



ANNUAL  
REPORT

2016-17

**BRAHMANAND  
HIMGHAR LIMITED**

<b>BOARD OF DIRECTORS</b>	<b>Mr. Manoj Kumar Agarwal</b>	Managing Director
	<b>Mr. Rajendra Kumar Agrawal</b>	Director
	<b>Mr. Mukesh Agarwal</b>	Independent Director
	<b>Mr. Vinay Agarwal</b>	Independent Director
	<b>Mrs. Jyoti Khare</b>	Independent Director

**CHIEF FINANCIAL OFFICER** Mrs. Shilpi Ghosh

**COMPANY SECRETARY** Ms. Shalini Kumari Agarwal

**AUDITORS** **M/S. Khandelwal Prajapati & Co.**  
Chartered Accountants  
8, Ganesh Chandra Avenue,  
5th Floor, Room No.33, Saha Court,  
Kolkata-700013.

**BANKERS** **STATE BANK OF INDIA**  
Garbeta Branch  
P.O. - Amlagora  
Dist. – Paschim Medinipore  
**West Bengal – 721157.**

**ORIENTAL BANK OF COMMERCE**  
Sakchi, Jamshedpur-831001

**AXIS BANK LTD.**  
Voltas House, Main Road  
Bistupur, Jamshedpur – 831 001

**REGISTERED OFFICE** Village - Chekuasole,  
P.O. - Jogerdanga,  
P.S. - Goaltore,  
Paschim Medinipur,  
West Bengal-721121.

**UNIT** Mouza Tamolia, P.S. Chandil  
Dist – Seraikella-Kharsawan  
Jharkhand

**REGISTRAR & SHARE  
TRANSFER AGENT** **M/S S. K. Infosolutions Pvt Ltd**  
34/1A, Sudhir Chatterjee Street  
Kolkata – 700 006

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## NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held on Tuesday the 26<sup>th</sup> Day of September, 2017 at the Registered office of the Company at Village - Chekuasole, P.O.- Jogerdanga, P.S.- Goaltore, Paschim Medinipur, West Bengal-721121.at 11.00 A.M. to transact the following business :-

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider, approve and adopt the Audited Consolidated Financial Statements the Company for the financial year ended March 31, 2017 together with the reports of Auditors thereon.
3. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary resolution thereof:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members at the AGM held on 30th September, 2014 , M/s. KHANDELWAL PRAJAPATI & CO. Chartered Accountants as Statutory Auditors of the Company to hold office till the conclusion of the 29th AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors."

### SPECIALBUSINESS:

4. To Adopt new set of Memorandum and Articles of Association of the Company pursuant to the Companies Act, 2013 and in this regard, pass the following resolution as an **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to Section 13, 14 and other applicable provisions and sections, if any, of the Companies Act 2013, the Memorandum of Association and the regulations contained in the existing Articles of Association of the Company as per Companies Act 1956, be and are hereby replaced with the new set of Memorandum of Association and Articles of Association of the Company as per Companies Act 2013, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification and that the regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Mukesh Agarwal :-

**"RESOLVED THAT** Mr. Mukesh Agarwal, who was appointed as an Additional Director with effect from February 14, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."

By Order of the Board  
**Brahmanand Himghar Limited**

**Manoj Kumar Agarwal**  
Managing Director

Place : Medinipur  
Date : 30th August, 2017

**NOTES :**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Rules made thereunder a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent (10%) of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A member holding more than ten percent (10%) of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

- The relevant statements to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating to the special business at Item Nos. 4 & 5 of the Notice, are annexed hereto.
- The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
- Members are requested to:
  - Bring their copies of the Annual Report and the attendance slip duly completed and signed at the meeting.
  - quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
  - Bodies Corporate, who are the members of the Company, are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote at the meeting.
  - In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Register of Members and Share Transfer Books of the company will remain closed from 19<sup>th</sup> September, 2017 to 26<sup>th</sup> September, 2017 (both days inclusive) in terms of provisions of section 91 of the Companies Act, 2013.
- A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company at least seven days prior to the meeting so that the required information can be made available at the meeting.
- As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company / Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
- Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.



8. Members/Proxies are requested to bring their copies of Annual Report to the meeting, as spare copies are not available with the company and also to bring the attendance slip duly filled in for attending the meeting.
9. Trading in the equity shares of the company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the company's equity share is **INE 318G01015**.
10. The members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.
11. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent (Physical & Electronic) to **M/S S. K. Infosolutions Pvt Ltd, 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006**.
12. Voting Through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Agreement entered into with the Stock Exchange, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) 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 AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - II. The facility for voting through ballot paper shall be made available at the AGM 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 ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. **The process and manner for remote e-voting are as under:**
    - (i) The remote e-voting period commences on 21st September, 2017 (11:00 am) and ends on 23<sup>rd</sup> September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
    - (ii) 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" tab.
    - (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
    - (v) 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.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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.</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. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Brahmanand Himghar Ltd** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.



- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 they have to create 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.
- (xx) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### OTHER INSTRUCTIONS

- I. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- II. 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 AGM through ballot paper.
- III. Mr. Sital Prasad Swain, Practicing Company Secretary (Membership No. 6338 and CP No – 6814) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of or “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

13. The names and address of the Stock Exchanges where at the Company's Equity Shares are listed, are given below:-

**The Calcutta Stock Exchange Limited**

7, LyonsRange, Kolkata - 700 001

**Inter-connected Stock Exchange Of India Limited**

International Infotech Park

Tower - 7, 5<sup>th</sup> Floor, Vashi

Sector 30A, Above Vashi Railway Station,

Navi Mumbai - 400 703

**NOTE : In addition to the listing in the aforementioned stock exchanges the Companies shares getting traded in Bombay Stock Exchange under category of Securities being traded under permitted categories (INDONEXT).**

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

**ITEM NO. 4**

The chairman informed the members that the Board of Directors has given a proposal that the Memorandum of Association and the regulations contained in the existing Articles of Association of the Company as per Companies Act 1956 be replaced with the new set of Memorandum of Association and Articles of Association of the Company as per Companies Act 2013. This could only be possible subject to the approval of Shareholders and Central Government; hence the Board of Directors has proposed this resolution as a special resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**ITEM NO. 5**

Mr. Mukesh Agarwal, was appointed as an Additional Director w.e.f. February 14, 2017, in accordance with the provisions of Section 161 of the Companies Act, 2013 and of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from member of the company proposing Mr. Mukesh Agarwal, candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of above Directors on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

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

The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

By Order of the Board  
**Brahmanand Himghar Limited**

Sd/-  
**Manoj Kumar Agarwal**  
Managing Director

Place : Medinipur  
Date : 30th August, 2017





## BOARD'S REPORT

To  
The Members  
The Brahmanand Himghar Limited

Your Directors have pleasure in presenting their Twenty Seventh together with the Audited Standalone and Consolidated financial statements of your Company for the year ended 31st March, 2017.

### KEY FINANCIAL HIGHLIGHTS

The highlights of the financial results of the Company on a standalone and consolidated basis are as follows:

(AMT. IN RUPEES)

PARTICULARS	STANDALONE		CONSOLIDATED	
	Year Ended March 31,2017	Year Ended March 31,2016	Year Ended March 31,2017	Year Ended March 31,2016
Profit for the year before tax	2,01,160	597,90,970	7,07,673	597,90,970
Less: Provision for Taxation				
Current Tax	3,98,955	12,863,840	4,20,269	12,863,840
Tax of Earlier year	16,07,569	4,475	16,07,569	4,475
Deferred Tax	-	(258,003)	(1,979)	(258,003)
Profit for the year after tax			(13,18,186)	471,80,658
Less: Minority Interest	-	-	1,66,285	-
Add: Share of Profit in Associates			1,72,746	42,098
Current Profit of Subsidiary Tr. To Cost of Control			1,82,708	-
<b>Profit during the year</b>	<b>(18,05,364)</b>	<b>47,180,658</b>	<b>(14,94,433)</b>	<b>47,222,756</b>
Add : Profit B/F from previous Year	686,15,287	33,392,823	68,648,965	33,392,823
Sub Total	668,09,923	80,573,481	671,54,532	80,615,579
Less : Transferred to Statutory Reserve	-	11,958,194	-	11,966,614,
<b>Balance C/f to Balance Sheet</b>	<b>668,09,923</b>	<b>68,615,287</b>	<b>671,54,532</b>	<b>68,648,965</b>

### DIVIDEND

Your Director's regret for not recommending Dividend on Equity Shares and decided to retain the profits for future investments and to strengthen the business of the Company.

### EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure I".

**CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO:**

Details of energy conservation is not applicable to the Company, no technology has been absorbed or imported by the Company and Foreign Exchange Earning & Outgo is **NIL**.

**RESEARCH & DEVELOPMENT:**

The Company has not incurred any sum in respect of Research & Development for any of its activity.

**MATERIAL CHANGES**

No Material changes and commitments have been occurred affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the reporting period.

**'DIRECTOR AND KEY MANAGERIAL PERSONNEL:**

The Board of Directors has appointed Mr. Mukesh Agarwal (DIN: 07680726) as an Additional Director of the Company with effect from February 14, 2017. In terms of Section 161 of the Companies Act, 2013, Mr. Mukesh Agarwal holds office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing his name for the office of Director. Accordingly, the Board recommends the appointment of Mr. Mukesh Agarwal as an Independent Director of the Company.

Mr. Tejinder Singh has resigned from the post of Director with effect from 07.02.2017. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as Director of the Company.

All the directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Mr. Manoj Kumar Agarwal (Managing Director), Mrs. Shilpi Ghosh (Chief Financial Officer) and Ms. Shalini Kumari Agarwal (Company Secretary) are the Key Managerial Personnel (KMP) of the Company, pursuant to the provisions of the Company Act, 2013 as on the date of this report.

All the Directors, Key Managerial Personnel and senior management of the company have affirmed compliance of with the code of conduct applicable to the Directors and employees of the Company and a declaration in this regard made by the Managing Director is attached which forms a part of this report of Directors.

**Declaration by Independent Director:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, 2015.

The Board confirms that the said Independent Directors meet the criteria as laid down under the Companies Act, 2013 as well as the SEBI Listing Regulations, 2015.

**SEPARATE MEETING OF INDEPENDENT DIRECTORS**

During the year under review, the Independent Directors had, in accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, met separately and discussed and reviewed, inter alia, the performance of Non Independent Directors and the Board as a whole after taking into consideration the views of Executive and Non- Executive Directors.

**Board Evaluation:**

Pursuant to the provisions of Companies Act, 2013 and Listing Agreements, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee. The manner in which the evaluation has been carried out is mentioned in the Corporate Governance Report.

**Remuneration Policy:**

The Board has, on recommendation of the Nomination and Remuneration Committee formulated a policy for selection and appointment of Directors, senior managements and their remuneration. The details of the said policy are stated in the Corporate Governance Report.

**Meetings:**

The details of the number of Board Meetings and meetings of various Committees are given in the Corporate Governance Report. The intervening gap between the meetings was within the time period prescribed under the Companies Act, 2013.

**Obligation of Company Under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.**

The Company has ZERO Tolerance for Sexual Harassment at workplace and has adopted a policy on prevention of Sexual Harassment of Women at workplace. There were no complaints received during the year. Further the Board extends its full responsibility to manage and act promptly in such cases.

