

BHARAT NIDHI LIMITED

CIN No. U51396DL1942PLC000644

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

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

**To,
The Members,
Bharat Nidhi Limited**

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force) and other applicable laws, rules and regulations, if any, Bharat Nidhi Limited (the “**Company**”) hereby seeks your approval by way of passing of Special Resolution(s) through Postal Ballot/e-voting in respect of the following special business(es):

Detailed explanatory statement setting out the material facts concerning the resolution and Postal Ballot Form along with instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the “**Notice**”).

SPECIAL BUSINESS:

1. Approval for buy back of equity shares

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to a settlement order no. SO / EFD-2 / SD/421/ SEPTEMBER/ 2022 dated September 12, 2022 passed by SEBI and provisions of sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, and Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014, the enabling provisions of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, the consent of the members of the Company be and is hereby accorded for buyback up to 30,958 fully paid-up Equity Shares of Rs. 10/- each of the Company at a price of Rs. 11,229/- (Rupees Eleven Thousand Two Hundred Twenty Nine only) per equity share payable in cash for an aggregate amount of up to Rs. 34,76,27,382/- (Rupees Thirty Four Crores Seventy Six Lacs Twenty Seven Thousand Three Hundred Eighty Two only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its discretion deem necessary, expedient or proper, to be in the best interest of the Company for the implementation of the Buy-back, and to settle any question that may arise in this regard and incidental thereto, carry out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents including Letter of Offer, declaration of solvency, opening of account with a bank, entering into agreements, appointment of consultants/ intermediaries/ agencies, filing of e-form and such other undertakings, agreements, papers, documents and correspondence, as may be necessary for the implementation of the Buy-back with the

Registrar of Companies, and/or other authorities, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its discretion deem fit, to any Director(s)/ Officer(s)/ Authorised Representative(s) of the Company in order to give effect to the aforesaid resolution.”

2. Approval for Investments in the Equity Shares of Ashoka Marketing Limited

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and such other provisions as may be applicable, if any, and the Rules made thereunder, including any statutory modifications or re-enactments thereof, the approval of the members of the Company be and is hereby accorded to acquire equity shares of Ashoka Marketing Limited (AML) at a price of Rs. 9,47,225/- (Rupees Nine Lakhs Forty Seven Thousand Two Hundred Twenty Five only) per equity share from its shareholders, in one or more tranches, aggregating to an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to execute all such documents, instruments, and writings as may be required and also to settle any question or difficulty that may arise in regard to the acquisition of shares and to do all such acts, deeds and things required to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s)/ Officer(s)/ Authorised Representative(s) of the Company in order to give effect to the aforesaid resolution.”

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

Sd/-

Amita Gola

(Company Secretary)

