

**75<sup>th</sup>**  
**Annual Report**  
**2017-18**

**BHARAT NIDHI LIMITED**

**BHARAT NIDHI LIMITED**  
**CORPORATE INFORMATION**

<b>Directors</b>	: Ms. Revati Jain : Mr. B. Chintamani Rao : Mr. Bhagat Ram Goyal : Mr. Mukesh Gupta : Mr. Nityanand Singh : Mr. Punit Jain
<b>Chief Financial Officer</b>	: Mr. Sanket Kumar Aggarwal
<b>Manager</b>	: Mr. Vivek Gupta
<b>Company Secretary</b>	: Ms. Amita Gola
<b>Bankers</b>	: HDFC Bank Punjab National Bank
<b>Statutory Auditors</b>	: M/s A.K. Gutgutia & Co. Chartered Accountants
<b>Internal Auditor</b>	: M/s Thakur, Vaidyanath Aiyar & Co. Chartered Accountants
<b>Secretarial Auditor</b>	: M/s Devesh Arora & Associates Practicing Company Secretary
<b>Registrar and Share Transfer Agent</b>	: Skyline Financial Services Private Limited
<b>Registered Office</b>	: First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi - 110002

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## NOTICE OF 75<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 75<sup>TH</sup> (SEVENTY FIFTH) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY WILL BE HELD ON MONDAY, SEPTEMBER 24, 2018 AT 11:30 A.M. AT PEAREYLAL BHAWAN, 2, BAHADUR SHAH ZAFAR MARG, NEW DELHI – 110002, 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, 2018 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, 2018.
3. To appoint a Director in place of Mr. Nityanand Singh (DIN 00288319), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. A.K. Gutgutia & Co., Chartered Accountants (FRN 000012N), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 76th Annual General Meeting to be held in the year 2019, at such remuneration as may be approved by the Board of Directors.”

### AS SPECIAL BUSINESS:

5. To approve the re-appointment of Mr. Vivek Gupta as Manager of the Company and in this regard to consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in pursuance to the provisions of Section 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) or any statutory modification(s) or re-enactment thereof, the approval of the Shareholders be and is hereby accorded for the re-appointment of Mr. Vivek Gupta, as ‘Manager’ of the Company for a period of 3 (Three) years effective from May 31, 2018 till May 30, 2021 at such remuneration and on such other terms and conditions as may be approved by the Board from time to time.

**RESOLVED FURTHER THAT** the re-appointment of Mr. Vivek Gupta as a Manager of the Company shall at all times be under the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Board of Directors, which term shall include Committees(s) of the Board be and is hereby authorized to alter, and vary from time to time during the tenure of appointment of Mr. Vivek Gupta, the terms and conditions and /or Remuneration in such manner as in the best interest of the Company, in accordance with the laws from time to time in force, provided that the Remuneration after such alteration shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all the Directors and Ms. Amita Gola, Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this Resolution or otherwise as considered by the Board to be in the best interest of the Company.”

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

Place: New Delhi  
Date: August 10, 2018

**Amita Gola**  
Company Secretary  
FCS 5318

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 5**

Mr. Vivek Gupta was appointed as Manager of the Company for a period of 3 (three) years effective from June 1, 2015 till May 30, 2018 vide Shareholders’ approval at the Annual General Meeting of the Company held on September 29, 2015.

The Board of Directors of the Company at its Meeting held on May 28, 2018, on the recommendation of Nomination & Remuneration Committee and in pursuance to the provisions of Section 196, 197, 203 of the Companies Act, 2013 (the Act) and rules made thereunder and Schedule V to the Act and subject to the approval of the Shareholders, has re-appointed Mr. Vivek Gupta as Manager of the Company for a period of 3 (Three) years effective from May 31, 2018 till May 30, 2021.

Mr. Vivek Gupta is a Commerce Graduate and carries an experience of more than 21 years in Accounts, Finance & Taxation matters.

The present remuneration of Mr. Vivek Gupta, Manager is as under:

<b>Particulars</b>	<b>(INR/month)</b>
Basic Salary	22,588
House Rent Allowance	11,294
Special Pay/ Allowance	32,391
Telephone reimbursement	900
Conveyance Reimbursement	7,000
Leave Travel Allowance	5,000
<b>Gross Salary</b>	<b>79,173</b>
Current Cost of Medical Insurance	1,250
<b>Cost to Company</b>	<b>80,423</b>
Gratuity	1,086
<b>Total Target Remuneration (p.m)</b>	<b>81,509</b>
<b>Total Target Remuneration (p.a)</b>	<b>9,78,108</b>

Mr. Vivek Gupta and his relatives are interested in the Resolution set out at Item No. 5 of the Notice with regard to his appointment in the Company, as Manager.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Appointment Letter setting out the terms of re-appointment shall be kept for inspection by the Members during the office hours at the Registered Office of the Company and at the Venue of the Annual General Meeting.

The Board in compliance with the provisions of Section 196, 197, 203 and Schedule V of the Act recommend to the Members the proposed resolution as set out at Item No. 5 of the Notice, for the re-appointment of Mr. Vivek Gupta as Manager, to be passed as an Ordinary Resolution.

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

## Brief Resume of Mr. Vivek Gupta

<b>Name of the Manager recommended for re-appointment</b>	<b>Mr. Vivek Gupta</b>
Date of Birth	September 10, 1975
Qualification	Graduate in Commerce
Experience	More than 21 years in Accounts, Finance & Taxation matters
Terms and Condition of Appointment and Remuneration	As per Letter of Appointment dated May 28, 2018
Date of First Appointment on the Board of the Company	Not applicable
Date of re-appointment on the Board	Not applicable
Shareholding in the Company, if any	None
Relationships with other Directors, Manager and other Key Managerial Personnel	None
Number of Meetings of the Board attended during the year	None
List of Companies in which Directorships held	None
Membership/Chairmanships of Committees of Board of Companies	None

**NOTES:**

1. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively, shall be kept open for inspection at the venue of Annual General Meeting (AGM) of the Company.

2. **Proxy:**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxies, in order to be effective, must be duly filled, signed, stamped and deposited at the Registered Office of the Company either in person or through post not later than 48 hours before the commencement of the Meeting. A blank proxy form is annexed to the Annual Report.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. Copies of the Annual Report will not be distributed at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder whose name appears first in the order of names will be entitled to vote.
6. All documents referred to in accompanying Notice are open to inspection at the registered office of the Company on all working days between 11.00 A.M. to 1.00 P.M. up to the date of ensuing AGM.

In pursuance of the provisions of the Companies Act, 2013 and the Rules made thereunder, the Company proposes to send documents like notice of general meeting, annual report, etc. to the shareholders through electronic mode. In case you have not registered your e-mail address so far, we request you to register your e-mail ID (or change therein, if any) with your Depository Participant (where the shares are held in dematerialized form) or the RTA/ Company (where the shares are held in physical form).

**7. Book Closure:**

The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, September 18, 2018 to Monday, September 24, 2018 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2018.

**8. Payment of Dividend:**

- (a) The Dividend for the year ended March 31, 2018, as recommended by the Board, if approved at the ensuing Annual General Meeting, will be paid to those Shareholders, whose names appear on the Company's Register of Members as on September 17, 2018 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 17, 2018.
- (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) The Company has already transferred the unclaimed/ unpaid amount of the Dividends upto the financial year ended March 31, 2010 to the Investor Education & Protection Fund (IEPF) established by the Central Government as per the provisions of the Companies Act, 2013.
- (d) 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, 2011 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 5, 2018.

In terms of above said provisions, Company has sent letters to all the shareholders at the address available with the Company advising them to claim dividend 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 August 4, 2018 to this effect. Details of the shares already transferred and due to be transferred to IEPF is available on the website of the company.

The Shareholders who have not yet claimed their dividends for the financial year ended March 31, 2011 are therefore, advised to claim their dividend immediately from the Company before November 5, 2018, thereafter no claim shall lie against the Company in respect of the dividend related to the financial year ended March 31, 2011.

9. The Securities and Exchange Board of India has made Income Tax Permanent Account Number (PAN) mandatory by every participant in securities market. Members holding shares in physical form can submit copy of PAN card to the Company/ RTA. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts.
10. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08-06-2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations shall come into force on the 180th day from the date of its publication in the official gazette i.e. 08.06.2018 (Effective Date of implementation is December 5, 2018). The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, members who hold Company's shares in physical form are requested to get their shares dematerialized at the earliest to avoid any kind of inconvenience. The Company's ISIN No. is **INE 286F01016**.
11. 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.

12. Members holding Shares in physical form and Electronic Form are requested to advise any change in their address immediately to the Company/ RTA and Depository Participant respectively.

**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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members, facility to exercise their right to vote on resolutions proposed to be considered at the 75<sup>th</sup> 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 facility for voting through polling paper shall also be available at the venue of the Meeting and the Member attending the Meeting who has not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

**III. The process and manner for remote e-voting are as under:**

(i) The remote e-voting period commences on Friday, September 21, 2018 (9.00 a.m. IST) and ends on Sunday, September 23, 2018 (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 17, 2018 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.

(i) The Shareholders should log on to the e-voting website ([www.evotingindia.com](http://www.evotingindia.com)) during the voting period.

(iii) Click on “Shareholders / Members” tab.

A. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company

B. Next enter the Image Verification as displayed and Click on Login.

C. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

D. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the Covering Letter enclosed with the Annual Report.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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 (iii).</li> </ul>

- E. After entering these details appropriately, click on “SUBMIT” tab.
- F. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- G. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- H. Click on the EVSN for the relevant “Company Name”, i.e. **Bharat Nidhi Limited** on which you choose to vote.
- I. 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.
- J. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- K. 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.
- L. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- M. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- N. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- O. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

14. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
15. Institutional Members/Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send

scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [cs.mohitbansal18@gmail.com](mailto:cs.mohitbansal18@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 23, 2018 up to 05.00 pm. without which the vote shall not be treated as valid.

16. 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 17, 2018. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
17. Notice of Annual General Meeting will be sent to those shareholders, whose name will appear in the register of the members/depositories as at closing hours of business on August 17, 2018. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. September 17, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. 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](mailto:parveen@skylinerta.com) by mentioning their Folio no./DP ID and client id to obtain the login id and password for e-voting.
20. 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.
21. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, submit the such report to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.bharatnidhi.com](http://www.bharatnidhi.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) after the results declared by the Chairman on receipt of the consolidated Scrutinizer's Report from the Scrutinizer. The results shall simultaneously be communicated to the Calcutta Stock Exchange Limited.
23. 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 24, 2018.
24. The relevant details as required under Regulation 36 of SEBI Listing Regulations, of the person seeking re-appointment as Director under Item No. 3 of the Notice, is annexed as **Annexure-A**.
25. The route map showing directions to reach the venue of the 75<sup>th</sup> AGM is annexed to this Notice.

**Information about Director recommended for reappointment at the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**
**Item No. 3:**

<b>Name of Director recommended for reappointment</b>	<b>Mr. Nityanand Singh (DIN 00288319)</b>
Date of Birth	13/01/1961
Date of Appointment	19/06/2007
Qualification	Fellow Company Secretary (FCS)
Expertise in specific functional area	Around 22 years in Secretarial, Legal and other Corporate matters.
List of other Companies in which Directorship held	<ol style="list-style-type: none"> <li>1. NNS Corporate Solutions Private Limited</li> <li>2. Excel Publishing House Ltd</li> <li>3. Pearl Print Well Limited</li> <li>4. Sanmati Properties Limited</li> <li>5. Mahavir Finance Limited</li> <li>6. Arth Udyog Limited</li> </ol>
Membership/Chairmanships of Committees of other Companies	Member of following Committees of Arth Udyog Limited. <ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Nomination and Remuneration Committee</li> <li>3. Stakeholder Relationship Committee</li> </ol>
Relationship with other Directors/Manager/KMP's	None
Number of Shares held in the Company	Nil

For other details such as number of meetings of the Board / Committees attended during the year by Mr. Nityanand Singh, please refer to the Corporate Governance Report, which forms part of this Report.

**DIRECTORS' REPORT**
**TO THE MEMBERS,**

Your Directors are pleased to present their 75th (Seventy Fifth) Annual Report together with the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2018.

**1. FINANCIAL RESULTS**

The Financial Results of the Company for the Financial Year ended on March 31, 2018 are as under:

(Amount Rs. in Lakhs)

Particulars	Standalone for the Financial Year ended	
	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
Total Income	6,988.22	6,664.86
Less: Total Expenditure	5,665.71	5,848.20
<b>Profit Before Exceptional Items and Tax</b>	<b>1,322.51</b>	816.66
Add: Exceptional Item (Gain)	97.79	0.09
<b>Profit Before Tax</b>	<b>1,420.30</b>	816.75
<b>Less: Tax Expense:</b>		
Current Tax	137.83	13.44
Less: MAT Credit Entitlement	30.71	13.08
Net Current Tax	107.12	0.36
Deferred Tax	0.20	0.01
Income Tax for Earlier years	0.05	0.09
<b>Profit After Tax</b>	<b>1,312.93</b>	816.29

**2. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS**

The Company is engaged in the business of distribution of newspapers and periodicals in Delhi & NCR. Apart from this, the Company is investing its surplus funds in debt based mutual funds and other safe avenues from time to time.

Key highlights of Financial Year 2017-18 are as under:

**A. On Standalone basis:**

(Amount Rs. in Lakhs)

Particulars	Financial Year 2017-18	Financial Year 2016-17
Total Income	6,988.22	6,664.86
Total Expense	5,665.71	5,848.20
Profit before tax	1420.30	816.75
Profit after tax	1312.93	816.29

**B. On Consolidated Basis (with Associates)**

(Amount Rs. in Lakhs)

Particulars	Financial Year 2017-18	Financial Year 2016-17
Total Income	6,988.22	6,664.86
Total Expense	5,665.71	5,848.20
Profit before tax	1,420.30	816.75
Share in Net Profit of Associates	24,192.50	23,077.74
Profit after tax and share in Net Profit of Associates	25,505.43	23,894.03

No material changes/ commitments have taken place that could have an impact on the financial position of the Company from the date of closure of financial year under review till the date of this Report.

**3. DIVIDEND**

Your Directors are pleased to recommend a dividend of Rs. 0.60 per Equity Share of Rs. 10 each. The total outgo on account of dividend for the current year amounts to Rs. 21.12 Lakhs, including dividend distribution tax of Rs. 3.60 Lakhs.

During the year under review, the unclaimed dividend of Rs. 1.62 Lakhs pertaining to the final dividend for the financial year 2009-10 was transferred, in terms of Section 124 and 125 of Companies Act, 2013 (the 'Act'), to the Investor Education & Protection Fund after giving due notice to the Members.

**4. RESERVES**

During the year under review, your Company has transferred an amount of Rs. 262.59 Lakhs to Special Reserve as per section 45-IC of the Reserve Bank of India Act, 1934.

**5. SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2018 was Rs. 292.03 Lakhs. During the year under review, the Company has not issued any further Share Capital.

**6. DEPOSITS**

The Company has not accepted any Public Deposits during the Financial Year ended March 31, 2018 and your Board of Directors have also passed the necessary Resolution for non-acceptance of any Public Deposits during the Financial Year 2018-19.

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.

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

During the Financial Year ended March 31, 2018, 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, 2018 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) and Note No. 13 (Current Investments) in the Notes to the Financial Statements.

**8. DIRECTORS & KEY MANAGERIAL PERSONNEL****8.1 Change in Directors and Key Managerial Personnel**

During the year under review, Mr. Vijay Bhushan, Independent Director, resigned from the Directorship of the Company effective May 7, 2017. Ms. Divya Kohli, Company Secretary, resigned from the position of Company Secretary of the Company effective October 16, 2017.

The Board places on record its gratitude of the services rendered by them during their tenure as Member of the Board / Company Secretary of the Company.

Pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions of the Companies Act, 2013, Mr. Bhagat Ram Goyal was appointed as an Additional Director of the Company designated as Independent Director with effect from May 26, 2017, which has been subsequently confirmed by the shareholders of the Company at 74<sup>th</sup> Annual General Meeting (AGM) held on September 21, 2017.

Pursuant to the provisions of Section 203 and other applicable provisions of the Companies Act, 2013, Ms. Amita Gola has been appointed as Company Secretary and Compliance Officer of the Company, effective November 10, 2017.

Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Nityanand Singh, Director, shall retire by rotation at the ensuing 75<sup>th</sup> Annual General Meeting and being eligible offers himself for reappointment.

The Board of Directors of the Company at its Meeting held on May 28, 2018, in pursuance to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and subject to the approval of the Shareholders at the ensuing 75<sup>th</sup> AGM, has re-appointed Mr. Vivek Gupta as Manager of the Company for a period of 3 (Three) years effective from May 31, 2018 till May 30, 2021.

The Board of Directors of the Company recommends the re-appointment of Mr. Nityanand Singh as Director of the Company liable to retire by rotation and re-appointment of Mr. Vivek Gupta as Manager

of the Company for a period of 3 (Three) years.

### **8.2 Declaration by Independent Directors**

The Company has received declarations from each of the Independent Directors of the Company confirming that he meets the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

### **8.3 Board Evaluation**

Pursuant to the provisions of Section 134 and 178 of the Act and Regulation 19(4) of SEBI Listing Regulations, the Company has devised a mechanism for evaluating the performance of Independent Directors, Board, Committees and other Individual Directors. On the basis of the said mechanism, the Board has evaluated the performance of Committees of Board, individual Directors and Board as a whole.

The Nomination and Remuneration Committee (NRC) reviewed the performance of the Individual Directors on the basis of the criteria specified in Board Evaluation Mechanism (Mechanism) as approved by Board. The Board based on the recommendations of NRC and criteria specified in the Mechanism, evaluated performance of individual Directors on the Board. The Board also evaluated the performance of various Committees and Board as a whole taking into account inputs received from individual Directors / Committee Members and criteria specified in the Mechanism.

The Independent Directors in their separate Meeting evaluated the performance of Non-Independent Directors and performance of the Board as a whole.

### **8.4 Familiarization Programme for Board Members**

The Board Members are provided with necessary documents/articles, reports and internal policies to enable them to familiarize with the Company’s procedures and practices to understand its business in depth and contribute to the Company.

The policy on familiarization program for Independent Directors are posted on the website of the Company i.e. [www.bharatnidhi.com](http://www.bharatnidhi.com) and can be accessed at [http://www.bharatnidhi.com/BNL\\_FP3.pdf](http://www.bharatnidhi.com/BNL_FP3.pdf)

### **8.5 Number of Meetings of the Board of Directors**

During the year under review, 5 (Five) Meetings of Board of Directors were duly convened and held on April 29, 2017, May 29, 2017, August 4, 2017, November 10, 2017 and February 12, 2018. The gap between any two Board Meetings did not exceed 120 days.

For details of the Meetings and attendance of the Board, please refer to the Corporate Governance Report, which forms part of this Report.

As per the provisions of Section 149 of the Companies Act, 2013 (the Act) read with Schedule IV (Code for Independent Directors), the Independent Directors of the Company are required to hold at least one Meeting in a year, without the attendance of the Non-Independent Directors and Members of the Management. During the year under review, one Meeting of Independent Directors of the Company was held on March 20, 2018 under the Chairmanship of Mr. Bhagat Ram Goyal, Independent Director.

## **9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management’s Discussion and Analysis Report (MDA) for the year under review, as stipulated under Regulation 34(2)(e) of SEBI Listing Regulations, is presented in a separate section forming part of the Annual Report.

## **10. 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 review the Risk Assessment and Management Policy of the Company. The Policy was last reviewed and modified by the Board of Directors at its Meeting held on May 28, 2018. 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.

**11. COMMITTEES OF THE BOARD**

**A) Audit Committee:** The Composition of the Committee is as under :

S. No.	Name of the Member	Category
1.	Mr. Bhagat Ram Goyal	Non-Executive Independent Director
2.	Mr. B. Chintamani Rao	Non-Executive Independent Director
3.	Mr. Mukesh Gupta	Non-Executive Independent Director

All the recommendations made by the Audit Committee have been accepted by the Board.

**B) Nomination and Remuneration Committee:** The Composition of the Committee is under:

S. No.	Name of the Member	Category
1.	Mr. Bhagat Ram Goyal	Non-Executive Independent Director
2.	Mr. B. Chintamani Rao	Non-Executive Independent Director
3.	Mr. Mukesh Gupta	Non-Executive Independent Director

Nomination and Remuneration Committee has formulated the Nomination and Remuneration & Board Diversity Policy, inter alia, for appointment and remuneration of the Directors, Key Managerial Personnel and other employees. The said policy is attached herewith as **Annexure I** and the same can be accessed on the Company's website at the link [http://uploads.bharatnidhi.com/2695\\_nrp.pdf](http://uploads.bharatnidhi.com/2695_nrp.pdf)

**C) Stakeholders Relationship Committee:** The Composition of the Committee is as under:

S. No.	Name of the Member	Category
1.	Mr. Bhagat Ram Goyal	Non-Executive Independent Director
2.	Mr. Nityanand Singh	Non-Executive Director
3.	Mr. Punit Jain	Non-Executive Director

**D) Corporate Social Responsibility Committee:** The Composition of the Committee is as under :

S. No.	Name of the Member	Category
1.	Mr. Bhagat Ram Goyal	Non-Executive Independent Director
2.	Mr. B. Chintamani Rao	Non-Executive Independent Director
3.	Mr. Mukesh Gupta	Non-Executive Independent Director
4.	Ms. Revati Jain	Non-Executive Director

For details of Committees' Meetings and attendance of Members, please refer to the Corporate Governance Report, which forms part of this Report.

**12. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

During the period 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, 2018:

S. No.	Name of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares	Applicable Section
1	Matrix Merchandise Limited	U51109DL1994PLC158456	Associate	23.90	2(6)
2	Vasuki Properties Limited	U70102DL2010PLC209764	Associate	49.99	2(6)
3	Bennett, Coleman & Co. Limited	U22120MH1913PLC000391	Associate	24.41	2(6)
4	Bennett Property Holdings Co. Limited	U70102MH2010PLC211087	Associate	24.41	2(6)
5	Mahavir Finance Limited	U74920DL1954PLC146170	Associate	20.00	2(6)

The Company has prepared the consolidated Financial Statements for the year ended March 31, 2018 with the above Associate Companies as per the provisions of applicable Accounting Standards and under relevant provisions of the Companies Act, 2013. Pursuant to the provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries/associates in Form AOC-1 (Part B for Associates) is attached to the financial statements of the Company. The consolidated profit after tax for the financial year 2017-18 is Rs. 25,505.43 Lakhs, out of which Rs. 24,192.50 Lakhs relates to its Associates Companies, amounting to 94.85 % of the consolidated profit after tax.

### 13. AUDITORS & AUDITORS REPORT

#### 13.1 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 appointed as Statutory Auditors of the Company for a term of five consecutive years in the 74th Annual General Meeting (AGM) held on September 21, 2017 till the conclusion of the 79th AGM to be held in the year 2022, subject to ratification by the Shareholders at every Annual General Meeting. Accordingly, the appointment of M/s A.K. Gutgutia & Co., Chartered Accountants, Statutory Auditors, is being placed before the Shareholders for ratification.

The Statutory Auditors' Report does not contain any qualification, reservation or adverse remark.

#### 13.2 SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s Devesh Arora & Associates, a firm of Company Secretaries in Practice to conduct the Secretarial Audit of the Company for the Financial Year 2017-18. The Secretarial Audit Report is annexed herewith as **Annexure II**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported, under Section 143(12) of the Companies Act, 2013, any instances of offence involving fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

### 14. 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, as per the IEPF Rules, the Company had sent letters on April 29, 2017 to all the shareholders whose shares were liable to be transferred to IEPF, at the address available with the Company advising them to claim dividend so that their shares are not transferred to IEPF account, and had also published newspaper notice in the Financial Express in all edition in English language and in Jansatta in its Delhi edition in Hindi language on May 9, 2017 to this effect.

Further, the above said information was also given to the shareholders as part of the Notice of 74<sup>th</sup> Annual General Meeting of the Company held on September 21, 2017.

As per Ministry of Corporate Affairs' Notification dated October 13, 2017, the due date for transfer of such shares by companies was October 31, 2017. Accordingly, 1,33,663 equity shares of the Company held by 3,545 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](http://www.iepf.gov.in).

**15. 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.

**16. 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.

**17. 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). The CSR Policy is available on the Company's website and can be accessed at [http://bharatnidhi.com/CG\\_CSRPolicy.pdf](http://bharatnidhi.com/CG_CSRPolicy.pdf)

During financial year 2017-18, on the basis of recommendation of CSR committee, the Company has contributed Rs. 10.57 Lakhs for the financial year 2016-17 and Rs. 6.71 Lakhs for the financial year 2017-18 aggregating to Rs. 17.28 Lakhs to Bennett University towards CSR expenditure. The Bennett University has been established at Greater Noida under the Uttar Pradesh Act. The Bennett University 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 III**, forming part of this Report.

