



80TH ANNUAL REPORT

2022-2023

**BHARAT NIDHI
LIMITED**



BHARAT NIDHI LIMITED
CORPORATE INFORMATION

Directors	: Mr. Bhagavatula Chintamani Rao : Mr. Bhagat Ram Goyal : Mr. Nityanand Singh
Company Secretary	: Ms. Amita Gola
Bankers	: HDFC Bank
Statutory Auditors	: M/s A.K. Gutgutia & Co. Chartered Accountants
Internal Auditor	: M/s Thakur Vaidyanath Aiyar & Co., Chartered Accountants
Registrar and Share Transfer Agent	: Skyline Financial Services Private Limited D-153/A, 1st Floor Okhla Industrial Area, Phase – I, New Delhi – 110020
Registered Office	: First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi – 110002

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NOTICE OF 80TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 80TH (EIGHTIETH) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2023 AT 12:30 P.M. THROUGH VIDEO CONFERENCING ("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, 2023 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, 2023.
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.

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

Place: New Delhi
Date : September 04, 2023

Amita Gola
Company Secretary
FCS 5318

NOTES:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, in continuation of general circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred as "MCA Circulars"), MCA has allowed companies to conduct their Annual General Meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM) which are due in the year 2023. In compliance with the above given circulars and guidelines issued by MCA, the Company is conducting its 80th Annual General Meeting (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 atleast 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 2022-23 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 25, 2023. Members may note that Notice and Annual Report 2022-23 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. The AGM has been 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 Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2023.

9. Payment of Dividend:

- (a) The Dividend for the year ended March 31, 2023, 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 20, 2023 (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 20, 2023.
- (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) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to members at the prescribed rates. For the rates of tax deduction at source on dividend prescribed for various categories of Shareholders the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2023-24 does not exceed Rs. 5000/-.
- (e) A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in 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 20, 2023 (upto 5.00 p.m. IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% as per Section 206AA of the Income Tax Act, 1961.
- (f) The Company has already transferred the unclaimed / unpaid amount of the Dividends upto the financial year ended March 31, 2015 to the Investor Education & Protection Fund (IEPF) established by the Central Government as per the provisions of the Companies Act, 2013.
- (g) 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, 2016 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 2, 2023.

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 2, 2023, 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 12, 2023 to this effect.

The Shareholders who have not yet claimed their dividends for the financial year ended March 31, 2016 are therefore, advised to claim their dividend immediately from the Company before November 2, 2023, thereafter no claim shall lie against the Company in respect of the dividend related to the financial year ended March 31, 2016.

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 80th 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 Tuesday, September 26, 2023 (9.00 a.m. IST) and ends on Thursday, September 28, 2023 (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 20, 2023 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 20, 2023. 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 20, 2023. 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. ACS 46112, 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 29, 2023.

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

- (i) 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 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	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 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.

	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.
Individual Shareholders holding securities in demat mode with NSDL	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.
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

(ii) Login method for e-Voting and joining virtual meeting 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) 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) **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.

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 Tuesday, September 26, 2023 (9.00 a.m. IST) and Thursday, September 28, 2023 (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.

BHARAT NIDHI LIMITED

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 Futurexg, 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.

By Order of the Board

For **Bharat Nidhi Limited**

Place: New Delhi
Date : September 04, 2023

Amita Gola
Company Secretary
FCS 5318

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors are pleased to present their 80th (Eightieth) Annual Report together with the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2023.

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

During the year under review, the Company has been engaged in the business of distribution of newspapers in Delhi & NCR. Apart from this, the Company is 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.

As far as the distribution business is concerned, the newspaper industry and the Company have recovered from the effects of Covid -19, the net revenue from business operations is higher as compared to the previous financial year. It is important to mention that this may not have a significant impact on the overall profitability of the Company, as the net margins on the sale of print publications is very nominal. The net profit is derived mainly from interest and dividend earned as well as gain on sale/ switch of investment of its surplus funds deployed. The increase in net profits of the Company in financial Year 2022-23 is on account of the higher other income comprising sale of long term investments and higher dividend income as compared to the previous Financial Year 2021-22.

Key highlights of Financial Year 2022-23 are as under:

A. On Standalone basis:

(Amount Rs. in Lakhs)

Particulars	Financial Year 2022-23	Financial Year 2021-22
Total Income	5,352.28	3,921.48
Less: Total Expenditure	3,594.44	3,021.51
Profit Before Exceptional Items and Tax	1,757.84	899.97
Add: Exceptional Item -Gain/(Loss)	679.79	0.22
Profit Before Tax	1,078.05	900.19
Profit After Tax	815.58	677.34

B. On Consolidated Basis (with Associates)

(Amount Rs. in Lakhs)

Particulars	Financial Year 2022-23	Financial Year 2021-22
Total Income	5352.28	3,921.48
Total Expense	3594.44	3,021.51
Profit Before Exceptional Items and Tax	1757.84	899.97
Add: Exceptional Item -Gain/(Loss)	(679.79)	0.22
Profit before tax	1078.05	900.19
Profit after tax	815.58	677.34
Share in Net Profit / (Loss) of Associates	(4835.00)	21,038.83
Profit / (Loss) after tax and share in Net Profit of Associates	(4019.42)	21,716.17

With effect from September 01, 2023, distribution business of the Company has been discontinued due to termination by Bennett, Coleman & Co. Ltd. (BCCL) of the Dealership Agreement executed between BCCL and the Company, whereby the distribution operations of newspapers and publications of BCCL were being undertaken by the Company. However, this may not have any significant impact on the going concern status and net profits of the company since the net margin in the distribution business is very nominal. 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.

2. DIVIDEND

Your Directors are recommending a dividend of Rs. 0.60 per Equity Share of Rs. 10 each. The total outgo on account of dividend for the financial year 2022-23 amounts to Rs. 17.40 Lakhs.

During the year under review, the unclaimed dividend of Rs. 1.26 Lakhs pertaining to the final dividend for the financial year 2014-15 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, your Company has transferred an amount of Rs. 163.12 Lakhs to Special Reserve as per section 45-IC of the Reserve Bank of India Act, 1934.

4. SHARE CAPITAL

The paid-up share capital of the Company as on March 31, 2023 was Rs. 290.07 Lakhs.

During the year under review, the Company had undertaken a buy back of up to 30,958 equity shares of the Company at a price of Rs.11,229/- per equity share ("Buyback") to provide another exit opportunity to its shareholders by the Company, as per SEBI Settlement Order no. SO/EFD-2/SD/421/SEPTEMBER/2022 dated September 12, 2022. The buy back offer was opened on November 04, 2022 and closed on December 03, 2022. However, due to stay on the finalization of Buy-back Offer imposed by the Hon'ble Bombay High Court (BHC) in the Writ Petitions filed by certain shareholders of the Company, the Buyback Offer is currently pending.

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, 2023 and your Board of Directors have also passed the necessary Resolution for non-acceptance of any Public Deposits during the Financial Year 2023-24.

The Company has also complied with the applicable provisions of "Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) companies Prudential Norms (Reserve Bank) Directions, 2015 and "Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016" and other applicable guidelines/ circulars/ directions of RBI.

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

During the Financial Year ended March 31, 2023, 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, 2023 in Mutual Fund units and Equity Shares etc. including investments covered under Section 186 of the Companies Act, 2013 are given in Note No. 10 (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, 2023 is as follows:

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

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

Mr. Bhagat Ram Goyal was re-appointed as Non-Executive Director of the Company, liable to retire by rotation in the 79th Annual General Meeting (AGM) held on September 27, 2022.

Mr. Bhagavatula Chintamani Rao was re-designated as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation effective May 26, 2022 in the 79th AGM held on September 27, 2022.

Mr. Piyush Garg, Chief Financial Officer (CFO) of the Company has resigned w.e.f. September 01, 2023. The Board places on record its gratitude of the services rendered by him during his tenure as CFO of the Company.

Pursuant to Section 152(6) of the Act, Mr. Bhagavatula Chintamani Rao, Director, shall retire by rotation at the ensuing 80th Annual General Meeting and being eligible offers himself for reappointment.

The Board of Directors of the Company recommends the re-appointment of Mr. Bhagavatula Chintamani Rao as Director of the Company.

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 June 30, 2022, July 12, 2022, August 5, 2022, September 22, 2022, November 01, 2022, and February 22, 2023. 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 have 3 (Three) Committees viz. Audit Committee, 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) Audit Committee:

During the Year under review, 4 (Four) meetings of the Audit Committee were held on June 30, 2022, July 12, 2022, September 22, 2022 and February 22, 2023. The composition of the Audit Committee during the Financial Year 2022-23 is as under:

S. No. Name of the Members

1. Mr. Bhagat Ram Goyal
2. Mr. Bhagavatula Chintamani Rao

3. Mr. Nityanand Singh

B) Stakeholders Relationship Committee:

During the Year under review, 3 (Three) meetings of the Stakeholders Relationship Committee were held i.e. on May 16, 2022, November 21, 2022 and December 13, 2022. The composition of the Stakeholders Relationship Committee during the Financial Year 2022-23 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 July 12, 2022 and February 22, 2023. The composition of the Corporate Social Responsibility Committee during the Financial Year 2022-23 is as under:

S. No. Name of the Members

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

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 annually reviews the Risk Assessment and Management Policy of the Company. The Policy was last reviewed by the Board of Directors at its Meeting held on September 04, 2023. 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 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, 2023:

BHARAT NIDHI LIMITED

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)

The Company has prepared the consolidated Financial Statements for the year ended March 31, 2023 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 loss after tax for the financial year 2022-23, including the loss of Rs. 4,835.00 Lakhs of its Associates Companies, is Rs. 4019.42 Lakhs, which is 120.29% of total loss.

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.

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, 1,425 equity shares of the Company held by 22 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.iepf.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, 2023, on the basis of recommendation of CSR Committee, the Company has made CSR contribution of Rs. 55.56 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 that were entered into by the Company, during the financial year 2022-23, were on an Arm's Length Basis and in the ordinary course of business. There are no material significant related party transactions made by the Company with Directors and Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

The details of Related Party Transactions including the Material Related Party Transaction have been provided in Form AOC -2 marked as **Annexure II**.

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 31 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.

The Company had earlier applied to the Reserve Bank of India (RBI) for the voluntary cancellation of Certificate of Registration (CoR) of the Company as a Non-Banking Financial Company (NBFC), as the Company was not engaged in the business of Non-Banking Financial Institution (NBFI) as defined in Section 45-I(a) of the RBI Act, 1934 ('the Act'), and more than 50% of its revenue was from sale of publication. Hence, the Company was not required to hold a CoR under Section 45-IA of the Act, in terms of Principal Business Criteria. Accordingly, RBI vide its Order dated July 27, 2023 has cancelled the said CoR of the Company as a NBFC.

On September 12, 2022, the Securities and Exchange Board of India (SEBI) had issued three separate settlement orders (Settlement Orders) i.e. (a) SO/EFD-2/SD/421/SEPTEMBER/2022 in the matter of Bharat Nidhi Ltd., (b) SO/EFD-2/SD/422/SEPTEMBER/2022 in the matter of Arth Udyog Ltd., (c) SO/EFD-2/SD/420/SEPTEMBER/2022 in the matter of Ashoka Marketing Ltd., disposing of the three show-cause notices issued by SEBI on October 28, 2020 for alleged violation of certain securities laws and regulations by the Company.

Pursuant to the Settlement Orders, the Company has paid a total of Rs. 691.53 Lakhs to SEBI and also initiated an exit offer by way of buyback of shares under the Companies Act, 2013. The buyback offer is currently pending on account of interim orders passed by the Hon'ble High Court of Bombay.

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, 2023, 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 2022-23 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. 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.

22. 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.

23. ANNUAL RETURN

Since the Company is not maintaining any website, the Annual Return of the Company for the financial year 2022-23 shall be available for inspection of Members at the registered office of the Company.

24. 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

(Bhagat Ram Goyal)
Director
(DIN: 01659885)

(Nityanand Singh)
Director
(DIN: 00288319)

Place: New Delhi

Date : September 04, 2023

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 III.

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

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. 27,77,85,997

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 55,55,720

(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. 55,55,720

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

Total amount spent for the Financial Year (in INR)	Amount Unspent (in INR)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
Rs. 55,56,000	Amount	Date of Transfer	Name of the Fund	Amount	Date of transfer
	Not Applicable				

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(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 hostel block- C7, C8, C9 and C10 at Bennett University	(ii) (Promoting education)	YES	Greater Noida	Uttar Pradesh	19 Months	55,56,000	55,56,000	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				
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. 55,56,000
 (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 2022-23, there was no unspent amount for preceding three financial years)

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(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 hostel block C7, C8, C9 and C10

- (a) **Date of creation or acquisition of the capital asset(s):** 31/03/2023
 (b) **Amount of CSR spent for creation or acquisition of capital asset:** Rs. 55,56,000
 (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
 (d) **Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):** New hostel block C7, C8, C9 and C10 in Bennett University, Plot No. 8-11, Tech Zone II, Greater Noida-201310

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

(Bhagat Ram Goyal)

(Nityanand Singh)

Member, CSR Committee

Member, CSR Committee

Place : New Delhi

Date : September 04, 2023

Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

(a)	Name(s) of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions-	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board:	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2(a). Details of material contracts or arrangement or transactions at arm's length basis

(a)	Name(s) of the related party and nature of relationship:	Bennett, Coleman & Co. Limited (BCCL) – Associate Company
(b)	Nature of contracts / arrangements / transactions	Distribution of Newspaper & Magazines in Delhi & NCR
(c)	Duration of the contracts / arrangements/ transactions	Ongoing
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	1. BCCL shall arrange to deliver their newspapers and periodicals to Bharat Nidhi Limited (BNL) at their own cost, as per the indents of BNL at the addresses specified by BNL within such territory, as agreed.
		2. The publications are sold by BCCL to BNL at prices determined by BCCL.

BHARAT NIDHI LIMITED

		3. BCCL shall send a statement of supplies for each day to BNL, which shall be returned by BNL duly signed together with remittance towards cost of purchase from BCCL in the following manner:- a. Daily publications will be paid on the same day as the date appearing in the issue. If the day on which the payment falls due is a Sunday or a holiday, the payment will be paid on the following working day. b. Each issue of weeklies and fortnightlies will be paid within three days of delivery of the publication. c. Each issue of monthly, annual and other publications will be paid within seven days of delivery of the publication.
		4. The agreement is on a principal-to-principal basis. The unsold copies will be accepted by BCCL and credits for such unsold copies will be given if the copies are returned within the time limit specified from time to time and/or on demand and the copies are not found to have been used or damaged.
		5. BCCL shall provide the necessary infrastructure such as rent free premises with furniture and fixtures, air conditioner, telephone facility and electric connection at their own cost to facilitate the operations.
		6. Any clause/clauses or part/parts of the agreement may be modified by mutual consent of both the parties.
		7. Either party is entitled to terminate the agreement at any time without assigning any reason on 30 days written notice or otherwise, as may be mutually agreed upon between BCCL and BNL.
(e)	Date(s) of approval by the Board, if any:	29 th June 1990 as amended from time to time
(f)	Amount paid as advances, if any:	Nil

For and on behalf of the Board of Directors
BHARAT NIDHI LIMITED

(Bhagat Ram Goyal)
Director
(DIN: 01659885)

(Nityanand Singh)
Director
(DIN: 00288319)

Place : New Delhi
Date : September 04, 2023

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 PHILOSOPHY

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 including contribution to corpus 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 initial members of Company's CSR Committee will be following Board Members:

- ❖ Mr. Bhagat Ram Goyal - Independent Director
- ❖ Mr. Chintamani Rao - Independent Director
- ❖ Mr. Mukesh Gupta - Independent Director
- ❖ Ms. Revati Jain - 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 CSR Committee Members will receive a half yearly Report of the CSR Spend, the Projects/Programs/activities in hand and their progress/status;
- ❖ The Committee will meet atleast twice a year i.e. once every six months and more often if the situation warrants;
- ❖ 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. The CSR policy shall also be available on the website of the Company (www.bharatnidhi.com)

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 have 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;
- 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 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. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- x. rural development projects;
- xi. Slum area development.

NOTE:

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHARAT NIDHI LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **BHARAT NIDHI LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31st, 2023, and the Statement of Profit and Loss, Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Companies Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounts) Rules, 2014 as amended, and other accounting principles generally accepted in India, of the state of the affairs of the Company as at 31st March, 2023 and its profit and the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

We draw attention to the following Notes to standalone financial statements :

- (a) Note No 24 regarding Exceptional Item of Settlement amount paid to Securities and Exchange Board of India (SEBI) amounting to Rs 691.53 lacs in relation to three Show Cause Notices dated 28.10.2020 issued by SEBI for alleged violation of certain securities laws and regulations by the Company .
- (b) Note No 27(b) regarding Buy back offer of the Company for Rs 3476.27 lacs (Rs 4285.39 lacs including applicable tax on buy back) which is currently pending on account of stay order passed by Hon'ble High Court of Bombay and that the relevant

impact on Share Capital and Reserves will be accounted upon finality of the matter in High Court.

Our opinion is not modified in respect of above matter.

Information other than the financial statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. We have obtained all other information prior to the date of this auditors' report. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level

of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- 1) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. The company has adequate internal financial controls over financial reporting system and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid/provided remuneration to its directors during the year.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its standalone financial statements as referred to in Note 27 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
- iv.
- (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- v.
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording

audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For A.K. GUTGUTIA & CO.
Chartered Accountants
FRN 000012N**

**Place: New Delhi
Date: 01.06.2023**

**Sumit Jain
Partner
Membership No 099119
UDIN :23099119BGQNFZ4249**

Annexure “A” referred to in paragraph 1 under the heading “Report on Other Legal and regulatory requirements” to our Independent Auditor’s Report of even date on the Standalone Financial Statements for the year ended March 31, 2023.