**Human Resources**

Our Company treats its "human resources" as one of its most important assets.

Our Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programmes that provide focused people attention are currently are under way. Our Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**Transfer of amounts to Investor Education and Protection Fund**

The Company did not have any funds lying unpaid or unclaimed for a period of Seven Years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF) as required by statutory provisions.

**DIRECTORS RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) That in the preparation of Annual Accounts, the applicable Accounting Standard has been followed.
- (b) That the Directors 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 financial year and the Statement of Profit and Loss for that period.
- (c) That the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities.
- (d) That the Directors have prepared the Annual Accounts on Going Concern Basis.
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**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.**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director/ KMP & Designation	Remuneration of Director /KMP for the financial year 2016-17 (Rs. In lacs)	% increase in Remuneration in the Financial year 2016-17	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Manoj Kumar Agarwal Managing Director	1.80	NIL	Not Applicable	
2.	Shalini Kumari Agarwal Company Secretary	1.42	NIL	Not Applicable	
3.	Shilpi Ghosh, Chief Financial Officer	1.27	NIL	Not Applicable	

- (ii) The median remuneration of employees of the Company during the financial year was NIL.  
 (iii) There were no permanent employees on the rolls of Company as on March 31, 2017;  
 (iv) There is no change in remuneration of Managing Director.  
 (v) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**CORPORATE GOVERNANCE:**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

**SECRETARIAL AUDITOR:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Ms. Dipika Jain, a whole time Company Secretary in practice having Membership No. 50343, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith to this Report. The Secretarial Audit Report does not contain any unexplained qualification, reservation or adverse remark.



**RELATED PARTY TRANSACTION:**

All Related Party Transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Your Directors draw attention of the members to Notes to the financial statement which sets out related party disclosures.

The Form AOC - 2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed and forms a part of this report.

**SUBSIDIARY/ASSOCIATES COMPANY:**

During the year under review, M/s. Blak Readymade Stores Pvt. Ltd. is the Subsidiary Company and the following Company are the Associates Companies:

1. Bhalotia Engineering Works Private Limited
2. Bhalotia Auto Products Private Limited

**CODE OF CONDUCT:**

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

All the directors and management personnel have submitted declaration confirming compliance with the code.

**BONUS ISSUE:**

The Company has not allotted any bonus Shares during the year.

**ISSUE OF SHARES:**

During the Financial year ended 31<sup>st</sup> March, 2017:

- i) The Company has not granted any Employees Stock Option.
- ii) The Company has not issued any Sweat Equity Shares.
- iii) The Company has not issued any equity shares with differential rights.

**PUBLIC ISSUE:**

During the year under review your Company has not issued any securities to the public.

**PUBLIC DEPOSIT:**

During the Year the Company has not accepted any Deposit from the Public, within the meaning of section 73 of the Companies Act, 2013.

**PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Particulars of Loans given, Investments made, Guarantees given and Securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement.

**RISK MANAGEMENT POLICY:**

In terms of Section 134(3)(n) of the Act, your Directors wish to state that the Company has drawn and implemented a Risk Management Policy including identification of elements of risks, if any, which may threaten the existence of the Company. The above policy is being reviewed/re-visited once a year or at such other intervals as deemed necessary for modifications and revisions, if any.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

**PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All the Board of Directors and designated employees have confirmed compliance with the Code.

**INTERNAL FINANCIAL CONTROLS:**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

During the year the company appointed M/S. KEDIA SINGHANIA & CO. as an internal auditor.

The firm is authorized by the Audit Committee to access the adequacy and compliance of internal control process, statutory requirements etc. The Audit Committee met regularly to review reports submitted by the Internal Auditor. The Audit Committee upon discussion with internal auditor set up applicable control measures for the Company.

**STATUTORY AUDITORS:**

M/S KHANDELWAL PRAJAPTI & CO., Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**APPRECIATION**

For and on behalf of the Board, the Directors wish to place on record their sincere appreciation for the positive co-operation received from Banks, SEBI, Shareholders, RTA, farmers and Traders, and all the staffs of the Company during the year.

**For and on behalf of the Board**

Place: Medinipur  
Dated: 30<sup>th</sup> May, 2017

**Bimal Kumar Agarwal**  
*Chairman*

**Form No MGT - 9****Extract of Annual Return****As on the financial year ended 31<sup>st</sup> March, 2017**

[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:**

1.	CIN	L29248WB1990PLC049290
2.	Registration Date	21/6/1990
3.	Name of the Company	BRAHMANAND HIMGHAR LIMITED
4.	Category/Sub – Category of the Company	COMPANY LIMITED BY SHARES – INDIAN NON GOVERNMENT COMPANY
5.	Address of the Registered Office and Contact details	Vill - Chekuasole, P.O. - Jogerdanga, P.S. - Goaltore Dist – Paschim Medinipore , West Bengal - 721121.
6.	Whether Listed Company (Yes/No)	Yes
7.	Name, Address and contact details of Registrar and Transfer Agent, if any	M/s S. K. Infosolutions Pvt Ltd 34/1A , Sudhir Chatterjee Street Kolkata - 700006

**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	Financial & related Services	99711	100

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

Sl. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of share held	Applicable Section
1	Bhalotia Engineering Works Private Limited	U74200JH1985PTC002196	Associate	25.39	2(6)
2	Bhalotia Auto Products Private Limited	U36102JH1990PTC004018	Associate	39.60	2(6)
3.	Blak Readymade Stores Pvt. Ltd.	U52322WB2004PTC098033	Subsidiary	52.49	2(87)

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category – wise Share Holding