**18. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Pursuant to provision of section 177 of the Act and Regulation 22 of SEBI Listing Regulations, the Company has established Whistle Blower Policy/Vigil Mechanism for Directors and employees to report their genuine concerns. The Whistle Blower Policy/Vigil Mechanism may be accessed on the Company's website at the link [http://www.bharatnidhi.com/BNL\\_WB\\_VIGIL.pdf](http://www.bharatnidhi.com/BNL_WB_VIGIL.pdf)

**19. CORPORATE GOVERNANCE**

Your Company has complied with all the requirements relating to Corporate Governance as stipulated in the SEBI Listing Regulations. The Report of the Directors on Corporate Governance is given as a separate section titled "Corporate Governance Report". Corporate Governance Report and the Certificate from the Company's Auditor confirming the compliance to the conditions of the Corporate Governance as stipulated in Para E of schedule V of SEBI Listing Regulations is annexed as **Annexure IV**.

**20. RELATED PARTY TRANSACTIONS**

All Related Party Transactions that were entered into by the Company, during the financial year 2017-18, 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 policy on Related Party Transactions is available at the website of the Company and can be accessed at [http://www.bharatnidhi.com/BNL\\_PORPT4.pdf](http://www.bharatnidhi.com/BNL_PORPT4.pdf)

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

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.

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

There are no Orders passed by the Regulators / Courts, which would impact the going concern status of the Company and its future operations.

Certain shareholders of the Company have filed 3 identical writ petitions with the Hon'ble Delhi High Court naming SEBI as Respondent No.1 and the Company as Respondent No.2, in the months of November and December 2017. The writ petitions, inter-alia, have sought transfer of the Company to the Dissemination Board (DB) of stock exchange having nationwide terminal. SEBI, as Respondent No.1 during the hearing held on January 24, 2018 has informed the Hon'ble Delhi High Court that they have already directed Calcutta Stock Exchange (CSE) to transfer 63 companies to the DB. Further, during the hearing held on March 20, 2018 SEBI had confirmed that the Company's name features in the said list. The Company, as Respondent No.2 has filed its counter affidavit dated April 19, 2018 with Hon'ble Delhi High Court confirming that it will comply applicable exit circulars issued by SEBI from time to time, after CSE formally notifies of its transfer to the DB. As on the date of this Directors' Report, the Company is yet to receive a notification in this respect from CSE and the matter is sub-judice before the Hon'ble Delhi High Court.

The Company is registered with the Reserve Bank of India (RBI) as a Non-Banking Finance Company (NBFC) bearing Registration No. B-14.00130 dated 14.10.2002. The Company had voluntarily made an application on October 29, 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.

During the year, in order to facilitate surrender of the CoR by the Company, RBI had directed the Company to reduce its Financial Assets below 50% of its Total Assets and provided the time until June 30, 2018 to do the needful. As on the date of this Directors' Report, the Company has reduced its Financial Assets below 50% of its Total Assets and has initiated the process of cancellation of the CoR issued by RBI.

## 22. PARTICULARS OF EMPLOYEES

Your Company is focused on building a high-performance culture with a growth mindset where employees are engaged and empowered to be the best they can be. Information pertaining to employees and their remuneration as required under Section 197(12) of the Act and the Rules made thereunder is annexed at **Annexure VI**, which is forming an integral part of this Report.

The Company has constituted an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no case was filed with the Company under the said Act.

## 23. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, and based on the certification provided by the Management, 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 31<sup>st</sup> March, 2018, 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 2017-18 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 laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 24. COST RECORDS

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

**25. SECRETARIAL STANDARDS**

The Directors 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.

**26. EXTRACT OF THE ANNUAL RETURN**

Extract of the Annual Return for the financial year ended on March 31, 2018 in form MGT- 9 is annexed herewith as **Annexure VII**, which is forming an integral part of this Report.

The Annual Return shall be uploaded by the Company on the date of filing of the same with the Registrar of Companies and thereafter the same can be accessed on the Company's website at the link <http://www.bharatnidhi.com/annual-return.php>

**27. 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**

**(Mukesh Gupta)**  
**Director**  
(DIN: 06937352)

**(Nityanand Singh)**  
**Director**  
(DIN: 00288319)

Place : New Delhi  
Date : August 10, 2018

## NOMINATION AND REMUNERATION POLICY

### I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 (the Act), and Clause 49 of the Listing Agreement, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company has already proposed constitution of Nomination & Remuneration Committee comprising of three non-executive Independent Directors as required under the Act & Listing Agreement.

Section 178 of the Act and Listing Agreement provides that the Committee shall recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees, further the Committee shall also formulate the criteria for determining qualifications, positive attributes and independence of a director.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement.

### II. OBJECTIVE

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

### III. DEFINITIONS

- **“Board”** means Board of Directors of the Company.
- **“Company”** means “Bharat Nidhi Limited.”
- **“Independent Director”** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **“Key Managerial Personnel”** (KMP) means
  - (i) Chief Executive Officer or the Managing Director or the Manager,
  - (ii) Company Secretary,
  - (iii) Whole-time Director,
  - (iv) Chief Financial Officer and
  - (v) Such other officer as may be prescribed.
- **“Nomination and Remuneration Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- **“Policy or This Policy”** means, “Nomination and Remuneration Policy.”
- **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- **“Senior Management”** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

### IV. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement as amended from time to time.

### V. GUIDING PRINCIPLES

The Policy ensures that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate

Directors of the quality required to run the Company successfully

- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

## **VI. ROLE OF THE COMMITTEE**

The role of the Committee inter alia will be the following:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
2. To carry out evaluation of every director's performance.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
4. To formulate the criteria for evaluation of Independent Directors and the Board.
5. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
6. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
7. To perform such other functions as may be necessary or appropriate for the performance of its duties.

## **VII. MEMBERSHIP**

- a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

## **VIII. CHAIRMAN**

- a) Committee shall be chaired by an Independent Director.
- b) Chairman of the Company, if any, may be appointed as a member of the Committee but shall not Chair the Committee.
- c) Members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

## **IX. FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

## **X. COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## **XI. VOTING**

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## XII. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- **Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- **Term / Tenure:**

1. Managing Director/Whole-time Director/Manager (Managerial Person) - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
  2. Independent Director
    - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
    - No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
    - At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.
- **Evaluation:** The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).
  - **Removal:** Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.
  - **Retirement:** The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## XIII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

- **General:**

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
  3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.
  4. Where insurance, if any, is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
- **Remuneration to Managerial Person, KMP and Senior Management:**
    1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.
    2. Maximum Remuneration in case of Inadequate or no Profits:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
    3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.
  - **Remuneration to Non-Executive / Independent Director:**
    1. Remuneration:

The Remuneration shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
    2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The Director may however waive off at any time his entitlement & the sitting fees or any other benefit from time to time.

#### **XIV. MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

**XV. DIVERSITY ON THE BOARD OF THE COMPANY**

Pursuant to Clause 49(IV) of the Listing Agreement, the Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making in order to ensure the Company's Board has appropriate balance of skills, experience and diversity relevant to its business operations, the Company shall consider a number of factors, including but not limited to skills, industry experience, background, race and gender.

In order to ensure a balanced composition of directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and base on the following factors:

- a) **Gender**- The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. As per the provisions of the Companies Act, 2013, the Company shall at all times have at least one woman director on the Board. Any vacancy of the woman director shall be filled within a period of six months.
- b) **Ethnicity**- The Company shall promote having a Board comprising of people from all ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge and understanding for the benefit of Company's business;
- c) **Physical disability** - The Company shall not discriminate on the basis of any immaterial physical disability of a candidate for appointment on the Company's Board, if he/she is able to efficiently discharge the assigned duties.
- d) **Educational qualification**- The Directors of the Company shall have a mix of finance, legal and management background, so that they collectively provide the Company with considerable experience relevant to the business of the Company.

**XVI. DEVIATIONS FROM THIS POLICY**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

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**Form No. MR-3****SECRETARIAL AUDIT REPORT**

For The Financial Year Ended 31<sup>st</sup> March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members of **Bharat Nidhi Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bharat Nidhi Limited (hereinafter called “the Company”)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit for the financial year ended on 31<sup>st</sup> March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> March, 2018, in accordance to the provisions of:

- I. The Companies Act, 2013 (“the Act”) and the Rules made thereunder to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company :-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- V. Other Laws which are applicable to the Company:
  - The Employees’ Provident Fund & Miscellaneous Provisions Act, 1952.
  - The Payment of Gratuity Act, 1972.
  - Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013.
  - Direct Taxes –Income Tax Act 1961, Service Tax, GST,
  - The “Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015”.
  - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016
  - All other compliances related to NBFC applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standard-1, Secretarial Standard-2 and Secretarial Standard-3 formulated by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, and the Listing Agreement entered into by the Company with the Calcutta Stock Exchange Limited.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. During the period, all the decisions in the Board meetings were carried out unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. The paid up Equity Share Capital as on March 31, 2017 was Rs. 292.76 Lakh. During the year under review, to simplifying capital structure, the Board of Directors, in its meeting held on May 29, 2017, has cancelled the 28,045 forfeited equity shares, against which an amount of Rs. 73,413/- was paid up and transferred to Capital Reserve. Therefore, the paid up share capital of the company as on date stands revised from Rs.292.76 Lakhs to Rs. 292.03 Lakhs. And for the same intimation to CSE has been given to revise the listed capital on Exchange.
2. There has been no instance of following transactions:
  - Public/ Rights/ Preferential issue of shares/ Debentures/ Sweat Equity.
  - Redemption/ Buy-Back of securities.
  - Major Decision taken by the Members in pursuance to section 180 of the Companies Act, 2013.
  - Merger/ Amalgamation/ Reconstruction etc.
  - Foreign Technical Collaborations.

We also report that the compliances of other applicable laws, as listed in Para (V) above, are based on the Management Certifications.

**For Devesh Arora & Associates**

**Company Secretaries**

**Devesh Arora (Prop.)**

**ACS No.: 49034/ CP No. : 17860**

**Place: New Delhi**

**Date: 05/06/2018**

**Note:**

**This report is to be read with our letter of even date which is annexed as Annexure –A and forms an integral part of this report.**

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

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Devesh Arora & Associates**  
**Company Secretaries**

**Devesh Arora (Prop.)**  
**ACS No.: 49034/ CP No. : 17860**  
**Place: New Delhi**  
**Date: 05/06/2018**

**Report on Corporate Social Responsibility for the Financial Year ended March 31, 2018**

Sr. No.	Particulars	Remarks
1	A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and project or programs.	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 <b>Annexure VIII</b> and can be accessed at <a href="http://bharatnidhi.com/CG_CSRPolicy.pdf">http://bharatnidhi.com/CG_CSRPolicy.pdf</a>
2	The Composition of the CSR Committee.	Mr. Bhagat Ram Goyal Mr. B. Chintamani Rao Mr. Mukesh Gupta Ms. Revati Jain
3	Average net profit of the Company for last three financial years.	Rs. 335.17 Lakhs
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above).	Rs. 6.71 Lakhs
5	Details of CSR spent during the financial year: a) Total amount to be spent for the financial year b) Total amount spent for during the Financial Year c) Amount unspent, if any; d) Manner in which the amount spent during the financial year is detailed below	a) Rs. 6.71 Lacs b) Rs. 17.28 Lacs* c) NIL d) As per details given below

**Manner in which the amount spent on CSR Projects and Programs during the Financial Year 2017-18**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or activity Identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Amount in Rs.)	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads (Amount in Rs.)	Cumulative expenditure upto to the reporting period mount spent: Direct or through implementing agency (Amount in Rs.)	Amount Spent: Direct or through implementing agency *
1.	Education projects	Schedule – VII, item – II (Promoting education)	Greater Noida, Uttar Pradesh	10.57 lakhs	10.57 lakhs	10.57 lakhs	Through implementing agency (Bennett University)
2.	Education projects	Schedule – VII, item – II (Promoting education)	Greater Noida, Uttar Pradesh	6.71 lakhs	6.71 lakhs	6.71 lakhs	Through implementing agency (Bennett University)
<b>Total</b>				<b>17.28 lakhs</b>	<b>17.28 lakhs</b>	<b>17.28 lakhs</b>	

\* **Note: During** Financial Year 2016-17, being the first year in which CSR contribution became applicable to the Company, the CSR Committee had reviewed proposals for CSR contribution, specifically, in the area of education. However, as no suitable proposal / project for CSR contribution could be finalised till March 31, 2017, no contribution on CSR activities was made by the Company during financial year 2016-17.

During Financial Year 2017-18, on the basis of recommendation of CSR Committee, the Company has contributed Rs. 10.57 Lakhs for the financial year 2016-17 and Rs. 6.71 Lakhs for the financial year 2017-18 aggregating to Rs. 17.28 Lakhs to Bennett University towards CSR expenditure. The Bennett University has been established at Greater Noida under the Uttar Pradesh Act. The Bennett University provides quality professional education to students and aims to create a learning atmosphere conducive to both research and practical & entrepreneurial applications.

6. The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company from time to time.

**(Bhagat Ram Goyal)**  
**Member, CSR Committee**

**(Mukesh Gupta)**  
**Member, CSR Committee**

Place : New Delhi  
Date : August 10, 2018

## CORPORATE GOVERNANCE REPORT

Your Directors present the Company's Report on Corporate Governance for the financial year ended March 31, 2018.

### • COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all its dealings with its customers, principal, employees, shareholders and with every individual who comes in contact with the Company.

The Company's philosophy on Corporate Governance is bounded upon a rich legacy of fair ethical governance practices which has been in practice since the beginning. The Company in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), submits a Corporate Governance Report on the matters mentioned in Schedule V of the said Regulations.

### • BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of Non- Independent/ Independent Directors having rich knowledge and experience in the industry and related sectors for providing strategic guidance and direction to the Company. The composition of the Board and category of Directors as on March 31, 2018 is as follows:

- |                          |   |  |
|--------------------------|---|--|
| 1. Mr. Bhagat Ram Goyal  | - | Non-Executive Independent Director     |
| 2. Mr. B. Chintamani Rao | - | Non-Executive Independent Director     |
| 3. Mr. Mukesh Gupta      | - | Non-Executive Independent Director     |
| 4. Mr. Nityanand Singh   | - | Non-Executive Non-Independent Director |
| 5. Mr. Punit Jain        | - | Non-Executive Non-Independent Director |
| 6. Ms. Revati Jain       | - | Non-Executive Non-Independent Director |

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.

#### A) Change in Directors during the year

During the year under review, Mr. Vijay Bhushan, Independent Director ceased to be the Director of the Company w.e.f. May 7, 2017. The Board places on record its gratitude for the services rendered by him during his tenure as Member of the Board. Pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions of the Companies Act, 2013, Mr. Bhagat Ram Goyal was appointed as an Additional Director of the Company designated as Independent Director with effect from May 26, 2017, which was subsequently confirmed by the shareholders of the Company at 74<sup>th</sup> Annual General Meeting held on September 21, 2017.

Pursuant to Section 152(6) of the Act, Mr. Nityanand Singh shall retire by rotation at the ensuing 75<sup>th</sup> Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

#### B) Board Meetings held during the Year

During the year under review, 5 (Five) Board Meetings were held; on April 29, 2017, May 29, 2017, August 04, 2017, November 10, 2017 and February 12, 2018. The gap between any two Board Meetings did not exceed one hundred and twenty days. The Company has not designated any Member as Chairman of the Board.

- Meeting held on April 29, 2017 was chaired by Mr. Vijay Bhushan, Non-Executive Independent Director.
- Meetings held on May 29, 2017 and November 10, 2017 were chaired by Mr. Mukesh Gupta, Non-Executive Independent Director.
- Meetings held on August 04, 2017 and February 12, 2018 were chaired by Ms. Revati Jain, Non-Executive Director.

**C) Attendance of Directors at the Board Meetings, Annual General Meeting and their Directorships in other Companies.**

S. No.	Director	Attendance			Other Directorships	Membership of Board Committees of other Companies	
		Board Meetings		Last AGM		Member#	Chairperson#
		Held	Attended				
1.	Mr. Vijay Bhushan*	1	1	NA	7	6	2
2.	Mr. Bhagat Ram Goyal **	4	4	Yes	2	4	2
3.	Mr. B. Chintamani Rao	5	5	No	0	1	0
4.	Mr. Mukesh Gupta	5	5	Yes	2	2	0
5.	Mr. Nityanand Singh	5	5	No	8	2	0
6.	Mr. Punit Jain	5	2	Yes	4	2	0
7.	Ms. Revati Jain	5	3	No	7	0	0

#As required by Regulation 26 of the SEBI LODR, the disclosure includes membership /chairpersonship of the audit committee and stakeholders relationship committee in Indian public companies (listed and unlisted).

\* Mr. Vijay Bhushan has resigned from the Board & its Committees effective May 7, 2017.

\*\* Mr. Bhagat Ram Goyal was appointed as an Additional Director of the Company designated as Independent Director with effect from May 26, 2017, which was subsequently confirmed by the shareholders of the Company at 74<sup>th</sup> Annual General Meeting (AGM) held on September 21, 2017.

All statutory and other important items/ information including those envisaged in SEBI LODR, are regularly provided to the Board and the Committees thereof either as part of agenda papers well in advance of the Board Meetings, or are tabled in the course of the Meetings of the Board and/or its Committees to enable the Board/ Committees to discharge their responsibilities effectively and to take informed decision.

The Company issues formal letters of appointment to Independent Directors in the manner as provided in the Act. The terms and conditions of appointment are disclosed on the website of the Company.

The Company has formulated a policy to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The Familiarization Programme for Independent Directors is also disclosed on the website of the Company i.e. [www.bharatnidhi.com](http://www.bharatnidhi.com) at the link [http://www.bharatnidhi.com/BNL\\_FP3.pdf](http://www.bharatnidhi.com/BNL_FP3.pdf)

**D) Directors Remuneration**

The Company does not pay any remuneration/ commission to its Directors. Further, it has not implemented any Stock Option Scheme except for the payment of sitting fee and reimbursement of conveyance for attending Board/Committee meetings, the Company has no pecuniary relationship/ transactions with its Directors during the Financial Year ended March 31, 2018.

The details of the sitting fee and conveyance paid during the year to the Directors for attending the meetings of the Board and Committees thereof are as under:

S. No.	Name of the Director	Sitting Fees and Conveyance paid (Rs.)
1)	Mr. Vijay Bhushan*	12,500
2)	Mr. Bhagat Ram Goyal	1,10,000
3)	Mr. Nityanand Singh	82,500
4)	Mr. B. Chintamani Rao	1,02,500
5)	Mr. Mukesh Gupta	1,02,500

\* Mr. Vijay Bhushan has resigned from the Board & Committees effective May 7, 2017.

Mr. Punit Jain and Ms. Revati Jain have voluntarily waived off their entitlement to the sitting fees and conveyance for attending the Committee and Board Meetings.

#### E) Code of Conduct

The Company has adopted a Code of Conduct for all its Board Members and Senior Managerial Personnel in compliance with the provisions of Regulation 17 (5) of SEBI LODR. All the Board Members and the Senior Managerial Personnel have affirmed compliance with the Code of Conduct as on March 31, 2018 and a Declaration to this effect is attached with the Report. A copy of the code has been put on the Company's Website at the link <http://bharatnidhi.com/doc1.pdf>

#### • COMMITTEES OF THE BOARD

The terms of reference of the Board's Committees are determined by the Board from time to time. As on March 31, 2018, the Board has 4 (Four) Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. All the decisions pertaining to the constitution of the Committee(s), appointment of its Members and payment of Sitting Fees to the Committee Members for attending the Committee Meetings are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

#### A) Audit Committee:

##### (i) Composition and Attendance:

During the year under review, 4 (Four) meetings of the Audit Committee were held on May 29, 2017, August 04, 2017, November 10, 2017 and February 12, 2018. The composition of the Audit Committee during the Financial Year 2017-18 and details of the Members' attendance at the Meetings of the Committee are as under:

S. No.	Name of the Member	Status	No. of Meetings Attended
1.	Mr. Bhagat Ram Goyal	Member	4
2.	Mr. B. Chintamani Rao	Member	4
3.	Mr. Mukesh Gupta	Member	4

The Company has not designated any member as chairman of the Committee. All the Meetings of the Audit Committee, held during the year, were chaired by Mr. Mukesh Gupta, Non-Executive and Independent Director of the Company. Statutory Auditors and the CFO were invited to and attended and participated at the Committee Meetings.

All the Audit Committee Members possess rich knowledge and expertise in Financial and Management fields. The Company Secretary of the Company acts as the Secretary to the Audit Committee. Minutes of each Audit Committee Meeting are placed before the Board of Directors for confirmation at its succeeding Meeting.

##### (ii) Terms of Reference:

The Committee governed by a Charter which is in line with the regulatory requirements mandated by the Act and Regulation 18 of SEBI LODR.

The Terms of Reference of the Committee are as follows:

- ✓ To recommend the appointment, remuneration and terms of appointment of auditors of the company;
- ✓ To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- ✓ To examine financial statement and the auditors' report thereon before submission to the Board;
- ✓ To approve any subsequent modification of transactions of the company with related parties;
- ✓ To scrutinize inter-corporate loans and investments;
- ✓ To evaluate internal financial controls and risk management systems;
- ✓ To monitor the end use of funds raised through public offers and related matters.
- ✓ Review of the Audit Reports of the Internal Auditors.

- ✓ Ensuring adequacy of Internal Audit Function and Internal Control Systems.
- ✓ Review of any other matter in relation to items specified in Clause 49 (II) of the Listing Agreement.
- ✓ Overseeing the Company's financial reporting process and disclosure of financial information.
- ✓ Holding discussions with the Auditors periodically about the Internal Control Systems, the scope of Internal Audit and the observations of the Auditors.
- ✓ Review of the Quarterly, Half-yearly, and Annual Financial Statements before submission to the Board.

**B) Nomination and Remuneration Committee**
**(i) Composition and Attendance:**

During the year under review, 2 (Two) Meetings of Nomination and Remuneration Committee were held on May 29, 2017 and November 10, 2017. All the Members of the Committee were present in the Meetings. The composition of the Nomination and Remuneration Committee is as under:

S. No.	Name of the Member	Status	No. of Meetings Attended
1	Mr. B. Chintamani Rao	Member	2
2	Mr. Mukesh Gupta	Member	2
3	Mr. Bhagat Ram Goyal	Member	2

The Company has not designated any member as chairman of the Committee. One Meetings of the Committee, held on May 29, 2017 was chaired by Mr. B. Chintamani Rao, Non-Executive and Independent Director of the Company and one Meeting of the Committee, held on November 10, 2017 was chaired by Mr. Bhagat Ram Goyal, Non-Executive and Independent Director of the Company.

All Members of Nomination and Remuneration Committee possess rich knowledge and expertise in their respective fields. The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee. Minutes of each Nomination and Remuneration Committee Meeting are placed before the Board of Directors for confirmation at its succeeding Meeting.

The details relating to remuneration of Directors, as required under SEBI LODR, have been given under a separate section, viz. 'Directors Remuneration' in this Report. Nomination and Remuneration Policy is attached as **Annexure I** to the Directors' Report.

**(ii) Terms of Reference:**

The Committee governed by the provisions mandated by the Act and Regulation 19 of SEBI LODR.

The Terms of Reference of the Committee are as follows:

- ✓ To carry out evaluation of every Director's performance.
- ✓ To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- ✓ To formulate the criteria for evaluation of Independent Directors and the Board.
- ✓ To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- ✓ To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- ✓ To perform such other functions as may be necessary or appropriate for the performance of its duties.

**(iii) Performance Evaluation criteria for Independent Directors:**

The Performance Evaluation criteria for Independent Directors are determined by the Committee as per the Evaluation Mechanism of the Company. An indicative list of factors that may be evaluated including attendance and participation by a Director, adherence to ethical standards and code of conduct and cordial inter personnel relations with other Directors.

**C) Stakeholders Relationship Committee****(i) Composition and Attendance:**

During the year under review, 4 (Four) meetings of the Stakeholders Relationship Committee were held i.e. on May 29, 2017, August 04, 2017, November 13, 2017 and February 13, 2018. The composition of the Stakeholders Relationship Committee and details of the Members participation at the Meetings of the Committee are as under:

S. No.	Name of the Member	Status	No. of Meetings Attended
1.	Mr. Bhagat Ram Goyal	Member	4
2.	Mr. Nityanand Singh	Member	4
3.	Mr. Punit Jain	Member	4

The Company has not designated any member as chairman of the Committee. All the meetings of Stakeholders Relationship Committee, held during the year, were chaired by Mr. Nityanand Singh, Non-Executive Director of the Company.

The Company Secretary, Ms. Amita Gola, is designated as the Compliance Officer as per the requirements of the SEBI LODR. The Minutes of each Stakeholders Relationship Committee Meeting are placed before the Board of Directors at its subsequent Meeting for confirmation.

**(ii) Terms of Reference:**

The Committee governed by the provisions mandated by the Act and Regulation 20 of SEBI LODR.

The Terms of References of the Committee are as follows:

- ✓ Allotment of securities;
- ✓ Issue of duplicate certificates for securities of the Company;
- ✓ Deciding the dates of book closure/ record date in respect of shares and other securities issued by the Company;
- ✓ Other matters as may be prescribed or to be prescribed from time to time to be dealt with or handled by the Committee pursuant to provisions of the Act, the Rules framed thereunder, the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and/or the guidelines, circulars or notifications issued by the Securities and Exchange Board of India; and
- ✓ Any other matter as may be delegated by the Board of Directors from time to time.