- i)
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment.
The Company has not capitalized any Intangible Assets and hence reporting under Clause 3(i)(a) (b) of the Order is not applicable to the Company.
 - (b) As explained to us, physical verification of property, plant and equipment has been carried out by the Company and no discrepancies were noticed on such verification. In our opinion the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
 - (c) The Company does not have any immovable property as at 31st March 2023, hence reporting under clause 3(i)(c) of the Order is not applicable.
 - (d) The Company has not revalued any of its property, plant & equipment during the period under review.
 - (e) According to information and explanations given to us and records provided, no proceedings have been initiated during the year or are pending against the Company as at 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) The Company does not maintain any inventory as per its arrangement for purchase with the supplier. Accordingly, the provisions of clause 3(ii) of the order are not applicable.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in other companies and the same has been disclosed in the financial statements. The Company has not made any investments in firms, or limited liability partnership during the year

The Company has not granted any loans and advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year.

- (a) Based on the audit procedures performed by us and as per the information and explanations given to us, the Company has not provided loans or advances in the nature of loans, or stood guarantee, or provided security to any other entity. Accordingly, reporting under clause 3(iii) (a) of the Order is not applicable to the Company
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year is not prejudicial to the interest of the Company .
- (c) The Company has not provided loans or advances in the nature of loans, or stood guarantee, or provided security to any other entity. Accordingly, reporting under

clause 3(iii) (c), 3(iii) (d), 3(iii) (e) & 3(iii) (f) of the Order is not applicable to the Company

- iv) According to the information, explanations and representations provided by the management and based upon audit procedures performed, the company has not given any loans, guarantees, security covered under Section 185 and Section 186 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Companies Act in respect of investments made during the year.
- v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi) The Central Government has not prescribed the maintenance of Cost records under Sub section (1) of Section 148 of the Act, for the business carried out by the Company. Accordingly, clause 3(vi) of the Order is not applicable to the Company
- vii)
 - (a) According to the books of accounts and records examined by us and the information and explanation given to us, the company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State insurance, income tax, goods and service tax, cess and other statutory dues where applicable. No undisputed arrears of statutory dues were outstanding as on the last date of the financial year for a period of more than six months from the date they become payable.
 - (b) According to the books of accounts and the information and explanations given to us, there are no dues of income tax, goods and service tax which have not been deposited on account of any dispute except:

Name of the Statute	Nature of Dues	Amount (Rs. in lacs)	Amount paid under protest/ adjusted (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Demand u/s 143(3) of Income Tax Act	11.34	9.53	AY 2017-18	Commissioner of Income Tax Appeals, New Delhi
Income Tax Act, 1961	Demand u/s 143(1) of Income Tax Act	226.10	-	AY 2020-21	Commissioner of Income Tax Appeals, New Delhi

- viii) There were no transactions relating to the previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix)
- (a) According to the information and explanation given to us, the Company has not taken any loans or other borrowings from any lender during the year and hence, reporting under clause 3 (ix) (a) of the Order is not applicable
 - (b) As per information and records verified by us, the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company did not obtain any money by way of term loans during the year. Accordingly, reporting under clause (ix)(c) of paragraph 3 of the Order is not applicable.
 - (d) As per information and records provided, on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) On overall examination of the financial statements of the Company and based on representations of the Company, we report that the Company has neither taken any funds from any entity or person during the year nor it has raised funds through issue of shares or borrowings on account of or to meet the obligations of its associate. The Company does not have any subsidiary or joint venture.
 - (f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its associate companies
- x)
- (a) The Company has not raised moneys by way of initial public issue offer or further public offer (including debt instruments) during the year. Therefore, reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.
 - (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, reporting under clause (x)(b) of paragraph 3 of the Order is not applicable
- xi)
- (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company nor any fraud on the Company has been noticed or reported during the year; nor have we been informed of any such instance by the management.

- (b) To the best of our knowledge, no report under sub section (12) of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government during the year and upto the date of this report.
 - (c) The provisions relating to whistle blower are not applicable to the company
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.
- xiii) According to the information and explanations and records made available by the management of the Company and audit procedure performed, for transactions with the related parties during the year, the Company has complied with the provisions of Section 177 and 188 of the Act, where applicable. As explained and as per records, details of related party transactions have been disclosed in the financial statements as per the applicable Accounting Standards.
- xiv)
 - (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system, as required under section 138 of the Companies Act 2013, which commensurate with the size and nature of its business.
 - (b) We have considered the reports issued by the Internal Auditors of the Company during the year and till date, in determining the nature, timing and extent of our audit procedures
- xv) On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the Directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi)
 - (a) The Company is registered as a Non-Banking Finance Company and is holding Certificate of Registration from the Reserve Bank of India since 14.10.2002. While the company is registered as a NBFC, it does not carry on any investment or financing activity as a business operation and also it does not hold or /and accept Public Deposits.
 - (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. However, the Company is not required to hold such Certificate of Registration in terms of its income pattern, as its revenue from the business of sale of newspaper and magazine publications is more than 50% of its total income except for this year and its financial assets has been reduced to less than 50% of the total assets. On 29th October, 2014, the Company had voluntarily made an application to the RBI for surrender of its Certificate of Registration (CoR) as NBFC. During the previous year, the Company has reduced its financial assets below 50% of its total assets as advised by RBI for cancellation of its CoR and sale of investments during the year has further reduced the investment in financial assets. The

cancellation of the Company's CoR is still awaited from the RBI (Refer Note 28 to standalone financial statements)

- (c) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India, Accordingly, clause 3(xvi) (c) and clause 3(xvi)(d) of the Order are not applicable to the Company.
- xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of this audit report and that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx)
- (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

For A.K. GUTGUTIA & CO.
Chartered Accountants
FRN 000012N

Place: New Delhi
Dated:01.06.2023

SUMIT JAIN
Partner
Membership No 099119
UDIN:23099119BGQNFZ4249

Annexure ‘B’ referred to under the heading “Report on other Legal and Regulatory Requirements” to our Independent Auditor’s Report of even date on the Standalone Financial Statements for the year ended March 31, 2023

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Bharat Nidhi Limited** (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to Obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial Controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India"

For A. K. GUTGUTIA & CO.
Chartered Accountants
FRN 000012N

Place: New Delhi
Dated: 01.06.2023

SUMIT JAIN
Partner
Membership No. 099119
UDIN :23099119BGQNFZ4249

To,
The Board of Directors,
Bharat Nidhi Limited
 Ist Floor, Express Building,
 9-10, Bahadurshah Zafar Marg,
 New Delhi – 110 002

Re.: Report Pursuant to Paragraph 3 and 4 of the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016, as issued by The Reserve Bank of India, for the Financial Year ended 31st March, 2023

- A) i) The Company is engaged in non-banking financial institution activity. The Company is duly registered with the Reserve Bank of India (hereinafter referred as 'the Bank') as a NBFC and has obtained the Certificate of Registration No. B-14.00130 dated 14.10.2002.
- ii) It has been noted that as a result of increase in revenue from the business of sale of newspaper and magazine publications, the income from financial assets of the Company has been reduced to less than 50% of its total income. Therefore, the Company is not required to hold such Certificate of Registration in terms of its income pattern. Accordingly, on dated 29th October, 2014, the Company had voluntarily made an application to the RBI for surrender of its Certificate of Registration (CoR) as NBFC. Thereafter, the Company had reduced its financial assets below 50% of its total assets as advised by RBI for cancellation of its CoR. And, before formally cancelling the CoR, RBI has asked the Company to submit its amended Memorandum of Association (MOA) post incorporation of some changes in the objects clause. The Company vide its letter dated June 26, 2019 has accordingly submitted its amended MOA and has again requested RBI for cancellation of the NBFC CoR which is still pending before the RBI.
- iii) The Company is having a net owned fund of Rs. 18286.96 Lakhs as on 01st April, 2023, accordingly the Company is meeting the criteria of minimum required net owned fund of Rs.200 Lakhs as laid down in Master Direction - Non-Banking Financial Company-Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- B) Since the Company does not hold public deposits and neither has it accepted public deposits during the year ended March 31, 2023, therefore, the matters specified in this paragraph are not applicable to the Company.
- C) i) The Board of Directors has passed a resolution dated April 26, 2022 for the non-acceptance of any public deposits during the financial year 2022-23.
- ii) The Company has not accepted any public deposits during the year ended March 31, 2023.

- iii) Since the Company has not accessed any public funds and does not have any customer interface during the year ended 31st March, 2023 and accordingly the Directions related to Prudential Regulations as contained in the Chapter IV of Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 are not applicable to the Company, hence the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts are not applicable to the Company.
 - iv) Since the Company is not a Systemically Important Non-Deposit taking NBFC as defined in "Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016", the matters specified in this paragraph are not applicable to the Company.
 - v) The Company is not classified as NBFC-Micro Financial Institution (MFI) as defined in the "Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- D) Except as discussed and mentioned in above mentioned clause A(ii), the Company has not obtained any specific advice from the bank that it is not required to hold Certificate of Registration from the Bank, the matters specified in this paragraph are not applicable to the Company.

For A. K. GUTGUTIA & CO.
Chartered Accountants
ICAI'S FRN 000012N

Sumit Jain
Partner

Place : New Delhi
Date : June 01, 2023

M. No. 099119
UDIN:23099119BGQNGB9801

BHARAT NIDHI LIMITED

BHARAT NIDHI LIMITED

Regd. Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002
(CIN: U51396DL1942PLC000644)

BALANCE SHEET AS AT MARCH 31, 2023

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	290.07	290.07
Reserves and Surplus	3	18003.43	17205.25
Non Current Liabilities			
Other Long Term Liabilities	4	69.09	70.47
Long Term Provisions	5	17.29	15.99
Current Liabilities			
Trade Payables	6	-	-
Dues to Micro and Small Enterprises			
Dues to Other Creditors		108.60	137.67
Other Current Liabilities	7	45.00	32.66
Short Term Provisions	8	2.11	0.24
Total		18535.59	17752.35
ASSETS			
Non Current Assets			
Property, Plant and Equipment	9	0.58	0.28
Non Current Investments	10	5734.05	4291.97
Deferred Tax Assets (Net)	11	4.92	4.15
Long Term Loans and Advances	12	481.97	510.18
Other Non Current Assets	13	2029.29	-
Current Assets			
Trade Receivables	14	61.76	68.45
Cash and Bank Balances	15	9981.54	12551.37
Short Term Loans and Advances	16	25.18	28.29
Other Current Assets	17	216.30	297.66
Total		18535.59	17752.35
Notes to the Financial Statements	1 - 40		

As per our report of even date attached.

For and on behalf of the Board of Directors

For A. K. Gutgutia & Co.

Chartered Accountants

Firm Registration No. 000012N

Bhagat Ram Goyal

Director

DIN - 01659885

Nityanand Singh

Director

DIN - 00288319

Sumit Jain

Partner

Membership No.099119

Piyush Garg

CFO

PAN - AJAPG3114A

Amita Gola

Company Secretary

PAN - AFYPG8218B

Place : New Delhi

Date : June 01, 2023

BHARAT NIDHI LIMITED

Regd. Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002

(CIN: U51396DL1942PLC000644)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	Note No.	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Income			
Income from Operations	18	3344.56	2753.01
Other Income	19	2007.72	1168.47
Total Income		5352.28	3921.48
Expenses			
Purchase of Stock-in-Trade	20	2614.68	2137.08
Employee Benefits Expenses	21	63.14	71.57
Finance Costs	22	5.04	4.26
Depreciation	9	0.40	0.42
Other Expenses	23	911.18	808.18
Total Expenses		3594.44	3021.51
Profit before Exceptional Items and Tax		1757.84	899.97
Exceptional Items - Expense/(Gain) (net)	24	679.79	-0.22
Profit Before Tax		1078.05	900.19
Tax Expense :			
Current Tax		253.96	222.06
Deferred Tax		-0.77	0.79
Income Tax of earlier years		9.28	-
Total Tax Expense		262.47	222.85
Profit after Tax for the Year		815.58	677.34
Earnings per Equity Share (Face Value of Rs.10 each) :	25		
Basic (in Rs.)		28.12	23.35
Diluted (in Rs.)		28.12	23.35
Notes to the Financial Statements	1 - 40		

As per our report of even date attached.

For A. K. Gutgutia & Co.

Chartered Accountants

Firm Registration No. 000012N

For and on behalf of the Board of Directors

Bhagat Ram Goyal

Director

DIN - 01659885

Nityanand Singh

Director

DIN - 00288319

Sumit Jain

Partner

Membership No.099119

Piyush Garg

CFO

PAN - AJAPG3114A

Amita Gola

Company Secretary

PAN - AFYPG8218B

Place : New Delhi

Date : June 01, 2023

BHARAT NIDHI LIMITED**BHARAT NIDHI LIMITED**

Regd. Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002

(CIN: U51396DL1942PLC000644)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	March 31, 2023	March 31, 2022
A. Cash Flow from Operating Activities:		
Profit/ (-)Loss before Tax	1078.06	900.19
Adjustments for :		
Gain on Sale/Redemption of Current Investments	-7.86	-4.41
Gain on Sale/Redemption/Switch of Non Current Investments	-559.25	-310.57
Dividend Income on Non Current Investment	-799.62	-335.39
Interest Income from Fixed Deposits with Bank	-619.11	-500.36
Interest Income from Perpetual Bonds	-15.44	-8.84
Interest Income on Tax Free Bonds	-2.46	-7.72
Interest Income on Income Tax Refund	-3.62	-
Interest Expense on Income Tax	1.69	0.74
Depreciation on Fixed Assets	0.40	0.42
Assets written Off	-	0.09
Provision Made/(Written back) for Gratuity (net of payment)	2.21	-1.75
Provision Made/(Written back) for Leave Encashment	0.95	-1.56
Provision made/(written back) for diminution in value of Investments	-11.74	-0.22
Operating profit before working capital changes	-935.80	-269.38
Adjustments for changes in working capital:		
Increase/ (-)Decrease in Trade Payables	-29.07	-1.48
Increase/ (-)Decrease in Other Long Term Liabilities	-1.38	-1.33
Increase/ (-)Decrease in Other Current Liabilities	13.47	-75.52
(-)Increase/ Decrease in Trade Receivables	6.69	18.09
(-)Increase/ Decrease in Short Term Loans & Advances	3.11	-7.94
Cash generated from / (-)used in Operations	-942.98	-337.56
Taxes Paid (net of Refunds)	-233.09	-205.89
Net Cash flow from / (-)used in Operating Activities	(A) -1176.07	-543.45
B. Cash Flow from Investing Activities:		
Purchase of Non Current Investments	-4465.00	-550.00
Purchase of Equity Shares	-313.40	-
Purchase of Perpetual Bonds	-	-200.73
Proceeds from Sale/Redemption of Non Current Investments	3329.19	453.11
Proceeds from Sale of Equity shares of TIL	-	248.38
Proceeds from Sale/Redemption of Current Investments	585.98	139.15
Purchase of Fixed Assets(net)	-0.69	-
Principal amount received from Maturity of Tax Free bonds	-	100.00
Dividend Income on Non Current Investment	799.62	335.39
Interest received on Non Current Investments (Tax Free Bonds)	2.46	10.55
Interest received on Perpetual Bonds	15.44	-
Interest received on Fixed Deposits	618.28	457.53
Maturity of Fixed Deposits with Bank	12368.51	10178.40
Deposited into Fixed Deposits with Bank	-11781.02	-10585.89
Net Cash flow from / (-)used in Investing Activities	(B) 1159.35	585.89
C. Cash Flow from Financing Activities:		
Dividend Paid	-17.40	-17.40
Net Cash flow from / (-)used in Financing Activities	(C) -17.40	-17.40
Net Increase/ (-)Decrease in Cash and Cash Equivalents	(A+B+C) -34.12	25.04
Cash and Cash Equivalents at the Beginning of the Year	178.53	153.50
Cash and Cash Equivalents at the End of the Year	144.41	178.54
Closing Cash and Cash Equivalents Comprise :		
Cash on hand	0.21	0.39
Balances with Scheduled Banks:		
In Current Accounts	144.20	178.15
Total	144.41	178.54

"The above Cash Flow Statement has been prepared under the Indirect Method as set out by AS-3 issued by ICAI".

As per our report of even date attached

For and on behalf of the Board of Directors

For A. K. Gutgutia & Co.Chartered Accountants
Firm Registration No. 000012N**Bhagat Ram Goyal**
Director
DIN - 01659885**Nityanand Singh**
Director
DIN - 00288319**Sumit Jain**
Partner
Membership No.099119**Piyush Garg**
CFO
PAN - AJAPG3114A**Amita Gola**
Company Secretary
PAN - AFYPG8218BPlace : New Delhi
Date : June 01, 2023

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023****Note - 1: Significant Accounting Policies****a. Basis of Preparation of Financial Statements**

The Financial Statements of the Company have been prepared under the historical cost convention on accrual basis, unless stated otherwise hereinafter, and in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014, the existing Accounting Standards as notified in the Companies (Accounting Standards) Rules, 2006, as amended from time to time, have been adopted by the Company and disclosures are made in accordance with the requirement of Schedule III of the Companies Act, 2013 as referred under section 129(1) of the Companies Act, 2013. The Accounting Policies have been consistently applied by the Company and are consistent with those used in the previous year.

b. Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of financial statements and the result of operation during the periods.

Actual results could vary from these estimates; estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates is made as and when management becomes aware of the changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. The effect of material changes is disclosed in the notes to accounts.

c. Revenue Recognition

Income is recognized on accrual basis to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured. Where significant uncertainty exists on realization of revenue at the time of accrual, underlying revenue is not recognized to that extent.

Income from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer.

Dividend income from investments in the shares of companies and Mutual Fund units is recognized as and when the Company becomes entitled to it i.e. after the declaration of dividend by the Investee Company / Mutual Fund. Interest income is recognized on accrual basis taking into account, the amount invested and the rate of interest applicable. Interest on tax refund is accounted for on receipt basis.

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023****d. Investments**

Investments held by the Company with an intention to hold the same on long term basis have been classified as long term investments. The long term investments are valued at cost of acquisition, as reduced by provision for diminution in their respective values. Provision for diminution in value of investments is made only if, in the opinion of the management, such decline is other than temporary and is provided for each investment individually.

The current maturities portion of long term investments is shown as Current Investments. Current Investments are carried at cost or market/ quoted value whichever is less.

