

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 Annual General Meeting

Notice is hereby given that 34thAgm of the members of Bharat Ekansh Limited will be held on Monday, 30thSeptember 2019, at 11:00A.M. (IST) at H.No. 116, F/F, Village Kotla, Mayur Vihar Phase-1, Near Hukum Singh Dairy, Delhi 110091 to transact the following business:

Ordinary Business:

Item No 1: Adoption of Audited Standalone Financial Statements

To receive, Consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Report of the Auditors thereon.

Item No.3: To appoint a Director in Place of Ms. Nikita Dadheech (DIN: 07074574), who retires by rotation and being eligible, offers herself for re-appointment.

Special Businesses:

Item No. 4: Appointment of Mr. Sunil Kumar (DIN: 08161469) as Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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) Mr. **Sunil Kumar (DIN: 08161469)**, who was appointed by board of Directors as Additional Executive Director on March 19, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Item No. 5: Appointment of Mr. Rahul Kumar Verma (DIN: 08363706) as Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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) Mr. Rahul Kumar Verma (DIN: 08363706), who was appointed by board of Directors as Additional Executive Director on March 12, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Item No.6: Appointment of Mr. Mohammed Shah Nawaz (DIN: 07585080) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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) Mr. Mohammed Shah Nawaz (DIN: 07585080), who was appointed by board of Directors as Additional Independent Director on May 15, 2019 and in respect of whom the Company has received a notice in writing and who meets the criteria for independence as provided in section 149(6) of the act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company not liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Item No. 7: Appointment of Mr. Sumit Khandelwal (DIN: 08388888) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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) Mr. Sumit Khandelwal (DIN: 08388888), who was appointed by board of Directors as Additional Independent Director on May 15, 2019 and in respect of whom the Company has received a notice in writing and who meets the criteria for independence as provided in section 149(6) of the act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company not liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No. 8: Increase in Authorised Share Capital of the Company to Rs. 5,50,00,000/- (Five crores Fifty Lacks)

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

"RESOLVED THAT pursuant to provisions of Section 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013;(including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the company be and is hereby accorded to increase the authorized share capital of the company from existing Rs.5,00,00,000(Five Crores) divided into (50,00,000) (Fifty Lakhs) equity shares of (Rs. 10 Face Value) each to Rs. 5,5,00,000) (Rupees Fifty Five Lakhs) by creation of additional 5,00,000 (Five Lakh) equity shares of Rs.10 (Rs.10) each, ranking pari passu in all respect with the existing equity shares of the Company.

RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be altered and substituted by the following new clause:

V: The authorized share capital of the Company is Rs. 5,50,00,000/- Five Crores and Fifty Lakhs only divided into 5,5,00,000 (Rupees Fifty Five Lakhs) equity shares of (Rs. 10/-) (Rs. Ten) each.

RESOLVED FURTHER THAT, any director of the Company either/or the Company Secretary of the Company be and are hereby severally authorized to file, sign, verify, and execute all such e-forms, papers, documents, as may be required and do all such acts, deeds, matters, and things necessary and incidental for giving effect to this resolution."

Item No 9: Any other matter with the permission of Chairman.

For and on Behalf of Board of
Bharat Ekansh Limited

For  **Bharat Ekansh Limited**

Bhawna Talreja
Company Secretary

Date: 27/08/2019
Place: New Delhi

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The Instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books of the Company will be closed on **24th September 2019**
3. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / FolioNo.
4. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. Members / Proxies should bring the Attendance slip duly filled in for attending the meeting along with their copy of the Annual Report.
8. The route map showing directions to reach the venue of the **34th AGM** is given on Back Over.
9. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company.
10. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Depository Participant.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27.09.2019 and ends on 29.09.2019 at 11:00 AM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) **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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Bharat Ekansh Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **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.**
- (xix) **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.

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

(b) The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website www.bharatekanshlimited.com under the section ‘Investor Relations’ and on the website of CDSL; such Results will also be forwarded to The Calcutta Stock Exchange Limited, where the Company’s shares are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No 4 - Appointment of Mr. Sunil Kumar (DIN: 08161469) as Director of the Company

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Sunil Kumar as an Additional Director of the Company with effect from March 19, 2019 in the category of a Executive and Non-Independent Director, liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013, Mr. Sunil Kumar holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying its intention to propose the candidature of Mr. Sunil Kumar as a Director of the Company.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No 5 - Appointment of Mr. Rahul Kumar Verma (DIN: 08363706) as Director of the Company

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Rahul Kumar Verma as an Additional Director of the Company with effect from March 12, 2019 in the category of a Additional Executive and Non-Independent Director, liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013, Mr. Surya Kant Gupta holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying its intention to propose the candidature of Mr. Rahul Kumar Verma as a Director of the Company.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Item No 6 - Appointment of Mr. Mohammed Shah Nawaz Hussain (DIN: 07585080) as Director of the Company