**(iii) Status of redressal of Investor Grievances**

In the beginning of the year, no Investor Grievance was pending. During the year under review, the Company had received 7 Investor Grievances pertaining to investor related matters. All the Investor Grievances have been attended and disposed off during the year.

**D) Corporate Social Responsibility Committee****(i) Composition and Attendance:**

During the year under review, 2 (Two) meetings of the Corporate Social Responsibility Committee were held on August 04, 2017 and February 12, 2018. The composition of the Corporate Social Responsibility Committee and details of the members' participation at the Meetings of the Committee are as under:

S. No.	Name of the Member	Status	No. of Meetings Attended
1.	Mr. Bhagat Ram Goyal	Member	2
2.	Mr. B. Chintamani Rao	Member	2
3.	Mr. Mukesh Gupta	Member	2
4.	Ms. Revati Jain	Member	2

The Company has not designated any member as chairman of the Committee. All the meetings of Corporate Social Responsibility Committee, held during the year, were chaired by Mr. Mukesh Gupta, Non-Executive and Independent Director of the Company.

The Company Secretary, Ms. Amita Gola, is designated as the Compliance Officer as per the requirements of the SEBI LODR. The Minutes of each Corporate Social Responsibility Committee Meeting are placed before the Board of Directors at its subsequent Meeting for confirmation.

**(ii) Terms of Reference:**

The Committee governed by the provisions mandated by the Act.

The Terms of References of the Committee are as follows:

- ✓ 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.
- ✓ 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.

• **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company

The Company has also adopted a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (The Code), for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information by the Company, to enable the investor community to take informed investment decisions with regard to the Company's shares.

All the Directors and Designated Employees have given their Disclosure under the said Insider trading Regulations. The Code is available on the Company's Website at the link <http://bharatnidhi.com/doc2.pdf>

• **GENERAL BODY MEETINGS**

The details of the Annual General Meetings (AGM) of the Company held during the last three years are as under:

Financial Year	Date	Time	Venue
2014-15	29.09.2015	11.30 A.M.	Peareylal Bhawan, 2, Bahadur Shah Zafar Marg, New Delhi – 110002
2015-16	26.09.2016	11.30 A.M.	Peareylal Bhawan, 2, Bahadur Shah Zafar Marg, New Delhi – 110002
2016-17	21.09.2017	11.30 A.M.	Peareylal Bhawan, 2, Bahadur Shah Zafar Marg, New Delhi – 110002

1(One) Special Resolution was passed in the AGM held in the Financial Year 2014-15. Further, no Resolution was passed through Postal Ballot in the FY 2015-16 and 2016-17. There is no Special Resolution proposed to be passed by Postal Ballot during the current year.

• **DISCLOSURES**

**(a) Materially significant Related Party Transactions**

No materially significant Related Party Transaction, that may have potential conflict with the interest of the Company at large, has been carried out with the Directors or the Management, or their Relatives etc. during the year under review. The 'Related Party Transaction Disclosures' have been given at Note No. 30 in the Notes to the Financial Statements. The Policy on dealing with Related Party Transactions is disclosed on the website of the Company and can be accessed by clicking the following link [http://www.bharatnidhi.com/BNL\\_PORPT4.pdf](http://www.bharatnidhi.com/BNL_PORPT4.pdf)

**(b) Disclosure of Accounting Treatment**

The Accounting Standards, as notified in the Companies (Accounting Standards) Rules, 2006, as amended and as referred to under Section 129 and Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014, have been followed in the preparation of the Financial Statements for the year ended March 31, 2018.

**(c) Board Disclosures – Risk Management**

The Company has in place built-in internal control systems for assessing and mitigating elements of risks in relation to its operations which are followed scrupulously in day to day functioning of the Company. The Board of Directors annually reviews the Risk Management Policy of the Company.

**(d) Non-Compliance relating to the Capital Market (if any)**

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authorities on any Capital Market related matter, during the last three years.

**(e) Proceeds from Public Issues, Rights Issue, Preferential Issue etc.**

The Company has not raised any funds through public issue, right issue, preferential issue etc. during the year under review.

**(f) Whistle Blower Policy/ Vigil Mechanism**

The Company has established Whistle Blower Policy/Vigil Mechanism for stakeholders, including Directors and employees to report their genuine concerns. The reportable matters may be disclosed to the Whistle and Ethics Officer of the Company or to the Audit Committee. During the year under review, no stakeholder has been denied access to the Audit Committee. A copy of the policy has been put on the Company's website and can be accessed at [http://www.bharatnidhi.com/BNL\\_WB\\_VIGIL.pdf](http://www.bharatnidhi.com/BNL_WB_VIGIL.pdf)

**(g) Compliance of Corporate Governance Provisions**

The Company is in full compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 under SEBI LODR.

**(h) Non-mandatory requirements**

The Company has not adopted any of the non-mandatory requirements specified under SEBI LODR.

**MEANS OF COMMUNICATION****Quarterly Results**

The Quarterly/ Half Yearly/ Annual Financial Results of the Company are regularly submitted to the Stock Exchanges immediately after the same are reviewed by the Audit Committee and approved by the Board of Directors. These results are published in one English 'Financial Express -all editions' and one Hindi 'Jansatta-Delhi' and are placed on the website of the Company.

**• SHAREHOLDERS' INFORMATION****(a) Annual General Meeting (Proposed)**

Day and Date	: Monday, September 24, 2018
Time	: 11:30 A.M.
Venue	: Peareylal Bhawan, 2, Bahadur Shah Zafar Marg, New Delhi – 110002
Last date for receipt of Proxy Forms	: September 22, 2018

No Special Resolution is proposed to be passed at the ensuing Annual General Meeting.

**(b) Date of Book Closure**

Tuesday, September 18, 2018 to Monday, September 24, 2018 (both days inclusive).

**(c) Dividend Payment Date**

Indicative date of credit/dispatch of Dividend warrants : October 9, 2018

**(d) Financial Year**

Your Company observes April 01 to March 31 as its Financial Year.

**(e) Financial Calendar (Tentative)**

Adoption of Quarterly Results for the Quarter ending:

June 30, 2018	:	Second Week of August, 2018
September 30, 2018	:	Second Week of November, 2018
December 31, 2018	:	Second Week of February, 2019
Annual Results as on March 31, 2019	:	Fourth Week of May, 2019

**(f) Listing of Equity Shares**

The Equity Shares of the Company are listed on the Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata, West Bengal 700 001 (Stock Code 12649). The Annual Listing Fee for the Financial Year 2018-19 has been paid. Scrip Code of the Company is 12649.

Annual custody/issuer fee for the year 2018-19 have also been paid to NSDL and CDSL.

**(g) Market Price Data**

As the Calcutta Stock Exchange (CSE) Limited has not provided any trading platform to Companies, no trading took place during the year under review at CSE.

**(h) Shares held in Physical and Electronic Mode**

The Equity Shares of your Company are available for trading in the depository systems of both the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN No. allotted to the Company is INE286F01016.

As on March 31, 2018, 28,61,782 Equity Shares, representing 98.02% of the total Equity Share Capital are in dematerialized form.

**(i) Registrar and Share Transfer Agent and Share Transfer Process**

The Company has appointed M/s Skyline Financial Services Pvt. Ltd. as its Registrar and Share Transfer Agents.

The Shares of the Company in electronic form are tradable only through the Depository Systems. The Transfer of Shares in physical form is processed by Registrar and Share Transfer Agent of the Company and thereafter the same are approved by the Company Secretary/ Directors of the Company. The Company obtains from Company Secretary in Practice half-yearly Certificate of compliances with the share transfer formalities and files a copy of the said Certificate with the Calcutta Stock Exchange.

**Distribution of Shareholding and Category of Shareholding as on March 31, 2018.**
**Distribution of Shareholding:**

Shareholding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Shareholding Amount (Rs.)	% to Total Amount
Up To 5,000	1,582	92.30	12,68,350	4.34
5001 To 10,000	48	2.80	3,60,990	1.24
10001 To 20,000	33	1.93	4,84,140	1.66
20001 To 30,000	14	0.82	3,60,310	1.23
30001 To 40,000	8	0.47	3,00,850	1.03
40001 To 50,000	5	0.29	2,26,840	0.78
50001 To 1,00,000	6	0.35	4,30,310	1.47
1,00,001 and Above *	18	1.05	2,57,65,430	88.25
<b>Total</b>	<b>1,714</b>	<b>100</b>	<b>2,91,97,220</b>	<b>100</b>

\* It includes 1,33,663 equity shares of the Company held by 3,545 shareholders, which were transferred to Investor Education and Protection Fund (IEPF) by the Company during the financial year 2017-18 and held by IEPF as the custodian of such shares .

**Category- wise Shareholding Pattern:**

Category	No. of Shares	Percentage
<b>A. Promoters' Holding</b>	0.00	0.00
<b>B. Non-Promoters' Holding</b>		
<b>Institutional Investors</b>		
1. Mutual Funds & UTI	0.00	0.00
2. Banks, Financial Institutions, Insurance Companies, State Govt., Central Govt.	3,288	0.11
3. Foreign Institutional Investors	0.00	0.00
<b>Others</b>		
4. Private Bodies Corporate	16,94,014	58.02
5. NRIs and OCBs	66,193	2.27
6. Indian Public – Individuals	9,96,751	34.14
7. Hindu Undivided Family	25,813	0.88
8. Clearing Members	0.00	0.00
9. Others (IEPF)	1,33,663	4.58
<b>TOTAL</b>	<b>29,19,722*</b>	<b>100</b>

\*Excluding Fractional Coupons comprising 529 Ordinary Shares not yet exchanged.

**(j) Outstanding ADRs/ GDRs/warrants or any Convertible Instruments**

The Company has not issued any ADRs/ GDRs/warrants or any convertible instruments.

**(k) CEO/CFO Certificate**

In terms of the Regulation 17(8) of the SEBI LODR, a Certificate signed by Mr. Sanket Kumar Aggarwal, CFO and Mr. Vivek Gupta, Manager of the Company, is published in this Report after Management Discussion and Analysis Report. The Company does not have any CEO at present.

**(l) Address for Correspondence**

The Investors are requested to forward the correspondence to M/s Skyline Financial Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company at the following address:

**M/s Skyline Financial Services Pvt. Ltd.**

D-153/A, 1<sup>st</sup> Floor,  
Okhla Industrial Area, Phase – I,  
New Delhi – 110020  
Ph: 011-40450193-197; 26812682-83  
Email : [parveen@skylinerta.com](mailto:parveen@skylinerta.com)

The Investors can also contact or send their grievances, if any, to the Company at the following given address:

**Ms. Amita Gola**
**Company Secretary**

M/s Bharat Nidhi Limited  
First Floor, Express Building,  
9-10, Bahadur Shah Zafar Marg,  
New Delhi – 110 002  
Phone : 011-43562982  
Mail Id: [bharatnidhi1@gmail.com](mailto:bharatnidhi1@gmail.com)

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

**(Mukesh Gupta)**  
**Director**  
(DIN: 06937352)

**(Nityanand Singh)**  
**Director**  
(DIN: 00288319)

Place : New Delhi  
Date : August 10, 2018

**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. 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:	<ol style="list-style-type: none"> <li>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.</li> <li>2. The publications are sold by BCCL to BNL at prices determined by BCCL.</li> <li>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:-                             <ol style="list-style-type: none"> <li>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.</li> <li>b. Each issue of weeklies and fortnightlies will be paid within three days of delivery of the publication.</li> <li>c. Each issue of monthly, annual and other publications will be paid within seven days of delivery of the publication.</li> </ol> </li> </ol>

		<p>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.</p> <p>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.</p> <p>6. Any clause/clauses or part/parts of the agreement may be modified by mutual consent of both the parties.</p> <p>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.</p>
(e)	Date(s) of approval by the Board, if any:	29 <sup>th</sup> 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**

**(Mukesh Gupta)**  
**Director**  
(DIN: 06937352)

**(Nityanand Singh)**  
**Director**  
(DIN: 00288319)

Place : New Delhi  
Date : August 10, 2018

**A. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended vide Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.**

- (i) The Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary and Manager during the Financial Year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the F.Y. 2017-18:

<b>S. No.</b>	<b>Name of Director/ KMP and Designation</b>	<b>Remuneration of Director/ KMP during financial year 2017-18 (in Rs.)</b>	<b>% Increase in remuneration in the financial year 2017-18</b>	<b>Ratio of remuneration of each Director to the median remuneration of employees</b>
1	Mr. Sanket Kumar Aggarwal Chief Financial Officer (CFO)	23,36,052	16.79%	N.A. #
2	Ms. Divya Kohli Company Secretary (Resigned w.e.f. October 16, 2017)	2,41,181	N.A. *	N.A. #
3	Ms. Amita Gola Company Secretary (Appointed as Company Secretary w.e.f. November 10, 2017)	5,12,025	N.A. **	N.A. #
3	Mr. Vivek Gupta Manager	7,75,272	10.87%	N.A. #

\* Not Applicable as Ms. Divya Kohli resigned from the position of Company Secretary of the Company effective October 16, 2017

\*\* Not applicable, as Ms. Amita Gola has joined the Company only during the financial year 2017-18 and appointed as Company Secretary (KMP) w.e.f. November 10, 2017.

# The Directors of the Company are only entitled to sitting fees for attending Board / Committee Meetings and the same does not form part of the remuneration specified under Section 197(1) of the Companies Act, 2013, hence the same is not applicable.

- (ii) The median remuneration of employees of the Company during the current financial year was Rs. 3,35,976/-.
- (iii) In the current financial year, there was a decrease of 5.81% in the median remuneration of employees.
- (iv) There were 11 permanent employees on the rolls of the Company as on March 31, 2018.
- (v) Average percentage increase made in the remuneration of employees other than the managerial remuneration in the last financial year i.e. 2017-18 was 8.85% whereas the increase in the managerial remuneration for the same financial year was 14.00%. The increase in the remuneration of managerial personnel or other than managerial personnel solely depends on the individual performance and significance of the key result areas delivered by the employee himself/herself to the Company.
- (vi) The remuneration paid by the Company during the Financial Year 2017-18 was as per the Remuneration Policy of the Company.

**B. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended vide Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.**

S. No.	Employee Name & Age-	Designation & Nature of Employment	Date of commencement of employment	Educational Qualification	Experience (No. of years)	Remuneration received in Financial Year ended March 31, 2018 (in Rs.)	Previous employment
1	Mr. Sanket Kumar Aggarwal (40 Years)	Chief Financial Officer (Permanent)	30.11.2012	Chartered Accountant (FCA)	19	23,36,052	Indosolar Ltd.
2	Mr. Vivek Gupta (42 Years)	Manager (Permanent)	01.05.2015	B.com(Hons)	21	7,75,272	Satyam Properties & Finance Ltd
3	Ms. Amita Gola (41 Years)	Secretarial Manager (upto 09.11.2017) Company Secretary (w.e.f. 10.11.2017) (Permanent)	10.10.2017	Company Secretary (FCS) & Law Graduate (LLB)	16	6,20,487 (including Rs. 5,12,025 for the period from 10.11.2017, in the capacity of Company Secretary)	Times Publishing House Ltd.
4	Mr. Sanjeev Kumar Jain (53 Years)	Sr. Accounts Officer (Permanent)	01.02.1990	B.Com(P)	28	5,66,244	N.A
5	Mr. Umesh Dutt (40 Years)	Accounts Officer (Permanent)	01.07.2004	B.Com(P)	21	4,14,624	R.M Daga & Associates CA
6	Mr. Rajeev Chopra (38 Years)	Sr. Accounts Officer (Permanent)	16.08.2008	B.Com(P)	16	3,88,284	M/s Ace Integrated Solutions Pvt. Ltd.
7	Mr. Manoj Kumar Sharma (52 Years)	Accounts Executive (Permanent)	01.04.2005	B.Com(P)	26	2,83,668	Sage Metals Ltd.
8	Ms. Divya Kohli (32 Years)	Company Secretary (Permanent) (upto 16 <sup>th</sup> Oct, 2017)	02.06.2014	Company Secretary (ACS)	7	2,41,181	Teamlease Services Pvt. Ltd.
9	Mr. Pradeep Singh (44 years)	Record Keeper (Permanent)	01.08.2008	12th Pass	21	2,26,404	N.A
10	Mr. Phoola Mandal (53 Years)	Peon (Permanent)	01.10.1996	7th Passed	36	2,03,892	N.A

None of the above named employee holds the equity shares of the Company and no employee is a relative of Director or Manager of the Company.

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

(Mukesh Gupta)  
Director  
(DIN: 06937352)

(Nityanand Singh)  
Director  
(DIN: 00288319)

Place : New Delhi  
Date : August 10, 2018

**FORM NO. MGT – 9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended March 31, 2018  
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1)  
of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L74899DL1942PLC000644
Registration Date	21/09/1942
Name of the Company	<b>BHARAT NIDHI LIMITED</b>
Category/ Sub-Category of the Company	Company Limited by Shares (NBFC)
Address of the Registered Office and contact details	First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi – 110 002 Telephone No. : 011-43562982 Website: <a href="http://www.bharatnidhi.com">www.bharatnidhi.com</a> E-mail id: <a href="mailto:bharatnidhi1@gmail.com">bharatnidhi1@gmail.com</a>
Whether Listed Company (Yes/No)	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase-I, New Delhi – 110 020, Telephone No. : 011-40450193-197; 26812682-83 Fax: 011-26812683 Email : <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Distribution of Newspapers and Magazines in Delhi & NCR	99611519	99.73%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Refer Point No. 12 of Directors' Report.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**a) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
<b>(1) Indian</b>										
a) Individual/ HUF	0	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A)=A1 + A2</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	2311	2311	0.08	0	1278	1278	0.04	-0.04
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	2010	2010	0.07	0	2010	2010	0.07	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B1)</b>	<b>0</b>	<b>4321</b>	<b>4321</b>	<b>0.15</b>	<b>0</b>	<b>3288</b>	<b>3288</b>	<b>0.11</b>	<b>-0.04</b>
<b>B. Public Shareholding</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1712625	1703	1714328	58.72	1693842	172	1694014	58.02	-0.70
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	240885	175183	416068	14.25	241931	41402	283333	9.70	-4.55
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	692004	0	692004	23.70	713418	0	713418	24.44	0.74
c) Others (specify)	78674	14327	93001	3.18	212591*	13078	225669*	7.73*	4.55
<b>Sub-total (B2)</b>	<b>2724188</b>	<b>191213</b>	<b>2915401</b>	<b>99.85</b>	<b>2861782</b>	<b>54652</b>	<b>2916434</b>	<b>99.89</b>	<b>0.04</b>
<b>Total Public Shareholding (B=B1+B2)</b>	<b>2724188</b>	<b>195534</b>	<b>2919722</b>	<b>100</b>	<b>2861782</b>	<b>57940</b>	<b>2919722</b>	<b>100</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>2724188</b>	<b>195534</b>	<b>2919722</b>	<b>100</b>	<b>2861782</b>	<b>57940</b>	<b>2919722</b>	<b>100</b>	<b>0</b>

\* It includes 1,33,663 equity shares of the Company held by 3,545 shareholders, which were transferred to Investor Education and Protection Fund (IEPF) by the Company during the financial year 2017-18 and held by IEPF as the custodian of such shares.

**(ii) Shareholding of Promoters: NIL**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
-----N.A.-----								

**(iii) Change in Promoters' Shareholding: N.A.**

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	---	---	---	---
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	---	---	---	---
	At the End of the year	---	---	---	---

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the beginning of the year</b>					
1	M/s. Matrix Merchandise Ltd.	600000	20.55	600000	20.55
2	Mr. Vineet Jain	590000	20.21	590000	20.21
3	M/s. Sanmati Properties Ltd.	471588	16.15	471588	16.15
4	M/s. Ashoka Marketing Ltd.	300000	10.27	300000	10.27
5	M/s. Mahavir Finance Ltd.	200000	6.85	200000	6.85
6	M/s. Arth Udyog Ltd.	57974	1.99	57974	1.99
7	M/s. TM Investments Ltd.	37744	1.29	37744	1.29
8	Mr. Kamlesh Aggarwal	27956	0.96	27956	0.96
9	Mr. Nayan Arun Jagjivan	24295	0.83	25595	0.88
10	Mr. Nakul Arun Jagjivan	22953	0.79	23853	0.82
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	The increase in shareholding is due to off market transactions by the shareholders.			
<b>At the End of the year (or on the date of separation, if separated during the year)</b>					
S. No.	For Each of the Top 10 Shareholders	No. of shares		% of total shares of the company	
1	M/s. Matrix Merchandise Ltd.	600000		20.55	
2	Mr. Vineet Jain	590000		20.21	
3	M/s. Sanmati Properties Ltd.	471588		16.15	

4	M/s. Ashoka Marketing Ltd.	300000	10.27
5	M/s. Mahavir Finance Ltd.	200000	6.85
6	M/s. Arth Udyog Ltd.	57974	1.99
7	M/s. TM Investments Ltd.	37744	1.29
9	Mr. Kamlesh Aggarwal	27956	0.96
9	Mr. Nayan Arun Jagjivan	25595	0.88
10	Ms. Suman Aggarwal	24382	0.84

**(v) Shareholding of Directors and Key Managerial Personnel:**

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the beginning of the year</b>					
1.	Mr. Vijay Bhushan* (Independent Director)	500	0.02	500	0.02
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	No Change			
<b>At the End of the year</b>					
	<b>For Each of the Directors and KMP</b>	No. of shares		% of total shares of the company	
	N.A.	N.A.		N.A.	

\* Mr. Vijay Bhushan has resigned from the Directorship effective May 7, 2017.

**V. INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment. - Nil**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	NIL			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
Change in Indebtedness during the financial year				
· Addition				
· Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. No.	Particulars of Remuneration	Name of MD/A/TD/ Manager	Total Amount
		<b>Vivek Gupta</b>	
<b>1.</b>	<b>Gross salary</b>	<b>(in Rs.)</b>	<b>(in Rs.)</b>
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,60,272	7,60,272
(b)	Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	-
(c)	Profits in lieu of salary under section 17(3) of Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	-	-
5.	Others, please specify (Medical Reimbursement)	15,000	15,000
	Total (A)	<b>7,75,272</b>	<b>7,75,272</b>
	Ceiling as per the Act	-	-

**B. Remuneration to other Directors\*:**

S. No.	Particulars of Remuneration	Name of Directors							Total Amount (in Rs.)
		Vijay Bhushan (Independent Director)#	Bhagat Ram Goyal (Independent Director)	Mukesh Gupta (Independent Director)	B. Chintamani Rao (Independent Director)	Nityanand Singh (Non-Executive Director)	Punit Jain (Non-Executive Director)\$	Revati Jain (Non-Executive Director)\$	
<b>1</b>	<b>Independent Directors</b>								
	Fee for attending board/ committee meetings	10,000	1,00,000	90,000	90,000	-	-	-	2,90,000
	Commission	-	-	-	-	-	-	-	-
	Others(Conveyance)	2,500	10,000	12,500	12,500	-	-	-	37,500
	<b>Total (1)</b>	<b>12,500</b>	<b>1,10,000</b>	<b>1,02,500</b>	<b>1,02,500</b>	-	-	-	<b>3,27,500</b>
<b>2</b>	<b>Other Non-Executive Directors</b>								
	Fee for attending board/ committee meetings	-	-	-	-	70,000	-	-	70,000
	Commission	-	-	-	-	-	-	-	-
	Others(Conveyance)	-	-	-	-	12,500	-	-	12,500
	<b>Total (2)</b>	-	-	-	-	82,500	-	-	82,500
	<b>Total (B)=(1+2)</b>	<b>12,500</b>	<b>1,10,000</b>	<b>1,02,500</b>	<b>1,02,500</b>	<b>82,500</b>	-	-	<b>4,10,000</b>
	<b>Total Managerial Remuneration</b>	<b>12,500</b>	<b>1,10,000</b>	<b>1,02,500</b>	<b>1,02,500</b>	<b>82,500</b>	-	-	<b>4,10,000</b>
	Overall Ceiling as per the Act	Rs. 1,00,000 per meeting per Director							

\*The Directors of the Company are entitled to Sitting Fee only for attending Board/Committee Meetings.  
 \$ Mr. Punit Jain and Ms. Revati Jain, Non-Executive Directors have voluntarily waived off their sitting fee.  
 # Mr. Vijay Bhushan has resigned from the Board & its Committees effective May 7, 2017.