M. No. FCS 5318

**Address: First Floor, Express building
9-10, Bahadurshah Zafar Marg
New Delhi-110002**

Place: New Delhi

Date: September 22, 2022

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business(es) specified above and reasons for the proposed Special Resolution is annexed hereto along with the Postal Ballot Form for your consideration.
2. In accordance with Section 110 of the Companies Act, 2013, the item of business(es) set out in the Notice is proposed to be passed through Postal Ballot, instead of getting it passed at a general meeting. Accordingly, your approval is sought for the resolution(s) contained in this Notice through postal ballot, with an option of remote e-voting.
3. The Board of Directors at their Meeting held on September 22, 2022 has appointed M/s Mohit Bansal & Associates, Company Secretaries (Membership No. FCS 11292 , CP No. 16860), as the Scrutinizer to conduct the voting through postal ballot as well as remote e-voting in accordance with law and in a fair and transparent manner.
4. The Scrutinizer shall after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against the proposed Special Resolution(s) as the case may be.
5. The Scrutinizer will submit his report in writing after completion of scrutiny of postal ballot forms received.
6. The results shall be declared not later than the close of working hours on **Saturday, October 29, 2022** at the Registered Office of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL viz., www.evotingindia.com The date of passing of the Special Resolution(s) shall be the last date specified (i.e. **Wednesday, October 26, 2022**) for receipt of duly completed postal ballot forms or e-voting.
7. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot or e-voting. Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on September 23, 2022, and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
8. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members and the list of beneficial owners as on the **cut -off date i.e. September 23, 2022**.
9. In accordance with the provisions of Section 110 of the Act and the postal ballot rules, notice of the postal ballot may be served on the members through electronic means. Members, who have registered their e-mail ids with the Company or their Depository Participants, are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by registered post, speed post or courier. Members who have received the Postal Ballot Notice by email and who wish to vote through Physical Ballot Form, can download the Postal Ballot Form from the website of the Registrar and Transfer Agent (RTA) of the Company i.e. www.skylinerta.com or CDSL viz., www.evotingindia.com or seek physical Postal Ballot Form from the Registered Office of the Company, fill in the relevant details and send it to the Scrutinizer.
10. A Postal Ballot Form and a self-addressed pre-paid postage envelope are attached to this Notice. The self-addressed pre-paid postage envelope bears the address to which duly completed Postal Ballot Form are to be sent by the members.

11. No member can vote both, by post and e-voting, and if he votes, by both means, his vote by post shall be treated as invalid.
12. The date of dispatch of the notice of postal ballot will be announced through advertisements in at least 1 (one) English newspaper and 1 (one) Hindi newspaper, each with wide circulation in New Delhi, where the Registered Office of the Company is situated.
13. The members are requested to carefully read the instructions and the notes and either: a) return the form duly completed in the attached self-addressed pre-paid postage envelope (the "Envelope"); or b) vote by electronic means in the manner set out herein, in each case, so as to ensure that the duly completed and signed ballot forms reach the Scrutinizer on or before Wednesday, October 26, 2022.
14. The Postal Ballot Notice shall be uploaded on the RTA's website viz., www.skylinerta.com and on the website of CSDL viz., www.evotingindia.com.
15. The decision of the Scrutinizer on the validity of the votes cast through the postal ballot and remote e-voting and any other matter in this regard shall be final and binding.
16. The Special Resolution(s) passed by the Members through Postal Ballot is deemed to have been passed as if that has been passed at a General Meeting of the Members.
17. Relevant documents, if any, referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of announcement of the results of the Postal Ballot.
18. **Instructions for casting votes using the Postal Ballot Form are furnished along with the postal ballot form.**
19. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

The instructions for e – voting are as under:

- (i) The remote e-voting period commences on **Tuesday, September 27, 2022** (9.00 a.m. IST) and ends on **Wednesday, October 26, 2022** (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, 2022 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.
- (ii) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
	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.

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <ol style="list-style-type: none"> 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 is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 1800 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant “Company Name”, i.e. Bharat Nidhi Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

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 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) 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 on 1800 22 55 33.

EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the “Act”)]

ITEM NO.1: BUY BACK OF EQUITY SHARES

The relevant and material information to enable the Members to consider and approve the Special Resolution for buy-back of the Company's shares is set out below:

1. Approval of the Board

The Board of Directors of the Company at its Meeting held on September 22, 2022, subject to the consent of the members of the Company by way of Special Resolution approved the proposal for buy-back of the Company's shares.

2. Objective / Necessity for buy-back

SEBI vide Settlement Order No. SO/EFD-2/SD/421/SEPTEMBER/2002 dated September 12, 2022 (“**SEBI Settlement Order**”) has directed the Company to provide an exit offer to its public shareholders, for a period of three months after the SEBI Settlement Order, at the same exit price at which the exit offer was given by the Company in 2019, subject to enhancement of such exit price, if so directed by the High Court of Delhi in the Writ Petition No. 10756/2019. Copy of the SEBI Settlement Order is available for inspection at Registered Office of the Company.

Thus, the Company for the purpose of providing exit to its public shareholders has decided to undertake buy back of shares.

Accordingly, Board of Directors proposes this buy-back of the Company's equity shares.