On disposal of an investment, the difference between the carrying amount determined on average cost basis and the disposal proceeds, net of expenses, is recognized in the Statement of Profit and Loss.

e. Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise Cash at bank, Cash on hand, Stamps in hands and demand deposits with bank with an original maturity of three months or less from the date of acquisition.

f. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

g. Property, Plant and Equipment and Depreciation

Property, Plant and Equipment are stated at cost less accumulated depreciation. Cost includes all incidental expenses incurred to bring assets to their present location.

Depreciation on property, plant and equipment has been provided for on written down value as per rates arrived at based on Useful life and manner prescribed under Schedule II of the Companies Act, 2013. Depreciation for asset purchased/sold during the year is proportionately charged.

h. Inventory

There is no inventory of publications as all unsold publications are returned to the Publisher and the purchase and sale of publications is accounted for on the basis of net sales only.

BHARAT NIDHI LIMITED

Notes to the Financial Statements for the year ended March 31, 2023

i. Tax Expense and Provision for Taxation

Tax expense comprises of current tax and deferred tax. The provision for taxation has been made on the basis of the assessable profits determined under the Income Tax Act, 1961. The current charge for income tax is calculated in accordance with the Provisions of Section 115BAA of Income Tax Act, 1961.

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

j. Provision and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

A disclosure for a contingent liability, if any, is made by way of a Note, when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation can not be made.

k. Employee Benefits

Employee benefits have been recognized in the following manner:-

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, ex-gratia and short term compensated absences etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

Post-employment benefits**Defined contribution plan**

Employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both employees and employer make monthly contributions to the plan at a pre-determined rate of the employee's basic salary. These contributions are made to a Trust administered and managed by a recognized Provident Fund Trust under multi employer plans. Contributions by the Company to Provident Fund are expensed in the Statement of Profit and Loss, when the contributions are due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023****Defined benefit plans**

The Company's gratuity benefit scheme is defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is then further discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation is performed annually by a qualified actuary using the projected unit credit method.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss.

Compensated Leaves

The employees can carry-forward a portion of the unutilized accrued leave and utilize it in future service periods or receive cash compensation on resignation/termination of employment except the amount quantified as current obligation as per the Actuarial Valuation. Since a substantial part of the compensated leaves do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit of such leaves is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

The Company recognises all actuarial gains and losses arising immediately in the Statement of Profit and Loss.

Ex-Gratia

Ex-Gratia to employees is accounted for on payment basis

l. Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares, and accordingly, the Basic Earnings Per Share and Diluted Earnings Per Share are same.

m. Impairment of Assets

The management periodically assesses, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the assets net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023**

impairment loss, if any, is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. The impaired loss recognized in prior accounting periods is reversed/adjusted, if there has been a change in the estimate of the recoverable amount.

n. Current and Non-Current classification

All assets and liabilities have been classified as current and non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within twelve months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the reporting date; or
- (d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

Notes to the Financial Statements for the year ended March 31, 2023**Note - 2: Share Capital****(Amount in Rs. Lakhs, except otherwise stated)**

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised :		
74,60,000 (Previous Year 74,60,000) Equity Shares of Rs.10/- each	746.00	746.00
54,000 (Previous Year 54,000) 6% Cumulative Preference Shares of Rs.100/- each	54.00	54.00
Total	800.00	800.00
Issued :		
29,00,661 (Previous Year 29,00,661) Equity Shares of Rs.10/- each	290.07	290.07
Subscribed & Paid-up :		
29,00,132 (Previous Year 29,00,132) Equity Shares of Rs.10/- each fully paid-up	290.01	290.01
529 (Previous Year 529) Equity Shares of Rs.10/- each, not exchanged (Face Value of Fractional Coupons)	0.06	0.06
Total	290.07	290.07

a) There is no change in the Share Capital during the year. During the year ended 31st March 2020, the Company has bought back 19,590 Nos. of Equity Shares of Rs.10/- each for Rs.11,229/- per equity share under "Buy-back Offer" to provide an exit opportunity to its public shareholders by the Company, pursuant to the Securities and Exchange Board of India ("SEBI") circular dated October 10, 2016, permitting companies on the Dissemination Board to undertake buy-back of shares to provide an exit to their public shareholders.

Also refer Note no. 27(b)- Pursuant to the SEBI Settlement Order in the matter of the Company, the Buy Back offer initiated during the year under consideration, is currently pending on account of stay orders passed by the Hon'ble High Court of Bombay. The relevant impact of Buy-Back Offer on Share Capital and Reserves will be accounted for in the year of finality of the matter in High Court.

During the year ended 31st March, 2018, the Company has cancelled 28,045 Nos. of Forfeited Equity Shares of Rs.10/- each, total paid up amount of Rs.0.73 Lakh. Except these two there is no other change in the Share Capital during the period of five years immediately preceding the date at which the Balance Sheet is prepared.

b) The Company has only one class of Equity Shares having a par value of Rs.10 per Share. Each holder of Equity Shares is entitled to one vote per share.

c) During the year, the Company has paid a Dividend of Rs.0.60 per equity share for the year ended 31st March, 2022. The Board of Directors have recommended a Dividend of Rs. 0.60 per equity share for the year ended 31st March, 2023 (31st March, 2022 : Rs.0.60 per equity share).

d) In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

e) Detail of Shareholders holding more than 5% Shares

Particulars	As at March 31, 2023	As at March 31, 2022
	Number of Shares	Number of Shares
Matrix Merchandise Limited	6,00,000	6,00,000
Mr. Vineet Jain	5,90,000	5,90,000
Sanmati Properties Limited	4,71,588	4,71,588
Ashoka Marketing Limited	3,00,000	3,00,000
Mahavir Finance Limited	2,00,000	2,00,000

(f) Shares held by promoters at the end of the year :

There are no promoters of the company, as such disclosure of promoter's shareholdings is not applicable.

Notes to the Financial Statements for the year ended March 31, 2023
Note - 3 : Reserves and Surplus

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Reserve		
Opening Balance	0.73	0.73
Closing Balance (a)	0.73	0.73
Capital Redemption Reserve		
Opening Balance	55.53	55.53
Closing Balance (b)	55.53	55.53
Other Reserves:		
General Reserve		
Opening Balance	889.10	889.10
Closing Balance (c)	889.10	889.10
Special Reserve (U/s 45-IC of the Reserve Bank of India Act, 1934)		
Opening Balance	3800.38	3664.91
Add: Transferred from Surplus	163.12	135.47
Closing Balance (d)	3963.50	3800.38
Surplus in the Statement of Profit and Loss		
Balance as per last Financial Statements	12459.51	11935.04
Add: Profit after Tax for the Year	815.58	677.34
Less: Appropriations		
Dividend Paid	17.40	17.40
Transferred to Special Reserve	163.12	135.47
Net Surplus in the Statement of Profit and Loss (e)	13094.57	12459.51
Total (a to e)	18003.43	17205.25

Note - 4 : Other Long Term Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits from Sales Agents	69.09	70.47
Total	69.09	70.47

Note - 5 : Long Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
Gratuity	11.85	11.20
Leave Encashment	5.44	4.79
Total	17.29	15.99

BHARAT NIDHI LIMITED

BHARAT NIDHI LIMITED

Notes to the Financial Statements for the year ended March 31, 2023

Note - 6 : Trade Payables

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Dues to Micro and Small Enterprises (Refer Note - 35)	-	-
b) Dues to other Creditors	108.60	137.67
Total	108.60	137.67

Trade Payables ageing schedule

Particulars		Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
a) Undisputed Dues						
(i) MSME	Current FY	-	-	-	-	-
	Previous FY	-	-	-	-	-
(ii) Others	Current FY	108.45	0.08	0.07	-	108.60
	Previous FY	128.55	9.12	-	-	137.67
b) Disputed Dues						
(i) MSME	Current FY	-	-	-	-	-
	Previous FY	-	-	-	-	-
(ii) Others	Current FY	-	-	-	-	-
	Previous FY	-	-	-	-	-

Note - 7 : Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Other Payables		
Statutory Dues	16.53	13.26
Unclaimed Dividends	3.20	4.32
Expenses Payable	18.78	7.64
Advance from Sundry Debtors	6.49	7.44
Total	45.00	32.66

Note - 8 : Short Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
Gratuity	1.73	0.17
Leave Encashment	0.38	0.07
Total	2.11	0.24

BHARAT NIDHI LIMITED

Notes to the Financial Statements for the year ended March 31, 2023

Note - 9 : Property, Plant and Equipment

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2022	Additions during the year	Deletions / Adjustments during the year	As at 31.03.2023	Upto 01.04.2022	For the year	Disposals / Adjustments during the year	Upto 31.03.2023	As at 31.03.2023	As at 31.03.2022
Note Counting Machine	0.81	-	-	0.81	0.77	-	-	0.77	0.04	0.04
Computer Systems	1.82	0.69	-	2.51	1.58	0.40	-	1.98	0.53	0.24
Total	2.63	0.69	0.00	3.32	2.35	0.40	0.00	2.75	0.58	0.28
Previous Year	4.32	-	1.69	2.63	3.53	0.42	1.60	2.35	0.28	0.79

BHARAT NIDHI LIMITED

Notes to the Financial Statements for the year ended March 31, 2023

Note - 10 : Non Current Investments

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	Face Value	Shares/Units in No.	As at March 31, 2023	Shares/Units in No.	As at March 31, 2022
(Long Term - Other than Trade - At Cost, unless stated otherwise)					
QUOTED					
Fully Paid Equity Shares of other than related Companies					
Times Guaranty Ltd.	10	600	0.77	600	0.77
Less:- Provision for Diminution in value of investment*			0.48		0.41
			0.29		0.36
HDFC Bank Ltd.	1	51,58,468	298.09	51,58,468	298.09
PNB Finance & Industries Ltd.	10	5,597	0.00	5,597	0.00
Sub-Total			298.38		298.45
Bonds					
7.72%, Taxable Perpetual Bonds of State Bank of India (Dt. of Maturity 03.09.2026)	1,00,00,000	2	200.73	2	200.73
7.02%, 10 Years, Tax Free Bonds of Housing and Urban Development Corporation Limited (Dt. of Maturity 08.02.2026)	1,000	3,504	35.04	3,504	35.04
Sub-Total			235.77		235.77
Quoted Investments (A)					
			534.15		534.22
UNQUOTED					
Fully Paid Equity Shares of Associate Companies					
Bennett, Coleman & Co. Ltd. (BCCL)	10	7,00,41,600	30.19	7,00,41,600	30.19
Bennett Property Holdings Co. Ltd. (BPHCL)	10	1,16,73,600	-	1,16,73,600	-
(Shares received under a scheme of demerger of BCCL valued at 'NIL' cost)					
Vasuki Properties Ltd.	10	1,07,485	96.24	1,07,485	96.24
Less:- Provision for Diminution in value of investment*			-		11.81
			96.24		84.43
Mahavir Finance Ltd.	100	1,61,000	160.10	1,000	0.10
Matrix Merchandise Ltd.	10	17,94,000	156.01	2,60,000	2.61
Sub-Total			442.54		117.34
Fully Paid Equity Shares of other than related Companies					
Avesthagen Ltd.	7	1,05,591	750.00	1,05,591	750.00
Less:- Provision for Diminution in value of investment*			750.00		750.00
			-		-
The Hindustan Times Ltd.	10	6,080	0.07	6,080	0.07
Arth Udyog Ltd.	10	90,000	6.34	90,000	6.34
Ashoka Marketing Ltd.	100	2,079	817.73	2,079	817.73
Sahujain Services Ltd.	10	500	0.05	500	0.05
TM Investments Ltd.	10	1,40,000	14.02	1,40,000	14.02
Times Publishing House Ltd.	10	24,000	2.41	24,000	2.41
Sub-Total			840.62		840.62
Mutual Fund Units					
ABSL Short Term Fund Direct Growth	10	-	-	2,94,659	85.52
ABSL Floating Rate Fund Direct Growth	100	-	-	3,43,334	850.00
ABSL Liquid Fund Direct Growth	100	2,25,179	800.00	-	-
HDFC Banking & PSU Debt Fund Direct Growth	10	-	-	15,91,470	220.00
HDFC Corporate Bond Fund Regular Growth	10	8,84,302	230.00	-	-
HDFC Liquid Fund Direct Growth	1000	21,362	925.00	-	-
HDFC Short Term Debt Fund Direct Growth	10	-	-	8,84,228	180.00
HDFC Ultra Short Term Fund Direct Growth	10	-	-	6,12,509	75.00
ICICI Prudential Corporate Bond Fund Direct Growth	10	-	-	3,45,921	80.00
ICICI Prudential Gilt Fund Direct Growth	10	10,690	8.28	10,690	8.28
ICICI Prudential Liquid Fund Direct Growth	100	2,09,045	681.88	36,695	111.58
IDFC Corporate Bond Fund Direct Growth	10	-	-	83,46,962	1149.41
Nippon India Liquid Fund Direct Growth	1000	11,130	600.00	-	-
Nippon India Short Term Fund Direct Growth	10	63,941	21.58	1,18,561	40.00
UTI Liquid Cash Plan Direct Growth	1000	17,999	650.00	-	-
Sub-Total			3916.74		2799.79
Unquoted Investments (B)					
			5199.89		3757.75
Total Non- Current Investments (A+B)					
			5734.05		4291.97
Aggregate Book Value of Quoted Investments					
			534.15		534.22
Market Value/NAV of Quoted Investments \$					
			83516.04		77968.05
\$ (Market Value of the Quoted Equity Shares which have not been traded/quoted, has been taken at Net Asset Value based on the last available audited standalone Financials Statements)					
NAV of Unquoted Mutual Fund Units					
			4016.42		3308.47
*Aggregate amount of Provision for diminution in Investments					
			750.48		762.22

BHARAT NIDHI LIMITED

Notes to the Financial Statements for the year ended March 31, 2023

Note- 11 : Deferred Tax Assets (Net)

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Deferred Tax Asset	Deferred Tax Liability	Deferred Tax Asset	Deferred Tax Liability
Deferred Tax Assets (Net) arising on account of:				
Depreciation	0.04	-	0.07	-
Provision for Gratuity	3.42	-	2.86	-
Provision for Leave Encashment	1.46	-	1.22	-
Total	4.92	-	4.15	-
Deferred Tax Assets (Net)	4.92		4.15	
Rounded Off	4.92		4.15	

Note - 12 : Long Term Loans and Advances

Particulars	As at March 31,2023	As at March 31,2022
Others		
(Unsecured, considered good, unless stated otherwise)		
Income Tax Paid (Net of Provisions)	479.70	507.91
Income Tax Deposit under Protest	2.27	2.27
Total	481.97	510.18

Note - 13 : Other Non Current Assets

Particulars	As at March 31,2023	As at March 31,2022
(Unsecured, considered good, unless stated otherwise)		
Fixed Deposits with Bank having maturity of more than 12 months	1947.10	-
Interest Accrued on the Fixed Deposits with Bank*	82.19	-
Total	2029.29	-

* Refer Footnote below Note -15

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Notes to the Financial Statements for the year ended March 31, 2023

Note - 14 : Trade Receivables

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good		
Trade Receivables {Including Receivables from Related Party Rs.55.91 Lakh(P.Y. - Rs. 50.55 Lakh)} (Refer Note - 31)	61.76	68.45
Total	61.76	68.45

Debtors ageing schedule

(Amount in Rs. Lakhs, except otherwise stated)

Particulars		Outstanding for following periods from due date of payment					
		Less than 6 Months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
a) Undisputed Dues							
(i) Considered good	Current FY	61.19	-	-	0.56	-	61.76
	Previous FY	53.94	0.00	4.75	8.73	1.03	68.45
(ii) Considered doubtful	Current FY	-	-	-	-	-	-
	Previous FY	-	-	-	-	-	-
b) Disputed Dues							
(i) considered good	Current FY	-	-	-	-	-	-
	Previous FY	-	-	-	-	-	-
(ii) Considered doubtful	Current FY	-	-	-	-	-	-
	Previous FY	-	-	-	-	-	-

Note - 15 : Cash and Bank Balances

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and Cash Equivalents		
Cash on Hand	0.21	0.39
Bank Balances In Current Accounts	144.20	178.15
(A)	144.41	178.54
Other Bank Balances		
Earmarked Bank Balances In Unclaimed Dividend Accounts	3.20	4.32
Fixed Deposits with Banks having maturity for more than 3 months but less than 12 months*	9833.93	12368.51
(B)	9837.13	12372.83
Total (A + B)	9981.54	12551.37

* There is a lien of Rs.111 Crores on the two Fixed Deposits aggregating to Rs. 117.81 Crores (Rs. 98.34 Crores shown in Note-15 & Rs. 19.47 Crores shown in Note -13) (P.Y. Rs. 123.68 Crores shown in Note-15), in lieu of a Bank Guarantee availed from the HDFC Bank in favour of the National Stock Exchange (NSE) towards an exit offer made by the Company to the public shareholders of Ashoka Marketing Ltd. (AML) post referred to the Dissemination Board of NSE in Feb 2019. Per the rules specified in respect of the exit process of the Dissemination Board of NSE, the value of the bank guarantee corresponds to the equivalent price payable to the public shareholders of AML to whom the exit offer was being offered by the Company. The said Bank Guarantee got expired on September 30, 2020, but the same is yet to be received back from NSE.

