

BHARAT EKANSH LIMITED

REGD. OFF. -H. No. 116, F/F, VILLAGE KOTLA, MAYUR VIHAR PHASE-I, NEAR HUKUM DAIRY, DELHI-110091

CIN:L74899DL1985PLC020973, Ph.No.9355777335-36,

Website:www.bharatekansh.com,Email: bharat.ekansh.ltd@gmail.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Bharat Ekansh Limited will be held on Friday, March06, 2020 at 11.00 a.m. at the registered office of the Company at H. No. 116, F/F Village Kotla, Mayur Vihar Phase-I, Near Hukum Singh Dairy, Delhi 110091, to transact the following business:-

1. Issue of Equity Shares of the Company on preferential basis

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Sections 23 and 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) including Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations”), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended (“SEBI (SAST) Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI (LODR) Regulations”) and subject to rules/regulations/guidelines, notifications, circulars and clarifications issued by the Reserve Bank of India (“RBI”) and subject to such other approvals, consents, permissions and sanctions as may be necessary or required from any regulatory or other appropriate authorities, including but not limited to SEBI, RBI, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (“the Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Members be and is hereby accorded to the Board to create, issue, offer and allot, upto 4173100 (Forty One Lacs Seventy Three Thousand One Hundred) fully paid Equity Shares of Rs. 10/- each (“Equity Shares”) of the Company for cash at a price of Rs. 13.30/- (Rupees Thirteen and Paise Thirty Only) per Equity Share (including a premium of Rs. 03.30/- (Rupees Three and Paise Thirty only) per Equity Share) to the following persons:

Name	Category	Number of Equity Shares
Shri Sanjay Rastogi	Non-Promoter	1296269
Shrimati Meenu Rastogi	Non-Promoter	1296269
Shri Ishan Rastogi	Non-Promoter	555544
Shri Vasu Rastogi	Non-Promoter	555544
Shri Shashank Gupta	Non-Promoter	469474
Total		4173100

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT in accordance with the provisions of SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of the Preferential Allotment is February 05, 2020, being the date falling 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the shares and listing thereof with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of issue proceeds, sign all such documents and undertakings as may be required and to do all such acts, deeds, matters, things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

2. Adoption of New Set of Articles of Association as per the provisions of the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment thereof, for the time being in force, and the rules made there-under and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as maybe required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company(hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt a new set of Articles of Association in place of the existing Articles of Association of the Company, copy of which, as initialled by the Chairman for the purpose of identification, is placed before the meeting.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors
For Bharat Ekansh Limited

For BHARAT EKANSH LIMITED

Sunil Kumar
Director

Date: February 10, 2020
Place: New Delhi

Sunil Kumar
(Director)
DIN: 08161469

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the businesses set out at Item Nos. 1 and 2 above, is annexed hereto.
2. The Register of members and Share Transfer Books of the Company will be closed from 2nd March 2020 to 6th March 2020 (both the days inclusive).
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that 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.
4. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EGM is enclosed along with this notice.
5. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
6. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
7. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company at <http://www.bharatekanshlimited.com/>.
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during 9.00 a.m. to 1.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holiday) up to the date of the EGM of the Company.
9. The route map to the EGM venue is given herein.
10. **Voting through Electronic means:**
 - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the ICSI as amended from time to time, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").
 - II. The facility for voting through Polling Paper shall be made available at the meeting and the

members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.

III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Tuesday, March 03, 2020 (9:00 a.m. IST) and ends on Thursday, March 05, 2020 (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 of Friday, February 28, 2020, 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 by the member, the member shall not be allowed to change it subsequently.

V. The e- Voting facility is available at the link www.evotingindia.com.

VI. INSTRUCTIONS FOR E-VOTING:

- A. The shareholders should log on to the e-voting website www.evotingindia.com.
- B. Click on Shareholders / Members
- C. 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.
- D. Next enter the Image Verification as displayed and Click on Login.
- E. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- F. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • 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. • 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.
Dividend Bank Details OR 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"> • 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 (iv).