3. Class of shares & number of shares for buy-back

The Company intends to buyback 30,958 equity shares (1.067% of total fully paid up equity shares of the Company) of face value of Rs. 10/- each at a price of Rs. 11,229/- (Rupees Eleven Thousand Two Hundred Twenty Nine only) per equity share with the total aggregate amount to be utilized not to exceed Rs. 34,76,27,382/- (Rupees Thirty Four Crore Seventy Six Lac Twenty Seven Thousand Three Hundred Eighty Two only) , which is within the maximum amount that it can buy back pursuant to the limit prescribed under section 68(2)(c) of the Companies Act, 2013, that is 25% of the Company's fully paid-up equity share capital and free reserves as per the provisional financial statements of the Company for the period ended August 31, 2022 with limited review report issued by Company's Auditor.

4. Method of Buy-Back

- (i) The Buy-back is proposed to be implemented by the Company for buy back of equity shares from existing shareholders on a proportionate basis.
- (ii) There will be no buy-back from any persons through negotiated deals through spot transactions or through any private arrangement.
- (iii) The buy back will be implemented in accordance with Section 68 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014.

5. Buy-back Price and the basis of arriving at the price

As directed under the Settlement Order, the Buy-back Price is same at which the earlier exit under buyback was provided by BNL to its public shareholders in 2019, i.e. Rs. 11,229/- (Rupees Eleven Thousand Two Hundred Twenty Nine only) ("Exit Price") per equity share ("Offer Price"), based on the valuation report submitted by the NSE empanelled Independent Valuer, Corporate Professionals Capital Private Limited.

6. The Maximum amount to be paid under buy-back and number of equity shares that the Company proposes to buy-back

The aggregate paid-up share capital and free reserves of the Company as on August 31, 2022 was Rs. 13,905.36 Lacs and under the provisions of the Act, the funds deployed for buy-back shall not exceed 25% of the paid-up capital and free reserves of the Company. Accordingly, the maximum amount that can be utilised in the present buy-back is Rs. 3,476.34 Lacs. The aggregate amount proposed to be paid / utilised for the buy-back is Rs. 3,476.27 Lacs which is equivalent to the maximum amount allowed as aforesaid.

7. Sources of funds from which the buy-back would be financed

The money required for the buy-back will be drawn out of internal funds and free reserves of the Company and will also be met out of the cash/bank balances and/or investments made by the Company in fixed deposits, mutual funds, securities of other body corporates and other funds.

8. Time limit for completion of buy-back

The buy-back is expected to be completed within 12 months from the date of passing of the special resolution under postal ballot as permitted under the Act. Although the Company will endeavour to complete the process at an early date and shall comply with the timelines prescribed under applicable law.

9. Shareholding of the Promoters, Directors and Key Managerial Personnel

- i) There are no Promoters in the Company. Further, there is no shareholding of Directors and Key Managerial Personnel in the Company as on the date of the Notice.
- ii) None of the Directors and Key Managerial Personnel of the Company has purchased or sold any shares of the Company during a period of twelve months preceding September 22, 2022 i.e. the date of board meeting at which buy back was approved nor after that till the date of this notice.
- iii) The maximum and minimum price at which purchases and sales referred to in sub-clause (ii) were made along with the relevant date is not applicable.

10. The ratio of the debt to capital and free reserves of the company after buy-back

As required under the Act, the ratio of the debt, if any, owed by the Company would not be more than twice the share capital and free reserves after the Buyback.