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Notes to the Financial Statements for the year ended March 31, 2023

Note - 16 : Short Term Loans and Advances

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
<u>Unsecured, Considered Good</u>		
Recoverable from Related Party (Refer Note - 31)	15.99	24.06
Advance to Sundry Creditors	7.57	2.64
Prepaid Expenses	1.62	1.59
Total	25.18	28.29

Note - 17 : Other Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Interest Accrued on Fixed Deposits with Bank	207.11	288.47
Interest Receivable on Tax Free Bonds	0.35	0.35
Interest Receivable on Perpetual Bonds	8.84	8.84
Total	216.30	297.66

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023****Note - 18 : Income from Operations****(Amount in Rs. Lakhs, except otherwise stated)**

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
<u>Sale of Products</u>		
Sale of Newspapers	2720.23	2228.29
Sale of Services	19.02	-
<u>Other Operating Income</u>		
Delivery Charges Income	605.31	524.72
Total	3344.56	2753.01

Note - 19 : Other Income

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest Income (Tax Free) on Long Term Investments	2.46	7.72
Interest Income on Fixed Deposits with Banks	619.11	500.36
Interest Income on Income Tax Refund	3.62	0.00
Interest Income on Perpetual Bonds	15.44	8.84
(A)	640.63	516.92
Dividend Income on Long Term Investments	799.62	335.39
Gain on Sale/Redemption/Switch of Long Term Investments	559.26	310.57
Gain on Sale/Redemption of Current Investments	7.86	4.41
Excess Provision Written back of Leave Encashment & Gratuity	-	0.84
Sundry Balances/Excess Provision written back (net)	0.30	0.30
Miscellaneous Income	0.05	0.04
(B)	1367.09	651.55
Total (A+B)	2007.72	1168.47

Note - 20 : Purchase of Stock in Trade

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Purchase of Newspapers	2614.68	2137.08
Total	2614.68	2137.08

Note - 21 : Employee Benefits Expenses

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Salaries and Wages	52.53	64.93
Contribution to Provident Fund	2.17	2.17
Gratuity Expenses	3.76	1.57
Leave Encashment Expenses	1.40	-
Employee Welfare Expenses	3.28	2.90
Total	63.14	71.57

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023****Note - 22 : Finance Costs****(Amount in Rs. Lakhs, except otherwise stated)**

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest Expense		
On Security Deposits	3.35	3.52
On Income Tax	1.69	0.74
Total	5.04	4.26

Note - 23 : Other Expenses

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Delivery Charges Expenses	584.10	497.08
Selling & Distribution Expenses	64.46	63.80
Sales Promotion Expenses	-	0.03
Contractual Staff Expenses	0.07	1.41
<u>Payment to Auditors':</u>		
for Audit Fees	0.89	0.81
for Taxation	0.34	0.09
for Other Services	0.23	0.03
Books, Printing & Stationery Charges	0.29	0.38
Directors' Sitting Fees	6.30	5.10
Insurance Expenses	0.36	0.80
Legal & Professional Charges	157.74	145.46
AGM/EGM Expenses	0.98	0.27
Rent	0.01	0.01
Rates, Taxes & Filing Fees	27.31	16.47
Repair & Maintenance	0.83	0.84
Subscription & Membership etc. Fees	0.29	0.17
Travelling & Conveyance Expenses	3.66	4.26
Telephone, Postage & Courier Expenses	0.56	0.52
Advertisement Expenses	0.65	0.33
Prior Period Expenses	3.31	0.08
Assets Written Off	-	0.09
Bank Charges	1.74	3.36
CSR Expenses (Refer Note - 36)	55.56	65.65
Miscellaneous Expenses	1.50	1.14
Total	911.18	808.18

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023****Note - 24 : Exceptional Items - Expense/(Gain) (net)****(Amount in Rs. Lakhs, except otherwise stated)**

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Settlement Amount paid -SEBI*	691.53	-
Provision (written back)/made for Diminution in value of Investments (net)	-11.74	-0.22
Total	679.79	-0.22

*On September 12, 2022, the Securities and Exchange Board of India (SEBI) had issued three separate settlement orders (Settlement Orders) and the Company paid a total of Rs. 691.53 Lakh to SEBI as follows:

(a) SO/EFD-2/SD/421/SEPTEMBER/2022 in the matter of Bharat Nidhi Ltd.- Rs. 243.10 Lakh

(b) SO/EFD-2/SD/422/SEPTEMBER/2022 in the matter of Arth Udyog Ltd.- Rs. 224.21 Lakh,

(c) SO/EFD-2/SD/420/SEPTEMBER/2022 in the matter of Ashoka Marketing Ltd. - Rs. 224.21 Lakh,

disposing of the three show-cause notices issued by SEBI on October 28, 2020 for alleged violation of certain securities laws and regulations by the Company. Pursuant to the Settlement Orders, the Company has also initiated an exit offer by way of buy-back of shares under the Companies Act, 2013. The Buy-Back Offer is currently pending on account of interim stay orders passed by the High Court of Bombay.

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023****Note 25. Earnings Per Share:**

Particulars	As at March 31, 2023	As at March 31, 2022
Net Profit / (Loss) attributable to equity shareholders (in Rs. Lakhs)	815.58	677.34
Weighted Average number of Equity Shares outstanding during the year	29,00,661	29,00,661
Nominal Value Per Equity Share (in Rs.)	10	10
Basic Earnings per Share (in Rs.)	28.12	23.35
Diluted Earnings per Share (in Rs.)	28.12	23.35

Note 26. The movement in Provision for Diminution in Value of Investment is as under:
(Amount in Rs. Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Diminution as at the beginning of the year	762.22	762.44
Add: Provision made during the year	-	-
Less: Provision no longer required	11.74	0.22
Provision for Diminution as at the end of the year	750.48	762.22

Note 27. Contingent Liabilities and Commitments (to the extent not provided for):**a. Contingent Liabilities:-**

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Claim against the Company not acknowledged as Debt	Nil	Nil
Non-funded banking facilities availed by the Company (Bank Guarantee issued by Bank in favour of National Stock Exchange)*	11100.00	11100.00
Disputed Income tax matters demand for A.Y. 2017-18 not acknowledged as debt (against the demand an amount of Rs.2.27 Lakh has been deposited under protest and Refund of Rs. 7.26 Lakh has been adjusted by Income Tax Dept, out of which Rs.5.97 Lakh pertains to A.Y. 2019-20 & Rs. 1.29 Lakh pertains to A.Y. 2021-22)	11.34	11.34
Disputed Income Tax Demand for AY 2020-21, not acknowledged as debt. The Company is in appeal before the Commissioner of Income Tax (Appeals) against the incorrect processing of the ITR u/s 143(1) resulting in the disputed income tax demand)	226.10	226.10

* The Bank Guarantee expired in September 2020, however, it is yet to be released by National Stock Exchange.

b. Commitments:

For buy-back offer of the Company: Rs. 4285.39 Lakh (Previous year – Nil): On September 12, 2022, the Securities and Exchange Board of India (SEBI) had issued a settlement order (Settlement Order) bearing number SO/EFD-2/SD/421/SEPTEMBER/2022, in the matter of a show-cause notice issued by SEBI on October 28, 2020, on the terms, inter-alia, to provide an exit offer to the public shareholders of the Company.

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023**

Pursuant to the Settlement Order and in accordance with applicable laws under the Companies Act, 2013, the Company initiated an exit offer by way of buyback upto 30,958 shares at a same exit price of Rs. 11,229/- per share, as was offered in the offer given by it in the year 2019, having a total consideration of Rs. 3476.27 Lakh (Rs. 4285.39 Lakh including applicable tax on buy-back). The said buy-back offer, which was opened on November 04, 2022 and closed on December 03, 2022 and is currently pending on account of stay orders passed by the Hon'ble High Court of Bombay. The relevant impact of Buy-Back Offer on Share Capital and Reserves will be accounted for in the year of finality of the matter in High Court.

Note 28. Acceptance of Public Deposits and NBFC CoR

During the current year, the Company has not accepted any deposits from Public and the Board of Directors has passed the necessary resolution as required under the RBI Act, 1934. The prudential norms prescribed by Reserve Bank of India (RBI) have been complied with.

Further, currently the Company is registered with RBI as a NBFC in the category of "Not Accepting Public Deposit Investment Company" bearing Registration No. B-14.00130 dated 14.10.2002. The Company had voluntarily made an application on 29th Oct, 2014 to the RBI for surrender of its Certificate of Registration (CoR) as NBFC, as the Company is engaged in the business of distribution of publications and no longer meets the criteria for classification as a NFBC as more than 50% of its revenue is from the sale of publications.

As a follow up to the said application for voluntary surrender of the CoR by the Company, during the month of February 2018, RBI had directed the Company to reduce its financial assets below 50% of its total assets in order to initiate cancellation of the CoR. In accordance with the said directions in June 2018, the Company reduced its financial assets below 50% of its total assets by way of redeeming some of its investments in mutual fund units and depositing the redemption proceeds into Fixed Deposit with Banks. Thereafter, the Company submitted a letter with RBI confirming the compliance of the above requirement. But, before formally cancelling the CoR, RBI had asked the Company to submit its amended Memorandum of Association (MOA) post incorporation of some changes in the objects clause. Accordingly, the Company altered its Memorandum of Association (MOA) by shifting the financial activity clause from its main objects to other objects and has submitted amended MOA with RBI vide its letter dated June 26, 2019 and again requested RBI for cancellation of the NBFC CoR which is still pending before the RBI. The Application for surrender of Certificate of Registration is still pending.

Note: 29. Employee Benefits:

As per Accounting Standard -15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

During the year, the Company has recognised the following amount in the Statement of Profit and Loss:

(a) Defined Contribution Plan

Employer's Contribution to PF Rs. 2.17 Lakh (P.Y. Rs. 2.17 Lakh)

(b) The assumptions used to determine the defined benefit obligations are as follows:

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Discounting Rate	7.38% p.a.	7.00% p.a.	7.38% p.a.	7.00% p.a.
Future Salary Increase	10.00%	8.00%	10.00%	8.00%
Mortality Table	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)
Expected Rate of Return on Plan Assets	N.A.	N.A.	N.A.	N.A.

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023**

Expected Average Remaining working lives of employees	8.86 Years	8.64 Years	8.86 Years	8.64 Years
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The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors on long term basis.

(c) Change in present value of obligation:

Particulars	(Amount in Rs. Lakhs)			
	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Present Value of obligation as at the beginning of year	11.37	13.13	4.86	6.42
Past service cost	-	-	-	-
Current service cost	1.06	0.89	0.60	0.53
Interest cost	0.80	0.85	0.34	0.42
Benefits paid	(1.55)	(3.32)	(0.45)	(0.72)
Actuarial (gain)/loss	1.90	(0.17)	0.46	(1.79)
Present Value of obligation as at the end of year	13.58	11.37	5.81	4.86

(d) Movement in the Liability recognized/(reversed) in the Balance Sheet:

Particulars	(Amount in Rs. Lakhs)			
	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Carrying Amount at the beginning of the year	11.37	13.13	4.86	6.42
Additional Provisions made/(reversed) during the year	3.76	1.57	1.40	(0.84)
Benefits Paid during the year	(1.55)	(3.32)	(0.45)	(0.72)
Carrying Amount at the end of the year	13.58	11.37	5.81	4.86

(e) Expenses recognized/(written back) in the Statement of Profit & Loss:

Particulars	(Amount in Rs. Lakhs)			
	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Current service cost	1.06	0.89	0.60	0.53
Past service cost	--	--	--	--
Interest cost	0.80	0.85	0.34	0.42
Expected return on plan assets	--	--	--	--
Curtailement cost / (Credit)	--	--	--	--
Settlement cost / (credit)	--	--	--	--
Net actuarial (gain) / loss recognized in the period	1.90	(0.17)	0.46	(1.79)
Expenses recognized/(written back) in the Statement of Profit & Loss	3.76	1.57	1.40	(0.84)

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023**

(f) Reconciliation Statement of Expenses in the Statement of Profit and Loss:

(Amount in Rs. Lakhs)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Present value of obligation as at the end of period	13.58	11.37	5.81	4.86
Present value of obligation as at the beginning of the period	11.37	13.13	4.86	6.42
Benefits paid	1.55	3.32	0.45	0.72
Actual return on plan assets	--	--	--	--
Acquisition adjustment	--	--	--	--
Expenses recognized/(written back) in the Statement of Profit & Loss	3.76	1.57	1.40	(0.84)

(g) Bifurcation of Projected Benefit Obligation (PBO) at the end of the year as per Schedule III to the Companies Act, 2013:

(Amount in Rs. Lakhs)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Current Liability	1.73	0.17	0.38	0.07
Non Current Liability	11.85	11.20	5.43	4.79
Total PBO at the end of the year	13.58	11.37	5.81	4.86

(h) Amount for the current year and the previous four years:

(Amount in Rs. Lakhs)

Particulars	31.03.23	31.03.22	31.03.21	31.03.20	31.03.19
<u>Gratuity :</u>					
Present value of obligation as at the end of year	13.58	11.37	13.13	11.90	15.41
Fair value of plan assets					-
Net Assets / (Liability)	(13.58)	(11.37)	(13.13)	(11.90)	(15.41)
Experience adjustment on plan liabilities (loss)/ gain	(0.32)	0.99	0.76	5.30	2.13
<u>Leave Encashment :</u>					
Present value of obligation as at the end of year	5.81	4.86	6.42	5.84	6.69
Fair value of plan assets					-
Net Assets / (Liability)	(5.81)	(4.86)	(6.42)	(5.84)	(6.69)
Experience adjustment on plan liabilities (loss)/ gain	0.41	2.25	0.56	1.76	1.70

Note 30. The Company's operations comprise of only one business segment, viz. 'Distribution of Newspapers and Magazines'. As such, there is no other business segment or geographical segment as per Accounting Standard-17 on "Segment Reporting".

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023****Note 31. Related Party Disclosures**

In accordance with the requirements of Accounting Standard (AS)-18 "Related Party Disclosures", the names of the related party, where control exists or other related parties with whom the Company had transactions, along with the aggregate transactions and year end balances with them as identified and certified by the management are given below:

a) List of Related Parties and Relationships

Name of the Company/ Person	Relationship
M/s Bennett, Coleman & Co. Ltd.	Associate company
Mr. Vineet Jain	Substantial Interest holder
M/s Ashoka Marketing Ltd. and it subsidiary Co. Sanmati Properties Ltd.	Substantial Interest holders
M/s Matrix Merchandise Ltd.	Associate company and Substantial Interest holder in the reporting company
M/s Mahavir Finance Ltd.	Associate company
Mr. Bhagat Ram Goyal	Director
Mr. Nityanand Singh	Director
Mr. B. Chintamani Rao	Director
Mr. Sanket Kumar Aggarwal	KMP (CFO) (Died on 29.04.2021)
Ms. Amita Gola	KMP (Company Secretary)
Mr. Piyush Garg	KMP(CFO) w.e.f 29.06.2021

b) Details of Related Party Transactions during the year in the ordinary course of the business:

(Amount in Rs. Lakhs)

Name of the Party	Nature of Transaction	Amount for the year ended		Amount Outstanding as on	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Ashoka Marketing Ltd.	Dividend Paid	1.80	1.80	-	-
Sanmati Properties Ltd.		2.83	2.83	-	-
Matrix Merchandise Ltd.		3.60	3.60	-	-
Mahavir Finance Ltd.		1.20	1.20	-	-
Mr. Vineet Jain		3.54	3.54	-	-
Bennett, Coleman & Co. Ltd.	Purchases (Net)	2614.68	2137.08	106.67 (Cr.)	135.58 (Cr.)
	Purchase of Subscription newspaper copies	1277.65	1081.38	-	-
	Reimbursements	78.79	71.76	5.21 (Dr.)	19.50 (Dr.)
	Delivery & Service Charges Income	624.33	524.73	66.69 (Dr.)	55.11 (Dr.)
	Sale of Equity Shares of Times Internet Ltd	-	248.38	-	-

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023**

Mr. Nityanand Singh	Director Sitting Fees	2.15	1.75	-	-
Mr. B. Chintamani Rao		2.00	1.60	-	-
Mr. Bhagat Ram Goyal		2.15	1.75	-	-
Mr. Sanket Kumar Aggarwal	Remuneration paid (including perquisites and allowances)	-	10.34	-	-
Ms. Amita Gola		17.44	15.95	-	-
Mr. Piyush Garg		14.87	10.07	-	-
Matrix Merchandise Ltd.	Investment into equity shares of Associate through Rights issue	153.40	-	-	-
Mahavir Finance Ltd.	Investment into equity shares of Associate through Rights issue	160.00	-	-	-

Note 32. During the current year ended March 31, 2023, pursuant to the Provisions under Sections 124 and 125 of the Companies Act, 2013 and such other applicable provisions read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 1,425 nos. of equity shares (Previous Year 4,355 nos.) to the Investor Education and Protection Fund (IEPF), established by the Central Government u/s 125 of the Companies Act 2013, in respect of which the dividend has remained unpaid or unclaimed for seven years or more.

The Company had also separately informed the procedure to these equity shareholders for re-claiming their shares from the IEPF.

Note 33. Bharat Nidhi Limited ("The Company") was transferred from the Calcutta Stock Exchange ("CSE") to the dissemination board ("DB") of National Stock Exchange ("NSE") with effect from February 12, 2019.

Subsequent to the transfer of the Company from CSE to DB of NSE, the Company had provided an exit opportunity to its public shareholders as per SEBI circular dated October 10, 2016.

The Company vide its letter dated October 29, 2019 had filed a completion certificate with NSE mentioning that it has followed the procedure prescribed in the SEBI Circular, for providing the exit opportunity to the public shareholders of the Company and necessary payments have been made to the public shareholders of the Company whose shares were accepted by the Company in the exit offer and requested NSE for removal of its name from the DB of NSE. The Company is awaiting revert from NSE on this letter.

Note 34. During the current year, the Company has provided for Income Tax under normal provisions of Section 115BAA of the Income Tax Act, 1961.

Note 35. The Company has a system of obtaining the confirmations from its suppliers / service providers to identify Micro Enterprises or Small Enterprises under the "The Micro, Small and Medium Enterprises Development Act, 2006". Further, the detail of amounts outstanding to Micro, Small & Medium Enterprises based on information available with the Company is as under:

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023**

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Principal amount due and remaining unpaid	Nil	Nil
Interest due on above and the unpaid Interest	Nil	Nil
Interest paid	Nil	Nil
Payment made beyond the appointed day during the year	Nil	Nil
Interest due and payable for the period of delay	Nil	Nil
Interest accrued and remaining unpaid	Nil	Nil
Amount of further interest remaining due and payable in succeeding year	Nil	Nil
Total	Nil	Nil

Note 36. The Company has incurred the following amounts on the “Corporate Social Responsibility (CSR)” as required under Section 135 of the Companies Act, 2013 on the specified activities as covered under Schedule VII of the Act:

(Amount in Rs. Lakhs)

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
a) Amount required to be spent by the Company during the year	55.56	65.65
b) Amount spent during the year on		
(i) Construction/acquisition of any asset	----	----
(ii) Purposes other than (i) above	55.56	65.65
c) the amount of shortfall at the end of the year out of the amount required to be spent by the company during the year	Nil	Nil
d) The total of previous year's shortfall	Nil	Nil
e) reason for shortfall	N.A.	N.A.
f) nature of CSR activities	Promotion of Education	Promotion of Education
g) details of related party transactions, e.g., contribution to a Trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	N.A.	N.A.