**C. Remuneration to Key Managerial Personnel other Than MD/Manager/WTD**

S. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary	Company Secretary	CFO	Total (in Rs.)
			Ms. Divya Kohli (up to 16 <sup>th</sup> Oct, 2017)	Ms. Amita Gola (w.e.f. 10 <sup>th</sup> Nov, 2017)	Mr. Sanket Kumar Aggarwal	
1.	Gross salary (in Rs.)					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	---	2,30,536	5,04,888	23,18,052	30,53,476
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	2,500	---	3,000	5,500
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	---	---	---	---
2.	Stock Option	---	---	---	---	---
3.	Sweat Equity	---	---	---	---	---
4.	Commission - as % of profit - others, specify	--	---	---	---	---
5.	Others, please specify (Medical Reimbursement)	---	8,145	7,137	15,000	30,282
	<b>Total</b>	---	<b>2,41,181</b>	<b>5,12,025</b>	<b>23,36,052</b>	<b>30,89,258</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
<b>B. DIRECTORS</b>					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---

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

(Mukesh Gupta)  
Director  
(DIN: 06937352)

(Nityanand Singh)  
Director  
(DIN: 00288319)

Place : New Delhi  
Date : August 10, 2018

## 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 1<sup>st</sup> 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 Annexure 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](http://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 Swachh 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.**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **Economy and Industry overview**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased to 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). India's GDP is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial. The government's direct tax collection has gone up by 19.3 per cent to Rs 6.95 lakh crore against the mop-up in year-ago period. As per the Finance Ministry "The growth rate for net collections for corporate income tax is 19.2 per cent and for personal income tax is 18.6 per cent,". India's monthly goods and services tax (GST) collections crossed Rs 1 lakh crore for the first time in April, 2018, indicating that the indirect tax regime was stabilising and that economic revival was picking up pace.

India's foreign exchange reserves were US\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PWC.

The number of print media publications in India grew at a slower rate of 3.58% in the year ended 31 March, 2017 according to the latest edition of the Registrar of Newspapers of India's (RNI) annual Press in India report. (31<sup>st</sup> March, 2018 figures have not been published yet). In FY 2015-16, print media publications grew at a rate of 5.13%. A total of 4,007 new publications were registered in FY 2016-17, down from 5,423 in FY 2015-16. The total number of print media publications stood at 114,820. Of these, 16,993 were newspapers and 97,827 were periodicals.

### **Opportunities and Threats**

Though digital media platforms have witnessed exponential growth in the last few years, digital news platforms have not been able to substitute newspaper readership in India, like they have done elsewhere in the world. Even as print media is declining rapidly in the developed economies and digital media users and television media viewership has surpassed print in many markets, newspapers continue to command a lion's share of the advertising pie in India. As per the latest report from Zenith, the ROI agency of Publicis Group, newspapers will continue to be the most dominant media segment in the foreseeable future.

As per the Report of The Indian Media and Entertainment Industry, published by EY, in association with FICCI, in March, 2018, the newspaper sector which is facing declining readership in many international markets because of competition from digital media, continuous to thrive in India, driven by increasing literacy rates, consumer spending and the growth of regional markets.

Print media is projected to continue its growth, largely on the back of continued readership growth in vernacular markets and advertisers' confidence in medium, especially in tier-II and tier-III cities. Spurt in literacy levels, hyper-localisation, rising disposable income, perceived credibility of written words, selective cover price increase, increase in print advertising, better distribution systems, improved quality of printing and logistics and attractive margins for vendors is likely to drive future expansion of circulation of newspapers and readership across India. However, rising digital content consumption is perceived to be a long-term risk to the industry.

### **Financial Performance**

During the Financial Year 2017-18, the Company's Total Revenue on a standalone basis was Rs. 69.88 Crores

as compared to Rs. 66.65 Crores in the previous year and the Total Expenditure was Rs. 56.66 Crores as compared to Rs. 58.48 Crores in the previous year.

The Company has earned a profit before tax for the Financial Year ended 2017-18 of Rs. 14.20 crores as compared to Rs. 8.17 crores in previous year; and its Profit after tax for the financial year ended 2017-18 is Rs. 13.13 crores as compared to profit of Rs. 8.16 crores in previous year.

### **Risk and Concerns**

The Company is exposed to risks arising out of the dynamic macro-economic environment as well as from internal business drivers besides the risks applicable to the newspaper industry in general such as, changing customer preferences & behaviour, competition, volatility in prices of newsprint etc. The Company's business risk management framework helps to identify and evaluate business risks and opportunities. A risk management policy is in place to assess and address business risks on a regular basis. Insofar as the investment of the Company's surplus funds are concerned, your Company continues to deploy surplus funds in various low risk debt based mutual funds and bank deposits. The company exercises reasonable foresight and focused analysis of the interest rate scenario before making such investments.

### **Internal Control**

The Company has an effective system of internal control corresponding with its size, nature of business and complexity of operations. It ensures accurate, reliable and timely compilation of financial and management reports and optimum utilisation of organisation resources. These systems have been designed to safeguard the assets and interests of the Company, and also ensure compliance with the Company's policies, procedures and applicable legal and statutory laws and regulations.

The internal control system is supplemented with an extensive program of internal audits either through external or internal resources and their reviews by the management. The Internal Control system and procedures are periodically reviewed to ensure orderly and efficient conduct of business. The Internal Audit reports are regularly monitored by the Audit Committee of the Board of the Company and corrective actions are taken as and when necessary.

### **Human Resource Development**

Since employees are the most vital and valuable assets and major strength of the Company, it always strives to create a conducive work environment for employees so that they perform well, grow in their career and at the same time, enhance their learning and further build on their capabilities. The Company's HR policies, training programmes and forums are oriented to ensure employee growth and overall well-being.

### **Cautionary statement**

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

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**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE  
TO THE MEMBERS OF BHARAT NIDHI LIMITED**

We have examined the compliance of conditions of Corporate Governance by Bharat Nidhi Limited, for the year ended March 31, 2018, as stipulated in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) for the period from April 1, 2017 to March 31, 2018.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Place: New Delhi  
Dated: May 28, 2018

**Sumit Jain**  
Partner  
M. No. 99119

**BHARAT NIDHI LIMITED**  
**CODE OF CONDUCT COMPLIANCE FOR THE FINANCIAL YEAR 2017-18**

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby affirm and declare due compliance in all respects with the Code of Conduct duly constituted for the Members of the Board and Senior Management Personnel of M/s Bharat Nidhi Limited, for the Financial Year 2017-18.

**Board of Directors**

<b>Mukesh Gupta</b>	<b>B. Chintamani Rao</b>	<b>B. R. Goyal</b>
<b>Nityanand Singh</b>	<b>Revati Jain</b>	<b>Punit Jain</b>

**Senior Management Personnel**

<b>Sanket Kumar Aggarwal</b> Chief Financial Officer	<b>Amita Gola</b> Company Secretary
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Date : May 28, 2018  
Place : New Delhi

**COMPLIANCE CERTIFICATE**

[under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. They have indicated to the auditors and the Audit committee
- 1) significant changes in internal control over financial reporting during the year;
  - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**(Sanket Kumar Aggarwal)**  
**Chief Financial Officer**

**(Vivek Gupta)**  
**Manager**

Date : May 28, 2018  
Place : New Delhi

To,  
**The Board of Directors,**  
**Bharat Nidhi Limited**  
 1st 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 31<sup>st</sup> March, 2018**

- 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 the total income. Therefore, the Company is not required to hold such Certificate of Registration in terms of its income pattern as on March 31, 2018. 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. During the current year ended March 31, 2018, further to the application filed, RBI has asked the Company to reduce its Financial Assets below 50% of its Total Assets in order to initiate the cancellation of the CoR. As informed to us, the Company will do the necessary action to reduce its Financial Assets below 50% of its Total Assets.
- However, the Company is meeting the Principal Business Criteria of Financial asset as on March 31, 2018.
- iii) The Company is having a net owned fund of Rs.9,472.44 Lakhs as on 01st April, 2018, 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, 2018, 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 29, 2017 for the non-acceptance of any public deposits during the financial year 2017-18.
- ii) The Company has not accepted any public deposits during the year ended March 31, 2018.
- iii) Since the Company has not accessed any public funds and does not have any customer interface during the year ended 31st March, 2018 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  
 FRN 000012N

**Sumit Jain**  
 Partner  
 M. No. 099119

Place : New Delhi  
 Date : 28<sup>th</sup> May, 2018

**INDEPENDENT AUDITOR'S REPORT****To The Members of Bharat Nidhi Limited****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **BHARAT NIDHI LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's responsibility for the 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 and presentation 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, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding 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.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design the audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations give to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of the affairs of the Company as at 31<sup>st</sup> March, 2018, and its profits and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirement

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure - A", a statement on the matters specified in paragraph 3 and 4 of the said Order.
2. 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;
  - b. in our opinion proper books of accounts as required by the law have been kept by the Company, so far as appears from our examination of those books,
  - c. the Balance Sheet, Statement of Profit and Loss and 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 dealt with by this report comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014;
  - e. on the basis of written representations received from the directors as on 31<sup>st</sup> March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2018 from being appointed as director in terms of section 164(2) of the Companies Act, 2013;
  - f. With respect to the adequacy of the Internal Financial Controls over the financial reporting and operating effectiveness of such controls, refer to our separate Report in "Annexure - B"; and
  - g. 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 adequately disclosed the impact of pending litigations on its financial position 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.

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

**Place: New Delhi**  
**Dated: 28<sup>th</sup> May, 2018**

**SUMIT JAIN**  
**Partner**  
**Membership No 99119**

**TO THE MEMBERS OF BHARAT NIDHI LIMITED**

**Annexure “A” referred to in paragraph 1 under the heading “Report on Other Legal and regulatory requirements” to the our Independent Auditor’s Report of even date on the Standalone Financial Statements for the year ended March 31, 2018**

**i) FIXED ASSETS**

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its business.
- (c) Since the Company is not having any immovable property, hence the clause (i)(c) of paragraph 3 of the Order is not applicable to the company.

**ii) INVENTORIES**

According to the information given to us, the Company does not account for any inventory of publications in its books of accounts, as all the unsold publications are returned to the supplier and the purchase and sale of publication is on the basis of net sales only. However, for the purpose of determining net sales, physical verification of all unsold copies is carried out on a daily basis by the Company and in our opinion the procedures of physical verification followed by the management are reasonable and adequate, in relation to the size and nature of the Company’s business, the Company maintains proper records of unsold publications and no material discrepancies were noticed on such physical verification.

**iii) Transactions with parties covered under section 189 of the Act**

As per the records and information provided, the company has not granted any loans secured or unsecured to the companies, firms, Limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 during the year. Accordingly, the clause (a), (b) & (c) of paragraph 3 of the Order are not applicable to the company.

**iv) Loans, Investments, Guaranties & Securities etc. covered u/s 185 & 186 of the Act**

According to the information and explanations given to us, the Company has not given any loans, guarantees and security covered under the provisions of Section 185 and 186 of the Companies Act, 2013 and the Company has complied with the provisions of Section 186 of the Companies Act, 2013 regarding investments made during the year covered under audit.

**v) Deposits**

The Company has not accepted any deposits during the year and hence the clause (v) of paragraph 3 of the Order is not applicable to the company.

**vi) Cost Records**

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

**vii) Statutory Dues & Requirements**

- 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, sales tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues where applicable with the appropriate authorities. No amount is payable in respect of the statutory dues as mentioned above were outstanding as at March 31, 2018 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 or sales tax or service tax/ goods and service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.
- viii) The company has not taken any loans from financial institutions or banks or government or have no dues of debenture holders and hence the clause (viii) of paragraph 3 of the Order is not applicable to the company.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debts instruments) and term loans during the year and hence the clause (ix) of paragraph 3 of the Order is not applicable to the company.
- x) Based upon the audit procedures performed and on the basis of information and explanations provided by the management, we report that no frauds by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi) The Company has paid managerial remuneration covered under the provisions of Section 197 read with Schedule V of the Act to the Key Managerial Personnel's and the transaction is in compliance of Section 197.
- xii) The Company is not a Nidhi Company and hence the clause (xii) of paragraph 3 of the Order is not applicable to the company.
- xiii) According to the records of the company and information and explanation provided to us all the transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statement as required by the applicable Accounting Standards.
- xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review as such the clause (xiv) of paragraph 3 of the Order is not applicable to the company.
- xv) As per the records of the company and information and explanation provided to us, the company has not entered into any non-cash transactions with directors or other persons connected with him and hence the clause (xv) of paragraph 3 of the Order is not applicable to the company.
- xvi) The company is registered under Section 45-IA of the Reserve Bank of India Act, 1934 since 14.10.2002. However, the Company is not required to hold such Certificate of Registration in terms of its income pattern, as it's having source of revenue mainly from the business of sale of newspaper and magazine publications and the income from its financial assets has been reduced to less than 50% of the total income. Accordingly, 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 current year, as a follow up to the said application for voluntary surrender of the CoR by the Company, RBI has asked the Company to reduce its Financial Assets below 50% of its Total Assets in order to initiate the cancellation of the CoR. The Company is reviewing the same and appropriate action will be taken by the Company. (Refer Note 28 to financial statements)

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

**Place: New Delhi**  
**Dated: 28<sup>th</sup> May, 2018**

**SUMIT JAIN**  
**Partner**  
**Membership No 99119**

**TO THE MEMBERS OF BHARAT NIDHI LIMITED**

**Annexure ‘B’ Referred to in paragraph 2 (f) under the heading “Report on other Legal and Regulatory Requirements” to the our Independent Auditor’s Report of even date on the Standalone Financial Statements for the year ended March 31, 2018**

**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, 2018 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of

unauthorised 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, 2018, 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: 28<sup>th</sup> May, 2018**

**SUMIT JAIN  
Partner  
Membership No 99119**

**BALANCE SHEET AS AT MARCH 31, 2018**
**(Amount in Rs.)**

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	2,92,02,510	2,92,75,923
Reserves and Surplus	3	91,89,61,674	78,97,04,398
<b>Non Current Liabilities</b>			
Other Long Term Liabilities	4	75,38,979	77,03,260
Long Term Provisions	5	25,24,248	23,82,729
<b>Current Liabilities</b>			
Trade Payables	6		
Dues to Micro and Small Enterprises		-	-
Dues to Other Creditors		27,22,233	35,88,885
Other Current Liabilities	7	19,32,328	17,88,350
Short Term Provisions	8	38,573	32,103
<b>Total</b>		<b>96,29,20,545</b>	<b>83,44,75,648</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
<u>Fixed Assets</u>			
Tangible Assets	9	51,267	1,43,092
Non Current Investments	10	85,84,32,050	67,33,91,526
Deferred Tax Assets (Net)	11	7,19,000	7,39,000
Long Term Loans and Advances	12	2,51,42,636	2,19,07,941
<b>Current Assets</b>			
Current Investments	13	5,00,00,000	11,30,67,720
Trade Receivables	14	36,50,273	67,99,820
Cash and Bank Balances	15	1,98,92,022	1,54,90,526
Short Term Loans and Advances	16	22,92,654	19,98,646
Other Current Assets	17	27,40,643	9,37,377
<b>Total</b>		<b>96,29,20,545</b>	<b>83,44,75,648</b>
<b>Notes to the Financial Statements</b>	1 - 39		

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

**Mukesh Gupta**
*Director*

DIN - 06937352

**Nityanand Singh**
*Director*

DIN - 00288319

**Sumit Jain**
*Partner*

Membership No.099119

**Sanket Kr. Aggarwal**
*CFO*

PAN - ABZPA4594K

**Amita Gola**
*Company Secretary*

PAN - AFYPG8218B

**Vivek Gupta**
*Manager*

PAN - AFVPG5784K

Place : New Delhi

Date : May 28, 2018

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**

(Amount in Rs.)

Particulars	Note No.	March 31, 2018	March 31, 2017
<b>Revenue</b>			
Revenue from Operations	18	56,17,88,607	58,29,62,171
Other Income	19	13,70,32,917	8,35,23,693
<b>Total</b>		<b>69,88,21,524</b>	<b>66,64,85,864</b>
<b>Expenses</b>			
Purchase of Stock-in-Trade	20	54,33,95,246	56,41,94,027
Employee Benefits Expenses	21	72,83,536	61,33,035
Finance Costs	22	5,32,512	5,18,912
Depreciation	9	91,825	1,22,171
Other Expenses	23	1,52,67,490	1,38,51,756
<b>Total</b>		<b>56,65,70,609</b>	<b>58,48,19,901</b>
<b>Profit before Exceptional Items and Tax</b>		<b>13,22,50,915</b>	8,16,65,963
Exceptional Items (Gain)	24	97,78,913	9,510
<b>Profit Before Tax</b>		<b>14,20,29,828</b>	8,16,75,473
<b>Tax Expense :</b>			
Current Tax		1,37,83,345	13,43,998
Less: MAT Credit Entitlement/(Utilised)		30,70,927	13,07,519
Net Current Tax		<b>1,07,12,418</b>	36,479
Deferred Tax		20,000	1,000
Income Tax for Earlier years		4,579	9,386
<b>Profit after Tax for the Year</b>		<b>13,12,92,830</b>	8,16,28,608
<b>Earnings per Equity Share (Face Value of Rs.10 each) :</b>		26	
Basic		44.96	27.95
Diluted		44.96	27.95
<b>Notes to the Financial Statements</b>		1 - 39	

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

**Mukesh Gupta**
*Director*

DIN - 06937352

**Nityanand Singh**
*Director*

DIN - 00288319

**Sumit Jain**
*Partner*

Membership No.099119

**Sanket Kr. Aggarwal**
*CFO*

PAN - ABZPA4594K

**Amita Gola**
*Company Secretary*

PAN - AFYPG8218B

**Vivek Gupta**
*Manager*

PAN - AFVPG5784K

Place : New Delhi

Date : May 28, 2018

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**
**(Amount in Rs.)**

<b>Particulars</b>	<b>March 31, 2018</b>	<b>March 31, 2017</b>
<b>A. Cash Flow from Operating Activities:</b>		
Profit/ (-)Loss before Tax	14,20,29,828	8,16,75,473
Adjustments for :		
Gain on Sale/Redemption of Current Investments	-1,43,990	-
Gain on Sale/Redemption/Switch of Non Current Investments	-5,88,38,110	-72,60,161
Gain on Insurance Claim for Loss of Fixed Assets in fire	-	-5,567
Dividend Income on Non Current Investment	-7,35,99,613	-7,37,95,266
Interest Income from Corporate Deposits	-20,03,630	-
Interest Income on Non Current Investments	-23,94,981	-23,94,981
Miscellaneous Income on Investments	-40,587	-41,612
Depreciation on Fixed Assets	91,825	1,22,171
Interest Expenses on Income Tax	-	6,871
Interest Income on Income Tax Refund	-	-9,961
Provision for Gratuity (net of payment)	1,06,418	1,29,981
Provision for Leave Encashment	59,795	37,573
Leave Encashment Paid	-18,224	-
Recovery of Old Written off Loan & Interest thereon	-97,75,313	-
Provision made / (written back) for diminution in value of Investments	-3,600	-9,510
<b>Operating profit before working capital changes</b>	<b>-45,30,182</b>	<b>-15,44,990</b>
Adjustments for changes in working capital:		
Increase/ (-)Decrease in Trade Payables	-8,66,652	-13,91,116
Increase/ (-)Decrease in Other Long Term Liabilities	-1,64,281	3,03,903
Increase/ (-)Decrease in Other Current Liabilities	1,93,141	-9,53,678
(-)Increase/ Decrease in Trade Receivables	31,49,548	17,81,755
(-)Increase/ Decrease in Short Term Loans & Advances	-2,94,008	21,543
<b>Cash generated from / (-)used in Operations</b>	<b>-25,12,433</b>	<b>-17,82,583</b>
Taxes Paid (net of Refunds)	-1,39,51,692	-5,71,054
<b>Net Cash flow from / (-)used in Operating Activities (A)</b>	<b>-1,64,64,125</b>	<b>-23,53,637</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Non Current Investments	-23,72,36,950	-9,95,00,000
Proceeds from Redemption of Current Investments	63,00,000	-
Proceeds from Sale/Redemption of Non Current Investments	21,79,49,843	2,91,72,270
Purchase of Fixed Assets(net)	-	-2,28,126
Insurance Claim received for Loss of Fixed Asset in Fire	-	47,070
Dividend Income on Non Current Investment	7,35,99,613	7,37,95,266
Interest received on Non Current Investments	23,94,981	23,94,981
Interest Income on Corporate Deposits	2,00,364	-
Miscellaneous Income on Investments	40,587	41,612
Investment in Corporate Deposits	-5,00,00,000	-
<b>Net Cash flow from / (-)used in Investing Activities (B)</b>	<b>1,32,48,439</b>	<b>57,23,073</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	(Amount in Rs.)	
	March 31, 2018	March 31, 2017
<b>C. Cash Flow from Financing Activities:</b>		
Dividend Paid	-18,01,413	-17,98,961
Tax Paid on Dividend	-3,56,717	-3,56,717
Recovery of Old Written off Loan & Interest thereon	97,75,313	-
<b>Net Cash flow from / (-)used in Financing Activities (C)</b>	<b>76,17,183</b>	<b>-21,55,678</b>
<b>Net Increase/ (-)Decrease in Cash and Cash Equivalents (A+B+C)</b>	<b>44,01,497</b>	<b>12,13,758</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>	<b>1,54,90,526</b>	<b>1,42,76,768</b>
<b>Cash and Cash Equivalents at the End of the Year</b>	<b>1,98,92,023</b>	<b>1,54,90,526</b>
<b>Closing Cash and Cash Equivalents Comprise :</b>		
Cash on hand	19,98,906	31,36,425
Balances with Scheduled Banks:		
In Current Accounts	1,69,72,860	1,13,84,682
In Unclaimed Dividend Accounts	9,20,256	9,69,419
<b>Total</b>	<b>1,98,92,022</b>	<b>1,54,90,526</b>

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

**Mukesh Gupta**

*Director*

*DIN - 06937352*

**Nityanand Singh**

*Director*

*DIN - 00288319*

**Sumit Jain**

*Partner*

*Membership No.099119*

**Sanket Kr. Aggarwal**

*CFO*

*PAN - ABZPA4594K*

**Amita Gola**

*Company Secretary*

*PAN - AFYPG8218B*

**Vivek Gupta**

*Manager*

*PAN - AFVPG5784K*

Place : New Delhi

Date : May 28, 2018

**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.

**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.

## Notes to the Financial Statements for the year ended March 31, 2018

**g. Property, Plant & Equipment (Fixed Assets) and Depreciation**

Fixed assets are stated at cost less accumulated depreciation. Cost includes all incidental expenses incurred to bring assets to their present location.

Depreciation on fixed assets 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.

**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 after considering the applicable tax allowances and exemptions. The Current tax is calculated in accordance with the Income Tax Act, 1961.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws which give rise to future economic benefits in the form of adjustments of future income tax liability is considered as an asset if there is convincing evidence that the Company will pay normal tax in future.

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.