11. This is to confirm that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

12. The Board confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:
- a) That immediately following the date of passing of special resolution through Postal Ballot in this regard, there will be no grounds on which the Company could be found unable to pay its debts;
 - b) As regards its prospects for the year immediately following that date, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the view of the Board, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the aforesaid date; and
 - c) That in forming its opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 2013.
13. A Report dated September 22, 2022 received from M/s A. K. Gutgutia & Co., Chartered Accountants, Statutory Auditors of the Company, addressed to the Board of Directors is reproduced below:

To,

**The Board of Directors
Bharat Nidhi Limited,
First Floor, Express Building,
9-10, Bahadur Shah Zafar Marg,
New Delhi-110 002**

Dear Sir/Madam,

Sub:- Auditors' Report under Rule 17(1)(n) of Companies (Share Capital and Debentures) Rules, 2014

We have been informed that the Board of Directors of Bharat Nidhi Limited ("the Company") having its Registered Office at First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002 in its Meeting held on September 22, 2022, has decided to Buy back the Company's shares as allowed under Section 68(2)(c) of Companies Act, 2013.

In this connection as required by Rule 17(1)(n) of Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the request received from the Company, we report that:

- i. We have enquired into the Company's state of affairs in relation to the unaudited financial statements of the Company for the period ended August 31, 2022 with Limited Review by done us, as considered and taken on record by the Board of Directors in their meeting dt. September 22, 2022.
- ii. The amount of permissible capital payment towards buy-back of equity shares in question as ascertained below, has been properly determined in accordance with section 68 (2)(c) of the Companies Act, 2013 as follows:

A. Maximum Amount Permitted for Buy-Back:-

Particulars	Amount (Rs. In lakh)
Paid-up Equity Share Capital as at August 31, 2022 (A) (equity shares of Rs.10/- each)	290.07
Free Reserves as at August 31, 2022	
- Surplus in Statement of Profit and Loss	12726.20
- Securities Premium Account	Nil
- General Reserves	889.10
Total Free Reserves (B)	13615.30
Total (A + B)	13905.37
Maximum Permissible Amount for the buy-back (i.e. up to 25% of total paid up Equity Share Capital and Free Reserves)	3476.34

B. Maximum Paid up Equity Share Capital for Buy-back:-

Particulars	Amount (Rs. In lakh)
Total Paid up Equity Share Capital as at August 31, 2022	290.07
Maximum Permissible Buy Back of Paid up Equity Share Capital (25% of Paid up Equity Share Capital) in a financial year	72.52

Based on the representations given by the Management and according to the information and explanations given to us, the Board of Directors in its Meeting held on September 22, 2022 formed their opinion, as specified in Rule (17)(1)(m) of Companies (Share Capital and Debentures) Rules, 2014 on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board Meeting held on September 22, 2022 and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration in this connection is unreasonable in all the circumstances.

As per the proviso to the Rule 17(1)(n)(iii) of Companies (Share Capital and Debentures) Rules, 2014, we report that the unaudited financial statements on the basis of which calculation with reference to buy-back is done is not more than six months old from the proposed date of the offer document.

We conducted our verification in accordance with the 'Guidance Note on Audit Reports and Certificates Issued for Special Purposes' issued by the 'Institute of Chartered Accountants of India'. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information. We have not performed an audit, the objective of which would be the expression of an opinion on the specified elements, accounts or items thereof for the purposes of this report.

This report has been issued solely in connection with the proposed buy back of Equity shares of the Company as required by Rule 17(1)(n) of the Companies (Share Capital and Debentures) Rules, 2014 and is not to be issued for any other purpose.

For A. K. Gutgutia & Co.
Chartered Accountants
Firm Registration No : 000012N

Sumit Jain
Partner
M. No. : 099119
UDIN: 22099119AUHQDZ8457

Place : New Delhi
Date : September 22, 2022

14. All the relevant documents referred to in the Explanatory statement will be made available for inspection at the registered office of the Company on all working days during business hours up to and including the last date of voting through Postal Ballot/e-voting.

The Board recommends the Resolution for approval of the members as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any.