Note 37. Foreign Exchange earnings and outgo during the year are as follows:-

<u>Particulars</u>	<u>Amount (Rs. Lakhs)</u>
Earning	Nil (Previous Year – Nil)
Outgo	Nil (Previous Year – Nil)

Note 38 : Additional regulatory Information (to the extent applicable)

i) No loans or advances in the nature of loans are granted to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.

ii) The company do not hold any benami property during the current or in any preceding financial year and as such no proceedings has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition), Act 1988 (45 of 1988) and rules made thereunder.

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023**

iii) The company has not borrowed from banks or financial institutions on the basis of security of current assets during current and in previous financial year.

iv) The company is not declared willful defaulter by any bank or financial institution or other lender.

v) There is no relationship with struck off companies under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

vi) The company do not have any charges or satisfaction which is to be registered with ROC beyond the statutory period.

vii) The Company does not have any holding, subsidiaries and joint ventures however the Company has associates for which compliance with number of layers prescribed under clause 87 of Section 2 of the Act, read with the Companies (Restriction on number of layers) Rules 2017 has been made.

viii) Analytical Ratios

(Amount in Rs. Lakhs)

Ratio	Numerator	Denominator	Current period (CY)	Previous period (PY)	% variance	Reason for variance
1. Current ratio	Current assets	Current liabilities	66.05: 1	75.90: 1	(-) 12.97%	-
CY	10284.77	155.71				
PY	12945.75	170.57				
2. Debt Equity ratio	Total Debt	Shareholder's Equity	NA	NA	NA	NA
3. Debt Service Coverage ratio	Earnings available for Debt Service	Debt Service	NA	NA	NA	NA
4. Return on Equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	4.56%	3.95%	15.51%	-
CY	815.58	17894.40				
PY	677.34	17165.34				
5. Inventory Turnover ratio	Cost of Goods Sold or Sales	Average Inventory	NA	NA	NA	NA
6. Trade Receivables Turnover ratio	Net Credit Sales	Average Accounts Receivable	51.37	35.53	44.61%	Due to increase in Sales and fall in average receivables
CY	3344.56	65.10				
PY	2753.01	77.49				
7. Trade Payables Turnover ratio	Net Credit Purchases	Average Trade Payables	26.41	19.32	36.69%	Due to increase in Purchases and fall in average payables
CY	3198.78	121.12				
PY	2634.17	136.34				
8. Net Capital Turnover ratio	Net Sales	Average Working Capital	29.20%	23.47%	24.45%	-
CY	3344.56	11452.12				
PY	2753.01	11731.45				

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023**

9.Net Profit ratio	Net Profit	Net Sales	24.39%	24.60%	(-) 0.89%	
CY	815.58	3344.56				
PY	677.34	2753.01				
10. Return on capital employed	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	5.89%	5.14%	14.55%	-
CY	1083.11	18379.87				
PY	904.45	17581.76				
11.Return on Investments (ROI)						
a. Return on Investments in Mutual Funds	(Fair Value at year end/Sale Value during current year)- (Fair Value at the beginning of the year/Purchase Value during the year)	Sum of Weighted Average Investment (by assigning time weights for the investment holding period during the current year)	4.72%	4.84%	(-) 2.48%	-
CY	158.12	3348.11				
PY	155.30	3206.89				
b. Return on Fixed Income Investments	Interest Income	Weighted Average Cost of Investment in Fixed Income Investments	7.59%	8.98%	(-) 15.43%	-
CY	17.90	235.77				
PY	16.56	184.47				
c. Return on Investments in Equity Instruments	Gain on Sale of Equity shares + Dividend	Monthly Average Cost of Investment in Equity shares	54.14%	46.46%	16.51%	
CY	799.62	1477.08				
PY	583.78	1256.40				

ix) The company has not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or any kind of funds), during the year to any other person(s) or entity(ies) including foreign entities ("intermediaries"), with the understanding that the intermediary shall

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or
- provide any guarantee, security or the like on behalf of the "Ultimate Beneficiaries."

x) The company has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Party"), during the year, with the understanding that the company shall

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or
- provide any guarantee, security or the like on behalf of the ultimate beneficiary."

BHARAT NIDHI LIMITED**Notes to the Financial Statements for the year ended March 31, 2023**

xi) The company have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).

xii) The company has not traded or invested in Crypto currency or Virtual Currency during the current financial year.

Note 39. Previous year's figures have been regrouped and / or rearranged, wherever necessary.

Note 40. Figures have been rounded off to Rupees in Lakhs with two decimal places.

As per our report of even date attached

For and on behalf of the Board of Directors

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

Nityanand Singh
Director
DIN - 00288319

Bhagat Ram Goyal
Director
DIN - 01659885

Sumit Jain
Partner
Membership No. 099119

Piyush Garg
CFO
PAN - AJAPG3114A

Amita Gola
Company Secretary
PAN - AFYPG8218B

Place: New Delhi
Date: June 01, 2023

BHARAT NIDHI LIMITED**DISCLOSURE IN THE BALANCE SHEET OF A NON-DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY**

As on 31st March 2023

(as required in terms of Paragraph 18 of Non-Banking Financial Company- Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

(Amount in Rs. Lakhs)

	Particulars		
	Liabilities side :	Amount out-standing	Amount
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
	(a) Debentures : Secured	Nil	Nil
	: Unsecured (other than falling within the meaning of public deposits*)	Nil	Nil
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits	Nil	Nil
	(g) Other Loans (specify nature)	Nil	Nil
(2)	Break up of 1(f) above (outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) in the form of unsecured debentures	Nil	Nil
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil
	(c) Other public deposits	Nil	Nil
	Assets side :		
			Amount outstanding
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
	(a) Secured		Nil
	(b) Unsecured		Nil
(4)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors :		Nil
	(a) Financial lease		Nil
	(b) Operating lease		Nil
	(ii) Stock on hire including hire charges under sundry debtors :		Nil
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	(iii) Other loans counting towards AFC activities		Nil
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil
(5)	Break-up of Investments :		
	Current Investments :		
	1. <u>Quoted</u> :		
	(i) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (Please specify)		Nil
	2. <u>Unquoted</u> :		
	(i) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (Corporate Deposits)		Nil
	Long Term investments :		
	1. <u>Quoted</u> :		
	(i) Shares : (a) Equity		298.38
	(b) Preference		Nil
	(ii) Debentures and Bonds		235.77
	(iii) Units of Mutual Funds		Nil
	(iv) Government Securities		Nil
	(v) Others (Please specify)		Nil

2. Unquoted :				1283.16
(i) Shares :	(a) Equity			Nil
	(b) Preference			Nil
(ii) Debentures and Bonds				3,916.74
(iii) Units of mutual funds				Nil
(iv) Government Securities				Nil
(v) Others (Corporate Deposits)				Nil
(6) Borrower group-wise classification of assets financed as in (3) and (4) above :				
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties	-	-	-
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties.	-	-	-
	2. Other than related parties	Nil	NIL	NIL
	Total	Nil	NIL	NIL
	(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			
		Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries		-	-	
(b) Companies in the same group		3,07,654.72	442.54	
(c) Other related parties		251.90	817.73	
2. Other than related parties		90,396.32	4,473.78	
Total		3,98,302.94	5,734.05	
(8) Other Information				
	Particulars	Amount		
	(i)	Gross Non- performing Assets		
	(a)	Related parties		
	(b)	Other than related parties		
	(ii)	Net Non Performing Assets		
	(a)	Related parties		
	(b)	Other than related parties		
(iii)	Assets acquired in satisfaction of debt.	Nil		

As per our report of even date attached

For and on behalf of the Board of Directors

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

Bhagat Ram Goyal
Director
DIN - 01659885

Nityanand Singh
Director
DIN - 00288319

Sumit Jain
Partner
Membership No.099119

Piyush Garg
CFO
PAN - AJAPG3114A

Amita Gola
Company Secretary
PAN - AFYPG8218B

Place : New Delhi
Date : June 01, 2023

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF
BHARAT NIDHI LIMITED****Report on the Audit of Consolidated Financial Statements****Opinion**

We have audited the accompanying consolidated financial statements of BHARAT NIDHI LIMITED ("the Parent Company"), and its associates (the Parent company and its associates together hereinafter referred to as 'the Group') which comprise the Consolidated Balance Sheet as at March 31st, 2023, and the Consolidated Statement of Profit and Loss, Statement of Consolidated Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements")

In our opinion and to the best of our information and according to the explanations given to us and based on consolidated financial statements and on the other financial information of the associates, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Companies Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounts) Rules, 2014 as amended, and other accounting principles generally accepted in India, of the consolidated state of the affairs of the Parent Company and its Associates as at 31st March, 2023 and its Consolidated Loss and the consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated

financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

Attention is invited to the following Notes to Accounts of the Consolidated Financial Statements:

We draw attention to the following Notes to standalone financial statements :

- (i) Note No 24 regarding Exceptional Item of Settlement amount paid to Securities and Exchange Board of India (SEBI) amounting to Rs 691.53 lacs in relation to three Show Cause Notices dated 28.10.2020 issued by SEBI for alleged violation of certain securities laws and regulations by the Company .
- (ii) Note No 27(b) regarding Buy back offer of the Company for Rs 3476.27 lacs (Rs 4285.39 lacs including applicable tax on buy back) which is currently pending on account of stay order passed by Hon'ble High Court of Bombay and that the relevant impact on Share Capital and Reserves will be accounted upon finality of the matter in High Court.
- (iii) Note - 39 to the Consolidated Financial Statements regarding share in Net Assets and Share of Profit / Loss of Associate Companies
- (a) Net Assets and Share of Profit/ (-) Loss of Associate company namely "Bennett, Coleman & Co. Ltd." (BCCL) upto and for the year ended 31st March 2023 have been considered based on their adjusted net asset/financial results from its audited consolidated financial statements prepared on the basis of Companies (Indian Accounting Standards) Rules, 2015 ('Ind-AS Rules'), after excluding Other Comprehensive Income (OCI) however impact for other differences of accounting principles in accordance with the Companies (Accounting Standards) Rules, 2006 ('IGAAP') are not adjusted as the same are not ascertainable.

Further, out of the total share in Profit /(Loss) of -Rs. 5820.95 lacs of BCCL an amount of (-)Rs. 12541.59 lacs represents share pertaining to FY 2021-22 for differential between consolidated audited figures and unaudited figures of BCCL

- (b) Net Assets and Share of Profit of Associate company namely "Bennett Property Holdings Co. Ltd." (BPHCL) for the year ended 31st March 2023 have been considered based on their adjusted financial results from its unaudited standalone financial statements/financial information prepared on the basis of Companies (Indian Accounting Standards) Rules, 2015 ('Ind-AS Rules'), after excluding Other Comprehensive Income (OCI) as well as impact for other differences of accounting principles in accordance

with the Companies (Accounting Standards) Rules, 2006 (IGAAP) which are ascertainable

Our opinion is not modified in respect of above matters.

Information other than the financial statements and Auditor's Report thereon

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. We have obtained all other information prior to the date of this auditors' report. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

Management's Responsibility for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. The respective Board of Directors of the Parent Company and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the Parent Company and its associates are responsible for assessing the Group's ability to continue as a going concern, disclosing, as

applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors of the Parent Company and its associates either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as

a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

- a) We did not audit the financial statements/ financial information of the following Associate Companies, whose share of Net Profit/ (Loss) pertaining to the Company included in the consolidated financial statements is Rs.-4835.00 lacs for the year ended on 31st March, 2023 as follows:-

(Rs. In Lacs)

S. No.	Name of the Associate Company incorporated in India	Company's Share of Net Profit/(Loss)
A.	<u>Audited</u>	
i.	Vasuki Properties Ltd.	3.09
ii.	Mahavir Finance Ltd.	-135.30
iii	Bennett , Coleman & Co. Ltd (Including Rs. (-) 12541.59 lacs for	-5820.95

	FY 2021-22, as per Note-39 of consolidated financial statement)	
	Sub-total (A)	-5953.16
B.	<u>Unaudited</u>	
i.	Matrix Merchandise Ltd.	- 243.25
ii.	Bennett Property Holdings Company Ltd.	1361.41
	Sub-total (B)	1118.16
	Grand Total (A+B)	-4835.00

- b) The financial statements/financial information of associates stated at A (i), to (iii) above, have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosure included in respect of these associates, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associates is based solely on the reports of other auditors.
- c) The financial statements/financial information of associates stated at B (i) to (ii) reflecting the Company's share of net profit in the above table are unaudited consolidated financial statements & unaudited standalone financial statements respectively and have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associates, is based solely on such unaudited financial statements/financial information provided by the Management.
- d) Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified and furnished to us by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated Financial Statements;

- b) in our opinion proper books of account as required by law relating to the preparation of the aforesaid Consolidation of the Financial Statements have been kept so far as it appears from our examination of those books and reports of other auditors;
- c) the Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- d) in our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the Directors of the Company as on March 31, 2023 taken on record by the Board of Directors of the Parent Company and the report of the statutory auditors of its associate companies incorporated in India, none of the Directors of the Company and such associate companies is disqualified as on March 31, 2023, from being appointed as a Director of that company in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the Internal Financial Controls over the financial reporting of the Parent Company and its associates, and operating effectiveness of such controls, refer to our separate Report in "Annexure - A"; our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the Parent Company and two of its Associate Companies whose audit reports were made available to us has not paid/provided remuneration to its Directors during the year. Whereas one of the Associate Company (Bennett , Coleman & Co Ltd) has paid remuneration to its managing director and executive directors for the year ended 31st March 2023 in excess of the limits laid down under section 197 of the Companies Act aggregating to Rs 119.32 Crores, which has also resulted in exceeding the overall limit of remuneration payable by such Associate Company to its Directors by Rs 118.57 Crores . Such remuneration has been paid subject to approval of shareholders of the Associate Company by way of a special resolution in the ensuing Annual General Meeting in accordance with the requirements of Section 197 read with Schedule V to the Act.

We are unable to comment on the remuneration paid/ provided to directors by two other Associate Companies as referred to in para

(a)(B) (i) to (ii) of Other Matters, since no audit reports are made available to us as these are unaudited financial statements

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 27 (a) to the Consolidated Financial Statements.
- ii. The Parent Company and its associates did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent Company. There were no amounts required to be transferred to Investor Education and Protection Fund by the Associate Companies

iv.

(a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement

v

- (a) The final dividend proposed by the Company in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable. No dividend has been proposed or paid by the Associate Companies.
- (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable. No dividend has been proposed by the Board of Directors of Associate Companies

- vi Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and its Associates, which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

2. As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the standalone/consolidated financial statements of the respective companies included in the Consolidated Financial Statements of the Company:

S.No.	Name of the Company	Relationship	Date of the respective auditor's report	Paragraph number in the respective CARO report
1	Bharat Nidhi Limited	Parent Company	01 June 2023	(xvi) (a)
2	Bennett, Coleman & Co. Ltd	Associate	25 August 2023	(iii) (b) (c) & (d) (xiii)

We are unable to comment upon qualification or adverse comments in respect of two associate companies as referred to in para (a) B(i) to (ii) of Other Matters since no audit reports are available to us, as these are unaudited financial statements

For A.K. GUTGUTIA & CO.
Chartered Accountants
FRN 000012N

Place: New Delhi
Dated: 04.09.2023

SUMIT JAIN
Partner
Membership No 099119
UDIN: 23099119BGQNJA1583

Annexure “A” Referred to in clause (f) under the heading “Report on other Legal & Regulatory Requirements” to the our Independent Auditor’s Report of even date on the consolidated financial statements for the year ended March 31, 2023

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of Bharat Nidhi Limited (hereinafter referred to as “the Company”) and while its three associates namely Vasuki Properties Limited , Mahavir Finance Limited and Bennett, Coleman & Co. Limited have been audited by other auditors, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

1. The respective Board of Directors of the Company and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

2. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

3. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
4. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports as referred to in sub-paragraph (b) under the heading "Other Matters" paragraph to the our Independent Auditor's Report read with paragraph 1 above, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

5. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of Management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

6. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper Management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

7. In our opinion, the Company and its associate companies audited by other auditors, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

Other Matters

8. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the Associate Companies as referred to in sub-paragraph (a) (A) under the heading “Other Matters” paragraph to the Independent Auditor’s Report read with paragraph 1 above, which are companies incorporated in India, is based on the corresponding reports of the other auditors of such associate companies incorporated in India
9. We are unable to comment on the adequacy of the internal financial controls over financial reporting and operating effectiveness of such controls in so far as it relates to Associate Companies namely Bennett Property Holdings Company Limited and Matrix Merchandise Limited as referred to in paragraph (a)(B) under the heading “Other Matters” of our Independent Auditor’s Report read with paragraph above, which are companies incorporated in India, since no audit reports are available to us, as these are unaudited financial statements.

For A.K. GUTGUTIA & CO.
Chartered Accountants
FRN 000012N

Place: New Delhi
Dated: 04.09.2023

SUMIT JAIN
Partner
Membership No 099119
UDIN:23099119BGQNJA1583

BHARAT NIDHI LIMITED

BHARAT NIDHI LIMITED

Regd. Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002
(CIN: U51396DL1942PLC000644)

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	290.07	290.07
Reserves and Surplus	3	366048.62	370085.43
Non Current Liabilities			
Other Long Term Liabilities	4	69.09	70.47
Long Term Provisions	5	17.29	15.99
Current Liabilities			
Trade Payables	6	-	-
Dues to Micro and Small Enterprises		-	-
Dues to Other Creditors		108.60	137.67
Other Current Liabilities	7	45.00	32.66
Short Term Provisions	8	2.11	0.24
Total		366580.78	370632.53
ASSETS			
Non Current Assets			
Property, Plant and Equipment	9	0.58	0.28
Non Current Investments	10	353779.24	357172.15
Deferred Tax Assets (Net)	11	4.92	4.15
Long Term Loans and Advances	12	481.97	510.18
Other Non Current Assets	13	2029.29	-
Current Assets			
Trade Receivables	14	61.76	68.45
Cash and Bank Balances	15	9981.54	12551.37
Short Term Loans and Advances	16	25.18	28.29
Other Current Assets	17	216.30	297.66
Total		366580.78	370632.53
Notes to the Consolidated Financial Statements	1 - 41		

As per our report of even date attached.