**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.

**Notes to the Financial Statements for the year ended March 31, 2018**

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

**I. 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 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, 2018**
**Note - 2: Share Capital**
**(Amount in Rs.)**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Authorised :</b>		
74,60,000 (Previous Year 74,60,000) Equity Shares of Rs. 10/- each	7,46,00,000	7,46,00,000
54,000 (Previous Year 54,000) 6% Cumulative Preference Shares of Rs.100/- each	54,00,000	54,00,000
<b>Total</b>	<b>8,00,00,000</b>	<b>8,00,00,000</b>
<b>Issued:</b>		
29,20,251 (Previous Year 29,48,296) Equity Shares of Rs.10/- each	2,92,02,510	2,94,82,960
<b>Subscribed &amp; Paid-up :</b>		
29,19,722 (Previous Year 29,19,722) Equity Shares of Rs.10/- each fully paid-up	2,91,97,220	2,91,97,220
Nil (Previous Year 28,045) Equity Shares of Rs.10/- each forfeited, Amount paid up	-	73,413
	<b>2,91,97,220</b>	<b>2,92,70,633</b>
529 (Previous Year 529) Equity Shares of Rs.10/- each, not exchanged (Face Value of Fractional Coupons)	5,290	5,290
<b>Total</b>	<b>2,92,02,510</b>	<b>2,92,75,923</b>

- a) During the current year, the Company has cancelled 28,045 Nos. of Forfeited Equity Shares of Rs.10/- each, total paid up amount of Rs.73,413/-, except it there is no change in the Share Capital during the year and in the period of five years immediately preceding the date as 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, 2017. The Board of Directors have recommended a Dividend of Rs.0.60 per equity share to the equity shareholders of the Company for the year ended 31st March, 2018 (31st March, 2017 : 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, 2018	As at March 31, 2017
	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

**Notes to the Financial Statements for the year ended March 31, 2018**
**Note - 3 : Reserves and Surplus**
**(Amount in Rs.)**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Capital Reserve</b>		
On cancellation of partly paid-up forfeited Equity Shares during the year (Refer Note - 2(a))	73,413	-
Closing Balance (a)	73,413	-
<b>Capital Redemption Reserve</b> (b)	53,57,200	53,57,200
<b>Other Reserves:</b>		
<b>General Reserve</b>		
Opening Balance	30,86,90,000	30,86,90,000
(c)	30,86,90,000	30,86,90,000
<b>Special Reserve (U/s 45-IC of the Reserve Bank of India Act, 1934)</b>		
Opening Balance	13,77,28,600	12,14,02,800
Add: Transferred from Surplus	2,62,58,600	1,63,25,800
Closing Balance (d)	16,39,87,200	13,77,28,600
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as per last Financial Statements	33,79,28,598	27,26,25,790
Add: Profit after Tax for the Year	13,12,92,830	8,16,28,608
Less: Appropriations		
Dividend Paid	17,52,250	-
Tax on Dividend Paid	3,56,717	-
Transferred to Special Reserve	2,62,58,600	1,63,25,800
Net Surplus in the Statement of Profit and Loss (e)	44,08,53,861	33,79,28,598
<b>Total (a to e)</b>	<b>91,89,61,674</b>	<b>78,97,04,398</b>

**Note - 4 : Other Long Term Liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017
Security Deposits from Sales Agents	75,38,979	77,03,260
<b>Total</b>	<b>75,38,979</b>	<b>77,03,260</b>

**Note - 5 : Long Term Provisions**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Provision for Employee Benefits</b>		
Gratuity	15,21,817	14,20,310
Leave Encashment	7,16,874	6,76,862
<b>Other Provisions</b>		
Doubtful Loans (refer Note - 12)	2,85,557	2,85,557
<b>Total</b>	<b>25,24,248</b>	<b>23,82,729</b>

**Notes to the Financial Statements for the year ended March 31, 2018**
**Note - 6 : Trade Payables**
**(Amount in Rs.)**

Particulars	As at March 31, 2018	As at March 31, 2017
a) Dues to Micro and Small Enterprises (Refer Note - 35)	-	-
b) Dues to other Creditors	27,22,233	35,88,885
<b>Total</b>	<b>27,22,233</b>	<b>35,88,885</b>

**Note - 7 : Other Current Liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017
<b><u>Other Payables</u></b>		
Statutory Dues	5,08,813	79,793
Unclaimed Dividends	9,20,256	9,69,419
Advance from Sundry Debtors	5,03,259	7,39,138
<b>Total</b>	<b>19,32,328</b>	<b>17,88,350</b>

**Note - 8 : Short Term Provisions**

Particulars	As at March 31, 2018	As at March 31, 2017
<b><u>Provision for Employee Benefits</u></b>		
Gratuity	25,969	21,058
Leave Encashment	12,604	11,045
<b>Total</b>	<b>38,573</b>	<b>32,103</b>

**Note - 9 : Fixed Assets**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2017	Additions during the year	Deletions / Adjustments during the year	As at 31.03.2018	Upto 01.04.2017	For the year	Disposals / Adjustments during the year	Upto 31.03.2018	As at 31.03.2018	As at 31.03.2017
Tangible Assets										
Note Counting Machine	81,000	-	-	81,000	74,915	1,701	-	76,616	4,384	6,085
Computer Systems	2,83,146	-	-	2,83,146	1,46,139	90,124	-	2,36,263	46,883	1,37,007
<b>Total</b>	<b>3,64,146</b>	<b>-</b>	<b>-</b>	<b>3,64,146</b>	<b>2,21,054</b>	<b>91,825</b>	<b>-</b>	<b>3,12,879</b>	<b>51,267</b>	<b>1,43,092</b>
Previous Year	1,91,565	2,28,126	55,545	3,64,146	1,12,926	1,22,171	14,043	2,21,054	1,43,092	78,639

**Notes to the Financial Statements for the year ended March 31, 2018**
**Note - 10 : Non Current Investments**
**(Amount in Rs.)**

Particulars	Face Value	Shares/ Units in No.	As at March 31, 2018	Shares/ Units in No.	As at March 31, 2017
<b>(Long Term - Other than Trade - At Cost, unless stated otherwise)</b>					
<b>QUOTED</b>					
<b>Fully Paid Equity Shares of other than related Companies</b>					
Arth Udyog Ltd.	10	90,000	6,34,375	90,000	6,34,375
Times Guaranty Ltd.	10	600	77,000	600	77,000
Less:- Provision for Diminution in value of investment*			52,700		56,300
			<b>24,300</b>		<b>20,700</b>
Ashoka Marketing Ltd.	100	2,000	1,18,088	2,000	1,18,088
HDFC Bank Ltd.	2	28,69,565	3,31,65,000	28,69,565	3,31,65,000
PNB Finance & Industries Ltd.	10	5,597	1	5,597	1
<b>Sub-Total</b>			<b>3,39,41,764</b>		<b>3,39,38,164</b>
<b>Bonds</b>					
6.70%, 10 Years, Tax Free Bonds of Indian Railway Finance Corporation Limited	1,00,000	200	2,00,00,000	200	2,00,00,000
8.09%, 10 Years, Tax Free Bonds of Power Finance Corporation Limited	1,00,000	100	1,00,00,000	100	1,00,00,000
7.02%, 10 Years, Tax Free Bonds of Housing and Urban Development Corporation Limited	1,000	3,504	35,04,000	3,504	35,04,000
<b>Sub-Total</b>			<b>3,35,04,000</b>		<b>3,35,04,000</b>
<b>Mutual Fund Units</b>					
HDFC FMP 3360 Days March 2014(1) S 30 Gr.	10	85,48,646	10,50,36,950	-	-
Reliance Fixed Horizon Fund-XXX- Series 5 1152 days Growth	10	13,50,000	1,35,00,000	13,50,000	1,35,00,000
Franklin India FMP Series 2 Plan A Direct Growth	10	20,38,000	2,03,79,995	-	-
<b>Sub-Total</b>			<b>13,89,16,945</b>		<b>1,35,00,000</b>
<b>Quoted Investments (A)</b>			<b>20,63,62,709</b>		<b>8,09,42,164</b>
<b>UNQUOTED</b>					
<b>Fully Paid Equity Shares of Associate Companies</b>					
Bennett, Coleman & Co. Ltd. (BCCL)	10	7,00,41,600	30,19,312	7,00,41,600	30,19,312
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	96,23,500	1,07,485	96,23,500
Less:- Provision for Diminution in value of investment*			11,80,754		11,80,754
			<b>84,42,746</b>		<b>84,42,746</b>
Mahavir Finance Ltd.	100	1,000	10,150	1,000	10,150
Matrix Merchandise Ltd.	10	2,60,000	2,61,300	2,60,000	2,61,300
<b>Sub-Total</b>			<b>1,17,33,508</b>		<b>1,17,33,508</b>
<b>Fully Paid Equity Shares of other than related Companies</b>					
Avesthagen Ltd.	7	1,05,591	7,50,00,000	1,05,591	7,50,00,000
Less:- Provision for Diminution in value of investment*			7,50,00,000		7,50,00,000
			-		-
The Hindustan Times Ltd.	10	6,080	6,670	6,080	6,670
Sahujain Services Ltd.	10	500	5,038	500	5,038
TM Investments Ltd.	10	1,40,000	14,01,500	1,40,000	14,01,500
Times Publishing House Ltd.	10	24,000	2,41,200	24,000	2,41,200
Times Internet Ltd. (TIL)	10	12,41,906	-	12,41,906	-
(Shares received under a scheme of merger of Times Business Solutions Ltd. (TBSL) and TIL valued at 'NIL' cost)					
<b>Sub-Total</b>			<b>16,54,408</b>		<b>16,54,408</b>
<b>Debentures and Bonds of other than related Companies</b>					
Ahmedabad Mfg. & Calico Ptg.Co.Ltd.(15%Convertible Bonds)	100	6	542	6	542
Less:- Provision for Diminution in value of investment*			542		542
			-		-

**Notes to the Financial Statements for the year ended March 31, 2018**
**Note - 10 : Non Current Investments (Contd.)**
**(Amount in Rs.)**

Particulars	Face Value	Shares/ Units in No.	As at March 31, 2018	Shares/ Units in No.	As at March 31, 2017
Ahmedabad Mfg. & Calico Ptg.Co.Ltd(15%Redeemable Bonds)	116	25	2,619	25	2,619
Less:- Provision for Diminution in value of investment*			2,619		2,619
Jayant Vitamins Ltd.(12.5% Non Convertible Deb.)	50	10	500	10	500
Less:- Provision for Diminution in value of investment*			500		500
Jayant Vitamins Ltd.(15% Non Convertible Deb.)	15	43	645	43	645
Less:- Provision for Diminution in value of investment*			645		645
			-		-
<b>Sub-Total</b>			-		-
<b>UNQUOTED</b>					
<b>Mutual Fund Units</b>					
Aditya Birla Sun Life Dynamic Bond Fund Retail Growth	10	18,86,394	3,56,67,908	18,86,394	3,56,67,908
Aditya Birla Sun Life Medium Term Plan Growth	10	26,51,670	4,50,00,000	26,51,670	4,50,00,000
Aditya Birla Sun Life Short Term Opportunities Fund Growth	10	10,30,671	2,65,00,000	10,30,671	2,65,00,000
Aditya Birla Sun Life Short Term Opportunities Fund Direct Growth	10	17,22,806	5,00,00,000	-	-
HDFC Banking & PSU Debt Fund Direct Growth	10	15,91,470	2,20,00,000	-	-
HDFC Floating Rate Income Fund Long Term Growth	10	16,62,635	2,00,00,000	16,62,635	2,00,00,000
HDFC Income Fund Direct Growth	10	-	-	4,58,471	1,49,58,858
HDFC Income Fund Growth	10	-	-	7,67,816	2,50,00,000
HDFC Short Term Opportunities Fund Direct Growth	10	1,65,741	30,00,000	1,65,741	30,00,000
ICICI Prudential Flexible Income Plan Reg Growth	100	85,373	1,64,57,913	85,373	1,64,57,913
ICICI Prudential Flexible Income Plan Direct Growth	100	2,115	5,00,000	2,115	5,00,000
ICICI Prudential Regular Savings Fund Growth	10	11,93,951	1,60,80,784	11,93,951	1,60,80,784
ICICI Prudential Long Term Plan Regular Growth	10	-	-	3,41,357	56,54,081
IDFC Corporate Bond Fund Direct Growth	10	8,06,024	93,43,990	3,60,130	40,00,000
L&T Income Opportunities Fund Growth	10	13,50,956	2,40,00,000	13,50,956	2,40,00,000
L&T Resurgent India Corporate Bond Fund Regular Growth	10	35,26,448	4,20,00,000	35,26,448	4,20,00,000
L&T Resurgent India Corporate Bond Fund Growth Direct	10	9,17,160	1,15,00,000	-	-
L&T Triple Ace Bond Fund Direct Growth	10	15,22,245	6,72,00,000	-	-
Reliance Dynamic Bond Fund Growth	10	1,28,738	25,28,911	21,38,068	4,20,00,000
Reliance Floating Rate Fund Short Term Plan Direct Growth	10	8,11,905	1,58,00,000	8,11,905	1,58,00,000
Reliance Regular Savings Fund Debt Plan Growth	10	32,83,290	6,20,00,000	32,83,290	6,20,00,000
Franklin India Income Opportunities Fund Growth	10	-	-	10,10,537	1,13,39,981
Franklin India Income Opportunities Fund Direct Growth	10	13,03,140	2,20,00,000	13,03,140	2,20,00,000
UTI Treasury Advantage Fund - IP Growth	1,000	16,661	2,36,66,560	16,661	2,36,66,560
UTI Treasury Advantage Fund - IP Direct Growth	1,000	5,084	97,25,337	5,084	97,25,337
UTI Dynamic Bond Fund Growth	10	23,68,492	3,72,10,023	23,68,492	3,72,10,023
UTI Dynamic Bond Fund Direct Growth	10	47,82,386	7,65,00,000	47,82,386	7,65,00,000
<b>Sub-Total</b>			63,86,81,425		57,90,61,446
<b>Unquoted Investments (B)</b>			65,20,69,341		59,24,49,362
<b>Total Non- Current Investments (A+B)</b>			85,84,32,050		67,33,91,526
<b>Market Value/NAV of Quoted Investments #</b>			5,66,24,50,491		4,25,50,20,958
# (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)					
<b>NAV of Unquoted Mutual Fund Units</b>			81,89,29,135		73,81,89,723
<b>*Aggregate amount of Provision for diminution in Investments</b>			7,62,37,760		7,62,41,360
(NAV of quoted Mutual Fund Units considered as Market Value in the absence of Market Rate)					

**Notes to the Financial Statements for the year ended March 31, 2018**
**Note - 11 : Deferred Tax Assets (Net)**
**(Amount in Rs.)**

Particulars	As at March 31, 2018		As at March 31, 2017	
	Deferred Tax Asset	Deferred Tax Liability	Deferred Tax Asset	Deferred Tax Liability
<b>Deferred Tax Assets (Net) arising on account of:</b>				
Depreciation	6,307	-	-	7,088
Provision for Doubtful Loans	79,442	-	88,237	-
Provision for Gratuity	4,30,594	-	4,45,383	-
Provision for Leave Encashment	2,02,941	-	2,12,563	-
<b>Total</b>	<b>7,19,284</b>	<b>-</b>	<b>7,46,183</b>	<b>7,088</b>
<b>Deferred Tax Assets (Net)</b>	<b>7,19,284</b>		<b>7,39,095</b>	
<b>Rounded Off</b>	<b>7,19,000</b>		<b>7,39,000</b>	

**Note - 12 : Long Term Loans and Advances**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Others</b>		
(Unsecured, considered good, unless stated otherwise)		
Loans to Ex-Employee (Considered Doubtful)*	2,85,557	2,85,557
Income Tax Paid (Net of Provisions)	8,37,751	6,73,983
MAT Credit Entitlement	2,40,19,328	2,09,48,401
<b>Total</b>	<b>2,51,42,636</b>	<b>2,19,07,941</b>

\* 100% Provision created. Refer Note - 5

**Note - 13 : Current Investments**

Particulars	Face Vaue	Units in Nos.	As at March 31, 2018	Units in Nos.	As at March 31, 2017
<u>Current maturities of Long Term Investments - Valued at Cost</u>					
<b>Quoted</b>					
<b>Mutual Fund Units</b>					
Birla Sun Life Fixed Term Series - LV Direct Growth	10	-	-	42,00,990	4,20,09,900
ICICI Prudential FMP Series75-1100 Days Plan - H Direct Growth	10	-	-	41,05,782	4,10,57,820
Religare Invesco FMP Series 24 Plan D 1099 Days - Direct Growth	10	-	-	30,00,000	3,00,00,000
<b>Total Quoted Investments (A)</b>			<b>-</b>		<b>11,30,67,720</b>
<b>Unquoted</b>					
<b>Corporate Deposits</b>					
7.35% (Comp. Ann.) Fixed Deposit with HDFC Ltd.			5,00,00,000		-
<b>Total Unquoted Investments (B)</b>			<b>5,00,00,000</b>		<b>-</b>
<b>Total Current Investments</b>			<b>5,00,00,000</b>		<b>11,30,67,720</b>
<b>Aggregate of Quoted Investments:</b>					
<b>Book Value</b>			-		11,30,67,720
<b>Market Value</b>			-		14,21,15,208
(NAV of quoted Mutual Fund Units considered as Market Value in the absence of Market Rate)					

**Notes to the Financial Statements for the year ended March 31, 2018**
**Note - 14 : Trade Receivables**

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<u>Unsecured, Considered Good</u>		
<b>Trade Receivables</b>		
Outstanding for a period exceeding six months from the date they are due for payment	2,46,432	1,96,716
Others	34,03,841	66,03,104
<b>Total</b>	<b>36,50,273</b>	<b>67,99,820</b>

**Note - 15 : Cash and Bank Balances**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Cash and Cash Equivalents</b>		
Cash on Hand	19,98,906	31,36,425
Bank Balances		
In Current Accounts	1,69,72,860	1,13,84,682
In Unclaimed Dividend Accounts	9,20,256	9,69,419
<b>Total</b>	<b>1,98,92,022</b>	<b>1,54,90,526</b>

**Note - 16 : Short Term Loans and Advances**

Particulars	As at March 31, 2018	As at March 31, 2017
<u>Unsecured, Considered Good</u>		
Recoverable from Related Party (Refer Note - 31)	4,60,640	12,50,014
Advance to Sundry Creditors (Including Advance to Related Party Rs.6,22,243/- (P.Y. - Nil))	16,11,998	5,64,028
Advance to Employees	18,268	-
Prepaid Expenses	2,01,748	1,84,604
<b>Total</b>	<b>22,92,654</b>	<b>19,98,646</b>

**Note - 17 : Other Current Assets**

Particulars	As at March 31, 2018	As at March 31, 2017
Interest Receivable on Bonds	9,37,377	9,37,377
Interest Accrued on Corporate Deposits	18,03,266	-
<b>Total</b>	<b>27,40,643</b>	<b>9,37,377</b>

**Note - 18 : Revenue from Operations**

Particulars	March 31, 2018	March 31, 2017
<u>Sale of Products</u>		
Sale of Newspapers	54,60,70,739	56,52,79,954
Sale of Magazines	1,41,76,247	1,64,96,172
Other Operating Income	15,41,000	11,84,895
Sundry Balances/Excess Provision written back	621	1,151
<b>Total</b>	<b>56,17,88,607</b>	<b>58,29,62,171</b>

**Notes to the Financial Statements for the year ended March 31, 2018**
**Note - 19 : Other Income**
**(Amount in Rs.)**

Particulars	March 31, 2018	March 31, 2017
Interest Income (Tax Free) on Long Term Investments	23,94,981	23,94,981
Interest Income (Taxable) on Corporate Deposits	20,03,630	-
Other Interest Income	2,606	10,099
<b>(A)</b>	<b>44,01,217</b>	<b>24,05,080</b>
Dividend Income on Long Term Investments (Including Dividend from Associate Co. Rs. 4,20,24,960/- (P.Y. Rs.4,20,24,960/-)	7,35,99,613	7,37,95,266
Gain on Sale/Redemption/Switch of Long Term Investments	5,88,38,110	72,60,161
Gain on Sale/Redemption of Current Investments	1,43,990	-
Gain on Insurance Claim for Loss of Fixed Asset in Fire	-	5,567
Miscellaneous Income	49,988	57,619
<b>(B)</b>	<b>13,26,31,700</b>	<b>8,11,18,613</b>
<b>Total (A+B)</b>	<b>13,70,32,917</b>	<b>8,35,23,693</b>

**Note - 20 : Purchase of Stock in Trade**

Particulars	March 31, 2018	March 31, 2017
Purchase of Newspapers	52,94,44,075	54,79,05,899
Purchase of Magazines	1,39,51,172	1,62,88,128
<b>Total</b>	<b>54,33,95,246</b>	<b>56,41,94,027</b>

**Note - 21: Employee Benefits Expenses**

Particulars	March 31, 2018	March 31, 2017
Salaries and Wages	65,76,897	54,77,850
Contribution to Provident Fund	2,83,115	2,67,453
Employee Welfare Expenses	4,23,524	3,87,732
<b>Total</b>	<b>72,83,536</b>	<b>61,33,035</b>

**Note - 22: Finance Costs**

Particulars	March 31, 2018	March 31, 2017
Interest Expense		
On Security Deposits	5,32,512	5,12,041
On Delay in Deposit of Taxes	-	6,871
<b>Total</b>	<b>5,32,512</b>	<b>5,18,912</b>

**Notes to the Financial Statements for the year ended March 31, 2018**
**Note - 23: Other Expenses**

(Amount in Rs.)

Particulars	March 31, 2018	March 31, 2017
Selling & Distribution Expenses	63,01,714	63,23,205
Sales Promotion Expenses	25,23,338	43,44,981
Contractual Staff Expenses	2,18,098	2,75,631
Payment to Auditors':		
as Audit Fees *	75,640	95,675
for Taxation	12,100	11,802
for Other Services	14,900	17,951
for Out of Pocket Expenses	2,364	-
Books, Printing & Stationery Charges	3,41,413	2,03,570
Directors' Sitting Fees	3,60,000	4,20,000
Insurance Expenses	94,533	97,151
Legal & Professional Charges	14,56,338	4,69,392
AGM Expenses	1,66,426	1,57,214
Rent	792	792
Records Digitisation Expenses	-	1,69,152
Rates, Taxes & Filing Fees	6,30,322	1,39,704
Repair & Maintenance	88,196	46,522
Subscription & Membership Fees	77,840	51,335
Travelling & Conveyance Expenses	6,98,849	6,96,065
Telephone, Postage & Courier Expenses	1,33,399	98,834
Advertisement Expenses	85,558	55,232
Prior Period Expenses	43,949	24,000
Bad Debts Written off	60,731	-
Bank Charges	14,888	13,934
CSR Expenses (Refer Note - 36)	17,28,000	-
Miscellaneous Expenses	1,38,103	1,39,614
<b>Total</b>	<b>1,52,67,490</b>	<b>1,38,51,756</b>

\* Audit Fees for the previous year ended March 31, 2017 includes an amount of Rs.21,850/- being audit fees pertaining to consolidation and IFC Reporting for year ended March 31, 2016 approved during FY 2016-17.

**Note - 24 : Exceptional Items (Gain)**

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Provision written back for Diminution in value of Investments (net)	3,600	9,510
Recovery of Old Written off Loan #	76,42,758	-
Interest on Recovery of Old Written Off Loan #	21,32,555	-
<b>Total</b>	<b>97,78,913</b>	<b>9,510</b>

# During the current year, the Company has received a sum of Rs 97,75,313/- from Official Liquidator of a company to which loan was given in earlier years and which includes Rs 76,42,758/- towards recovery of loan already written off by the Company and Rs 21,32,555/- interest thereupon. During FY 2016-17, Official Liquidator of such loanee company in liquidation had determined total amount payable to the Company of Rs.1,39,64,733/-. In view of the uncertainty in ultimate realisation of the amount receivable by the Company from Official Liquidator after payment of all secured creditors, the same is being recognised on receipt basis.

**Notes to the Financial Statements for the year ended March 31, 2018**
**Note - 25 : The movement in Provision for Diminution in Value of Investment is as under:**

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Provision for Diminution as at the beginning of the year	7,62,41,360	7,62,50,870
Less: Provision no longer required	3,600	9,510
Provision for Diminution as at the end of the year*	7,62,37,760	7,62,41,360

**Note 26. Earnings Per Share:**

Particulars	As at March 31, 2018	As at March 31, 2017
Net Profit / (Loss) attributable to equity shareholders (in Rs.)	13,12,92,830	8,16,28,608
Weighted Average number of Equity Shares outstanding during the year	29,20,251	29,20,251
Nominal Value Per Equity Share (in Rs.)	10	10
Basic Earnings per Share (in Rs.)	44.96	27.95
Diluted Earnings per Share (in Rs.)	44.96	27.95

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

Claim against the Company not acknowledged as Debt Rs. 22,192/- (Previous Year Rs.22,192/-).

**Note 28. Acceptance of Public Deposits**

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, the Company is registered with RBI as a NBFC 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. During the current year, as a follow up to the said application for voluntary surrender of the CoR by the Company, RBI has asked the Company to reduce its Financial Assets below 50% of its Total Assets in order to initiate the cancellation of the CoR. The Company is reviewing the same and will take the appropriate action in due course.