G. After entering these details appropriately, click on "SUBMIT" tab.

- H. 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.
- I. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- J. Click on the EVSN for Bharat Ekansh Limited on which you choose to vote.
- K. 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.
- L. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- M. 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.
- N. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- O. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- P. If a 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.
- Q. 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. Apple 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.
- R. **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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- S. **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, under help section or write an email to helpdesk.evoting@cdslindia.com.**
 - VII. 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 of Friday, February 28, 2020.
 - VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, February 28, 2020, may follow the same instructions as mentioned above for e-voting.
 - IX. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
 - X. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
 - XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through Polling Paper.
 - XII. The Company has appointed Mr. Sanchit Mathur, Practicing Company Secretary (Membership No.: ACS 47782 C.P. No.: 17803) as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
 - XIII. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the EGM not later than forty eight hours from the conclusion of the EGM.
 - XIV. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer’s Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
 - XV. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company at <http://www.bharatekanshlimited.com/> and on the website of CDSL immediately after the declaration of the results by the Chairman or by any person authorized by him in writing.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Item No. 1

The Equity Shares of the Company were listed on The Calcutta Stock Exchange Limited (“CSE”). Pursuant to the Order of SEBI, addressed to the CSE, the Company was moved to the Dissemination Board (DB) of National Stock Exchange of India Limited (NSE). Post transfer of the Company on DB of NSE, SEBI Circular dated Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016

("Exit Circular") is applicable to the Company. In terms of Exit Circular, Exclusively Listed Company ("ELC") is under an obligation to either secure listing on a Nationwide Stock Exchange(s); or the Promoters of such ELC have the option of providing exit to its public investors.

The Board of Directors of the Company is proposing to list the Equity Shares of the Company at Metropolitan Stock Exchange of India Limited ("MSEI") subject to compliance of secondary listing requirement of MSEI. For the purpose of meeting the eligibility criteria of secondary listing of MSEI (and also the increasing the net owns fund requirement of Reserve Bank of India, detailed below), the Board of Directors of the Company is proposing to increase the paid up capital of the Company by issuing new full paid up equity shares. In terms of Exit Circular, in order to facilitate the listing of shares on nationwide stock exchange, the Company on the DB is allowed to raise capital for meeting the listing requirements through Preferential allotment route in terms of the provisions under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations"). Further, in terms of the Exit Circular, the procedure as specified under SEBI (ICDR) Regulations shall be followed to the extent applicable and Designated Stock Exchange (in our NSE) shall be according in principle approval and monitoring the compliance of the same.

Further, in terms of the Exit Circular, in the process of raising capital through preferential allotment, if the allotment is made to promoters/public such that it is in excess of the threshold limits (5% or 25%) of the SEBI (Substantial Acquisition of Shares and Takeovers Regulations), 2011 ("SEBI SAST Regulations"), the provisions of SAST Regulation shall not be applicable for the proposed acquisition subject to the overall holding of the promoter group not exceeding 75% of the paid up capital of the Company.

In the background of the above, the Board of Directors of the Company in their meeting held on November 02, 2019, has, subject to the approval of the Shareholders of the Company and other regulatory approvals, as applicable, agreed to issue and allot, on preferential basis, upto 4173100 (Forty One Lacs Seventy Three Thousand One Hundred) fully paid up Equity Shares of Face Value of Rs. 10/- each for cash at a price of Rs. 13.30/- (Rupees Thirteen and Paise Thirty Only) per Equity Share (including a premium of Rs. 03.30/- (Rupees Three and Paise Thirty only) per Equity Share) aggregating to Rs. 555.02 Lacs to the following persons:-

Name	Category	Number of Equity Shares
Shri Sanjay Rastogi	Non-Promoter	1296269
Shrimati Meenu Rastogi	Non-Promoter	1296269
Shri Vasu Rastogi	Non-Promoter	555544
Shri Ishan Rastogi	Non-Promoter	555544
Shri Shashank Gupta	Non-Promoter	469474
Total		4173100

Subsequently, the Company was able to secure the approval of the members of the Company, in their Extra Ordinary General Meeting held on Monday, November 25, 2019. However, since the Company was not able to allot the Equity Shares to be issued pursuant to the preferential allotment, in compliance with Regulation 170(1) of the SEBI (ICDR) Regulations, the Company was advised by NSE to seek fresh approval from the Members of the Company for the stated preferential issue.

As per Section 62(1)(c) read with Sections 23 and 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act") and other applicable provisions, if any, and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations"), approval of Shareholders by way of special resolution is required for allotment of equity shares on preferential basis.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations as amended from time to time are as under:

- a. **Objects of the preferential issue:** The object of raising the equity share capital by issuing equity shares is to:
- Fund the long term funding needs of the company viz., to support the expansion of business and for general corporate purposes. It is therefore proposed to offer upto 4173100 (Forty One Lacs Seventy Three Thousand One Hundred) fully paid up Equity Shares of Face Value of Rs. 10/- each for cash at a price of Rs. 13.30/- (Rupees Thirteen and Paise Thirty Only) per Equity Share (including a premium of Rs. 03.30/- (Rupees Three and Paise Thirty only) per Equity Share) aggregating to Rs. 555.02 Lacs, on preferential basis.
 - List the shares of the company on a nationwide stock exchange. The company proposes to get its shares listed on the Metropolitan Stock Exchange of India Limited. To be eligible for such listing the Company is required to increase its paid up capital.
 - Meet the Net Owned Funds of the Reserve Bank of India. The Company was an NBFC Company and its registration was cancelled by RBI vide its letter dated September 18, 2019. The Company is going into appeal against the RBI order and plans to increase its Net Owned Funds before the appeal comes up for hearing.
- b. **Intention of promoters, directors and key management persons of the Company to subscribe to the equity shares:** None of the Promoter(s), Director(s) or Key Management Person(s) intends to subscribe to the Equity Shares proposed to be issued on preferential basis.
- c. **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** No allotment on preferential basis has been made during the current financial year.
- d. **Shareholding pattern of the company before and after the issue:** The shareholding pattern before and after the offer would be as under:

S. No.	Category	Pre-issue holding*		Post-issue holding#	
		No. of shares held	%	No. of shares held	%
A.	Promoters' Holding				
1	Indian				
	Individual	40000	4.84%	40000	0.80%
	Total Indian Promoters	40000	4.84%	40000	0.80%
2	Foreign Promoters	-	0.00%	-	0.00%
	Sub-Total (A)	40000	4.84%	40000	0.80%
B	Non-Promoters' Holding				
	Banks/Financial Institutions	-	0.00%	-	0.00%
	Mutual Funds and UTI	-	0.00%	-	0.00%
	Foreign Institutional Investors	-	0.00%	-	0.00%
	Bodies Corporate	495921	59.97%	495921	9.92%
	Directors and their relatives	-	0.00%	-	0.00%
	Foreign Nationals	-	0.00%	-	0.00%
	Foreign Bodies Corporate	-	0.00%	-	0.00%
	Non Resident Indians	-	0.00%	-	0.00%
	Trusts	-	0.00%	-	0.00%
	Clearing Members	-	0.00%	-	0.00%
	Foreign Portfolio Investors	-	0.00%	-	0.00%
	Indian Public (individuals/HUF)	291000	35.19%	4464100	89.28%

	Sub-Total (B)	786921	95.16%	4960021	99.20%
	Grand Total (A+B)	826921	100.00%	5000021	100.00%

*Above shareholding pattern is prepared based on Shareholding of the Company as on February 10, 2020.

#Post the proposed allotment of 3,703,626 Equity Shares, the shareholding of Shri Sanjay Rastogi, Shrimati Meenu Rastogi, Shri Vasu Rastogi and Shri Ishan Rastogi(acting in concert with each other, being relatives, hereinafter referred to as "Rastogi Family"), would collectively increase beyond 25% of the total post preferential issue capital of the Company. Accordingly the Acquirers would be under an obligation to make an open offer in terms of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011. However, in terms of Exit Circular, specific exemption has been given to the Companies on DB, when such increase its paid up capital for securing listing at Nationwide stock exchange(s).

- e. **Proposed time within which the allotment shall be completed:** Pursuant to Regulation 170(1) of the SEBI (ICDR) Regulations, the allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution. The first proviso to the said regulation further provides where the allotment is pending on account of any approval from any Regulatory Authority / Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

Since the Equity Shares of the Company are on the Dissemination Board of the National Stock Exchange of India Limited (NSE), the allotment is subject to receipt of in-principle approval from NSE.

Accordingly, the allotment pursuant to the preferential issue shall be completed within 15 days from the date of passing of special resolution or receipt of in-principle approval from NSE, whichever is later.

- f. **the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

The proposed allotment is being made to individuals only, accordingly disclosure with respect to the ultimate beneficial owners of the proposed allottees is not required. The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them is provided hereunder:

Name of proposed allottee	Category	Pre-issue shareholding		Allotment	Post issue shareholding	
		No. of shares	%	No. of shares	No. of shares	%
Shri Sanjay Rastogi	Non-Promoter	Nil	Nil	1296269	1296269	25.93%
Shrimati Meenu Rastogi	Non-Promoter	Nil	Nil	1296269	1296269	25.93%
Shri Vasu Rastogi	Non-Promoter	Nil	Nil	555544	555544	11.11%
Shri Ishan Rastogi	Non-Promoter	Nil	Nil	555544	555544	11.11%
Shri Shashank Gupta	Non-Promoter	Nil	Nil	469474	469474	9.39%
Total		Nil	Nil	4173100	4173100	83.46%

Change in Control:

Post the proposed allotment, the shareholding of Shri Sanjay Rastogi, Shrimati Meenu Rastogi, Shri Vasu Rastogi and Shri Ishan Rastogi (acting in concert with each other, being relatives, hereinafter referred to as "Rastogi Family") would collectively increase beyond 25% of the total post preferential issue capital of the Company. However, in terms of Exit Circular, specific exemption has been given to the Companies on DB, when such increase in paid up capital is being done for securing listing at Nationwide stock exchanges. However, re-classification of Rastogi Family as New Promotes of the Company (if they wish to do so) will be in compliance of SEBI SAST Regulations (i.e. obligation of Open Offer), SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2018 ("LODR Regulations") and any other applicable rules and regulations.