For and on behalf of the Board of Directors

For A. K. Gutgutia & Co.

Chartered Accountants

Firm Registration No. 000012N

Nityanand Singh

Director

DIN - 00288319

Bhagat Ram Goyal

Director

DIN - 01659885

Sumit Jain

Partner

Membership No.099119

Amita Gola

Company Secretary

PAN - AFYPG8218B

Place : New Delhi

Date :September 04, 2023

BHARAT NIDHI LIMITED

Regd. Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002

(CIN: U51396DL1942PLC000644)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	Note No.	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Income			
Income from Operations	18	3344.56	2753.01
Other Income	19	2007.72	1168.47
Total Income		5352.28	3921.48
Expenses			
Purchase of Stock-in-Trade	20	2614.68	2137.08
Employee Benefits Expenses	21	63.14	71.57
Finance Costs	22	5.04	4.26
Depreciation	9	0.40	0.42
Other Expenses	23	911.18	808.18
Total Expenses		3594.44	3021.51
Profit before Exceptional Items and Tax		1757.84	899.97
Exceptional Items - Expense/(Gain) (net)	24	679.79	-0.22
Profit Before Tax		1078.05	900.19
Tax Expense :			
Current Tax		253.96	222.06
Deferred Tax		-0.77	0.79
Income Tax of earlier years		9.28	-
Total Tax Expense		262.47	222.85
Profit after Tax before share in Profit/(Loss) of Associates		815.58	677.34
Add: Share in Net Profit/(Loss) of Associates (net)		-4835.00	21038.83
Profit /(Loss) after Tax for the Year		-4019.42	21716.17
Earnings per Equity Share (Face Value of Rs.10 each) :	26		
Basic (in Rs.)		-138.57	748.66
Diluted (in Rs.)		-138.57	748.66
Notes to the Consolidated Financial Statements	1 - 41		

As per our report of even date attached.

For A. K. Gutgutia & Co.

Chartered Accountants

Firm Registration No. 000012N

Sumit Jain

Partner

Membership No.099119

Place : New Delhi

Date :September 04, 2023

For and on behalf of the Board of Directors

Nityanand Singh

Director

DIN - 00288319

Bhagat Ram Goyal

Director

DIN - 01659885

Amita Gola

Company Secretary

PAN - AFYPG8218B

BHARAT NIDHI LIMITED**BHARAT NIDHI LIMITED**

Regd. Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002

(CIN: U51396DL1942PLC000644)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	March 31, 2023	March 31, 2022
A. Cash Flow from Operating Activities:		
Profit/ (-)Loss before Tax	1078.06	900.19
Adjustments for :		
Gain on Sale/Redemption of Current Investments	-7.86	-4.41
Gain on Sale/Redemption/Switch of Non Current Investments	-559.25	-310.57
Dividend Income on Non Current Investment	-799.62	-335.39
Interest Income from Fixed Deposits with Bank	-619.11	-500.36
Interest Income from Perpetual Bonds	-15.44	-8.84
Interest Income on Tax Free Bonds	-2.46	-7.72
Interest Income on Income Tax Refund	-3.62	-
Interest Expense on Income Tax	1.69	0.74
Depreciation on Fixed Assets	0.40	0.42
Assets written Off	-	0.09
Provision Made/(Written back) for Gratuity (net of payment)	2.21	-1.75
Provision Made/(Written back) for Leave Encashment	0.95	-1.56
Provision made/(written back) for diminution in value of Investments	-11.74	-0.22
Operating profit before working capital changes	-935.80	-269.38
Adjustments for changes in working capital:		
Increase/ (-)Decrease in Trade Payables	-29.07	-1.48
Increase/ (-)Decrease in Other Long Term Liabilities	-1.38	-1.33
Increase/ (-)Decrease in Other Current Liabilities	13.47	-75.52
(-)Increase/ Decrease in Trade Receivables	6.69	18.09
(-)Increase/ Decrease in Short Term Loans & Advances	3.11	-7.94
Cash generated from / (-)used in Operations	-942.98	-337.56
Taxes Paid (net of Refunds)	-233.09	-205.89
Net Cash flow from / (-)used in Operating Activities	(A) -1176.07	-543.45
B. Cash Flow from Investing Activities:		
Purchase of Non Current Investments	-4465.00	-550.00
Purchase of Equity Shares	-313.40	-
Purchase of Perpetual Bonds	-	-200.73
Proceeds from Sale/Redemption of Non Current Investments	3329.19	453.11
Proceeds from Sale of Equity shares of TIL	-	248.38
Proceeds from Sale/Redemption of Current Investments	585.98	139.15
Purchase of Fixed Assets(net)	-0.69	-
Principal amount received from Maturity of Tax Free bonds	-	100.00
Dividend Income on Non Current Investment	799.62	335.39
Interest received on Non Current Investments (Tax Free Bonds)	2.46	10.55
Interest received on Perpetual Bonds	15.44	-
Interest received on Fixed Deposits	618.28	457.53
Maturity of Fixed Deposits with Bank	12368.51	10178.40
Deposited into Fixed Deposits with Bank	-11781.02	-10585.89
Net Cash flow from / (-)used in Investing Activities	(B) 1159.35	585.89
C. Cash Flow from Financing Activities:		
Dividend Paid	-17.40	-17.40
Net Cash flow from / (-)used in Financing Activities	(C) -17.40	-17.40
Net Increase/ (-)Decrease in Cash and Cash Equivalents	(A+B+C) -34.12	25.04
Cash and Cash Equivalents at the Beginning of the Year	178.53	153.50
Cash and Cash Equivalents at the End of the Year	144.41	178.54
Closing Cash and Cash Equivalents Comprise :		
Cash on hand	0.21	0.39
Balances with Scheduled Banks:		
In Current Accounts	144.20	178.15
Total	144.41	178.54

"The above Cash Flow Statement has been prepared under the Indirect Method as set out by AS-3 issued by ICAI".

As per our report of even date attached

For and on behalf of the Board of Directors

For A. K. Gutgutia & Co.Chartered Accountants
Firm Registration No. 000012N**Nityanand Singh**
Director
DIN - 00288319**Bhagat Ram Goyal**
Director
DIN - 01659885**Sumit Jain**
Partner
Membership No.099119**Amita Gola**
Company Secretary
PAN - AFYPG8218BPlace : New Delhi
Date :September 04, 2023

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023****Note - 1: Significant Accounting Policies****a. Basis for Preparation of Consolidated Financial Statements**

The Consolidated Financial Statements of the Company have been prepared as a going concern under the historical cost convention on accrual basis, unless stated otherwise hereinafter, and in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014, the existing Accounting Standards as notified in the Companies (Accounting Standards) Rules, 2006, as amended from time to time, have been adopted by the Company and disclosures are made in accordance with the requirements of Schedule III of the Companies Act, 2013 as referred under section 129(1) of the Companies Act, 2013. The Accounting Policies have been consistently applied by the Company and are consistent with those used in the previous year.

b. Principles of Consolidation

The Consolidated Financial Statements consist of Bharat Nidhi Limited ('the Company') and its associate companies. The consolidated financial statements have been prepared on the following basis:

- a) Investments in associates where the Company directly or indirectly through subsidiaries holds 20% or more of the equity of a company, are accounted for using equity method as per Accounting Standard 23 – "Accounting for Investments in Associates in Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006 as amended. In a case where the associate holds 20% or more of the equity of the reporting company (i.e. reciprocal interest or cross-holdings), the consolidated accounts of the associate exclude the holding of the company in which it is getting consolidated.
- b) The Company accounts for its share in net assets of the associates, post-acquisition, after eliminating the unrealized profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its statement of Profit and Loss to the extent such change is attributable to the associates' profit or loss for the year and through its reserves for the balance, based on available information.
- c) The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.
- d) The financial statements of the Company and its associates used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2023.
- e) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are prepared in the same manner as the Company's separate financial statements.

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

The list of associates which are included in the consolidation and the Company's holdings therein are as under:

S. No.	Name of the Company	Ownership in % either directly or through subsidiary, if any	
		2022-23	2021-22
	<u>Associate Companies (Indian)</u>		
1.	Bennett, Coleman & Co. Ltd.	24.41%	24.41%
2.	Bennett Property Holdings Co. Ltd.	24.41%	24.41%
3.	Matrix Merchandise Ltd.	23.90%	23.90%
4.	Mahavir Finance Ltd.	20.00%	20.00%
5.	Vasuki Properties Ltd.	49.99%	49.99%

- c. Investments other than in associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

d. Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of financial statements and the result of operation during the periods.

Actual results could vary from these estimates; estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate change in estimates is made as and when management becomes aware of the changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. The effect of material changes is disclosed in the notes to accounts.

e. Revenue Recognition

Income is recognized on accrual basis to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured. Where significant uncertainty exists on realization of revenue at the time of accrual, underlying revenue is not recognized to that extent.

Income from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer.

Dividend income from investments in the shares of companies and Mutual Fund units is recognized as and when the Company becomes entitled to it i.e. after the declaration of dividend by the Investee Company / Mutual Fund. Interest income is recognized on accrual basis taking into account, the amount invested and the rate of interest applicable. Interest on tax refund is accounted for on receipt basis.

f. Investments

Investments held by the Company with an intention to hold the same on long term basis have been classified as long term investments. The long term investments are valued at cost of acquisition, as reduced by provision for diminution in their respective values. Provision for diminution in value of investments is made only if, in the opinion of the management, such decline is other than temporary and is provided for each investment individually.

The current maturities portion of long term investments is shown as Current Investments. Current Investments are carried at cost or market/ quoted value whichever is less.

BHARAT NIDHI LIMITED

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

On disposal of an investment, the difference between the carrying amount determined on average cost basis and the disposal proceeds, net of expenses, is recognized in the Statement of Profit and Loss.

g. Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise Cash at bank, Cash on hand, Stamps in hands and demand deposits with bank with an original maturity of three months or less from the date of acquisition.

h. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

i. Property, Plant and Equipment and Depreciation

Property, Plant and Equipment are stated at cost less accumulated depreciation. Cost includes all incidental expenses incurred to bring assets to their present location.

Depreciation on property, plant and equipment has been provided for on written down value as per rates arrived at based on Useful life and manner prescribed under Schedule II of the Companies Act, 2013. Depreciation for asset purchased/sold during the year is proportionately charged.

j. Inventory

There is no inventory of publications as all unsold publications are returned to the Publisher and the purchase and sale of publications is accounted for on the basis of net sales only.

k. Tax Expense and Provision for Taxation

Tax expense comprises of current tax and deferred tax. The provision for taxation has been made on the basis of the assessable profits determined under the Income Tax Act, 1961 after considering the applicable tax allowances and exemptions. The current charge for income tax is calculated in accordance with the Provisions of Section 115BAA of Income Tax Act, 1961.

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

l. Provision and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

BHARAT NIDHI LIMITED

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

A disclosure for a contingent liability, if any, is made by way of a Note, when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation can not be made.

m. Employee Benefits

Employee benefits have been recognized in the following manner:-

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, ex-gratia and short term compensated absences etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

Post-employment benefits

Defined contribution plan

Employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both employees and employer make monthly contributions to the plan at a pre-determined rate of the employee's basic salary. These contributions are made to a Trust administered and managed by a recognized Provident Fund Trust under multi employer plans. Contributions by the Company to Provident Fund are expensed in the Statement of Profit and Loss, when the contributions are due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Defined benefit plans

The Company's gratuity benefit scheme is defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is then further discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation is performed annually by a qualified actuary using the projected unit credit method.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss.

Compensated Leaves

The employees can carry-forward a portion of the unutilized accrued leave and utilize it in future service periods or receive cash compensation on resignation/termination of employment except the amount quantified as current obligation as per the Actuarial Valuation. Since a substantial part of the compensated leaves do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit of such leaves is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

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Notes to the Consolidated Financial Statements for the year ended March 31, 2023

The Company recognises all actuarial gains and losses arising immediately in the Statement of Profit and Loss.

Ex-Gratia

Ex-Gratia to employees is accounted for on payment basis

n. Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares, and accordingly, the Basic Earnings Per Share and Diluted Earnings Per Share are same.

o. Impairment of Assets

The management periodically assesses, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the assets net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss, if any, is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. The impaired loss recognized in prior accounting periods is reversed/adjusted, if there has been a change in the estimate of the recoverable amount.

p. Current and Non-Current classification

All assets and liabilities have been classified as current and non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within twelve months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the reporting date; or
- (d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023**Note - 2: Share Capital****(Amount in Rs. Lakhs, except otherwise stated)**

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised :		
74,60,000 (Previous Year 74,60,000) Equity Shares of Rs.10/- each	746.00	746.00
54,000 (Previous Year 54,000) 6% Cumulative Preference Shares of Rs.100/- each	54.00	54.00
Total	800.00	800.00
Issued :		
29,00,661 (Previous Year 29,00,661) Equity Shares of Rs.10/- each	290.07	290.07
Subscribed & Paid-up :		
29,00,132 (Previous Year 29,00,132) Equity Shares of Rs.10/- each fully paid-up	290.01	290.01
529 (Previous Year 529) Equity Shares of Rs.10/- each, not exchanged (Face Value of Fractional Coupons)	0.06	0.06
Total	290.07	290.07

a) There is no change in the Share Capital during the year. During the year ended 31st March 2020, the Company has bought back 19,590 Nos. of Equity Shares of Rs.10/- each for Rs.11,229/- per equity share under "Buy-back Offer" to provide an exit opportunity to its public shareholders by the Company, pursuant to the Securities and Exchange Board of India ("SEBI") circular dated October 10, 2016, permitting companies on the Dissemination Board to undertake buy-back of shares to provide an exit to their public shareholders.

Also refer Note no. 27(b)- Pursuant to the SEBI Settlement Order in the matter of the Company, the Buy Back offer initiated during the year under consideration, is currently pending on account of stay orders passed by the Hon'ble High Court of Bombay. The relevant impact of Buy-Back Offer on Share Capital and Reserves will be accounted for in the year of finality of the matter in High Court.

During the year ended 31st March, 2018, the Company has cancelled 28,045 Nos. of Forfeited Equity Shares of Rs.10/- each, total paid up amount of Rs.0.73 Lakh. Except these two there is no other change in the Share Capital during the period of five years immediately preceding the date at which the Balance Sheet is prepared.

b) The Company has only one class of Equity Shares having a par value of Rs.10 per Share. Each holder of Equity Shares is entitled to one vote per share.

c) During the year, the Company has paid a Dividend of Rs.0.60 per equity share for the year ended 31st March, 2022. The Board of Directors have recommended a Dividend of Rs. 0.60 per equity share for the year ended 31st March, 2023 (31st March, 2022 : Rs.0.60 per equity share).

d) In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

e) Detail of Shareholders holding more than 5% Shares

Particulars	As at March 31, 2023	As at March 31, 2022
	Number of Shares	Number of Shares
Matrix Merchandise Limited	6,00,000	6,00,000
Mr. Vineet Jain	5,90,000	5,90,000
Sanmati Properties Limited	4,71,588	4,71,588
Ashoka Marketing Limited	3,00,000	3,00,000
Mahavir Finance Limited	2,00,000	2,00,000

(f) Shares held by promoters at the end of the year :

There are no promoters of the company, as such disclosure of promoter's shareholdings is not applicable.