**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. 2,83,115/- (P.Y. Rs. 2,67,453/-)

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

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Discounting Rate	7.25% p.a.	6.75% p.a.	7.25% p.a.	6.75% p.a.
Future Salary Increase	8.00% p.a.	8.00% p.a.	8.00% p.a.	8.00% p.a.
Mortality Table	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)
Expected Rate of Return on Plan Assets	N.A.	N.A.	N.A.	N.A.
Expected Average Remaining working lives of employees	12.86 Years	14.77 Years	12.86 Years	14.77 Years

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

**Notes to the Financial Statements for the year ended March 31, 2018**

(c) Change in present value of obligation:

(Amount in Rs.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Present Value of obligation as at the beginning of year	<b>14,41,368</b>	13,11,387	<b>6,87,907</b>	6,50,334
Past service cost	-	-	-	-
Current service cost	<b>1,45,039</b>	1,41,046	<b>93,459</b>	94,976
Interest cost	<b>97,292</b>	98,354	<b>46,434</b>	48,775
Benefits paid	-	-	<b>(18,224)</b>	-
Actuarial (gain)/loss	<b>(1,35,913)</b>	(1,09,419)	<b>(80,098)</b>	(1,06,178)
Present Value of obligation as at the end of year	<b>15,47,786</b>	14,41,368	<b>7,29,478</b>	6,87,907

(d) Movement in the Liability recognised in the Balance Sheet:

(Amount in Rs.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Carrying Amount at the beginning of the year	<b>14,41,368</b>	13,11,387	<b>6,87,907</b>	6,50,334
Additional Provisions made during the year	<b>1,06,418</b>	1,29,981	<b>59,795</b>	37,573
Benefits Paid during the year	-	-	<b>(18,224)</b>	-
Carrying Amount at the end of the year	<b>15,47,786</b>	14,41,368	<b>7,29,478</b>	6,87,907

(e) Expenses recognised in the Statement of Profit &amp; Loss:

(Amount in Rs.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Current service cost	<b>1,45,039</b>	1,41,046	<b>93,459</b>	94,976
Past service cost	--	--	--	--
Interest cost	<b>97,292</b>	98,354	<b>46,434</b>	48,775
Expected return on plan assets	--	--	--	--
Curtailement cost / (Credit)	--	--	--	--
Settlement cost / (credit)	--	--	--	--
Net actuarial (gain) / loss recognized in the period	<b>(1,35,913)</b>	(1,09,419)	<b>(80,098)</b>	(1,06,178)
Expenses recognized in the Statement of Profit & Loss	<b>1,06,418</b>	1,29,981	<b>59,795</b>	37,573

**Notes to the Financial Statements for the year ended March 31, 2018**

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

(Amount in Rs.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Present value of obligation as at the end of period	15,47,786	14,41,368	7,29,478	6,87,907
Present value of obligation as at the beginning of the period	14,41,368	13,11,387	6,87,907	6,50,334
Benefits paid	--	--	18,224	--
Actual return on plan assets	--	--	--	--
Acquisition adjustment	--	--	--	--
Expenses recognized in the Statement of Profit & Loss	1,06,418	1,29,981	59,795	37,573

(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.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Current Liability	25,969	21,058	12,604	11,045
Non Current Liability	15,21,817	14,20,310	7,16,874	6,76,862
<b>Total PBO at the end of the year</b>	<b>15,47,786</b>	<b>14,41,368</b>	<b>7,29,478</b>	<b>6,87,907</b>

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

(Amount in Rs.)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Gratuity :</b>					
Present value of obligation as at the end of year	15,47,786	14,41,368	13,11,387	9,07,107	9,62,741
Fair value of plan assets	-	-	-	-	-
Net Assets / (Liability)	(15,47,786)	(14,41,368)	(13,11,387)	(9,07,107)	(9,62,741)
Experience adjustment on plan liabilities (loss)/ gain	52,003	(1,06,196)	(1,45,865)	3,30,272	72,618
<b>Leave Encashment :</b>					
Present value of obligation as at the end of year	7,29,478	6,87,907	6,50,334	4,62,887	5,70,267
Fair value of plan assets	-	-	-	-	-
Net Assets / (Liability)	(7,29,478)	(6,87,907)	(6,50,334)	(4,62,887)	(5,70,267)
Experience adjustment on plan liabilities (loss)/ gain	33,492	(14,792)	(26,677)	2,74,504	1,21,130

**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".

**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:

**Notes to the Financial Statements for the year ended March 31, 2018**
**a) List of Related Parties and Relationships**

Name of the Company/ Person	Relationship
M/s Bennett, Coleman & Co. Ltd.	Substantial Interest held in the Investee 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.	Substantial Interest holder
M/s Mahavir Finance Ltd.	Substantial Interest in the Investee Company
Mr. Vijay Bhushan	Director (upto 7th May, 2017)
Mr. Bhagat Ram Goyal	Director (w.e.f. 26th May, 2017)
Mr. Nityanand Singh	Director
Mr. B. Chintamani Rao	Director
Mr. Mukesh Gupta	Director
Mr. Sanket Kumar Aggarwal	KMP (CFO)
Ms. Divya Kohli	KMP (Company Secretary) (upto 16 <sup>th</sup> October, 2017)
Ms. Amita Gola	KMP (Company Secretary) (w.e.f. 10 <sup>th</sup> November, 2017)
Mr. Vivek Gupta	KMP (Manager)

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

(Amount in Rs.)

Name of the Party	Nature of Transaction	Amount for the year ended		Amount Outstanding as on	
		March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Ashoka Marketing Ltd.	Dividend Paid	1,80,000	1,80,000	-	-
Sanmati Properties Ltd.	Dividend Paid	2,82,953	2,82,953	-	-
Matrix Merchandise Ltd.	Dividend Paid	3,60,000	3,60,000	-	-
Mahavir Finance Ltd.	Dividend Paid	1,20,000	1,20,000	-	-
Mr. Vineet Jain	Dividend Paid	3,54,000	3,54,000	-	-
Bennett, Coleman & Co. Ltd.	Purchases (Net)	53,84,98,841	56,41,94,027	6,22,243 (Dr.)	22,49,241 (Cr.)
Bennett, Coleman & Co. Ltd.	Reimbursements	11,01,77,163	8,33,79,630	4,60,640 (Dr.)	12,50,014 (Dr.)
Bennett, Coleman & Co. Ltd.	Handling Charges Income	15,41,000	11,84,895	82,419 (Dr.)	69,872 (Dr.)
Bennett, Coleman & Co. Ltd.	Dividend Income	4,20,24,960	4,20,24,960	-	-
Mr. Vijay Bhushan	Director Sitting Fees & Reimb. of Conveyance	12,500	1,32,500	-	-
Mr. Nityanand Singh	Director Sitting Fees & Reimb. of Conveyance	82,500	1,15,000	-	-
Mr. B. Chintamani Rao	Director Sitting Fees & Reimb. of Conveyance	1,02,500	1,15,000	-	-
Mr. Mukesh Gupta	Director Sitting Fees & Reimb. of Conveyance	1,02,500	1,15,000	-	-
Mr. Bhagat Ram Goyal	Director Sitting Fees & Reimb. of Conveyance	1,10,000	-	-	-
Mr. Sanket Kumar Aggarwal	Remuneration (including perquisites and allowances)	23,36,052	20,00,260	-	-
Ms. Amita Gola	Remuneration (including perquisites and allowances)	5,12,025	-	-	-
Ms. Divya Kohli	Remuneration (including perquisites and allowances)	2,41,181	4,03,500	-	-
Mr. Vivek Gupta	Remuneration (including perquisites and allowances)	7,75,272	6,99,288	-	-

**Notes to the Financial Statements for the year ended March 31, 2018**

**Note 32.** During the current year, 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 1,33,663 nos. of equity shares 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 has also separately informed the procedure to these equity shareholders for re-claiming their shares from the IEPF.

**Note 33.** Certain shareholders (hereinafter referred as the 'Petitioners') of the Company have filed 3 identical Writ Petitions before the Hon'ble High Court of Delhi in November/December 2017 challenging the removal of the name of the Company by Bombay Stock Exchange (BSE) from its Dissemination Board vide BSE letter no. DCS/DB/SR/REMOV/876-33/2016-17 dated March 17, 2017 and have made a prayer to direct SEBI to instruct Calcutta Stock Exchange (CSE), where the Company shares are currently listed, to transfer the Company to the Dissemination Board (DB). The petitions have also sought the Court's intervention in directing the Company to comply with the exit circular dated 10th Oct 2016 issued by SEBI in respect of companies referred to the DB. The Petitioners have named SEBI as Respondent No.1 and the Company as Respondent No.2. Thereafter, hearings relating to the said petitions were held during fourth quarter of the financial year 2017-18. The Company, in its submission to the Delhi High Court by way of a counter affidavit, has confirmed that it will comply with the requirements of the applicable exit circulars issued by SEBI from time to time, as soon as it is notified of being referred to the DB by CSE. The next hearing of the petition is scheduled for 23rd Aug 2018 and CSE is yet to notify the Company of being referred to the DB as on date.

**Note 34. Quantitative Information in respect of Purchases and Sales of Newspapers & Magazines:**

Name of the product	Opening Stock		Purchases (Net of Returns)		Sales (Net of Returns)		Closing Stock	
	Qty. (Nos.)	Amt. (Rs.)	Qty. (Nos.)	Amount (Rs.)	Qty. (Nos.)	Amount (Rs.)	Qty. (Nos.)	Amt. (Rs.)
<b>Newspaper</b>	Nil	Nil	17,80,42,865	52,94,44,075	17,80,42,865	54,60,70,739	Nil	Nil
Previous Year	Nil	Nil	18,43,55,603	54,79,05,899	18,43,55,603	56,52,79,954	Nil	Nil
<b>Magazines</b>	Nil	Nil	2,16,814	1,39,51,172	2,16,814	1,41,76,247	Nil	Nil
Previous Year	Nil	Nil	2,64,883	1,62,88,128	2,64,883	1,64,96,172	Nil	Nil

**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.)

Particulars	As at 31st March, 2018	As at 31st March, 2017
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
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Notes to the Financial Statements for the year ended March 31, 2018**

**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.)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
<b>Gross amount required to be spent by the Company during the year</b>	<b>6,70,335</b>	10,56,846
Amount spent during the year:		
i. For the year ended 31 <sup>st</sup> March, 2017	10,57,000	Nil
ii. For the year ended 31 <sup>st</sup> March, 2018	6,71,000	N.A
<b>Total Amount spent during the year</b>	<b>17,28,000</b>	Nil

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

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

**Note 38.** Previous year’s figures have been regrouped and / or rearranged, wherever necessary.

**Note 39.** Figures have been rounded off to the nearest rupee.

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

**Mukesh Gupta**

*Director*

*DIN - 06937352*

**Nityanand Singh**

*Director*

*DIN - 00288319*

**Sumit Jain**

*Partner*

*Membership No.099119*

**Sanket Kr. Aggarwal**

*CFO*

*PAN - ABZPA4594K*

**Amita Gola**

*Company Secretary*

*PAN - AFYPG8218B*

**Vivek Gupta**

*Manager*

*PAN - AFVPG5784K*

Place : New Delhi

Date : May 28, 2018

**DISCLOSURE IN THE BALANCE SHEET OF A NON-DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY**
**As on 31st March 2018**
**(as required in terms of Paragraph 18 of Non-Banking Financial Company- Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016**
**(Amount Rs. in Lakhs)**

	Particulars	Amount out-standing	Amount overdue
	<b>Liabilities side :</b>		
(1)	<b>Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>		
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits*)		
	(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)	<b>Break up of 1(f) above (outstanding public deposits inclusive of interest accrued thereon but not paid):</b>		
	(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
	<b>Assets side :</b>		<b>Amount outstanding</b>
(3)	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:</b>		
	(a) Secured		Nil
	(b) Unsecured		2.86
(4)	<b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
	(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

(Amount Rs. in Lakhs)

(5)	<b>Break-up of Investments :</b>	
	<b>Current Investments :</b>	
	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)	500.00
	<b>Long Term investments :</b>	
	1. <u>Quoted</u> :	
	(i) Shares : (a) Equity	339.42
	(b) Preference	Nil
	(ii) Debentures and Bonds	335.04
	(iii) Units of Mutual Funds	1,389.17
	(iv) Government Securities	Nil
	(v) Others (Please specify)	Nil
	2. <u>Unquoted</u> :	
	(i) Shares : (a) Equity	133.88
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	6,386.81
	(iv) Government Securities	Nil
	(v) Others (Corporate Deposits)	Nil

(6)	<b>Borrower group-wise classification of assets financed as in (3) and (4) above :</b>			
	<b>Category</b>	<b>Amount net of provisions</b>		
		<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
	<b>1. Related Parties</b>	-	-	-
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties.	-	-	-
	<b>2. Other than related parties</b>	Nil	NIL	NIL
	<b>Total</b>	<b>Nil</b>	<b>NIL</b>	<b>NIL</b>

(Amount Rs. in Lakhs)

(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)
<b>1. Related Parties</b>		
(a) Subsidiaries	-	-
(b) Companies in the same group	300,843.71	117.34
(c) Other related parties	231.62	1.18
<b>2. Other than related parties</b>	<b>66,006.51</b>	<b>8,965.80</b>
<b>Total</b>	<b>367,081.83</b>	<b>9,084.32</b>

(8) Other Information	
Particulars	Amount
(I) Gross Non- performing Assets	
(a) Related parties	Nil
(b) Other than related parties	2.86
(ii) Net Non Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	Nil
(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

**Mukesh Gupta**
*Director*

DIN - 06937352

**Nityanand Singh**
*Director*

DIN - 00288319

**Sumit Jain**
*Partner*

Membership No.099119

**Sanket Kr. Aggarwal**
*CFO*

PAN - ABZPA4594K

**Amita Gola**
*Company Secretary*

PAN - AFYPG8218B

**Vivek Gupta**
*Manager*

PAN - AFVPG5784K

Place : New Delhi

Date : May 28, 2018

## INDEPENDENT AUDITOR'S REPORT

### **To The Members of Bharat Nidhi Limited**

#### **Report on the Consolidated Financial Statements**

We have audited the accompanying Consolidated Financial Statements of **BHARAT NIDHI LIMITED** (here in after referred to as "the Company") and its associates (the Company and its associates together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

#### **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The respective Board of Directors of the Company and of its associate companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 the 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us in respect of Company audited by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (b) under the heading "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2018 and their consolidated profit and their consolidated cash flows for the year ended on that date.

**Emphasis of Matter**

Attention is invited to Note - 37 to the Consolidated Financial Statements for having considered Net Assets and Share of Profit of two Associate companies, namely Bennett Coleman & Company Ltd. and Bennett Property Holdings Co. Ltd., based on their unaudited standalone financial statements prepared on the basis of Companies (Accounting Standard) Rules 2006 and as certified by the Management of respective associate companies. In view of applicability of Companies (Indian Accounting Standards) Rules, 2015 ('Ind-AS Rules') on those associate companies, such associate companies have been requested to provide their consolidated financial statements prepared on the basis of Companies (Accounting Standard) Rules 2006. The Management of the Company intends to carry out necessary adjustments in the next year as and when the consolidated financial statements are provided by such associate companies.

Our opinion is not modified in respect of this matter.

**Other Matters**

- a) We did not audit the financial statements/financial information of the following Associate Companies, whose share of net profit pertaining to the Company included in the consolidated financial statements is Rs.24,192.50 Lakhs for the year ended on 31st March, 2018 as follows:-

S. No.	Name of the Associate Company incorporated in India	Company's Share of Net Profit/(Loss) (Rs. in Lakhs)
<b>A.</b>	<b><u>Audited</u></b>	
i.	Vasuki Properties Ltd.	0.15
ii.	Mahavir Finance Ltd.	0.08
iii.	Matrix Merchandise Ltd.	36.33
	<b>Sub-total (A)</b>	<b>36.56</b>
<b>B.</b>	<b><u>Un-Audited</u></b>	
iv.	Bennett, Coleman & Co. Ltd.	21,357.53
v	Bennett Properties Holding Company Ltd.	2,798.41
	<b>Sub-total (B)</b>	<b>24,155.94</b>
	<b>Grand Total (A+B)</b>	<b>24,192.50</b>

- 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 associate stated at B (iv) and (v) reflecting the Company's share of net profit in the above table are unaudited standalone financial statements and have been furnished to us by the Management along with the certificates from the respective associate company's Management that the financial statements have been prepared to show the true and fair view of the said associate companies. 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

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 Consolidated Financial Statements have been kept so far as it appears from our examination of those books and reports of other auditors as well as the unaudited financial statements and financial information that were furnished to us by the Management of the Company;
- 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, 2018 taken on record by the Board of Directors of the 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, 2018, 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 Company and its associates, and operating effectiveness of such controls, refer to our separate Report in "Annexure - A"; and
- g) 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 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 Company and its associates-

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

Place: New Delhi  
Dated: 28<sup>th</sup> May, 2018

**SUMIT JAIN**  
Partner  
Membership No 99119

**TO THE MEMBERS OF BHARAT NIDHI LIMITED**

**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, 2018**

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

1. In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2018, 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, Matrix Merchandise Limited and Mahavir Finance Limited have been audited by other auditors, which are companies incorporated in India, as of that date.

**Management’s Responsibility for Internal Financial Controls**

2. 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**

3. 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.
4. 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.
5. 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**

6. 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 authorisations of Management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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**

7. 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**

8. 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, 2018, 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**

9. 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 three Associate Companies 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, which are companies incorporated in India, is based on the corresponding reports of the other auditors of such associate companies incorporated in India.
10. Further, we are unable to comment on the adequacy of internal financial controls over financial reporting systems and operating effectiveness of such controls in respect of other two associates as referred to in sub-paragraph (c) under the heading "Other Matters" paragraph to the our Independent Auditor's Report, which are companies incorporated in India, since no audit reports were available as those were not audited so far.

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

**SUMIT JAIN**  
Partner

Membership No 99119

Place: New Delhi  
Dated: 28<sup>th</sup> May, 2018

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018**

(Amount in Rs.)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	2,92,02,510	2,92,75,923
Reserves and Surplus	3	32,45,11,43,399	29,37,49,70,204
<b>Non Current Liabilities</b>			
Other Long Term Liabilities	4	75,38,979	77,03,260
Long Term Provisions	5	25,24,248	23,82,729
<b>Current Liabilities</b>			
Trade Payables	6		
Dues to Micro and Small Enterprises		-	-
Dues to Other Creditors		27,22,233	35,88,885
Other Current Liabilities	7	19,32,328	17,88,350
Short Term Provisions	8	38,573	32,103
<b>Total</b>		<b><u>32,49,51,02,270</u></b>	<b><u>29,41,97,41,454</u></b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
<u>Fixed Assets</u>			
Tangible Assets	9	51,267	1,43,092
Non Current Investments	10	32,39,06,13,775	29,25,86,57,332
Deferred Tax Assets (Net)	11	7,19,000	7,39,000
Long Term Loans and Advances	12	2,51,42,636	2,19,07,941
<b>Current Assets</b>			
Current Investments	13	5,00,00,000	11,30,67,720
Trade Receivables	14	36,50,273	67,99,820
Cash and Bank Balances	15	1,98,92,022	1,54,90,526
Short Term Loans and Advances	16	22,92,654	19,98,646
Other Current Assets	17	27,40,643	9,37,377
<b>Total</b>		<b><u>32,49,51,02,270</u></b>	<b><u>29,41,97,41,454</u></b>
<b>Notes to the Consolidated Financial Statements</b>	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

**Mukesh Gupta**
*Director*

DIN - 06937352

**Nityanand Singh**
*Director*

DIN - 00288319

**Sumit Jain**
*Partner*

Membership No.099119

**Sanket Kr. Aggarwal**
*CFO*

PAN - ABZPA4594K

**Amita Gola**
*Company Secretary*

PAN - AFYPG8218B

**Vivek Gupta**
*Manager*

PAN - AFVPG5784K

Place : New Delhi

Date : May 28, 2018

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**

(Amount in Rs.)

Particulars	Note No.	March 31, 2018	March 31, 2017
<b>Revenue</b>			
Revenue from Operations	18	56,17,88,607	58,29,62,171
Other Income	19	13,70,32,917	8,35,23,693
<b>Total</b>		<u>69,88,21,524</u>	<u>66,64,85,864</u>
<b>Expenses</b>			
Purchase of Stock-in-Trade	20	54,33,95,246	56,41,94,027
Employee Benefits Expenses	21	72,83,536	61,33,035
Finance Costs	22	5,32,512	5,18,912
Depreciation	9	91,825	1,22,171
Other Expenses	23	1,52,67,490	1,38,51,756
<b>Total</b>		<u>56,65,70,609</u>	<u>58,48,19,901</u>
<b>Profit before Exceptional Items and Tax</b>		<b>13,22,50,915</b>	8,16,65,963
Exceptional Items (Gain)	24	97,78,913	9,510
<b>Profit Before Tax</b>		<u>14,20,29,828</u>	<u>8,16,75,473</u>
<b>Tax Expense :</b>			
Current Tax		1,37,83,345	13,43,998
Less: MAT Credit Entitlement/(Utilised)		30,70,927	13,07,519
Net Current Tax		<u>1,07,12,418</u>	<u>36,479</u>
Deferred Tax		20,000	1,000
Income Tax for Earlier years		4,579	9,386
<b>Profit after Tax before share in Profit/(Loss) of Associates</b>		<u>13,12,92,830</u>	<u>8,16,28,608</u>
Add: Share in Net Profit/(Loss) of Associates (net)	37	2,41,92,49,775	2,30,77,73,947
<b>Profit after Tax for the Year</b>		<u>2,55,05,42,605</u>	<u>2,38,94,02,555</u>
<b>Earnings per Equity Share (Face Value of Rs.10 each) :</b>			
Basic		873.40	818.22
Diluted		873.40	818.22
<b>Notes to the Consolidated Financial Statements</b>		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

**Mukesh Gupta**
*Director*

DIN - 06937352

**Nityanand Singh**
*Director*

DIN - 00288319

**Sumit Jain**
*Partner*

Membership No.099119

**Sanket Kr. Aggarwal**
*CFO*

PAN - ABZPA4594K

**Amita Gola**
*Company Secretary*

PAN - AFYPG8218B

**Vivek Gupta**
*Manager*

PAN - AFVPG5784K

Place : New Delhi

Date : May 28, 2018

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**
**(Amount in Rs.)**

Particulars	March 31, 2018	March 31, 2017
<b>A. Cash Flow from Operating Activities:</b>		
Profit/ (-)Loss before Tax	14,20,29,828	8,16,75,473
Adjustments for :		
Gain on Sale/Redemption of Current Investments	-1,43,990	-
Gain on Sale/Redemption/Switch of Non Current Investments	-5,88,38,110	-72,60,161
Gain on Insurance Claim for Loss of Fixed Assets in fire	-	-5,567
Dividend Income on Non Current Investment	-7,35,99,613	-7,37,95,266
Interest Income from Corporate Deposits	-20,03,630	-
Interest Income on Non Current Investments	-23,94,981	-23,94,981
Miscellaneous Income on Investments	-40,587	-41,612
Depreciation on Fixed Assets	91,825	122,171
Interest Expenses on Income Tax	-	6,871
Interest Income on Income Tax Refund	-	-9,961
Provision for Gratuity (net of payment)	1,06,418	1,29,981
Provision for Leave Encashment	59,795	37,573
Leave Encashment Paid	-18,224	-
Recovery of Old Written off Loan & Interest thereon	-97,75,313	-
Provision made / (written back) for diminution in value of Investments	-3,600	-9,510
<b>Operating profit before working capital changes</b>	<b>-45,30,182</b>	<b>-15,44,990</b>
Adjustments for changes in working capital:		
Increase/ (-)Decrease in Trade Payables	-8,66,652	-13,91,116
Increase/ (-)Decrease in Other Long Term Liabilities	-1,64,281	3,03,903
Increase/ (-)Decrease in Other Current Liabilities	1,93,141	-9,53,678
(-)Increase/ Decrease in Trade Receivables	31,49,548	17,81,755
(-)Increase/ Decrease in Short Term Loans & Advances	-2,94,008	21,543
<b>Cash generated from / (-)used in Operations</b>	<b>-25,12,433</b>	<b>-17,82,583</b>
Taxes Paid (net of Refunds)	-1,39,51,692	-5,71,054
<b>Net Cash flow from / (-)used in Operating Activities (A)</b>	<b>-1,64,64,125</b>	<b>-23,53,637</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Non Current Investments	-23,72,36,950	-9,95,00,000
Proceeds from Redemption of Current Investments	63,00,000	-
Proceeds from Sale/Redemption of Non Current Investments	21,79,49,843	2,91,72,270
Purchase of Fixed Assets(net)	-	-2,28,126
Insurance Claim received for Loss of Fixed Asset in Fire	-	47,070
Dividend Income on Non Current Investment	3,15,74,653	3,17,70,306
Dividend Income from Associate	4,20,24,960	4,20,24,960
Interest received on Non Current Investments	23,94,981	23,94,981
Interest Income on Corporate Deposits	2,00,364	-
Miscellaneous Income on Investments	40,587	41,612
Investment in Corporate Deposits	-5,00,00,000	-
<b>Net Cash flow from / (-)used in Investing Activities (B)</b>	<b>1,32,48,439</b>	<b>57,23,073</b>

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Amount in Rs.)

Particulars	March 31, 2018	March 31, 2017
<b>C. Cash Flow from Financing Activities:</b>		
Dividend Paid	-18,01,413	-17,98,961
Tax Paid on Dividend	-3,56,717	-3,56,717
Recovery of Old Written off Loan & Interest thereon	97,75,313	-
<b>Net Cash flow from / (-)used in Financing Activities (C)</b>	<b>76,17,183</b>	<b>-21,55,678</b>
<b>Net Increase/ (-)Decrease in Cash and Cash Equivalents (A+B+C)</b>	<b>44,01,497</b>	<b>12,13,758</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>	<b>1,54,90,526</b>	<b>1,42,76,768</b>
<b>Cash and Cash Equivalents at the End of the Year</b>	<b>1,98,92,023</b>	<b>1,54,90,526</b>
<b>Closing Cash and Cash Equivalents Comprise :</b>		
Cash on hand	19,98,906	31,36,425
Balances with Scheduled Banks:		
In Current Accounts	1,69,72,860	1,13,84,682
In Unclaimed Dividend Accounts	9,20,256	9,69,419
<b>Total</b>	<b>1,98,92,022</b>	<b>1,54,90,526</b>

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

**Mukesh Gupta**

Director

DIN - 06937352

**Nityanand Singh**

Director

DIN - 00288319

**Sumit Jain**

Partner

Membership No.099119

**Sanket Kr. Aggarwal**

CFO

PAN - ABZPA4594K

**Amita Gola**

Company Secretary

PAN - AFYPG8218B

**Vivek Gupta**

Manager

PAN - AFVPG5784K

Place : New Delhi

Date : May 28, 2018

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**1. Significant Accounting Policies on Consolidated Financial Statements**
**a. Basis for Preparation of Consolidated Financial Statements**

These Consolidated Financial Statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014.

**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, 2018.
- 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.

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	
		2017-18	2016-17
	<b>Associate Companies (Indian)</b>		
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 subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

**d. Other Significant Accounting Policies**

These are set out under "Significant Accounting Policies" as given in the Company's standalone Financial Statements.