Category of shareholder	No. of Shares held at the beginning of the year				No. of Shares 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	3067804	350000	3417804	24.41	3067804	350000	3417804	24.41	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	1849862	-	1849862	13.21	1849862	-	1849862	13.21	-
e. Bank/FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
<b>Sub – Total – A(1)</b>	<b>4917666</b>	<b>350000</b>	<b>5267666</b>	<b>37.62</b>	<b>4917666</b>	<b>350000</b>	<b>5267666</b>	<b>37.62</b>	<b>-</b>
<b>2. Foreign</b>	-	-	-	-	-	-	-	-	-
a. NRI – Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Body Corporate	-	-	-	-	-	-	-	-	-
d. Bank/FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
<b>Sub Total -A(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholder of promoters (1+2)</b>	<b>4917666</b>	<b>350000</b>	<b>5267666</b>	<b>37.62</b>	<b>4917666</b>	<b>350000</b>	<b>5267666</b>	<b>37.62</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institution</b>									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Bank/FI	-	-	-	-	-	-	-	-	-
c. Cent. Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.	-	-	-	-	-	-	-	-	-
e. Venture Capital	-	-	-	-	-	-	-	-	-
f. Insurance Co.	-	-	-	-	-	-	-	-	-
g. FIIs	-	-	-	-	-	-	-	-	-
h. Foreign portfolio Corporate	-	-	-	-	-	-	-	-	-
i. Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
j. Others	-	-	-	-	-	-	-	-	-
<b>Sub – Total B(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>





Category of shareholder	No. of Shares held at the beginning of the year				No. of Shares at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>2. Non – Institution</b>									
a. Body Corp	1335358	-	1335358	9.54	1444312	-	1444312	10.32	0.78
b. Individual									
i. Individual Shareholders holding nominal share capital upto Rs 1 lakh	1627458	-	1627461	11.62	1520282	-	1520282	10.86	(0.76)
j. Individual Shareholders holding nominal share capital in excess of Rs 1 lakh	5766662	-	5766662	41.19	5765042	-	5765042	41.17	(0.02)
c. Others (specify)	4553	-	4553	0.03	4398	-	4398	0.03	-
i. Clearing member	-	-	-	-	-	-	-	-	-
ii. Market Maker	-	-	-	-	-	-	-	-	-
<b>Sub – Total – B(2)</b>	<b>8734034</b>	<b>-</b>	<b>8734034</b>	<b>62.38</b>	<b>8734034</b>	<b>-</b>	<b>8734034</b>	<b>62.38</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total(A+B+C)</b>	<b>13651700</b>	<b>350000</b>	<b>14001700</b>	<b>100</b>	<b>13651700</b>	<b>350000</b>	<b>14001700</b>	<b>100</b>	<b>-</b>

ii) Shareholding of Promoters

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	
1	AJAY KUMAR CHURIWALA	115200	0.82	-	115200	0.82	-	-
2	ASHOK KUMAR LODHA	72500	0.52	-	72500	0.52	-	-
3	B.K.AGARWAL	130000	0.93	-	130000	0.93	-	-
4	BHASWATI BHATTACHARJEE	85100	0.61	-	85100	0.61	-	-
5	BIMAL KUMAR AGARWAL	600000	4.29	-	600000	4.29	-	-
6	GITA AGRAWAL	61000	0.44	-	61000	0.44	-	-

SI 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	
7	KALPANA AGRAWAL	81200	0.58	-	81200	0.58	-	-
8	KRIPA BINDU BHATTACHARJEE	105000	0.75	-	105000	0.75	-	-
9	NEHA LODHA	80000	0.57	-	80000	0.57	-	-
10	PARUL LODHA	80000	0.57	-	80000	0.57	-	-
11	PURNIMA SHARMA	350000	2.50	-	350000	2.50	-	-
12	RAJENDRA KUMAR AGRAWAL	1074000	7.67	-	1074000	7.67	-	-
13	RAMESH KUMAR AGRAWAL	83000	0.59	-	83000	0.59	-	-
14	RAMKRISHMA AGRAWAL	400400	2.86	-	400400	2.86	-	-
15	SHARDA LODHA	97004	0.69	-	97004	0.69	-	-
16	VISHAL AGARWAL	3400	0.02	-	3400	0.02	-	-
17	BRAHMANAND INSURANCE ADVISORY SERVICE	280000	2.00	-	280000	2.00	-	-
18	G RAJ COMPANY PRIVATE LIMITED	70000	0.50	-	70000	0.50	-	-
19	JAI MATA DI FINANCE COMPANY LIMITED	928512	6.63	-	928512	6.63	-	-
20	TECHNO BUILDERS PVT LTD	173000	1.24	-	173000	1.24	-	-
21	MAA PURNIMA PRINTERS PRIVATE LTD	79000	0.56	-	79000	0.56	-	-
22	PURNIMA PRINTERS PRIVATE LTD	319350	2.28	-	319350	2.28	-	--
	<b>TOTAL</b>	<b>5267666</b>	<b>37.62</b>	<b>-</b>	<b>5267666</b>	<b>37.62</b>	<b>-</b>	<b>-</b>



## iii) Change in Promoter's Shareholding (Please specify, if there is no change) –

Sl. No.		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	5267666	37.62	-	-
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e. g. allotment/transfer/ bonus /sweat equity etc): "As per Schedule 1"				
	At the end of the year	5267666	37.62	-	-

## iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDR and ADRs):

Sl. No.	Top Ten Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	DIVYA SURANA	686228	4.90	686228	4.90
2	BAL KRISHAN AGARWAL	524940	3.75	524940	3.75
3	PURSHOTTAM KUMAR CHOUDHARY	548993	3.92	548993	3.92
4	MANISH AGARWAL	397076	2.84	397076	2.84
5	SUMITRA CHOUDHARY	346800	2.48	346800	2.48
6	BINOD KUMAR KEDIA	285200	2.04	285200	2.04
7	SAVITRI DEVI	252340	1.80	252340	1.80
8	NARESH KUMAR AGARWAL	250000	1.79	250000	1.79
9	MONOBINDU BHATTACHARJEE	220000	1.57	220000	1.57
10	RITU PUROHIT	218450	1.56	218450	1.56

v) Shareholding of Director's and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP Nam of the Director/KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	RAJENDRA KUMAR AGRAWAL	1074000	7.67	1074000	7.67
2	BIMAL KUMAR AGARWAL	600000	4.29	600000	4.29
3	VINAY AGARWAL	-	-	-	-
4	MUKESH AGARWAL	-	-	-	-
5	JYOTI KHARE	-	-	-	-
6	MANOJ KUMAR AGARWAL	-	-	-	-
7	SHALINI KUMARI AGARWAL	-	-	-	-
8	SHILPI GHOSH	-	-	-	-

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

PARTICULARS	Secured Loans excluding deposits (in Rs)	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year 01 – 04 – 2016</b>				
1) Principal Amount	26,168,483/-	-	-	26,168,483/-
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	148,681/-	-	-	148,681/-
<b>Total of (1+2+3)</b>	<b>26,317,164/-</b>	-	-	<b>26,317,164/-</b>
<b>Change in indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	162,68,483.00	-	-	162,68,483.00
Net Change	<b>(162,68,483.00)</b>	-	-	<b>(162,68,483.00)</b>
<b>Indebtedness at the End of the year 31 – 03 – 2017</b>				
1) Principal Amount	9,900,000.00	-	-	9,900,000.00
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	110,087.00	-	-	110,087.00
<b>Total of (1+2+3)</b>	<b>100,10,087.00</b>	-	-	<b>100,10,087.00</b>

**VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Whole – Time – Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total amount (Rs in Lacs)
		MANOJ KUMAR AGARWAL	
1.	Gross Salary		–
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1.80	1.80
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	–	–
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	–	–
2.	Stock Option	–	–
3.	Sweat Equity	–	–
4.	Commission – as % of profit – others, specify	–	–
5.	Others, please specify – Gratuity Funds	–	–
	Total (A)	1.80	1.80
	Ceiling as per the Act	-	-

**B. Remuneration to the other Directors**

Sl. No.	Particulars of Remuneration	Amount (Rs. In lacs)
1.	Independent Director	
	– Fee for attending board committee meetings	–
	– Commission	–
	– Others, please specify	–
	<b>Total(1)</b>	
2.	Other Non – Executive Director	
	– Fee for attending board committee meeting	
	– Commission	–
	– Others, please specify	–
	<b>Total(2)</b>	
	<b>Total B = (1+2)</b>	–
	Ceiling as per the Act	–

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Name of the KMP		Total amount (Rs in Lacs)
		SHILPI GHOSH	SHALINI KUMARI AGARWAL	
1.	Gross Salary	1.27	1.42	2.69
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961			
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	—		
	c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	—		
2.	Stock Option	—		
3.	Sweat Equity	—		
4.	Commission			
	— As % of profit			
	— Others, specify	—	—	
5.	Others, please specify – Gratuity Funds			
<b>Total (C)</b>		1.27	1.42	2.69

VIII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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)
A. Company	N.A.	—	—	—	—
B. Directors	N.A.	—	—	—	—
C. Others Officers in default	N.A.	—	—	—	—



## ANNEXURE TO THE DIRECTORS REPORT

### Company's Philosophy on Corporate Governance

Corporate Governance is about maintaining a valuable relationship and trust with all the stakeholders. We consider stakeholders as partners in our success and remain committed to maximizing the stakeholders' value. We are committed to the principles of good governance and believe that good governance generates goodwill amongst the stakeholders.

Your Company continues to lay great emphasis on the highest standards of Corporate Governance. The Board along with its Committees undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fairness and independence in its decision making. Your Company has a strong legacy of conducting its business and operations in ethical, strong and transparent manner with due compliance of all the laws.

The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. It is an upward-moving target that we collectively strive towards achieving. Your company confirms compliance of Corporate Governance as contained in chapter IV read with schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of which are given below:

### Board of Directors

#### Composition of Board

As of March 31, 2017, the Board of Directors of the Company consists of six Directors out of which Four i.e. 66.67% are Non-Executive Directors as against minimum requirement of fifty percent as per the Listing Agreement. The Non-Executive Directors are eminent Professionals, drawn from amongst persons with experience in business & industry, finance & law. The Company has a Non-Executive Chairman. The composition of Board of Directors and their directorships in other public limited Companies is as follows:-

Name of Directors	Category	No of Other Directorships	No of other Board Committees of which he is a Member	No of other Board Committees of which he is a Chairperson
Mr. Manoj Kr Agarwal	Promoter-Executive & Managing Director	0	0	0
Mr. Rajendra Kr. Agrawal	Promoter-Executive	3	0	0
Mr. Bimal Kr Agarwal	Promoter - Non Executive	3	2	1
Mr. Vinay Agarwal	Independent-Non Executive	0	1	1
Mr. Mukesh Agarwal	Independent-Non Executive	0	2	1
Mrs. Jyoti Khare	Independent-Non Executive	0	3	1

None of the Non-Executive Directors of the Company has any pecuniary relationships or transactions with the Company.

Mr. Tejinder Singh has resigned from the post of Director with effect from 07.02.2017. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as Director of the Company. The Board has approved the appointment of Mr. Mukesh Agarwal as Director of the Company with effect from 14th February, 2017. The Board has considered the recommendation of the Nomination and Remuneration Committee and Audit Committee regarding the said appointment.