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note - 3 : Reserves and Surplus

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Reserve		
Opening Balance	0.73	0.73
Closing Balance (a)	0.73	0.73
Capital Redemption Reserve		
Opening Balance	55.53	55.53
Closing Balance (b)	55.53	55.53
Other Reserves:		
General Reserve		
Opening Balance	889.10	889.10
Closing Balance (c)	889.10	889.10
Special Reserve (U/s 45-IC of the Reserve Bank of India Act, 1934)		
Opening Balance	3800.38	3664.91
Add: Transferred from Surplus	163.12	135.47
Closing Balance (d)	3963.50	3800.38
Share in Accretion/(Depletion) of Reserves of Associates		
Opening Balance	245.58	245.58
Add/(Less): Increase/(Decrease) during the Year	-	-
Closing Balance (e)	245.58	245.58
Surplus in the Statement of Profit and Loss		
Balance as per last Financial Statements	365094.12	343530.82
Add: Profit after Tax for the Year	-4019.42	21716.17
Less: Appropriations		
Dividend Paid	17.40	17.40
Transferred to Special Reserve	163.12	135.47
Net Surplus in the Statement of Profit and Loss (f)	360894.19	365094.12
Total (a to f)	366048.62	370085.43

Note - 4 : Other Long Term Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits from Sales Agents	69.09	70.47
Total	69.09	70.47

Note - 5 : Long Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
Gratuity	11.85	11.20
Leave Encashment	5.43	4.79
Total	17.29	15.99

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Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note - 6 : Trade Payables

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Dues to Micro and Small Enterprises (Refer Note - 35)	-	-
b) Dues to other Creditors	108.60	137.67
Total	108.60	137.67

Trade Payables ageing schedule

(Amount in Rs. Lakhs, except otherwise stated)

Particulars		Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
a) Undisputed Dues						
(i) MSME	Current FY	-	-	-	-	-
	Previous FY	-	-	-	-	-
(ii) Others	Current FY	108.45	0.08	0.07	-	108.60
	Previous FY	128.55	9.12	-	-	137.67
b) Disputed Dues						
(i) MSME	Current FY	-	-	-	-	-
	Previous FY	-	-	-	-	-
(ii) Others	Current FY	-	-	-	-	-
	Previous FY	-	-	-	-	-

Note - 7 : Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Other Payables		
Statutory Dues	16.53	13.26
Unclaimed Dividends	3.20	4.32
Expenses Payable	18.78	7.64
Advance from Sundry Debtors	6.49	7.44
Total	45.00	32.66

Note - 8 : Short Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
Gratuity	1.73	0.17
Leave Encashment	0.38	0.07
Total	2.11	0.24

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Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note - 9 : Property, Plant and Equipment

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2022	Additions during the year	Deletions / Adjustments during the year	As at 31.03.2023	Upto 01.04.2022	For the year	Disposals / Adjustments during the year	Upto 31.03.2023	As at 31.03.2023	As at 31.03.2022
Note Counting Machine	0.81	-	-	0.81	0.77	-	-	0.77	0.04	0.04
Computer Systems	1.82	0.69	-	2.51	1.58	0.40	-	1.98	0.53	0.24
Total	2.63	0.69	-	3.32	2.35	0.40	-	2.76	0.58	0.28
Previous Year	4.32	-	1.69	2.63	3.53	0.42	1.60	2.35	0.28	0.80

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Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note - 10 : Non Current Investments

(Amount in Rs. Lakhs, except otherwise stated)

(Amount in Rs. Lakhs, except otherwise stated)							
Particulars	Face Value	Shares/Units in No.	As at March 31, 2023		Shares/Units in No.	As at March 31, 2022	
(Long Term - Other than Trade - At Cost, unless stated otherwise)							
QUOTED							
Fully Paid Equity Shares of other than related Companies							
Times Guaranty Ltd.	10	600		0.77	600		0.77
Less:- Provision for Diminution in value of investment*				0.48			0.41
				0.29			0.36
HDFC Bank Ltd.	1	51,58,468		298.09	51,58,468		298.09
PNB Finance & Industries Ltd.	10	5,597		0.00	5,597		0.00
Sub-Total				298.38			298.45
Bonds							
7.72%, Taxable Perpetual Bonds of State Bank of India (Dt. of Maturity 03.09.2026)	100,00,000	2		200.73	2		200.73
7.02%, 10 Years, Tax Free Bonds of Housing and Urban Development Corporation Limited (Dt. of Maturity 08.02.2026)	1,000	3,504		35.04	3,504		35.04
Sub-Total				235.77			235.77
Quoted Investments (A)				534.15			534.22
UNQUOTED							
Fully Paid Equity Shares of Associate Companies							
Bennett, Coleman & Co. Ltd. (BCCL)	10	7,00,41,600		316251.68	7,00,41,600		322072.62
Cost of acquisition (excluding of Capital Reserve on acquisition of Rs.27.22 Lakh)			30.19			30.19	
Add: Share of Post acquisition Profits/(Losses) upto date			316221.48			322042.43	
Bennett Property Holdings Co. Ltd. (BPHCL)	10	1,16,73,600		31,511.06	1,16,73,600		30149.65
(Shares received under a scheme of demerger of BCCL valued at 'NIL' cost)							
Cost of acquisition (excluding of Capital Reserve on acquisition of Rs.1167.36 Lakh)			-			-	
Add: Share of Post acquisition Profits/(Losses) upto date			31511.06			30149.65	
Vasuki Properties Ltd.	10	1,07,485		155.35	1,07,485		140.46
Cost of acquisition (including of Goodwill on acquisition of Rs.11.81 Lakh)			96.24			96.24	
Add: Share of Post acquisition Profits/(Losses) upto date			59.12			56.03	
Less:- Provision for Diminution in value of investment*			-			11.81	
Mahavir Finance Ltd.	100	161,000		41.05	1,000		16.35
Cost of acquisition (excluding of Capital Reserve on acquisition of Rs.5.64 Lakh)			160.10			0.10	
Add: Share of Post acquisition Profits/(Losses) upto date			-119.05			16.25	
Matrix Merchandise Ltd.	10	17,94,000		528.59	2,60,000		618.44
Cost of acquisition (excluding of Capital Reserve on acquisition of Rs.23.60 Lakh)			156.01			2.61	
Add: Share of Post acquisition Profits/(Losses) upto date			372.57			615.82	
Sub-Total				348487.73			352997.52
Fully Paid Equity Shares of other than related Companies							
Avesthagen Ltd.	7	1,05,591		750.00	1,05,591		750.00
Less:- Provision for Diminution in value of investment*				750.00			750.00
				-			-
The Hindustan Times Ltd.	10	6,080		0.07	6,080		0.07
Arth Udyog Ltd.	10	90,000		6.34	90,000		6.34
Ashoka Marketing Ltd.	100	2,079		817.73	2,079		817.73
Sahujain Services Ltd.	10	500		0.05	500		0.05
TM Investments Ltd.	10	1,40,000		14.02	1,40,000		14.02
Times Publishing House Ltd.	10	24,000		2.41	24,000		2.41
Sub-Total				840.62			840.62

Contd..

BHARAT NIDHI LIMITED

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note - 10 : Non Current Investments

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	Face Value	Shares/Units in No.	As at March 31, 2023		Shares/Units in No.	As at March 31, 2022	
Mutual Fund Units							
ABSL Short Term Fund Direct Growth	10	-	-		2,94,659		85.52
ABSL Floating Rate Fund Direct Growth	100	-	-		3,43,334		850.00
ABSL Liquid Fund Direct Growth	100	2,25,179	800.00		-		-
HDFC Banking & PSU Debt Fund Direct Growth	10	-	-		15,91,470		220.00
HDFC Corporate Bond Fund Regular Growth	10	8,84,302	230.00		-		-
HDFC Liquid Fund Direct Growth	1000	21,362	925.00		-		-
HDFC Short Term Debt Fund Direct Growth	10	-	-		8,84,228		180.00
HDFC Ultra Short Term Fund Direct Growth	10	-	-		6,12,509		75.00
ICICI Prudential Corporate Bond Fund Direct Growth	10	-	-		3,45,921		80.00
ICICI Prudential Gilt Fund Direct Growth	10	10,690	8.28		10,690		8.28
ICICI Prudential Liquid Fund Direct Growth	100	2,09,045	681.88		36,695		111.58
Bandhan Corporate Bond Fund Direct Growth(erstwhile IDFC Corporate Bond Fund Direct Growth)	10	-	-		83,46,962		1149.41
Nippon India Liquid Fund Direct Growth	1000	11,130	600.00		-		-
Nippon India Short Term Fund Direct Growth	10	63,941	21.58		1,18,561		40.00
UTI Liquid Cash Plan Direct Growth	1000	17,999	650.00		-		-
Sub-Total			3916.74				2799.79
Unquoted Investments (B)			353245.08				356637.93
Total Non- Current Investments (A+B)			353779.24				357172.15
Aggregate Book Value of Quoted Investments			534.15				534.22
Market Value/NAV of Quoted Investments \$			83516.04				77968.05
\$ (Market Value of the Quoted Equity Shares which have not been traded/quoted, has been taken at Net Asset Value based on the last available audited standalone Financials Statements)							
NAV of Unquoted Mutual Fund Units			4016.42				3308.47
*Aggregate amount of Provision for diminution in Investments			750.48				762.22
(NAV of quoted Mutual Fund Units considered as Market Value in the absence of Market Rate)							

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note- 11 : Deferred Tax Assets (Net)

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Deferred Tax Asset	Deferred Tax Liability	Deferred Tax Asset	Deferred Tax Liability
Deferred Tax Assets (Net) arising on account of:				
Depreciation	0.04	-	0.07	-
Provision for Gratuity	3.42	-	2.86	-
Provision for Leave Encashment	1.46	-	1.22	-
Total	4.92	-	4.15	-
Deferred Tax Assets (Net)	4.92		4.15	
Rounded Off	4.92		4.15	

Note - 12 : Long Term Loans and Advances

Particulars	As at March 31, 2023	As at March 31, 2022
Others		
(Unsecured, considered good, unless stated otherwise)		
Income Tax Paid (Net of Provisions)	479.70	507.91
Income Tax Deposit under Protest	2.27	2.27
Total	481.97	510.18

Note - 13 : Other Non Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good, unless stated otherwise)		
Fixed Deposits with Bank having maturity of more than 12 months*	1947.10	-
Interest Accrued on the Fixed Deposits with Bank	82.19	-
Total	2029.29	-

* Refer Footnote below Note -15

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Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note - 14 : Trade Receivables

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
<u>Unsecured, Considered Good</u>		
Trade Receivables (Including Receivables from Related Party Rs.55.91 Lakh (P.Y. - Rs. 50.55 Lakh)) (Refer Note -31)	61.76	68.45
Total	61.76	68.45

Debtors ageing schedule

(Amount in Rs. Lakhs, except otherwise stated)

Particulars		Outstanding for following periods from due date of payment					
		Less than 6 Months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
a) Undisputed Dues							
(i) Considered good	Current FY	61.19	-	-	0.56	-	61.76
	Previous FY	53.94	0.00	4.75	8.73	1.03	68.45
(ii) Considered doubtful	Current FY	-	-	-	-	-	-
	Previous FY	-	-	-	-	-	-
b) Disputed Dues							
(i) considered good	Current FY	-	-	-	-	-	-
	Previous FY	-	-	-	-	-	-
(ii) Considered doubtful	Current FY	-	-	-	-	-	-
	Previous FY	-	-	-	-	-	-

Note - 15 : Cash and Bank Balances

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and Cash Equivalents		
Cash on Hand	0.21	0.39
Bank Balances		
In Current Accounts	144.20	178.15
(A)	144.41	178.54
Other Bank Balances		
Earmarked Bank Balances		
In Unclaimed Dividend Accounts	3.20	4.32
Fixed Deposits with Banks having maturity for more than 3 months but less than 12 months *	9833.93	12368.51
(B)	9837.13	12372.83
Total (A + B)	9981.54	12551.37

* There is a lien of Rs.111 Crores on the two Fixed Deposits aggregating to Rs. 117.81 Crores (Rs. 98.34 Crores shown in Note-15 & Rs. 19.47 Crores shown in Note -13) (P.Y. Rs. 123.68 Crores shown in Note-15), in lieu of a Bank Guarantee availed from the HDFC Bank in favour of the National Stock Exchange (NSE) towards an exit offer made by the Company to the public shareholders of Ashoka Marketing Ltd. (AML) post referred to the Dissemination Board of NSE in Feb 2019. Per the rules specified in respect of the exit process of the Dissemination Board of NSE, the value of the bank guarantee corresponds to the equivalent price payable to the public shareholders of AML to whom the exit offer was being offered by the Company. The said Bank Guarantee got expired on September 30, 2020, but the same is yet to be received back from NSE.

Note - 16 : Short Term Loans and Advances

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
<u>Unsecured, Considered Good</u>		
Recoverable from Related Party (Refer Note - 31)	15.99	24.06
Advance to Sundry Creditors	7.57	2.64
Prepaid Expenses	1.62	1.59
Total	25.18	28.29

Note - 17 : Other Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Interest Accrued on Fixed Deposits with Bank	207.11	288.47
Interest Receivable on Tax Free Bonds	0.35	0.35
Interest Receivable on Perpetual Bonds	8.84	8.84
Total	216.30	297.66

BHARAT NIDHI LIMITED

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

Note - 18 : Income from Operations

(Amount in Rs. Lakhs, except otherwise stated)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
<u>Sale of Products</u>		
Sale of Newspapers	2720.23	2228.29
<u>Sale of Services</u>	19.02	-
<u>Other Operating Income</u>		
Delivery Charges Income	605.31	524.72
Total	3344.56	2753.01

Note - 19 : Other Income

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest Income (Tax Free) on Long Term Investments	2.46	7.72
Interest Income on Fixed Deposits with Banks	619.11	500.36
Interest Income on Income Tax Refund	3.62	-
Interest Income on Perpetual Bonds	15.44	8.84
(A)	640.63	516.92
Dividend Income on Long Term Investments	799.62	335.39
Gain on Sale/Redemption/Switch of Long Term Investments	559.26	310.57
Gain on Sale/Redemption of Current Investments	7.86	4.41
Excess Provision Written back of Leave Encashment & Gratuity	-	0.84
Sundry Balances/Excess Provision written back (net)	0.30	0.30
Miscellaneous Income	0.05	0.04
(B)	1367.09	651.55
Total (A+B)	2007.72	1168.47

Note - 20 : Purchase of Stock in Trade

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Purchase of Newspapers	2614.68	2137.08
Total	2614.68	2137.08

Note - 21 : Employee Benefits Expenses

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Salaries and Wages	52.53	64.93
Contribution to Provident Fund	2.17	2.18
Gratuity Expenses	3.76	1.57
Leave Encashment Expenses	1.40	-
Employee Welfare Expenses	3.28	2.90
Total	63.14	71.57

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023****Note - 22 : Finance Costs****(Amount in Rs. Lakhs, except otherwise stated)**

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest Expense		
On Security Deposits	3.35	3.52
On Income Tax	1.69	0.74
Total	5.04	4.26

Note - 23 : Other Expenses

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Delivery Charges Expenses	584.10	497.08
Selling & Distribution Expenses	64.46	63.80
Sales Promotion Expenses	-	0.03
Contractual Staff Expenses	0.07	1.41
<u>Payment to Auditors':</u>		
for Audit Fees	0.89	0.81
for Taxation	0.34	0.09
for Other Services	0.24	0.03
Books, Printing & Stationery Charges	0.29	0.38
Directors' Sitting Fees	6.30	5.10
Insurance Expenses	0.36	0.80
Legal & Professional Charges	157.74	145.46
AGM/EGM Expenses	0.98	0.27
Rent	0.01	0.01
Rates, Taxes & Filing Fees	27.31	16.47
Repair & Maintenance	0.83	0.84
Subscription & Membership etc. Fees	0.29	0.17
Travelling & Conveyance Expenses	3.66	4.26
Telephone, Postage & Courier Expenses	0.56	0.52
Advertisement Expenses	0.65	0.33
Prior Period Expenses	3.31	0.08
Assets Written Off	-	0.09
Bank Charges	1.74	3.36
CSR Expenses (Refer Note - 36)	55.56	65.65
Miscellaneous Expenses	1.50	1.14
Total	911.18	808.18

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023****Note - 24 : Exceptional Items - Expense/(Gain) (net) (Amount in Rs. Lakhs, except otherwise stated)**

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Settlement Amount paid -SEBI*	691.53	-
Provision written back/(made) for Diminution in value of Investments (net)	-11.74	-0.22
Total	679.79	-0.22

*On September 12, 2022, the Securities and Exchange Board of India (SEBI) had issued three separate settlement orders (Settlement Orders) and the Company paid a total of Rs. 691.53 Lakh to SEBI as follows:

- (a) SO/EFD-2/SD/421/SEPTEMBER/2022 in the matter of Bharat Nidhi Ltd.- Rs. 243.10 Lakh
 - (b) SO/EFD-2/SD/422/SEPTEMBER/2022 in the matter of Arth Udyog Ltd.- Rs. 224.21 Lakh,
 - (c) SO/EFD-2/SD/420/SEPTEMBER/2022 in the matter of Ashoka Marketing Ltd. - Rs. 224.21 Lakh,
- disposing of the three show-cause notices issued by SEBI on October 28, 2020 for alleged violation of certain securities laws and regulations by the Company. Pursuant to the Settlement Orders, the Company has also initiated an exit offer by way of buy-back of shares under the Companies Act, 2013. The Buy-Back Offer is currently pending on account of interim stay orders passed by the High Court of Bombay.

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

Note 25. The movement in Provision for Diminution in Value of Investment is as under:
(Amount in Rs. Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Diminution as at the beginning of the year	762.22	762.44
Add: Provision made during the year	-	-
Less: Provision no longer required	11.74	0.22
Provision for Diminution as at the end of the year	750.48	762.22

Note 26. Earnings Per Share:

Particulars	As at March 31, 2023	As at March 31, 2022
Consolidated Net Profit / (Loss) attributable to equity shareholders (in Rs. Lakhs)	-4019.42	21716.17
Weighted Average number of Equity Shares outstanding during the year	29,00,661	29,00,661
Nominal Value Per Equity Share (in Rs.)	10	10
Basic Earnings per Share (in Rs.)	-138.57	748.66
Diluted Earnings per Share (in Rs.)	-138.57	748.66

Note 27. Consolidated Contingent Liabilities and Commitments (to the extent not provided for):

a. Consolidated Contingent Liability

In Rs. Lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
1. Claims against the Company not acknowledged as debts (being share of associates)	8801.96	3,798.70
2. Corporate guarantees given (being share of associates)	7,007.69	7,007.69
3. Disputed Income tax and Sales tax matters demand not acknowledged as debts (including share of associates)	4305.80	4616.57
4. Disputed Property Tax demand not acknowledged as debts (being share of associate)	1331.04	1331.04
5. Guarantees issued by Banks (including share of associates)	13544.69	12385.84

b. Consolidated Capital and other Commitments

In Rs. Lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
1. Estimated amount of contracts remaining to be executed on capital account (including investment commitments and net of advances) (being share of associates)	4658.57	9922.56
2. Uncalled liability on partly paid-up shares (being share of associates)	442.77	421.05
3. Other Commitments (being share of associates)	73.30	55.65
4. For Buy Back Offer of the Company*	4285.39	-

BHARAT NIDHI LIMITED

Notes to the Consolidated Financial Statements for the year ended March 31, 2023

*On September 12, 2022, the Securities and Exchange Board of India (SEBI) had issued a settlement order (Settlement Order) bearing number SO/EFD-2/SD/421/SEPTEMBER/2022, in the matter of a show-cause notice issued by SEBI on October 28, 2020, on the terms, inter-alia, to provide an exit offer to the public shareholders of the Company.

Pursuant to the Settlement Order and in accordance with applicable laws under the Companies Act, 2013, the Company initiated an exit offer by way of buyback upto 30,958 shares at a same exit price of Rs. 11,229/- per share, as was offered in the offer given by it in the year 2019, having a total consideration of Rs. 3476.27 Lakh (Rs. 4285.39 Lakh including applicable tax on buy-back). The said buy-back offer, which was opened on November 04, 2022 and closed on December 03, 2022 and is currently pending on account of stay orders passed by the Hon'ble High Court of Bombay. The relevant impact of Buy-Back Offer on Share Capital and Reserves will be accounted for in the year of finality of the matter in High Court.