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**Note - 2: Share Capital**
**(Amount in Rs.)**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Authorised :</b>		
74,60,000 (Previous Year 74,60,000) Equity Shares of Rs. 10/- each	7,46,00,000	7,46,00,000
54,000 (Previous Year 54,000) 6% Cumulative Preference Shares of Rs.100/- each	54,00,000	54,00,000
<b>Total</b>	<b>8,00,00,000</b>	<b>8,00,00,000</b>
<b>Issued:</b>		
29,20,251 (Previous Year 29,48,296) Equity Shares of Rs.10/- each	2,92,02,510	2,94,82,960
<b>Subscribed &amp; Paid-up :</b>		
29,19,722 (Previous Year 29,19,722) Equity Shares of Rs.10/- each fully paid-up	2,91,97,220	2,91,97,220
Nil (Previous Year 28,045) Equity Shares of Rs.10/- each forfeited, Amount paid up	-	73,413
	<b>2,91,97,220</b>	<b>2,92,70,633</b>
529 (Previous Year 529) Equity Shares of Rs.10/- each, not exchanged (Face Value of Fractional Coupons)	5,290	5,290
<b>Total</b>	<b>2,92,02,510</b>	<b>2,92,75,923</b>

- a) During the current year, the Company has cancelled 28,045 Nos. of Forfeited Equity Shares of Rs.10/- each, total paid up amount of Rs.73,413/-, except it there is no change in the Share Capital during the year and in the period of five years immediately preceding the date as 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, 2017. The Board of Directors have recommended a Dividend of Rs.0.60 per equity share to the equity shareholders of the Company for the year ended 31st March, 2018 (31st March, 2017 : 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, 2018	As at March 31, 2017
	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

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**Note - 3 : Reserves and Surplus**

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Capital Reserve</b>		
On cancellation of partly paid-up forfeited Equity Shares during the year (Refer Note - 2(a))	73,413	-
Closing Balance (a)	73,413	-
<b>Capital Redemption Reserve</b> (b)	53,57,200	53,57,200
<b>Other Reserves:</b>		
<b>General Reserve</b>		
Opening Balance	30,86,90,000	30,86,90,000
Closing Balance (c)	30,86,90,000	30,86,90,000
<b>Special Reserve (U/s 45-IC of the Reserve Bank of India Act, 1934)</b>		
Opening Balance	13,77,28,600	12,14,02,800
Add: Transferred from Surplus	2,62,58,600	1,63,25,800
Closing Balance (d)	16,39,87,200	13,77,28,600
<b>Share in Accretion/(Depletion) of Reserves of Associates</b>		
Opening Balance	-50,31,08,615	-50,31,08,615
Add/(Less): Increase/(Decrease) during the Year	52,76,66,145	-
Closing Balance (e)	2,45,57,530	-50,31,08,615
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as per last Financial Statements	29,42,63,03,019	25,58,02,48,234
Add: Adjustment for share in post acquisition share in profits (net of losses) of associates upto 31-03-2016 for their audited consolidated results etc.	-	1,47,29,78,030
Add: Consolidated Profit after Tax for the Year	2,55,05,42,605	2,38,94,02,555
Less: Appropriations		
Dividend Paid	17,52,250	-
Tax on Dividend Paid	3,56,717	-
Transferred to Special Reserve	2,62,58,600	1,63,25,800
Net Surplus in the Statement of Profit and Loss (f)	31,94,84,78,056	29,42,63,03,019
<b>Total (a to f)</b>	<b>32,45,11,43,399</b>	<b>29,37,49,70,204</b>

**Note - 4 : Other Long Term Liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017
Security Deposits from Sales Agents	75,38,979	77,03,260
<b>Total</b>	<b>75,38,979</b>	<b>77,03,260</b>

**Note - 5 : Long Term Provisions**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Provision for Employee Benefits</b>		
Gratuity	15,21,817	14,20,310
Leave Encashment	7,16,874	6,76,862
<b>Other Provisions</b>		
Doubtful Loans (refer Note - 12)	2,85,557	2,85,557
<b>Total</b>	<b>25,24,248</b>	<b>23,82,729</b>

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**Note - 6 : Trade Payables**

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
a) Dues to Micro and Small Enterprises (Refer Note - 35)	-	-
b) Dues to other Creditors	27,22,233	35,88,885
<b>Total</b>	<b>27,22,233</b>	<b>35,88,885</b>

**Note - 7 : Other Current Liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Other Payables</b>		
Statutory Dues	5,08,813	79,793
Unclaimed Dividends	9,20,256	9,69,419
Advance from Sundry Debtors	5,03,259	7,39,138
<b>Total</b>	<b>19,32,328</b>	<b>17,88,350</b>

**Note - 8 : Short Term Provisions**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Provision for Employee Benefits</b>		
Gratuity	25,969	21,058
Leave Encashment	12,604	11,045
<b>Total</b>	<b>38,573</b>	<b>32,103</b>

**Note - 9 : Fixed Assets**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2017	Additions during the year	Deletions / Adjustments during the year	As at 31.03.2018	Upto 01.04.2017	For the year	Disposals / Adjustments during the year	Upto 31.03.2018	As at 31.03.2018	As at 31.03.2017
<u>Tangible Assets</u>										
Note Counting Machine	81,000	-	-	81,000	74,915	1,701	-	76,616	4,384	6,085
Computer Systems	2,83,146	-	-	2,83,146	1,46,139	90,124	-	2,36,263	46,883	1,37,007
<b>Total</b>	<b>3,64,146</b>	<b>-</b>	<b>-</b>	<b>3,64,146</b>	<b>2,21,054</b>	<b>91,825</b>	<b>-</b>	<b>3,12,879</b>	<b>51,267</b>	<b>1,43,092</b>
Previous Year	1,91,565	2,28,126	55,545	3,64,146	1,12,926	1,22,171	14,043	2,21,054	1,43,092	78,639

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**Note - 10 : Non Current Investments**

(Amount in Rs.)

Particulars	Face Value	Shares/Units in No.	As at March 31, 2018		As at March 31, 2017	
				Shares/Units in No.		
<b>(Long Term - Other than Trade - At Cost, unless stated otherwise)</b>						
<b>QUOTED</b>						
<b>Fully Paid Equity Shares of other than related Companies</b>						
Arth Udyog Ltd.	10	90,000	6,34,375	90,000	6,34,375	
Times Guaranty Ltd.	10	600	77,000	600	77,000	
Less:- Provision for Diminution in value of investment*			52,700		56,300	
			24,300		20,700	
Ashoka Marketing Ltd.	100	2,000	1,18,088	2,000	1,18,088	
HDFC Bank Ltd.	2	28,69,565	3,31,65,000	28,69,565	3,31,65,000	
PNB Finance & Industries Ltd.	10	5,597	1	5,597	1	
<b>Sub-Total</b>			<b>3,39,41,764</b>		<b>3,39,38,164</b>	
<b>Bonds</b>						
6.70%, 10 Years, Tax Free Bonds of Indian Railway Finance Corporation Limited	1,00,000	200	2,00,00,000	200	2,00,00,000	
8.09%, 10 Years, Tax Free Bonds of Power Finance Corporation Limited	1,00,000	100	1,00,00,000	100	1,00,00,000	
7.02%, 10 Years, Tax Free Bonds of Housing and Urban Development Corporation Limited	1,000	3,504	35,04,000	3,504	35,04,000	
<b>Sub-Total</b>			<b>3,35,04,000</b>		<b>3,35,04,000</b>	
<b>Mutual Fund Units</b>						
HDFC FMP 3360 Days March 2014(1) S 30 Gr.	10	85,48,646	10,50,36,950	-	-	
Reliance Fixed Horizon Fund-XXX- Series 5 1152 days Growth	10	13,50,000	1,35,00,000	13,50,000	1,35,00,000	
Franklin India FMP Series 2 Plan A Direct Growth	10	20,38,000	2,03,79,995	-	-	
<b>Sub-Total</b>			<b>13,89,16,945</b>		<b>1,35,00,000</b>	
<b>Quoted Investments (A)</b>			<b>20,63,62,709</b>		<b>8,09,42,164</b>	
<b>UNQUOTED</b>						
<b>Fully Paid Equity Shares of Associate Companies</b>						
<b>Bennett, Coleman &amp; Co. Ltd. (BCCL)</b>	10	7,00,41,600	27,87,75,50,526	7,00,41,600	25,77,47,98,104	
Cost of acquisition (excluding of Capital Reserve on acquisition of Rs.27,21,671/-)			30,19,312		30,19,312	
Add: Share of Post acquisition Profits/(Losses) upto date			27,87,45,31,214		25,77,17,78,792	
<b>Bennett Property Holdings Co. Ltd. (BPCL)</b>	10	1,16,73,600	3,60,75,28,944	1,16,73,600	2,76,70,21,781	
(Shares received under a scheme of demerger of BCCL valued at 'NIL' cost)			-		-	
Cost of acquisition (excluding of Capital Reserve on acquisition of Rs.11,67,36,000/-)			3,60,75,28,944		2,76,70,21,781	
Add: Share of Post acquisition Profits/(Losses) upto date			-		-	
<b>Vasuki Properties Ltd.</b>	10	1,07,485	83,97,703	1,07,485	83,82,663	
Cost of acquisition (including of Goodwill on acquisition of Rs.11,80,754/-)			96,23,500		96,23,500	
Add: Share of Post acquisition Profits/(Losses) upto date			-45,043		-60,083	
Less:- Provision for Diminution in value of investment*			11,80,754		11,80,754	
<b>Mahavir Finance Ltd.</b>	100	1,000	11,27,256	1,000	11,19,213	
Cost of acquisition (excluding of Capital Reserve on acquisition of Rs.5,64,433/-)			10,150		10,150	
Add: Share of Post acquisition Profits/(Losses) upto date			11,17,106		11,09,063	
<b>Matrix Merchandise Ltd.</b>	10	2,60,000	4,93,10,805	2,60,000	4,56,77,554	
Cost of acquisition (excluding of Capital Reserve on acquisition of Rs.23,60,453/-)			2,61,300		2,61,300	
Add: Share of Post acquisition Profits/(Losses) upto date			4,90,49,505		4,54,16,254	
<b>Sub-Total</b>			<b>31,54,39,15,233</b>		<b>28,59,69,99,314</b>	
<b>Fully Paid Equity Shares of other than related Companies</b>						
Avesthagen Ltd.	7	1,05,591	7,50,00,000	1,05,591	7,50,00,000	
Less:- Provision for Diminution in value of investment*			7,50,00,000		7,50,00,000	
			-		-	
The Hindustan Times Ltd.	10	6,080	6,670	6,080	6,670	
Sahujain Services Ltd.	10	500	5,038	500	5,038	
TM Investments Ltd.	10	1,40,000	14,01,500	1,40,000	14,01,500	
Times Publishing House Ltd.	10	24,000	2,41,200	24,000	2,41,200	

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**Note - 10 : Non Current Investments (Contd.)**

(Amount in Rs.)

Particulars	Face Value	Shares/Units in No.	As at March 31, 2018	Shares/Units in No.	As at March 31, 2017
Times Internet Ltd. (TIL) (Shares received under a scheme of merger of Times Business Solutions Ltd. (TBSL) and TIL valued at 'NIL' cost)	10	12,41,906	-	12,41,906	-
<b>Sub-Total</b>			<b>16,54,408</b>		<b>16,54,408</b>
<b>Debentures and Bonds of other than related Companies</b>					
Ahmedabad Mfg. & Calico Ptg.Co.Ltd.(15%Convertible Bonds) Less:- Provision for Diminution in value of investment*	100	6	542 542	6	542 542
Ahmedabad Mfg. & Calico Ptg.Co.Ltd.(15%Redeemable Bonds) Less:- Provision for Diminution in value of investment*	116	25	2,619 2,619	25	2,619 2,619
Jayant Vitamins Ltd.(12.5% Non Convertible Deb.) Less:- Provision for Diminution in value of investment*	50	10	500 500	10	500 500
Jayant Vitamins Ltd.(15% Non Convertible Deb.) Less:- Provision for Diminution in value of investment*	15	43	645 645	43	645 645
<b>Sub-Total</b>			<b>-</b>		<b>-</b>
<b>UNQUOTED</b>					
<b>Mutual Fund Units</b>					
Aditya Birla Sun Life Dynamic Bond Fund Retail Growth	10	18,86,394	3,56,67,908	18,86,394	3,56,67,908
Aditya Birla Sun Life Medium Term Plan Growth	10	26,51,670	4,50,00,000	26,51,670	4,50,00,000
Aditya Birla Sun Life Short Term Opportunities Fund Growth	10	10,30,671	2,65,00,000	10,30,671	2,65,00,000
Aditya Birla Sun Life Short Term Opportunities Fund Direct Growth	10	17,22,806	5,00,00,000	-	-
HDFC Banking & PSU Debt Fund Direct Growth	10	15,91,470	2,20,00,000	-	-
HDFC Floating Rate Income Fund Long Term Growth	10	16,62,635	2,00,00,000	16,62,635	2,00,00,000
HDFC Income Fund Direct Growth	10	-	-	4,58,471	1,49,58,858
HDFC Income Fund Growth	10	-	-	7,67,816	2,50,00,000
HDFC Short Term Opportunities Fund Direct Growth	10	1,65,741	30,00,000	1,65,741	30,00,000
ICICI Prudential Flexible Income Plan Reg Growth	100	85,373	1,64,57,913	85,373	1,64,57,913
ICICI Prudential Flexible Income Plan Direct Growth	100	2,115	5,00,000	2,115	5,00,000
ICICI Prudential Regular Savings Fund Growth	10	11,93,951	1,60,80,784	11,93,951	1,60,80,784
ICICI Prudential Long Term Plan Regular Growth	10	-	-	3,41,357	56,54,081
IDFC Corporate Bond Fund Direct Growth	10	8,06,024	93,43,990	3,60,130	40,00,000
L&T Income Opportunities Fund Growth	10	13,50,956	2,40,00,000	13,50,956	2,40,00,000
L&T Resurgent India Corporate Bond Fund Regular Growth	10	35,26,448	4,20,00,000	35,26,448	4,20,00,000
L&T Resurgent India Corporate Bond Fund Growth Direct	10	9,17,160	1,15,00,000	-	-
L&T Triple Ace Bond Fund Direct Growth	10	15,22,245	6,72,00,000	-	-
Reliance Dynamic Bond Fund Growth	10	1,28,738	25,28,911	21,38,068	4,20,00,000
Reliance Floating Rate Fund Short Term Plan Direct Growth	10	8,11,905	1,58,00,000	8,11,905	1,58,00,000
Reliance Regular Savings Fund Debt Plan Growth	10	32,83,290	6,20,00,000	32,83,290	6,20,00,000
Franklin India Income Opportunities Fund Direct Growth	10	-	-	10,10,537	1,13,39,981
Franklin India Income Opportunities Fund Direct Growth	10	13,03,140	2,20,00,000	13,03,140	2,20,00,000
UTI Treasury Advantage Fund - IP Growth	1,000	16,661	2,36,66,560	16,661	2,36,66,560
UTI Treasury Advantage Fund - IP Direct Growth	1,000	5,084	97,25,337	5,084	97,25,337
UTI Dynamic Bond Fund Growth	10	23,68,492	3,72,10,023	23,68,492	3,72,10,023
UTI Dynamic Bond Fund Direct Growth	10	47,82,386	7,65,00,000	47,82,386	7,65,00,000
<b>Sub-Total</b>			<b>63,86,81,425</b>		<b>57,90,61,446</b>
<b>Unquoted Investments (B)</b>			<b>32,18,42,51,066</b>		<b>29,17,77,15,168</b>
<b>Total Non-Current Investments (A+B)</b>			<b>32,39,06,13,775</b>		<b>29,25,86,57,332</b>
<b>Market Value/NAV of Quoted Investments #</b>			<b>5,66,24,50,491</b>		<b>4,25,50,20,958</b>
# (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)					
<b>NAV of Unquoted Mutual Fund Units</b>			<b>81,89,29,135</b>		<b>73,81,89,723</b>
*Aggregate amount of Provision for diminution in Investments (NAV of quoted Mutual Fund Units considered as Market Value in the absence of Market Rate)			<b>7,62,37,760</b>		<b>7,62,41,360</b>

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**Note - 11 : Deferred Tax Assets (Net)**
**(Amount in Rs.)**

Particulars	As at March 31, 2018		As at March 31, 2017	
	Deferred Tax Asset	Deferred Tax Liability	Deferred Tax Asset	Deferred Tax Liability
<b>Deferred Tax Assets (Net) arising on account of:</b>				
Depreciation	6,307	-	-	7,088
Provision for Doubtful Loans	79,442	-	88,237	-
Provision for Gratuity	4,30,594	-	4,45,383	-
Provision for Leave Encashment	2,02,941	-	2,12,563	-
<b>Total</b>	<b>7,19,284</b>	<b>-</b>	<b>7,46,183</b>	<b>7,088</b>
<b>Deferred Tax Assets (Net)</b>	<b>7,19,284</b>		<b>7,39,095</b>	
<b>Rounded Off</b>	<b>7,19,000</b>		<b>7,39,000</b>	

**Note - 12 : Long Term Loans and Advances**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Others</b>		
(Unsecured, considered good, unless stated otherwise)		
Loans to Ex-Employee (Considered Doubtful)*	2,85,557	2,85,557
Income Tax Paid (Net of Provisions)	8,37,751	6,73,983
MAT Credit Entitlement	2,40,19,328	2,09,48,401
<b>Total</b>	<b>2,51,42,636</b>	<b>2,19,07,941</b>

\* 100% Provision created. Refer Note - 5

**Note - 13 : Current Investments**

Particulars	Face Vaue	Units in Nos.	As at March 31, 2018	Units in Nos.	As at March 31, 2017
<u>Current maturities of Long Term Investments - Valued at Cost</u>					
<b>Quoted</b>					
<b>Mutual Fund Units</b>					
Birla Sun Life Fixed Term Series - LV Direct Growth	10	-	-	42,00,990	4,20,09,900
ICICI Prudential FMP Series75-1100 Days Plan - H Direct Growth	10	-	-	41,05,782	4,10,57,820
Religare Invesco FMP Series 24 Plan D 1099 Days - Direct Growth	10	-	-	30,00,000	3,00,00,000
<b>Total Quoted Investments (A)</b>			<b>-</b>		<b>11,30,67,720</b>
<b>Unquoted</b>					
<b>Corporate Deposits</b>					
7.35% (Comp. Ann.) Fixed Deposit with HDFC Ltd.			5,00,00,000		-
<b>Total Unquoted Investments (B)</b>			<b>5,00,00,000</b>		<b>-</b>
<b>Total Current Investments</b>			<b>5,00,00,000</b>		<b>11,30,67,720</b>
<b>Aggregate of Quoted Investments:</b>					
<b>Book Value</b>			-		11,30,67,720
<b>Market Value</b>			-		14,21,15,208
(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, 2018**
**Note - 14 : Trade Receivables**

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
<u>Unsecured, Considered Good</u>		
<b>Trade Receivables</b>		
Outstanding for a period exceeding six months from the date they are due for payment	2,46,432	1,96,716
Others	34,03,841	66,03,104
<b>Total</b>	<b>36,50,273</b>	<b>67,99,820</b>

**Note - 15 : Cash and Bank Balances**

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Cash and Cash Equivalents</b>		
Cash on Hand	19,98,906	31,36,425
Bank Balances		
In Current Accounts	1,69,72,860	1,13,84,682
In Unclaimed Dividend Accounts	9,20,256	9,69,419
<b>Total</b>	<b>1,98,92,022</b>	<b>1,54,90,526</b>

**Note - 16 : Short Term Loans and Advances**

Particulars	As at March 31, 2018	As at March 31, 2017
<u>Unsecured, Considered Good</u>		
Recoverable from Related Party (Refer Note - 31)	4,60,640	12,50,014
Advance to Sundry Creditors (Including Advance to Related Party Rs.6,22,243/- (P.Y. - Nil))	16,11,998	5,64,028
Advance to Employees	18,268	-
Prepaid Expenses	2,01,748	1,84,604
<b>Total</b>	<b>22,92,654</b>	<b>19,98,646</b>

**Note - 17 : Other Current Assets**

Particulars	As at March 31, 2018	As at March 31, 2017
Interest Receivable on Bonds	9,37,377	9,37,377
Interest Accrued on Corporate Deposits	18,03,266	-
<b>Total</b>	<b>27,40,643</b>	<b>9,37,377</b>

**Note - 18 : Revenue from Operations**

Particulars	March 31, 2018	March 31, 2017
<u>Sale of Products</u>		
Sale of Newspapers	54,60,70,739	56,52,79,954
Sale of Magazines	1,41,76,247	1,64,96,172
Other Operating Income	15,41,000	11,84,895
Sundry Balances/Excess Provision written back	621	1,151
<b>Total</b>	<b>56,17,88,607</b>	<b>58,29,62,171</b>

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**Note - 19 : Other Income**

(Amount in Rs.)

Particulars	March 31, 2018	March 31, 2017
Interest Income (Tax Free) on Long Term Investments	23,94,981	23,94,981
Interest Income (Taxable) on Corporate Deposits	20,03,630	-
Other Interest Income	2,606	10,099
<b>(A)</b>	<b>44,01,217</b>	<b>24,05,080</b>
Dividend Income on Long Term Investments (Including Dividend from Associate Co. Rs. 4,20,24,960/- (P.Y. Rs.4,20,24,960/-)	7,35,99,613	7,37,95,266
Gain on Sale/Redemption/Switch of Long Term Investments	5,88,38,110	72,60,161
Gain on Sale/Redemption of Current Investments	1,43,990	-
Gain on Insurance Claim for Loss of Fixed Asset in Fire	-	5,567
Miscellaneous Income	49,988	57,619
<b>(B)</b>	<b>13,26,31,700</b>	<b>8,11,18,613</b>
<b>Total (A+B)</b>	<b>13,70,32,917</b>	<b>8,35,23,693</b>

**Note - 20 : Purchase of Stock in Trade**

Particulars	March 31, 2018	March 31, 2017
Purchase of Newspapers	52,94,44,075	54,79,05,899
Purchase of Magazines	1,39,51,172	1,62,88,128
<b>Total</b>	<b>54,33,95,246</b>	<b>56,41,94,027</b>

**Note - 21: Employee Benefits Expenses**

Particulars	March 31, 2018	March 31, 2017
Salaries and Wages	65,76,897	54,77,850
Contribution to Provident Fund	2,83,115	2,67,453
Employee Welfare Expenses	4,23,524	3,87,732
<b>Total</b>	<b>72,83,536</b>	<b>61,33,035</b>

**Note - 22: Finance Costs**

Particulars	March 31, 2018	March 31, 2017
Interest Expense		
On Security Deposits	5,32,512	5,12,041
On Delay in Deposit of Taxes	-	6,871
<b>Total</b>	<b>5,32,512</b>	<b>5,18,912</b>

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**Note - 23: Other Expenses**

(Amount in Rs.)

Particulars	March 31, 2018	March 31, 2017
Selling & Distribution Expenses	63,01,714	63,23,205
Sales Promotion Expenses	25,23,338	43,44,981
Contractual Staff Expenses	2,18,098	2,75,631
Payment to Auditors':		
as Audit Fees *	75,640	95,675
for Taxation	12,100	11,802
for Other Services	14,900	17,951
for Out of Pocket Expenses	2,364	-
Books, Printing & Stationery Charges	3,41,413	2,03,570
Directors' Sitting Fees	3,60,000	4,20,000
Insurance Expenses	94,533	97,151
Legal & Professional Charges	14,56,338	4,69,392
AGM Expenses	1,66,426	1,57,214
Rent	792	792
Records Digitisation Expenses	-	1,69,152
Rates, Taxes & Filing Fees	6,30,322	1,39,704
Repair & Maintenance	88,196	46,522
Subscription & Membership Fees	77,840	51,335
Travelling & Conveyance Expenses	6,98,849	6,96,065
Telephone, Postage & Courier Expenses	1,33,399	98,834
Advertisement Expenses	85,558	55,232
Prior Period Expenses	43,949	24,000
Bad Debts Written off	60,731	-
Bank Charges	14,888	13,934
CSR Expenses (Refer Note - 36)	17,28,000	-
Miscellaneous Expenses	1,38,103	1,39,614
<b>Total</b>	<b>1,52,67,490</b>	<b>1,38,51,756</b>

\* Audit Fees for the previous year ended March 31, 2017 includes an amount of Rs. 21,850/- being audit fees pertaining to consolidation and IFC Reporting for year ended March 31, 2016 approved during FY 2016-17.

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**Note - 24 : Exceptional Items (Gain)**

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Provision written back for Diminution in value of Investments (net)	3,600	9,510
Recovery of Old Written off Loan #	76,42,758	-
Interest on Recovery of Old Written Off Loan #	21,32,555	-
<b>Total</b>	<b>97,78,913</b>	9,510

# During the current year, the Company has received a sum of Rs 97,75,313/- from Official Liquidator of a company to which loan was given in earlier years and which includes Rs 76,42,758/- towards recovery of loan already written off by the Company and Rs 21,32,555/- interest thereupon. During FY 2016-17, Official Liquidator of such loanee company in liquidation had determined total amount payable to the Company of Rs.1,39,64,733/-. In view of the uncertainty in ultimate realisation of the amount receivable by the Company from Official Liquidator after payment of all secured creditors, the same is being recognised on receipt basis.