### Board Meetings

The Company's Corporate Governance Policy requires the Board to meet at least Four times in a year and within a maximum time gap of 120 days between two Board Meeting. As against this during the Financial year ended 31.03.2017, 6 meetings of Board of Directors were held and

The attendance of the Directors in these meetings were as follows :-

Name of the Director	Board Meetings Held	Board meetings Attended	Annual General Meeting If Attended
Mr.Rajendra Kr Agrawal	6	6	Yes
Mr. Bimal Kr Agarwal *	6	6	Yes
Mr. Tejinder Singh	5	5	Yes
Mrs Jyoti Khare	6	6	Yes
Mr. Manoj Kr. Agarwal	6	6	Yes
Mr. Vinay Agarwal	6	6	Yes
Mr. Mukesh Agarwal	0	0	NA

\*Meeting held during his tenure of Directorship.

**Note:** None of the Director is Director in more than 10 (ten) public limited companies or acts as an Independent Director in more than 7 (seven) listed companies. None of the Director is a member in more than ten (10) committees and act as a Chairman in more than 5 (five) committee across all companies in which he is a Director.

### Details of equity shares of the Company held by the Directors as on March 31, 2017 are given below:

Name	Category	Number of equity shares
Mr. Rajendra Kumar Agrawal	Non-Independent, Executive	1074000
Mr. Bimal Kumar Agarwal	Non-Independent, Non-Executive	600000

### SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held to review the performance of Non-independent directors (including the Chairperson) and the Board as a whole. The Independent directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees which is necessary to effectively and reasonably perform and discharge their duties and terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.

### Training to Board Members:

The Board is equipped to perform its role through inputs from various sources from time to time. Directors are fully briefed on all matters concerning the business and operation of the Company, risk assessment and minimization procedures and new initiatives proposed by the Company. The Board members regularly interact with the management in order to obtain any information that they may require.

### Evaluation of Board's performance:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning





such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, attendance of the meetings, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**Board Meeting of Independent Director:**

One Meeting of the Independent Directors was held during the year. All the independent Directors have attended the meeting.

Name of the Independent Directors	Meetings Held	Meetings Attended
Mr. Mukesh Agarwal	1	1
Mrs. Jyoti Khare	1	1
Mr. Vinay Agarwal	1	1

Mr. Mukesh Agarwal was the chairman of the meeting.

**Declaration by Independent Director:**

Mr. Mukesh Agarwal (Din : 07733162), Mrs. Jyoti Khare (DIN: 06973297) and Mr. Vinay Agarwal (DIN: 05135116), independent directors of the Company have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

**Code of Conduct:**

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

The Code of conduct which has been formulated and implemented for all Board Members and senior Management of the Company is in compliance with clause 49 of the Listing Agreement. All Board members and senior management personnel has affirmed compliance of the "Code of Conduct for members of the Board and Senior Management" for the period in terms of Clause 49(I)(D)(ii) of the Listing agreement with the Stock exchanges.

A declaration signed by the Managing Director is given below:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the code of business conduct and ethics for directors and senior management in respect of the Financial Year 2016-17.

MANOJ KUMAR AGARWAL  
Managing Director

**General Body meetings****1. Annual General Meeting**

The last three Annual General Meeting of the Company were held within the statutory time period and the details of the same are asunder:

Nature of the General Meetings	Date	Venue	If Sp. Res Passed
Annual General Meeting	30/09/2014	Vill-Jharia, P.O. Amlasuli, P.S. Goaltore, Paschim Medinipore, W.B. - 721157	No
Annual General Meeting	25/07/2015	DO	Yes
Annual General Meeting	30/09/2016	Village - Chekuasole, P.O. - Jogerdanga, P.S. - Goaltore, Paschim Medinipur, West Bengal-721121	No

**2. Details of Extra Ordinary General Meetings:**

Particulars	Date & Time	Venue
NIL	NA	NA

**Special Resolutions Passed at Previous AGM's/EGM's:**

26 <sup>TH</sup> Annual General Meeting held on 30/09/2016	No Special Resolution was passed
--	----------------------------------

**3. Postal Ballot:-**

The Company has not put any resolution for postal ballot in previous Annual General Meeting. In ensuing Annual General Meeting there is no business requiring postal ballot.

**AUDIT COMMITTEE**

- The Audit Committee of Directors was constituted on 20<sup>th</sup> day of February, 2004, in terms of the provisions of Clause 49 of the Listing Agreement and as per Companies Act.
- The present composition of the Audit Committee after its reconstitution is as follows :
  - **Mr. Mukesh Agarwal** - Independent Director- Chairman
  - **Mrs. Jyoti Khare** - Independent Director
  - **Mr. Bimal Kumar Agarwal**

Mr. Mukesh Agarwal and Mrs. Jyoti Khare of the Audit Committee are Non-Executive and Independent Directors and Mr. Bimal Kumar Agarwal is Non-Executive Director.

The role of the Audit Committee are to Oversight of the company's financial reporting process, Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees. Approval of payment to statutory auditors for any other services rendered by the statutory auditors. Reviewing, with the management, the annual



financial statements before submission to the board for approval, Reviewing, with the management, the quarterly financial statements before submission to the board for approval, Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

- Four Audit committee meeting were held during the year on 19.05.2016, 14.09.2016, 14.12.2016 and 14.02.2017.

#### **Audit Committee Meetings**

<b>Name of the Audit Committee Members</b>	<b>Meetings Held</b>	<b>Meetings Attended</b>
Mr. Vinay Agarwal	1	1
Mr. Tejinder Singh *	3	3
Mr. Bimal Kumar Agarwal	4	4
Mrs. Jyoti Khare	4	4

\* Meeting held during his tenure of Directorship.