Note 28. Significant Events after Balance Sheet date

- a. The Company was registered with Reserve Bank of India (RBI) as a NBFC in the category of "Not Accepting Public Deposit Investment Company" bearing Registration No. B-14.00130 dated 14.10.2002. The Company had voluntarily made an application on 29th Oct, 2014 and subsequently on January 24, 2023 to RBI for surrender of its Certificate of Registration (CoR) as NBFC, as the Company had been engaged in the business of distribution of publications and no longer met the criteria for classification as a NBFC as more than 50% of its revenue is from the sale of publications.

RBI vide its order dt. July 27, 2023, accepted the Company's application and ordered that the COR issued to the Company is cancelled in terms of Section 45-IA(6) of the RBI Act.

During the year under consideration, the Company had not accepted any deposits from Public and the Board of Directors has passed the necessary resolution as required under the RBI Act, 1934. The prudential norms prescribed by Reserve Bank of India (RBI) have been complied with.

- b. With effect from September 01, 2023, distribution business of the Company has been discontinued due to termination by Bennett, Coleman & Co. Ltd. (BCCL), of the Dealership Agreement executed between BCCL and the Company, whereby the distribution business operations of newspaper and magazines were being undertaken by the Company. However, this may not have any significant impact on the going concern status and net profits of the company since the net margin in the distribution business is very nominal. 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.

Note: 29. Employee Benefits:

As per Accounting Standard -15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

During the year, the Company has recognised the following amount in the Statement of Profit and Loss:

(a) Defined Contribution Plan

Employer's Contribution to PF Rs. 2.17 Lakh (P.Y. Rs. 2.17 Lakh)

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

(b) The assumptions used to determine the defined benefit obligations are as follows:

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Discounting Rate	7.38% p.a.	7.00% p.a.	7.38% p.a.	7.00% p.a.
Future Salary Increase	10.00%	8.00%	10.00%	8.00%
Mortality Table	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)
Expected Rate of Return on Plan Assets	N.A.	N.A.	N.A.	N.A.
Expected Average Remaining working lives of employees	8.86 Years	8.64 Years	8.86 Years	8.64 Years

The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors on long term basis.

(c) Change in present value of obligation:

(Amount in Rs. Lakhs)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Present Value of obligation as at the beginning of year	11.37	13.13	4.86	6.42
Past service cost	-	-	-	-
Current service cost	1.06	0.89	0.60	0.53
Interest cost	0.80	0.85	0.34	0.42
Benefits paid	(1.55)	(3.32)	(0.45)	(0.72)
Actuarial (gain)/loss	1.90	(0.17)	0.46	(1.79)
Present Value of obligation as at the end of year	13.58	11.37	5.81	4.86

(d) Movement in the Liability recognized/(reversed) in the Balance Sheet:

(Amount in Rs. Lakhs)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Carrying Amount at the beginning of the year	11.37	13.13	4.86	6.42
Additional Provisions made/(reversed) during the year	3.76	1.57	1.40	(0.84)
Benefits Paid during the year	(1.55)	(3.32)	(0.45)	(0.72)
Carrying Amount at the end of the year	13.58	11.37	5.81	4.86

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

(e) Expenses recognized/(written back) in the Statement of Profit & Loss:

(Amount in Rs. Lakhs)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Current service cost	1.06	0.89	0.60	0.53
Past service cost	--	--	--	--
Interest cost	0.80	0.85	0.34	0.42
Expected return on plan assets	--	--	--	--
Curtailement cost / (Credit)	--	--	--	--
Settlement cost / (credit)	--	--	--	--
Net actuarial (gain) / loss recognized in the period	1.90	(0.17)	0.46	(1.79)
Expenses recognized/(written back) in the Statement of Profit & Loss	3.76	1.57	1.40	(0.84)

(f) Reconciliation Statement of Expenses in the Statement of Profit and Loss:

(Amount in Rs. Lakhs)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Present value of obligation as at the end of period	13.58	11.37	5.81	4.86
Present value of obligation as at the beginning of the period	11.37	13.13	4.86	6.42
Benefits paid	1.55	3.32	0.45	0.72
Actual return on plan assets	--	--	--	--
Acquisition adjustment	--	--	--	--
Expenses recognized/(written back) in the Statement of Profit & Loss	3.76	1.57	1.40	(0.84)

(g) Bifurcation of Projected Benefit Obligation (PBO) at the end of the year as per Schedule III to the Companies Act, 2013:

(Amount in Rs. Lakhs)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.23	31.03.22	31.03.23	31.03.22
Current Liability	1.73	0.17	0.38	0.07
Non Current Liability	11.85	11.20	5.43	4.79
Total PBO at the end of the year	13.58	11.37	5.81	4.86

(h) Amount for the current year and the previous four years:

(Amount in Rs. Lakhs)

Particulars	31.03.23	31.03.22	31.03.21	31.03.20	31.03.19
Gratuity :					
Present value of obligation as at the end of year	13.58	11.37	13.13	11.90	15.41
Fair value of plan assets					-
Net Assets / (Liability)	(13.58)	(11.37)	(13.13)	(11.90)	(15.41)
Experience adjustment on plan liabilities (loss)/ gain	(0.32)	0.99	0.76	(5.30)	2.13

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

Leave Encashment :					
Present value of obligation as at the end of year	5.81	4.86	6.42	5.84	6.69
Fair value of plan assets					-
Net Assets / (Liability)	(5.81)	(4.86)	(6.42)	(5.84)	(6.69)
Experience adjustment on plan liabilities (loss)/ gain	0.41	2.25	0.56	1.76	1.70

Note 30. During the year under consideration, the Company's operations comprised of only one business segment, viz. 'Distribution of Newspapers and Magazines'. As such, there is no other business segment or geographical segment as per Accounting Standard-17 on "Segment Reporting".

Note 31. Related Party Disclosures

In accordance with the requirements of Accounting Standard (AS)-18 "Related Party Disclosures", the names of the related party, where control exists or other related parties with whom the Company had transactions, along with the aggregate transactions and year end balances with them as identified and certified by the management are given below:

a) List of Related Parties and Relationships

Name of the Company/ Person	Relationship
M/s Bennett, Coleman & Co. Ltd.	Associate company
Mr. Vineet Jain	Substantial Interest holder
M/s Ashoka Marketing Ltd. and it subsidiary Co. Sanmati Properties Ltd.	Substantial Interest holders
M/s Matrix Merchandise Ltd.	Associate company and Substantial Interest holder in the reporting company
M/s Mahavir Finance Ltd.	Associate company
Mr. Bhagat Ram Goyal	Director
Mr. Nityanand Singh	Director
Mr. B. Chintamani Rao	Director
Mr. Sanket Kumar Aggarwal	KMP (CFO) (Died on 29.04.2021)
Ms. Amita Gola	KMP (Company Secretary)
Mr. Piyush Garg	KMP (CFO)(w.e.f 29.06.2021)

b) Details of Related Party Transactions during the year in the ordinary course of the business:

(Amount in Rs. Lakhs)

Name of the Party	Nature of Transaction	Amount for the year ended		Amount Outstanding as on	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Ashoka Marketing Ltd.	Dividend Paid	1.80	1.80	-	-
Sanmati Properties Ltd.		2.83	2.83	-	-
Matrix Merchandise Ltd.		3.60	3.60	-	-
Mahavir Finance Ltd.		1.20	1.20	-	-
Mr. Vineet Jain		3.54	3.54	-	-

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

Bennett, Coleman & Co. Ltd.	Purchases (Net)	2614.68	2137.08	106.67 (Cr.)	135.58 (Cr.)
	Purchase of Subscription newspaper copies	1277.65	1081.38	-	-
	Reimbursements	78.79	71.76	5.21 (Dr.)	19.50 (Dr.)
	Delivery & Service Charges Income	624.33	524.73	66.69 (Dr.)	55.11 (Dr.)
	Sale of Equity Shares of Times Internet Ltd	-	248.38	-	-
Mr. Nityanand Singh	Director Sitting Fees	2.15	1.75	-	-
Mr. B. Chintamani Rao		2.00	1.60	-	-
Mr. Bhagat Ram Goyal		2.15	1.75	-	-
Mr. Sanket Kumar Aggarwal	Remuneration paid (including perquisites and allowances)	-	10.34	-	-
Ms. Amita Gola		17.44	15.95	-	-
Mr. Piyush Garg		14.87	10.07	-	-
Matrix Merchandise Ltd.	Investment into equity shares of Associate through Rights issue	153.40	-	-	-
Mahavir Finance Ltd.	Investment into equity shares of Associate through Rights issue	160.00	-	-	-

Note 32. During the current year ended March 31, 2023, pursuant to the Provisions under Sections 124 and 125 of the Companies Act, 2013 and such other applicable provisions read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 1,425 nos. of equity shares (Previous Year 4,355 nos.) to the Investor Education and Protection Fund (IEPF), established by the Central Government u/s 125 of the Companies Act 2013, in respect of which the dividend has remained unpaid or unclaimed for seven years or more.

The Company had also separately informed the procedure to these equity shareholders for re-claiming their shares from the IEPF.

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

Note 33. Bharat Nidhi Limited (“**The Company**”) was transferred from the Calcutta Stock Exchange (“**CSE**”) to the dissemination board (“**DB**”) of National Stock Exchange (“**NSE**”) with effect from February 12, 2019.

Subsequent to the transfer of the Company from CSE to DB of NSE, the Company had provided an exit opportunity to its public shareholders as per SEBI circular dated October 10, 2016.

The Company vide its letter dated October 29, 2019 had filed a completion certificate with NSE mentioning that it has followed the procedure prescribed in the SEBI Circular, for providing the exit opportunity to the public shareholders of the Company and necessary payments have been made to the public shareholders of the Company whose shares were accepted by the Company in the exit offer and requested NSE for removal of its name from the DB of NSE. The Company is awaiting revert from NSE on this letter.

Note 34. During the current year, the Company has provided for Income Tax under normal provisions of Section 115BAA of the Income Tax Act, 1961.

Note 35. The Company has a system of obtaining the confirmations from its suppliers / service providers to identify Micro Enterprises or Small Enterprises under the “The Micro, Small and Medium Enterprises Development Act, 2006”. Further, the detail of amounts outstanding to Micro, Small & Medium Enterprises based on information available with the Company is as under:

(Amount in Rs. Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount due and remaining unpaid	Nil	Nil
Interest due on above and the unpaid Interest	Nil	Nil
Interest paid	Nil	Nil
Payment made beyond the appointed day during the year	Nil	Nil
Interest due and payable for the period of delay	Nil	Nil
Interest accrued and remaining unpaid	Nil	Nil
Amount of further interest remaining due and payable in succeeding year	Nil	Nil
Total	Nil	Nil

Note 36. The Company has incurred the following amounts on the “Corporate Social Responsibility (CSR)” as required under Section 135 of the Companies Act, 2013 on the specified activities as covered under Schedule VII of the Act:

(Amount in Rs. Lakhs)

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
a) Amount required to be spent by the Company during the year	55.56	65.65
b) Amount spent during the year on		
(i) Construction/acquisition of any asset	-----	-----
(ii) Purposes other than (i) above	55.56	65.65
c) the amount of shortfall at the end of the year out of the amount required to be spent by the company during the year	Nil	Nil
d) The total of previous year’s shortfall	Nil	Nil
e) reason for shortfall	N.A.	N.A.
f) nature of CSR activities	Promotion of Education	Promotion of Education
g) details of related party transactions, e.g., contribution to a Trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	N.A.	N.A.

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

Note 37. Foreign Exchange earnings and outgo during the year are as follows:-

<u>Particulars</u>	<u>Amount (Rs. Lakhs)</u>
Earning	Nil (Previous Year – Nil)
Outgo	Nil (Previous Year – Nil)

Note 38 : Additional regulatory Information (to the extent applicable)

i) No loans or advances in the nature of loans are granted to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.

ii) The company and its associates do not hold any benami property during the current or in any preceding financial year and as such no proceedings has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition), Act 1988 (45 of 1988) and rules made thereunder.

iii) The company and its associates have not borrowed from banks or financial institutions on the basis of security of current assets during current and in previous financial year.

iv) The company and its associates are not declared willful defaulter by any bank or financial institution or other lender.

v) There is no relationship with struck off companies under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

vi) The company and its associates do not have any charges or satisfaction which is to be registered with ROC beyond the statutory period.

vii) The Company does not have any holding, subsidiaries and joint ventures however the Company has associates for which compliance with number of layers prescribed under clause 87 of Section 2 of the Act, read with the Companies (Restriction on number of layers) Rules 2017 has been made.

viii) The company and its associates have not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or any kind of funds), during the year to any other person(s) or entity(ies) including foreign entities ("intermediaries"), with the understanding that the intermediary shall

- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or
- b) provide any guarantee, security or the like on behalf of the "Ultimate Beneficiaries."

ix) The company and its associates have not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Party"), during the year, with the understanding that the company shall

- a) directly or indirectly, lend or invest in other guarantee, security or the like on behalf of the Ultimate Beneficiaries or
- b) provide any guarantee, security or the like on behalf of the ultimate beneficiary."

x) The company and its associates have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).

xi) The company and its associates have not traded or invested in Crypto currency or Virtual Currency during the current financial year.

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

Note 39. Additional Information, as required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Associates: -

Name of the entity in the Consolidated Financial Statements	Net Assets, i.e., total assets minus total liabilities as on 31 st March, 2023		Share in profit or (loss) for the year ended 31 st March, 2023	
	As % of consolidated net assets	Amount (Rs. Lakhs)	As % of consolidated profit or loss	Amount (Rs. Lakhs)
1	2	3	4	5
Parent Bharat Nidhi Ltd.	4.99%	18293.50	-20.29%	815.58
Subsidiaries	-	-	-	-
Minority Interests in all subsidiaries	-	-	-	-
Associates (Investment as per the equity method)				
Indian				
Bennett, Coleman & Co. Ltd. #	86.32%	316221.48	144.82%	-5820.95
Bennett Property Holdings Co. Ltd. \$	8.60%	31511.06	-33.87%	1361.41
Mahavir Finance Limited	-0.03%	-119.05	3.37%	-135.30
Matrix Merchandise Ltd.	0.10%	372.57	6.05%	-243.25
Vasuki Properties Ltd.	0.02%	59.12	-0.08%	3.09
Total	100.00%	366338.69	100.00%	-4019.42

Net Assets and Share of Profit/(-)Loss of associate company namely “Bennett, Coleman & Co. Ltd.” (BCCL) upto and for the year ended 31st March 2023 have been considered based on their adjusted net asset/financial results from its audited consolidated financial statements prepared on the basis of Companies (Indian Accounting Standards) Rules, 2015 ('Ind-AS Rules'), after excluding Other Comprehensive Income (OCI) however impact for other differences of accounting principles in accordance with the Companies (Accounting Standards) Rules, 2006 ('IGAAP') are not adjusted as the same are not ascertainable.

Further, out of the total share in Profit/(-) Loss of Rs. -5820.95 Lakhs of BCCL, an amount of Rs. (-) 12541.59 Lakh represents share pertaining to previous year ending March 31, 2022, for differential between audited and unaudited figures of BCCL.

\$ Net Assets and Share of Profit/(-)Loss of Associate company namely “Bennett Property Holdings Co. Ltd.” (BPHCL) for the year ended 31st March 2023 have been considered based on their adjusted net assets/financial results from its un-audited standalone financial statements prepared on the basis of Companies (Indian Accounting Standards) Rules, 2015 ('Ind-AS Rules'), after excluding Other Comprehensive Income (OCI) as well as impact for other differences of accounting principles in accordance with the Companies (Accounting Standards) Rules, 2006 ('IGAAP') which are ascertainable.

BHARAT NIDHI LIMITED**Notes to the Consolidated Financial Statements for the year ended March 31, 2023**

Note 40. Previous year's figures have been regrouped and / or rearranged, wherever necessary.

Note 41. Figures have been rounded off to Rupees in Lakhs with two decimal places.

As per our report of even date attached

For and on behalf of the Board of Directors

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

Nityanand Singh
Director
DIN - 00288319

Bhagat Ram Goyal
Director
DIN - 01659885

Sumit Jain
Partner
Membership No. 099119

Amita Gola
Company Secretary
PAN - AFYPG8218B

Place: New Delhi
Date: September 04, 2023

BHARAT NIDHI LIMITED**FORM AOC -1**

(Pursuant to First Proviso to sub-section(3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014
Statement containing salient features of the financial statement of subsidiaries/associate companies

Part"B": Associates**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies as on 31.03.2023**

Name of Associates	Bennett, Coleman & Co. Ltd. (Consolidated)	Bennett Property Holdings Co. Ltd. (Standalone)	Vasuki Properties Ltd.	Mahavir Finance Ltd.	Matrix Merchandise Ltd. (Consolidated)
1. Latest audited Balance Sheet Date	31/03/2023	31/03/2022	31/03/2023	31/03/2023	31/03/2022
2. Date on which the Associate was associated	31/12/1960	10/02/2012	26/11/2010	28/03/1995	29/12/1994
3. Shares of Associate held by the Company on the year end					
Nos.	70,041,600	11,673,600	107,485	161,000	1,794,000
Amount of Investment in Associates (in Rs. Lakhs)	30.19	Nil	96.24	0.10	2.61
Extent of Holding %	24.41%	24.41%	49.99%	20.00%	23.90%
4. Description of how there is significant influence	Holds Equity Shareholding >=20%				
5. Reasons Why the associates is not consolidated	N.A.				
6. Networth attributable to Shareholding as per latest audited Balance Sheet (in Rs. Lakhs)	316278.89	31317.01	143.55	46.69	642.04
7. Profit/(Loss) for the year (in Rs. Lakhs) (F.Y. 2022-23)					
i. Considered in Consolidation	-5820.95	1361.41	3.09	-135.30	-243.25
ii. Not Considered in Consolidation	N.A.	N.A.	N.A.	N.A.	N.A.

As per our report of even date attached.

For A. K. Gutgutia & Co.

Chartered Accountants

Firm Registration No. 000012N

Sumit Jain

Partner

Membership No.099119

Place : New Delhi

Date :September 04, 2023

For and on behalf of the Board of Directors

Nityanand Singh

Director

DIN - 00288319

Bhagat Ram Goyal

Director

DIN - 01659885

Amita Gola

Company Secretary

PAN - AFYPG8218B