ITEM NO. 2: APPROVAL FOR LIMITS OF INVESTMENTS

The Company holds 2,079 equity shares equivalent to 13.90% of the paid-up share capital of Ashoka Marketing Limited (“**AML**”). The Company has received a letter dated September 22, 2022 from AML informing/requesting the following:

1. AML has received a settlement order dated September 12, 2022 (“**AML Settlement order**”), issued by SEBI wherein AML is required to provide an exit offer to the public shareholders of AML for a period of three months, after the settlement order, at the same exit price as was offered in the offer given by AML in 2019, subject to any enhancement of such exit price if so directed by the High Court of Delhi in the Writ Petition No. 10756/2019.
2. The board of directors of AML in its meeting held on September 19, 2022 has approved to provide an exit offer to its public shareholders by way of buy-back of its equity shares, upto 25% of the total paid-up capital and free reserves of AML, subject to the approval of AML’s shareholders.
3. The Exit Price is same at which the earlier exit offer was provided in 2019, by AML to its public shareholders i.e. Rs. 9,47,225/- (Rupees Nine Lakh Forty Seven Thousand Two Hundred Twenty Five only) (“Exit Price”) per equity share of AML, based on the valuation report submitted by the NSE empanelled Independent Valuer, Vivro Financial Services Private Limited.
4. AML has received undertaking from certain public shareholders (holding aggregate of 79.07% shares in AML (excluding BNL shareholding in AML), to continue as shareholders of AML and not exit.
5. Since BNL had provided exit offer to the public shareholders of AML in 2019, AML has now approached the Company seeking its willingness to acquire shares from the remaining public shareholders of AML for a period of two months from the closure of the buy-back offer of AML at the Exit Price, in order to provide them exit under the AML Settlement Order.

The Board of Directors in its meeting held on September 22, 2022 had considered abovesaid AML’s letter and approved acquiring equity shares of AML from the other public shareholders of AML at a price of Rs, 9,47,225/- per share by making investment up to an amount not exceeding Rs. 100 Crores.

Under the provisions of Section 186 of the Companies Act, 2013, the power to make investments in shares, debentures and/or any of the securities of other body corporates, in excess of the limits prescribed under the Companies Act, 2013 (i.e. exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more) can be exercised by the Board of Directors subject to the approval of the members by passing of a Special Resolution.

In view of the provisions of the Companies Act, 2013 discussed above, the Board seeks the approval of the members by means of a special resolution for acquiring equity shares of AML in one or more tranches, post the completion of buy back process of AML, from those shareholders who intend to sell their shares within a period of two months from the closure of buy-back offer of AML. Such acquisition of equity shares shall be at a price of Rs. 9,47,225/- (Rupees Nine Lac Forty Seven Thousand Two Hundred Twenty Five only) per equity share from its shareholders, in one or more tranches, subject to an investment not exceeding Rs. 100 Crores (Rupees One Hundred Crores only).

The funds required for said investment shall be made out of internal funds of the Company available with it in the form of fixed deposits, mutual funds, securities of other body corporates and other funds. The Company does not intend to raise any capital or take any borrowings for the proposed investment.

The proposed investment in AML will consolidate Company's stake in AML for long term growth perspective. Further, the proposed investment shall not affect the solvency of the Company in any manner. Therefore, the Board of Directors recommends the members for passing the said resolution as a Special Resolution.

All the relevant documents referred to in the Explanatory statement will be made available for inspection at the registered office of the Company on all working days during business hours up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel and/or their relatives is concerned or interested, financially or otherwise in the said resolution.

Members are requested to communicate their assent/dissent in writing in Postal Ballot Form attached herewith or through remote e-voting after carefully reading out the instructions set out therein. Please note that the duly completed and signed postal ballot form should be sent to the Scrutinizer appointed by the Company and for this purpose, a pre-addressed envelope is attached herewith.

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

Sd/-

Amita Gola

(Company Secretary)

M.No. FCS 5318

**Address: First Floor, Express building
9-10, Bahadurshah Zafar Marg
New Delhi-110002**

Place: New Delhi

Date: September 22, 2022

BHARAT NIDHI LIMITED

CIN No. U51396DL1942PLC000644

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

POSTAL BALLOT FORM

[To be returned to the Scrutinizer appointed by the Company]

- 1 Name and Address of the :
Shareholder(s) of the first named
Shareholder (in Block Letters)
- 2 Name(s) of Joint holder(s), if any (in :
Block Letters)
- 3 Registered Folio No. / DP ID No. & :
Client ID No.*
(*Applicable to shareholders holding
shares in Dematerialized form)
- 4 Number of shares held :
- 5 I / We hereby exercise my/our vote in respect of the **Special Resolution(s)** to be passed through postal ballot for the special business(es) stated in the Notice dated September 22, 2022 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolution(s) by placing a tick mark (✓) in the appropriate box below.