**The audit committee met prior to the finalization of the accounts for the year ended 31st March, 2017.**

#### **DUTIES AND RESPONSIBILITIES**

- Serve as an independent and objective party to monitor the Company's Financial reporting process and internal control systems.
- Review and appraise the audit efforts of Company's Statutory Auditors and Internal Audit Department.
- Provide an open avenue of communication among the statutory auditors, financial and senior management, internal audit department and the Board of Directors.

#### **POWERS**

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **ACTIVITIES**

##### **(I) Documents/Reports Review**

- The Committee at the meetings reviews the Quarterly/annual financial statements
- It also reviews the regular internal reports to the management prepared by the Internal Auditors including significant findings and follow up and management's response.
- Discuss with the Statutory Auditors before the commencement of Audit, nature and scope of Audit and also post audit discussion to ascertain areas of concern.
- Review the disclosure of Company's financial information to ensure that the financial statements are correct, sufficient and credible

- Reviews with management the annual financial statements before submission to the Board focusing primarily on :
  - a) Any changes in accounting policies and practices;
  - b) Major accounting entries;
  - c) Significant adjustments arising out of audit;
  - d) Compliance with accounting standards
  - e) Compliance with Stock Exchanges and legal requirements concerning financial statements;
  - f) Any related party transactions
- Review the Company's Financial and risk management policies
- Review the adequacy of Accounting records maintained in accordance with the provisions of the Companies Act.

## II. STATUTORY AUDITORS

- a) Recommends to the Board of Directors the selection of the Statutory Auditors and approves the fees paid to them. The Committee also discusses annually with the auditors all significant relationships the auditor have with the company to determine their independence.
- b) Reviews the performance of the statutory auditors
- c) Periodically holds consultation with the statutory auditors about the internal controls and the accuracy of the Organizations financial statements.

## III. FINANCIAL REPORTING PROCESS

- i) Reviews the integrity of the Organization's financial reporting processes, both external and internal.
- ii) Considers and approves major changes to the Company's auditing and accounting principles and practices as suggested by the Management or Internal Auditors.

### **STAKEHOLDER'S RELATIONSHIP COMMITTEE (Formerly Shareholders / Investor's Grievances Committee)**

The Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading. The SR Committee's composition and the terms of reference meet with the requirements of and provisions of the Companies Act, 2013.

#### **Composition of the Stakeholders Relationship Committee:**

<b>Name of the Committee Members</b>	<b>Nature of Directorship</b>	<b>Membership</b>
Mr. Vinay Agarwal	Non Exec-Independent	Chairman
Mrs. Jyoti Khare	Non Exec-Independent	Member
Mr. Mukesh Agarwal	Non Exec-Independent	Member

**Ms. Shalini Kumari Agarwal, Company Secretary of the Company is designated as the Compliance Officer.**



The Committee oversees the performance of **M/S S. K. Infosolutions Pvt Ltd**, the Registrars and Share Transfer Agents of the Company and recommends measures to improve the level of Investor related services. Though the powers to approve share transfer/share transmission are delegated to the Registrars and Share Transfer Agents, all the share transfer/share transmission cases approved by the Registrars are reported to the Committee. The committee also keeps a close watch on disposal status of all complaints/grievances of shareholders. During the year under review no investor complaint was received from the shareholders.

**Details of Shareholders Complaints:**

The details of complaints received /solved/pending during the year are as under:

No. of Shareholders' Complaints received during the year	Nil
No. of Complaints not solved to the satisfaction of shareholder	Nil
No. of pending complaints	Nil

**NOMINATION AND REMUNERATION COMMITTEE (Formerly Remuneration Committee)**

The Board of Directors of the company at their meeting held on 20<sup>th</sup> day of February, 2004 constituted a Remuneration Committee of Directors mainly for the purposes of recommending the Company's policy on remuneration package for the Managing/Executive Directors, reviewing the structure, design and implementation of remuneration policy in respect of key management personnel. The present composition of the Remuneration Committee is as follows:-

Name of the Committee Members	Nature of Directorship	Membership
Mrs. Jyoti Khare	Non Exec- Independent	Chairman
Mr.Bimal Kumar Agarwal	Non Exec-Promoter	Member
Mr.Vinay Agarwal	Non Exec-Independent	Member

The Secretary of the company will act as the Secretary of the committee as well.

**Remuneration paid to Directors - Executive Directors**

Mr. Manoj Kumar Agarwal. - Rs. 180000 @ Rs.15000 per month.

**RISK MANAGEMENT COMMITTEE**

The Risk Management Committee (RM Committee) was constituted by the Board on September 6, 2014 adhering to the requirements of the Companies Act, 2013. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company. The Committee's constitution meets with the requirements of Clause 49 of the Listing Agreement.

Role and Responsibilities of the Committee include the following:

- Framing of Risk Management Plan and Policy
- Overseeing implementation of Risk Management Plan and Policy
- Monitoring of Risk Management Plan and Policy
- Validating the process of risk management
- Validating the procedure for Risk Minimisation

- Periodically reviewing and evaluating the Risk
- Management Policy and practices with respect to risk assessment and risk management processes
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed Performing such other functions as may be necessary or appropriate for the performance of its oversight unction.

**Composition of the Risk Management Committee:**

<b>Name of the Committee Members</b>	<b>Nature of Directorship</b>	<b>Membership</b>
Mr. Bimal Kumar Agarwal	Non Exec-Promoter	Chairman
Mr. Mukesh Agarwal	Non Exec-Independent	Member
Mrs. Jyoti Khare	Non Exec-Independent	Member

**DISCLOSURES**

**RELATED PARTY TRANSACTION**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given in notes to accounts.

**STATUTORY COMPLIANCE, PENALTIES AND STRICTURES:**

The Company has complied with the requirements of the Stock Exchanges/ SEBI/ and Statutory Authorities to the extent applicable, accordingly no penalties have been imposed on the Company on any matter related to Capital Markets during the year.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee

This Policy provides a channel to the employees and directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or legal or regulatory requirements, incorrect or mis-representation of any financial statements and reports etc.

