- Mr. Chintamani Rao - Non Executive Director
- Mr. Nityanand Singh - Non Executive Director
- Mr. Sunder Hemrajani - Non-Executive Director

H. RESPONSIBILITIES OF THE CSR COMMITTEE

The responsibilities of the CSR Committee include:

- Formulating and recommending to the Board of Directors, the CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act;
- Recommending the amount of expenditure to be spent on the CSR activities to be undertaken by the Company in any year;
- Monitoring and reporting of the CSR activities to the Board from time to time;
- Reviewing the CSR Policy from time to time.

The CSR Committee will have the power to:

- Seek periodical Monitoring and Implementation Reports from the organizations receiving funds from the Company;
- Depute its representatives to co-ordinate with the organizations receiving funds from the Company and to inspect the CSR activities undertaken by them and ensure information in a timely manner.

I. CSR MAINSTAY

The approved CSR activities shall be undertaken by BNL, as projects, or programs, or activities on a case to case basis, through one or more of the following options:

- **A.** By the Company itself; through a not a profit company established under section 8 of the Act or a registered trust or a registered society, established by the company, either singly or alongwith its holding, subsidiary, associate or any other company, or
- **B**. By making contributions to

  B.1 A not for profit Company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government or any entity established under an Act of Parliament or a State legislature.

  B.2 any other not for profit company established under section 8 of the Act or a registered trust or a registered society, other than those specified at B.1, provided that such company or trust or society has an established track record of three years in undertaking similar programs or projects in accordance with Rule 4(2) of CSR Rules, 2014

  B.3 contribution / donation made to such other Organizations / Institutions as may be permitted under the applicable laws from time to time;
- **C**. Collaboration with other Companies(Including subsidiary companies, affiliate companies and Associate companies) for undertaking projects/programs in CSR activities in such manner that the CSR committee of respective companies are in position to report separately on such projects in accordance with Rule of the CSR Rules, 2014;

J. CSR SPEND

The CSR Committee shall plan & recommend eligible CSR amount to be spent in each financial year arrived at by calculating, at least 2% of the average net profit of the Company (on standalone basis) during the immediately preceding three financial years, on CSR activities, projects and programs as mentioned in Appendix 1.

For this purpose, "average net profit" shall be calculated in accordance with the provisions of Section 198 on standalone basis, however same shall be further reduced (if so included) as per rule 2(f),

- Amount of profit from any overseas branch.
- Dividend received from other companies in India.

K. IMPLEMENTATION:

- ❖ The Company will endeavor to spend the requisite amount on the activities specified in Appendix –I to this policy. ;
- ❖ The time period/duration of other project(s)/program(s) shall depend on its nature, extend of coverage and intended impact of such activity.

L. MONITORING AND REPORTING:

- ❖ The Committee will meet at regular intervals as and when deemed fit;
- ❖ An annual report will be made to the CSR Committee which will also include the amount spent during the year and details of the projects / programs/ activities planned for the next year and their respective budgets. This presentation would also include unspent amount, if any, which is being carried forward from earlier/current years to the next year;
- ❖ Records relating to the CSR projects/programs/activities and the CSR Expenditure shall be meticulously maintained.

The Board of Directors of BNL shall review the implementation of CSR on an annual basis.

M. DISCLOSURES

The Directors' Report of the Company shall include a section on CSR outlining the contents of the CSR Policy, composition of the CSR Committee, and other information as required/prescribed under the Act.

In the event that in any particular financial year, company is required to spend amount on CSR, however, for certain reasons, same could not be done, facts of the same and reasons shall be reported in Directors Report.

N. COMPLIANCE WITH LAW

In all such matters as may not be specifically mentioned in this Policy, the Company shall at all times comply with the applicable provisions of the Companies Act, 2013, the Rules & Regulations made and the Notifications, Circulars, Guidelines etc. issued thereunder.

Words and expression used and not defined in the CSR policy but defined in Act shall have the same meaning respectively assigned to them in the Act. Provisions contained in the Act, Rules, Regulations, Notifications, Circulars, Guidelines shall prevail over anything contained in this Policy to the extent latter is contrary to the former.

Appendix 1

i. eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;

ii. promoting education, including special education and employment enhancing vocation skills Especially among children, women, elderly, and the differently abled and livelihood enhancement Projects;

iii. promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

iv. ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river ganga;

v. protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;

vi. measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows

vii. training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;

viii. contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

(ix) (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and

(b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).

x. rural development projects;

xi. Slum area development.

(xii) disaster management, including relief, rehabilitation and reconstruction activities.

NOTE: In undertaking any CSR projects/programs/activities, the Company shall ensure to give preference to the area and areas around which it operates.

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