**Note - 25 : The movement in Provision for Diminution in Value of Investment is as under:**

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Provision for Diminution as at the beginning of the year	7,62,41,360	7,62,50,870
Less: Provision no longer required	3,600	9,510
Provision for Diminution as at the end of the year*	7,62,37,760	7,62,41,360

**Note 26. Consolidated Earnings Per Share:**

(Amount in Rs.)

Particulars	As at March 31, 2018	As at March 31, 2017
Consolidated Net Profit / (Loss) attributable to equity shareholders (in Rs.)	2,55,05,42,605	2,38,94,02,555
Weighted Average number of Equity Shares outstanding during the year	29,20,251	29,20,251
Nominal Value Per Equity Share (in Rs.)	10	10
Basic Earnings per Share (in Rs.)	873.40	818.22
Diluted Earnings per Share (in Rs.)	873.40	818.22

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

Rs. in Lakhs

Particulars	As at March 31, 2018	As at March 31, 2017
1. Claims against the Company not acknowledged as debts, including Rs. 164.76 Lakhs (previous year Rs. 223.10 Lakhs) being share of associates	164.98	223.32
2. Corporate guarantees given by associates on behalf of subsidiaries & others (being share of associates)	9,094.62	9,639.42
3. Disputed Income tax and Sales tax matters demand not acknowledged as debts (being share of associates)	3,199.71	3,113.80
4. Funded and non-funded banking facilities availed by subsidiaries of associates (being share of associates)	Nil	566.77

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**b. Consolidated Capital and other Commitments #**
**Rs. in Lakhs**

Particulars	As at March 31, 2018	As at March 31, 2017
1. Estimated amount of contracts remaining to be executed on capital account (including investment commitments and net of advances) (being share of associates)	<b>5,483.89</b>	2,638.07
2. Uncalled liability on partly paid-up shares (being share of associates)	<b>516.00</b>	21.72
3. Other Commitments (being share of associates)	<b>854.30</b>	N.A.

# Consolidated Contingent Liability and Consolidated Capital & other Commitments as at 31st March, 2018 include the share of all the Associate Cos., whereas at 31st March, 2017 it did not include the share of one of the Associate Cos. namely "Bennett Property Holdings Co. Ltd.", as its Financial Statements for the year ended 31st March, 2017 had not been received.

**Note 28. Acceptance of Public Deposits**

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 have been complied with.

Further, the Company is registered with RBI as a NBFC 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 NBFC as more than 50% of its revenue is from the sale of publications. During the current year, as a follow up to the said application for voluntary surrender of the CoR by the Company, RBI has asked the Company to reduce its Financial Assets below 50% of its Total Assets in order to initiate the cancellation of the CoR. The Company is reviewing the same and will take the appropriate action in due course.

**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. 2,83,115/- (P.Y. Rs. 2,67,453/-)

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

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Discounting Rate	<b>7.25% p.a.</b>	6.75% p.a.	<b>7.25% p.a.</b>	6.75% p.a.
Future Salary Increase	<b>8.00% p.a.</b>	8.00% p.a.	<b>8.00% p.a.</b>	8.00% p.a.
Mortality Table	<b>IALM (2006-08)</b>	IALM (2006-08)	<b>IALM (2006-08)</b>	IALM (2006-08)
Expected Rate of Return on Plan Assets	<b>N.A.</b>	N.A.	<b>N.A.</b>	N.A.
Expected Average Remaining working lives of employees	<b>12.86 Years</b>	14.77 Years	<b>12.86 Years</b>	14.77 Years

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

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**

(c) Change in present value of obligation:

(Amount in Rs.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Present Value of obligation as at the beginning of year	<b>14,41,368</b>	13,11,387	<b>6,87,907</b>	6,50,334
Past service cost	-	-	-	-
Current service cost	<b>1,45,039</b>	1,41,046	<b>93,459</b>	94,976
Interest cost	<b>97,292</b>	98,354	<b>46,434</b>	48,775
Benefits paid	-	-	<b>(18,224)</b>	-
Actuarial (gain)/loss	<b>(1,35,913)</b>	(1,09,419)	<b>(80,098)</b>	(1,06,178)
Present Value of obligation as at the end of year	<b>15,47,786</b>	14,41,368	<b>7,29,478</b>	6,87,907

(d) Movement in the Liability recognised in the Balance Sheet:

(Amount in Rs.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Carrying Amount at the beginning of the year	<b>14,41,368</b>	13,11,387	<b>6,87,907</b>	6,50,334
Additional Provisions made during the year	<b>1,06,418</b>	1,29,981	<b>59,795</b>	37,573
Benefits Paid during the year	-	-	<b>(18,224)</b>	-
Carrying Amount at the end of the year	<b>15,47,786</b>	14,41,368	<b>7,29,478</b>	6,87,907

(e) Expenses recognised in the Statement of Profit &amp; Loss:

(Amount in Rs.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Current service cost	<b>1,45,039</b>	1,41,046	<b>93,459</b>	94,976
Past service cost	--	--	--	--
Interest cost	<b>97,292</b>	98,354	<b>46,434</b>	48,775
Expected return on plan assets	--	--	--	--
Curtailment cost / (Credit)	--	--	--	--
Settlement cost / (credit)	--	--	--	--
Net actuarial (gain) / loss recognized in the period	<b>(1,35,913)</b>	(1,09,419)	<b>(80,098)</b>	(1,06,178)
Expenses recognized in the Statement of Profit & Loss	<b>1,06,418</b>	1,29,981	<b>59,795</b>	37,573

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**

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

(Amount in Rs.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Present value of obligation as at the end of period	15,47,786	14,41,368	7,29,478	6,87,907
Present value of obligation as at the beginning of the period	14,41,368	13,11,387	6,87,907	6,50,334
Benefits paid	--	--	18,224	--
Actual return on plan assets	--	--	--	--
Acquisition adjustment	--	--	--	--
Expenses recognized in the Statement of Profit & Loss	1,06,418	1,29,981	59,795	37,573

(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.)

Particulars	Gratuity (Non-funded)		Leave Encashment (Non-funded)	
	31.03.18	31.03.17	31.03.18	31.03.17
Current Liability	25,969	21,058	12,604	11,045
Non Current Liability	15,21,817	14,20,310	7,16,874	6,76,862
<b>Total PBO at the end of the year</b>	<b>15,47,786</b>	<b>14,41,368</b>	<b>7,29,478</b>	<b>6,87,907</b>

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

(Amount in Rs.)

Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
<b>Gratuity :</b>					
Present value of obligation as at the end of year	15,47,786	14,41,368	13,11,387	9,07,107	9,62,741
Fair value of plan assets	-	-	-	-	-
Net Assets / (Liability)	(15,47,786)	(14,41,368)	(13,11,387)	(9,07,107)	(9,62,741)
Experience adjustment on plan liabilities (loss)/ gain	52,003	(1,06,196)	(1,45,865)	3,30,272	72,618
<b>Leave Encashment :</b>					
Present value of obligation as at the end of year	7,29,478	6,87,907	6,50,334	4,62,887	5,70,267
Fair value of plan assets	-	-	-	-	-
Net Assets / (Liability)	(7,29,478)	(6,87,907)	(6,50,334)	(4,62,887)	(5,70,267)
Experience adjustment on plan liabilities (loss)/ gain	33,492	(14,792)	(26,677)	2,74,504	1,21,130

**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".

**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:

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**
**a) List of Related Parties and Relationships**

Name of the Company/ Person	Relationship
M/s Bennett, Coleman & Co. Ltd.	Substantial Interest held in the Investee 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.	Substantial Interest holder
M/s Mahavir Finance Ltd.	Substantial Interest in the Investee Company
Mr. Vijay Bhushan	Director (upto 7th May, 2017)
Mr. Bhagat Ram Goyal	Director (w.e.f. 26th May, 2017)
Mr. Nityanand Singh	Director
Mr. B. Chintamani Rao	Director
Mr. Mukesh Gupta	Director
Mr. Sanket Kumar Aggarwal	KMP (CFO)
Ms. Divya Kohli	KMP (Company Secretary) (upto 16th October, 2017)
Ms. Amita Gola	KMP (Company Secretary) (w.e.f. 10th November, 2017)
Mr. Vivek Gupta	KMP (Manager)

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

(Amount in Rs.)

Name of the Party	Nature of Transaction	Amount for the year ended		Amount Outstanding as on	
		March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Ashoka Marketing Ltd.	Dividend Paid	1,80,000	1,80,000	-	-
Sanmati Properties Ltd.	Dividend Paid	2,82,953	2,82,953	-	-
Matrix Merchandise Ltd.	Dividend Paid	3,60,000	3,60,000	-	-
Mahavir Finance Ltd.	Dividend Paid	1,20,000	1,20,000	-	-
Mr. Vineet Jain	Dividend Paid	3,54,000	3,54,000	-	-
Bennett, Coleman & Co. Ltd.	Purchases (Net)	53,84,98,841	56,41,94,027	6,22,243 (Dr.)	22,49,241 (Cr.)
Bennett, Coleman & Co. Ltd.	Reimbursements	11,01,77,163	8,33,79,630	4,60,640 (Dr.)	12,50,014 (Dr.)
Bennett, Coleman & Co. Ltd.	Handling Charges Income	15,41,000	11,84,895	82,419 (Dr.)	69,872 (Dr.)
Bennett, Coleman & Co. Ltd.	Dividend Income	4,20,24,960	4,20,24,960	-	-
Mr. Vijay Bhushan	Director Sitting Fees & Reimb. of Conveyance	12,500	1,32,500	-	-
Mr. Nityanand Singh	Director Sitting Fees & Reimb. of Conveyance	82,500	1,15,000	-	-
Mr. B. Chintamani Rao	Director Sitting Fees & Reimb. of Conveyance	1,02,500	1,15,000	-	-
Mr. Mukesh Gupta	Director Sitting Fees & Reimb. of Conveyance	1,02,500	1,15,000	-	-
Mr. Bhagat Ram Goyal	Director Sitting Fees & Reimb. of Conveyance	1,10,000	-	-	-
Mr. Sanket Kumar Aggarwal	Remuneration (including perquisites and allowances)	23,36,052	20,00,260	-	-
Ms. Amita Gola	Remuneration (including perquisites and allowances)	5,12,025	-	-	-
Ms. Divya Kohli	Remuneration (including perquisites and allowances)	2,41,181	4,03,500	-	-
Mr. Vivek Gupta	Remuneration (including perquisites and allowances)	7,75,272	6,99,288	-	-

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**

**Note 32.** During the current year, 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 1,33,663 nos. of equity shares 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 has also separately informed the procedure to these equity shareholders for re-claiming their shares from the IEPF.

**Note 33.** Certain shareholders (hereinafter referred as the 'Petitioners') of the Company have filed 3 identical Writ Petitions before the Hon'ble High Court of Delhi in November/December 2017 challenging the removal of the name of the Company by Bombay Stock Exchange (BSE) from its Dissemination Board vide BSE letter no. DCS/DB/SR/REMOV/876-33/2016-17 dated March 17, 2017 and have made a prayer to direct SEBI to instruct Calcutta Stock Exchange (CSE), where the Company shares are currently listed, to transfer the Company to the Dissemination Board (DB). The petitions have also sought the Court's intervention in directing the Company to comply with the exit circular dated 10th Oct 2016 issued by SEBI in respect of companies referred to the DB. The Petitioners have named SEBI as Respondent No.1 and the Company as Respondent No.2. Thereafter, hearings relating to the said petitions were held during fourth quarter of the financial year 2017-18. The Company, in its submission to the Delhi High Court by way of a counter affidavit, has confirmed that it will comply with the requirements of the applicable exit circulars issued by SEBI from time to time, as soon as it is notified of being referred to the DB by CSE. The next hearing of the petition is scheduled for 23rdAug 2018 and CSE is yet to notify the Company of being referred to the DB as on date.

**Note 34. Quantitative Information in respect of Purchases and Sales of Newspapers & Magazines:**

Name of the product	Opening Stock		Purchases (Net of Returns)		Sales (Net of Returns)		Closing Stock	
	Qty. (Nos.)	Amt. (Rs.)	Qty. (Nos.)	Amount (Rs.)	Qty. (Nos.)	Amount (Rs.)	Qty. (Nos.)	Amt. (Rs.)
<b>Newspaper</b>	Nil	Nil	17,80,42,865	52,94,44,075	17,80,42,865	54,60,70,739	Nil	Nil
Previous Year	Nil	Nil	18,43,55,603	54,79,05,899	18,43,55,603	56,52,79,954	Nil	Nil
<b>Magazines</b>	Nil	Nil	2,16,814	1,39,51,172	2,16,814	1,41,76,247	Nil	Nil
Previous Year	Nil	Nil	2,64,883	1,62,88,128	2,64,883	1,64,96,172	Nil	Nil

**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.)

Particulars	As at 31st March, 2018	As at 31st March, 2017
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
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**

**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.)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
<b>Gross amount required to be spent by the Company during the year</b>	<b>6,70,335</b>	10,56,846
Amount spent during the year:		
i. For the year ended 31 <sup>st</sup> March, 2017	10,57,000	Nil
ii. For the year ended 31 <sup>st</sup> March, 2018	6,71,000	N.A
<b>Total Amount spent during the year</b>	<b>17,28,000</b>	Nil

**Note 37.** 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 <sup>st</sup> March, 2018		Share in profit or (loss) for the year ended 31 <sup>st</sup> March, 2018	
	As % of consolidated net assets	Amount (Rs.)	As % of consolidated profit or loss	Amount (Rs.)
1	2	3	4	5
<b>Parent</b>				
Bharat Nidhi Ltd.	2.92%	94,81,64,184	5.15%	13,12,92,830
<b>Subsidiaries</b>	-	-	-	-
<b>Minority Interests in all subsidiaries</b>	-	-	-	-
<b>Associates</b> (Investment as per the equity method)				
<b>Indian</b>				
Bennett, Coleman & Co. Ltd. #	85.82%	27,87,45,31,213	83.74%	2,13,57,52,755
Bennett Property Holdings Co. Ltd. \$	11.11%	3,60,75,28,944	10.97%	27,98,40,687
Mahavir Finance Limited	0.00%	11,17,106	0.00%	8,042
Matrix Merchandise Ltd.	0.15%	4,90,49,505	0.14%	36,33,251
Vasuki Properties Ltd.	0.00%	-45,043	0.00%	15,040
<b>Total</b>	<b>100.0%</b>	<b>32,48,03,45,909</b>	<b>100.0%</b>	<b>2,55,05,42,605</b>

# Net Assets and Share of Profit/(-)Loss of Associate company namely Bennett, Coleman & Co. Ltd. for the year ended 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017 have been considered based on its unaudited standalone financial statements prepared on the basis of Companies (Accounting Standard) Rules, 2006, as amended and as certified by its management. As the Companies (Indian Accounting Standards) Rules, 2015 ('Ind-AS Rules') were applicable to the associate w.e.f. F.Y. 2016-17, the consolidated financial statements for the years ended 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017, prepared on the basis of Companies (Accounting Standard) Rules, 2006, as amended are not available.

This Associate Company has been requested to provide its consolidated financial statements for the year ended 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017 prepared on basis of Companies (Accounting Standard) Rules 2006, as amended and necessary cumulative adjustments for the differential between its consolidated and standalone financial results for the year ended 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017 shall be carried out in the following year as and when such consolidated financial statements of this associate are made available to the company.

\$ Net Assets and Share of Profit/(-)Loss of Associate company namely Bennett Property Holdings Co. Ltd. for the year ended 31<sup>st</sup> March 2018 has been considered based on its unaudited standalone financial statements prepared on the basis of Companies (Accounting Standard) Rules, 2006, as amended and as certified by its management. As the Companies (Indian Accounting Standards) Rules, 2015 ('Ind-AS Rules') were applicable

**Notes to the Consolidated Financial Statements for the year ended March 31, 2018**

to the associate w.e.f. F.Y. 2017-18, the consolidated financial statements for the year ended 31st March 2018, prepared on the basis of Companies (Accounting Standard) Rules, 2006, as amended are not available.

This Associate Company has been requested to provide its consolidated financial statements for the year ended 31st March 2018 prepared on basis of Companies (Accounting Standard) Rules 2006, as amended and necessary adjustments for the differential between its consolidated and standalone financial results for the year ended 31st March 2018 shall be carried out in the following year as and when such consolidated financial statements of this associate are made available to the company.

Further, out of total share in Profit of Rs.27,98,40,687/- of Bennett Property Holdings Co. Ltd. (BPHCL) an amount of Rs.11,64,56,465/- represents share in BPHCL's consolidated profit for the year ended 31st March, 2017 based on its Audited Consolidated Financial Statements for the year ended 31st March, 2017, as the same was not received and had not been consolidated in the previous year.

**Note 38.** Foreign Exchange earnings and outgo during the year are as follows:-

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

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

**Note 40.** Figures have been rounded off to the nearest rupee.

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

**Mukesh Gupta**

*Director*

*DIN - 06937352*

**Nityanand Singh**

*Director*

*DIN - 00288319*

**Sumit Jain**

*Partner*

*Membership No.099119*

**Sanket Kr. Aggarwal**

*CFO*

*PAN - ABZPA4594K*

**Amita Gola**

*Company Secretary*

*PAN - AFYPG8218B*

**Vivek Gupta**

*Manager*

*PAN - AFVPG5784K*

Place : New Delhi

Date : May 28, 2018

**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 31.03.2018**

Name of Associates	Bennett, Coleman & Co. Ltd. (Consolidated)	Bennett Property Holdings Co. Ltd. (Consolidated)	Vasuki Properties Ltd.	Mahavir Finance Ltd.	Matrix Merchandise Ltd. (Consolidated)
1. Latest audited Balance Sheet Date	31/3/2017	31/3/2017	31/3/2018	31/3/2018	31/3/2018
2. Date on which the Associate was associated	31/12/1960	10/2/2012	26/11/2010	28/3/1995	29/12/1994
3. Shares of Associate held by the Company on the year end					
Nos.	7,00,41,600	1,16,73,600	1,07,485	1,000	2,60,000
Amount of Investment in Associates (in Rs.)	30,19,312	Nil	96,23,500	10,150	2,61,300
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.)	30,47,02,41,646	3,56,08,80,723	83,97,703	16,91,689	5,16,71,258
7. Profit/(Loss) for the year (in Rs.) (F.Y. 2017-18)					
i. Considered in Consolidation	2,13,57,52,755	27,98,40,687	15,040	8,042	36,33,251
ii. Not Considered in Consolidation	N.A.	N.A.	N.A.	N.A.	N.A.

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

**Mukesh Gupta**
*Director*

DIN - 06937352

**Nityanand Singh**
*Director*

DIN - 00288319

**Sumit Jain**
*Partner*

Membership No.099119

**Sanket Kr. Aggarwal**
*CFO*

PAN - ABZPA4594K

**Amita Gola**
*Company Secretary*

PAN - AFYPG8218B

**Vivek Gupta**
*Manager*

PAN - AFVPG5784K

Place : New Delhi

Date : May 28, 2018

**BHARAT NIDHI LIMITED**

**(CIN: L74899DL1942PLC000644)**

**Regd Office:** 1<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi - 110 002

**Email:** bharatnidhi1@gmail.com, **Phone No.:** 011-43562982

**Website:** [www.bharatnidhi.com](http://www.bharatnidhi.com)

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

<b>Folio No./DP Id/ Client Id</b>	
<b>Name</b>	
<b>Address of Shareholder</b>	
<b>No. of shares</b>	

I hereby record my presence at the 75<sup>th</sup> Annual General Meeting of the Company, to be held on September 24, 2018 (Monday) at 11.30 A.M. at Peareylal Bhawan, 2, Bahadur Shah Zafar Marg, New Delhi – 110002

1. Signature of the Shareholder/Proxy Present.

--

2. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
3. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
4. Please read the instructions carefully before exercising your vote.



# BHARAT NIDHI LIMITED

(CIN: L74899DL1942PLC000644)

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

Email: bharatnidhi1@gmail.com, Phone No.: 011-43562982

Website: www.bharatnidhi.com

(75<sup>th</sup> Annual General Meeting-24<sup>th</sup> September, 2018)

## PROXY FORM

**Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies Act, (Management & Administration Rules), 2014**

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id/ DP ID:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:.....Address.....

E-mail Id: .....Signature:....., or failing him/her

2. Name:.....Address.....

E-mail Id: .....Signature:....., or failing him/her

3. Name:.....Address.....

E-mail Id: .....Signature:.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 75<sup>th</sup> Annual General Meeting of the Company, to be held on 24<sup>th</sup> day of September, 2018 At 11.30 a.m. at Peareylal Bhawan, 2, Bahadur Shah Zafar Marg, New Delhi – 110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Vote	
		For	Against
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2018 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, 2018		
3.	To appoint a Director in place of Mr. Nityanand Singh (DIN 00288319), who retires by rotation and being eligible, offers himself for reappointment		
4.	To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration		
<b>Special Business:</b>			
5.	To approve the re-appointment of Mr. Vivek Gupta as Manager of the Company for a period of 3 years		

Signed this..... day of..... 2018

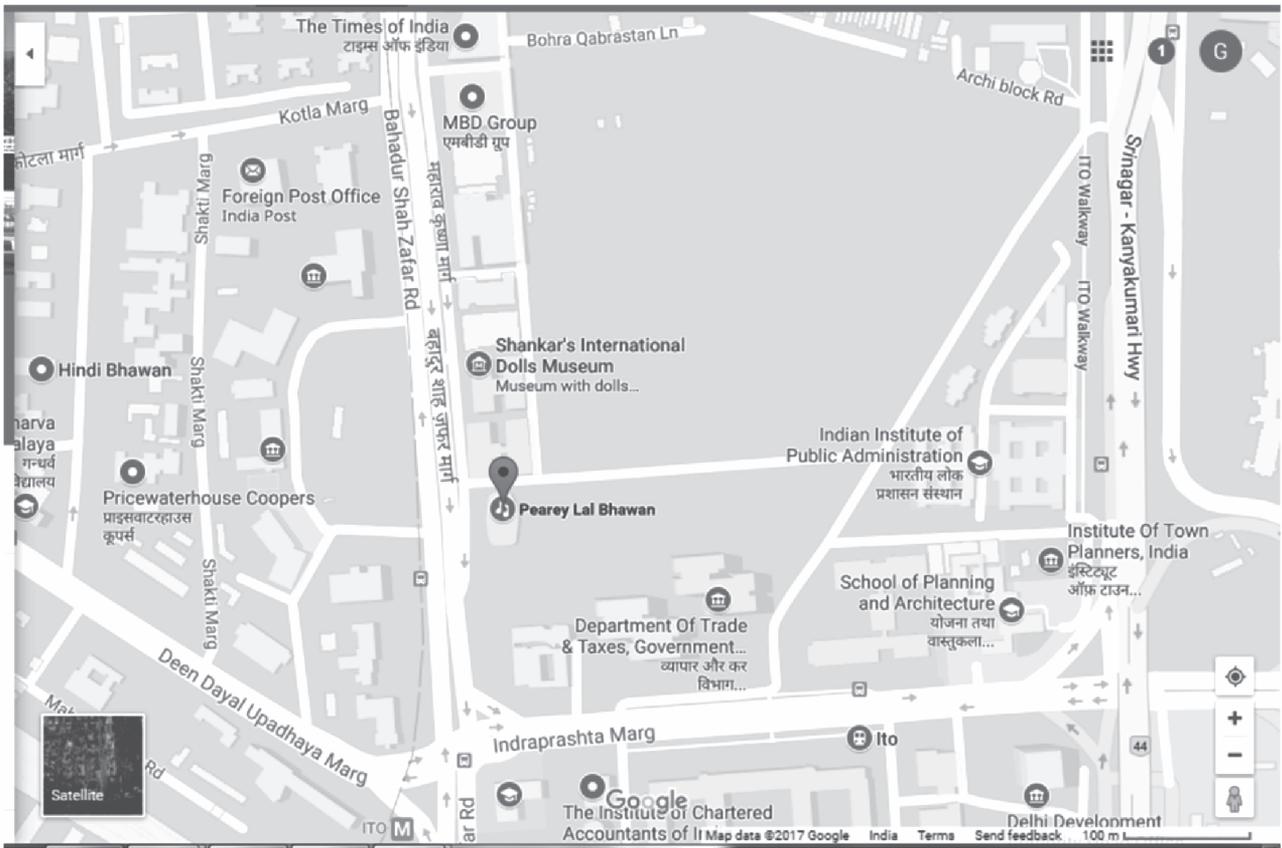
Affix revenue stamp of appropriate value

Signature of shareholder (s) \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting



ROUTE MAP TO THE VENUE OF  
75<sup>th</sup> AGM OF BHARAT NIDHI LIMITED  
TO BE HELD ON MONDAY, SEPTEMBER 24, 2018  
AT PEAREY LAL BHAWAN,  
2, BAHADUR SHAH ZAFAR MARG, NEW DELHI – 110002



BOOK POST

If undelivered, please return to :

**BHARAT NIDHI LIMITED**

First Floor, Express Building,  
9-10, Bahadur Shah Zafar Marg,  
New Delhi - 110 002