g. Pricing of preferential issue:

The Company's Equity Shares are not frequently traded. Accordingly, the issue price has been determined in terms of Regulation 165 of the SEBI (ICDR) Regulations. The price as computed under Regulation 165 of the SEBI (ICDR) Regulations is Rs. 13.30 per Equity Share based on valuation report obtained from Turnaround Corporate Advisors Private Limited, Category I Merchant Banker registered with SEBI. The Company shall submit a valuation report obtained from Valuer with NSE, being the designated stock exchange for In-Principle Approval.

Further, as required under the SEBI (ICDR) Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the SEBI (ICDR) Regulations. If recomputed price is higher than the price paid on allotment, difference shall be collected from the proposed allottees. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees within the time stipulated under the SEBI (ICDR) Regulations, the Equity Shares allotted shall continue to be locked in till the time such amounts are paid by them.

h. Relevant Date:

The Relevant Date for the purpose of pricing of the Equity Shares shall be February 05, 2020 being the date which is 30 days prior to the date of the Extra-Ordinary General Meeting.

i. Auditors' Certificate:

A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations shall be placed before the shareholders at the EGM.

j. Lock in Period:

The Equity Shares proposed to be allotted shall be locked in for such period as may be specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Further the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 167 of the SEBI ICDR Regulations.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Item NO. 2

The existing Articles of Association (AOA), as presently in force, are based on the erstwhile Companies Act, 1956 and several articles in the existing AOA contain references to specific sections of the Companies Act, 1956 and some articles in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles

Shareholder's attention is invited to incorporate certain salient provisions in the new draft AOA of the Company viz:

- The AOA is aligned with the provisions of Act.
- The AOA provide for participation of directors at meetings of the Board/Committee either—through video conferencing or audio visual means or teleconferencing, as the case may be.
- The AOA provide for allowing Circular Resolution to be sent electronically to directors in addition to physical mode.
- The AOA allow maintenance of statutory registers physically as well as in electronic mode.
- The AOA provide for maintenance of books of account in electronic mode as well.
- A Director may be appointed as Chief executive Officer, manager, Company Secretary or Chief Financial Officer.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For Bharat Ekansh Limited

For BHARAT EKANSH LIMITED
Sunil Kumar

Sunil Kumar Director
(Director)
DIN: 08161469

Date: February 10, 2020

Place: New Delhi

ATTENDANCE SLIP

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

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

**Applicable for investors holding shares in Electronic form.*

Applicable for investors holding shares in Electronic form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Friday, March 06, 2020 at 11.00 a.m, at the Registered Office of the Company at H. No. 116, F/F Village Kotla, Mayur Vihar Phase-I, Near Hukum Singh Dairy, Delhi-110091.

Signature of the Member/Proxy
(To be signed at the time of handing over the slip)

Form No. MGT-11**Proxy Form**

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

CIN: L74899DL1985PLC020973

Name of the Company: BHARAT EKANSH LIMITED

Registered Office: H. No. 116, F/F Village Kotla, Mayur Vihar Phase-I, Near Hukum Singh Dairy, Delhi-110091

Name of the Member(s)		
Registered Address:		
E-mail Id:		
*DP Id. / Client Id.		Regd. Folio No.

(* Applicable for members holding share(s) in electronic form)

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

1. Name : _____
 Address : _____
 E-mail ID : _____
 Signatiure : _____, or failing him _____

2. Name : _____
 Address : _____
 E-mail ID : _____
 Signatiure : _____, or failing him _____

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 theExtra-Ordinary General Meetingof the Company, to be held on Friday, March 06, 2020 at 11.00 a.m, at the Registered Office of the Company at H. No. 116, F/F Village Kotla, Mayur Vihar Phase-I, Near Hukum Singh Dairy, Delhi-110091 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1	Issue of Equity Shares of the Company on preferential basis		
2	Adoption of New Set of Articles of Association as per the provisions of the Companies Act, 2013		

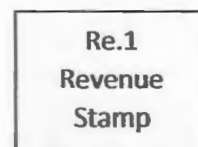
Signed this _____ day of _____ 2020.

Signature of Shareholders(s)

Signature of Proxy holders(s)

Note:

Affix Revenue Stamp



1. 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.
2. For the resolution and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
3. It is optional to put a(√) in the appropriate column against the Resolution indicated in the Box. If you leave the ' For' and 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