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Mohammed Shah Nawaz Hussain as an Additional Director of the Company with effect from May 15, 2019 in the category of a Non-Executive and Independent Director, not liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013, Mr. Mohammed Shah Nawaz Hussain holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 and he meets the criteria for independence as provided in section 149(6) signifying its intention to propose the candidature of Mr. Mohammed Shah Nawaz Hussain as a Director of the Company.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Item No 7 - Appointment of Mr. Sumit Khandelwal (DIN: 08388888) as Director of the Company

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Sumit Khandelwal as an Additional Director of the Company with effect from May 15, 2019 in the category of a Non-Executive and Independent Director, liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013, Mr Sumit Khandelwal holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 and he meets the criteria for independence as provided in section 149(6) signifying its intention to propose the candidature of Mr Sumit Khandelwal as a Director of the Company.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

Item No. 8 - Increase In Authorised Share Capital of the Company to Rs. 5,50,00,000/- (Five crores Fifty Lacks)

For the enhancement of Company and Its Business operations, Board of Directors are of view to Increase their Authorised capital from Rs.5 Crore to Rs.5.5 Crores.

Pursuant to section 61 and 64 of the Companies Act, 2013, the Consent of the shareholders of the Company is required to the proposed Increase in the authorised share capital. Accordingly, the board of Directors of the Company, vide its resolution passed at the meeting held on September 5, 2019 has proposed to increase the authorised Share capital of the Company and seeks approval of members for the same.

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

ATTENDANCE SLIP

Venue of the meeting : H.No. 116, F/F, Village Kotla, Mayur Vihar Phase-1, Near Hukum Singh Dairy, Delhi 110091

Day, Date & Time : Monday, September 30, 2019 at 11:00 am

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

Name of Member(s)

Registered Address
Email ID
DP ID*
Client ID*
Folio No.
No. of shares held *

Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholder(s)/proxy for the registered shareholder of the Company.

I hereby record my presence at the 34th Annual General meeting of the Company on Monday, September 30, 2019 at 11.00 am at H.No. 116, F/F, Village Kotla, Mayur Vihar Phase-1, Near Hukum Singh Dairy, Delhi 110091.

Signature of Member/Proxy

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION Web Check-in/Attendance Registration: Members are requested to tender their attendance slip at the registration counters at the venue of the Annual General Meeting (AGM) and seek registration before entering the meeting hall.

FORM OF PROXY

Form MGT-11

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

Venue of the meeting : H.No. 116, F/F, Village Kotla, Mayur Vihar Phase-1, Near Hukum Singh Dalry, Delhi 110091

Day, Date & Time : Monday, September 30, 2019 at 11:00 AM

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

Name of Member(s)	
Registered Address	
Email ID	
DP ID*/Folio No.	
Client ID*	

* Applicable for investors holding shares in Electronic form.

I/We _____ of _____
 _____ being the member/members of Bharat Ekansh Limited hereby appoint the following as my/our Proxy to attend and vote on a poll (for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 11:00 am and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Name _____ Registered address _____
 Email id _____
 Signature _____ or failing him/her
2. Name _____ Registered address _____
 Email id _____
 Signature _____ or failing him/her
3. 3. Name _____ Registered address _____
 Email id _____
 Signature _____

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sl. No	Resolution	Number of shares held	For	Against
Ordinary Business				
1	Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2019.			
2	Adoption of Audited Consolidated Financial Statements for the Financial Year ended March 31, 2019.			

3	To appoint a Director in Place of Ms. Nikita Dadheech (DIN: 07074574) who retires by rotation and being eligible, offers herself for re-appointment.			
Special business				
4	Appointment of Mr. Sunil Kumar (DIN: 08161469) as Director of the Company.			
5	Appointment of Mr. Rahul Kumar Verma (DIN: 08363706) as Director of the Company.			
6	Appointment of Mr. Mohammed Shah Nawaz (DIN: 07585080) as an Independent Director of the Company.			
7	Appointment of Mr. Sumit Khandelwal (DIN: 08388888) as an Independent Director of the Company.			
8	Increase in Authorised Share Capital of the Company to Rs. 5,50,00,000/- (Five crores Fifty Lacks)			

This is optional. Please put a tick mark (v) in the appropriate column against the resolutions indicated in the box. If a Member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a Member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s) 1. _____ 2. _____ 3. _____

Signed this ----- day of -----2019.

Notes: 1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting. A Proxy need not be a Member of the Company.

2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

3. A member may vote either for or against each resolution.