Description	No. of Shares	I/We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
Approval for Buy back of equity shares of the Company			
Approval for investments in the equity shares of Ashoka Marketing Limited			

Place:

Date:

(Signature of the Member)

E-mail : _____ # Tel./Mobile No. _____
Optional

The Company is pleased to offer all its Members, e-Voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer. However, e-Voting is optional.

ELECTRONIC VOTING PARTICULARS

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facilities. The e-voting instructions are provided in the Postal Ballot Notice of the Company.

As per the above said instructions, the sequence number required to exercise the e-voting right is as under:

Sequence Number (Refer e-Voting instructions contained in the Notice) EVSN - 220926016	
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Facility to exercise vote(s) by means of Postal Ballot, including e-voting, will be available during the following period:

Commencement of voting	End of voting
Tuesday, September 27, 2022 (9.00 a.m. IST)	Wednesday, October 26, 2022 (5.00 p.m. IST)

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS

1. A Member entitled to vote and desirous of exercising his/her/its vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot if deposited in person or sent by courier at the expenses of the Member will also be accepted.
 2. A member may convey his/her/its dissent in the postal ballot form. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (v) in the appropriate column. Assent or dissent received in any other form or manner will not be considered valid.
 3. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
 4. The Postal ballot vote shall not be exercised by a proxy.
 5. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
 6. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution / authority. A member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.
 7. Members are requested to communicate their assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with these instructions in the attached self-addressed postage paid envelope, so as to reach the Scrutinizer M/s Mohit Bansal & Associates, Company Secretaries (Membership No. FCS 11292, CP No. 16860), and Company at their office situated at 73, GF, Amberhai Extension.-1, Dwarka, Sector-19, New Delhi-110075 on or before **5.00 PM of Wednesday, October 26, 2022**. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received.
 8. Members are requested not to send extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.
 9. There will be one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holders.
 10. A member neither needs to use all his/her/its votes nor cast his/her/its votes in the same way.
 11. A member may request for a duplicate Postal Ballot Form, if so required by sending an email to bharatnidhi1@gmail.com. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified above.
 12. Voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on **Cut-off date i.e. September 23, 2022**.
 13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
 14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
 15. The Company is pleased to offer e-voting facility as an alternate option, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated under Notes to the Postal Ballot Notice.
 16. The Postal Ballot Form shall be considered invalid on any of the following grounds:
 - a) It has not been signed by or on behalf of the Member;
 - b) Signature on the form doesn't match the specimen signatures with the Company/Depository Participant;
 - c) It is not possible to determine without any doubt the assent or dissent of the member;
 - d) Neither assent nor dissent is mentioned;
 - e) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
 - f) The envelope containing the Postal Ballot Form is received after the last date prescribed; i.e. **Wednesday, October 26, 2022 (upto 5:00 P.M.);**
 - g) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - h) The Postal Ballot Form is torn, defaced or mutilated in such a manner that the signature of the member could not be verified or it is difficult for the scrutinizer to identify the member or the number of votes cast or to ascertain whether the votes are for 'Assent' or 'Dissent', or one or more of these grounds;
 - i) The member has made any amendment to the Resolution or imposed any condition while exercising his/ her vote.
 - j) A form other than one issued by the Company has been used.
 17. Any query in relation to the proposed resolution to be passed by the Postal Ballot may be addressed to Bharat Nidhi Limited, Ms. Amita Gola – Company Secretary, Address-First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002, Phone: 011-43562982, Email: bharatnidhi1@gmail.com
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