This Policy also intends to cover serious concerns that could have serious impact on the operations and performances of the Company and malpractices and events which have taken place or suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

As per the Policy the company has established a complete process of vigil mechanism which includes receipt and disposal of protected disclosures, the process of investigation, the way the decision taken place and reporting done, the secrecy and confidentiality and the protection of any kind of discrimination, harassment, victimization or any other unfair practices, to access to the Chairman of Audit Committee directly in exceptional cases, the administration and review of the policy etc.

As per the Policy the Company selected Mr. Vinay Agarwal (Non-executive & Independent Director) as the Nodal Officer of the Company to whom the protected disclosure should be addressed and the protected

disclosure against the Nodal Officer should be addressed to the Managing Director and also the said disclosure against the Managing Director should be addressed to the Chairman of the Audit Committee. The policy has been communicated to all employees and also posted on the website of the Company.

### **Reconciliation of Share Capital Audit:**

In line with the requirements stipulated by Securities Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares in National Securities Depository Limited (NSDL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

### **MEANS OF COMMUNICATION**

- As per the Listing Agreement, generally the Company publishes the Quarterly results in two widely circulated newspapers from Kolkata: The Echo of India - English, ArthikLipi - Bengali.
- Presentations were also made to the analysts, institutional investors, fund managers etc. from time to time.
- Management's Discussions and analysis forms part of this annual report which is posted to the shareholders of the Company.

### **Disclosures**

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with company's interest at large.

No penalties or strictures have been imposed on the company by Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets during the last three years.

### **General Shareholder Information**

#### **1. Annual General Meeting**

Date & time : **26<sup>th</sup> Day of September, 2017 at 11.00 a.m.**  
 Venue : Village - Chekuasole, P.O. - Jogerdanga, P.S. - Goaltore,  
 Paschim Medinipur, West Bengal-721121

#### **2. Financial Calendar:-**

For the Financial Year, Financial Results will be announced as per the following tentative schedule

- |  |  |
|--|--|
| a. 1st Quarter Results                 | - on or before 14 <sup>th</sup> August   |
| b. 2nd Quarterly & half Yearly Results | - on or before 14 <sup>th</sup> November |
| c. 3rd Quarterly Results               | - on or before 14 <sup>th</sup> February |
| d. 4th Qrly & Yearly audited Results   | - on or before 30 <sup>th</sup> May      |

#### **3. Dividend and Book Closure:**

Dividend	No dividend has been declared
Book Closure	19 <sup>th</sup> September, 2017 to 26 <sup>th</sup> September, 2017 (both days inclusive)

**4. The Registrar and Share Transfer Agent of the Company**

**M/S S. K. Infosolutions Pvt Ltd**  
34/1A, Sudhir Chatterjee Street  
**Kolkata - 700 006**  
Tel. No - (033) 2219-4815

For queries and assistance on issues other than shares (including those related to financial statements)

**Ms Shalini Kumari Agarwal**

*Company Secretary*

**Address**

Village - Chekuasole, P.O. - Jogerdanga,  
P.S. - Goaltore, Paschim Medinipur,  
West Bengal-721121

**5. Listing of Company & Stock Code**

The Calcutta Stock Exchange Limited,  
7, Lyons Range, Kolkata - 700001

Inter-Connected Stock Exchange of India Limited  
International Infotech Park, Tower-7. 5<sup>th</sup> Floor, Vashi  
Sector 30A, Above Vashi Railway Station,  
Navi Mumbai - 400703

**6. Corporate Identity No.** : L29248WB1990PLC049290

**7. ISIN of the Company** : INE318G01015.

**8. Plant Location**

**UNIT I** : VILL-TAMOLIA, P.S.-CHANDIL, NEAR PARDIH CHECK POST,  
DIST-SERAIKELA - KHARSAWAN, JAMSHEDPUR, JHARKHAND.

**9. Market Price Data**

Since there is no trading in Calcutta Stock Exchange and neither in Bombay Stock Exchange, the High, Low (based on closing prices) and volume of shares with number of trades traded during each month in the financial year 2016-17 is not available.

**10. SHAREHOLDING PATTERN**

The shareholding pattern of the Company as on March, 31, 2017:

Category	No of Shares Held	% of Share Holding
<b>A. PROMOTERS HOLDING</b>		
<b>1. INDIAN</b>		
Individuals/HUF/Trust	3417804	24.41
Bodies Corporate	1849862	13.21
<b>2. FOREIGN</b>	-	-
<b>Total Shareholding of Promoter &amp; Promoter Group</b>	<b>5267666</b>	<b>37.62</b>





<b>B. PUBLIC SHAREHOLDING</b>		
1. Institutions & Mutual Fund	-	-
2. Non Institutional Investors		
a) Bodies Corporate	1444312	10.32
b) Individuals		
Holding Nominal Share Capital up to Rs.2 Lac	1520282	10.86
Holding Nominal Share Capital in excess of Rs.2 Lac	5765042	41.17
<b>C. Any Other</b>		
Non Resident Indians	4398	0.03
Foreign Corporate Bodies	-	-
<b>SUB TOTAL</b>	<b>8734034</b>	<b>62.38</b>
<b>D. Shares held by custodians &amp; against which depository receipts have been issued</b>	-	-
<b>GRAND TOTAL</b>	<b>14001700</b>	<b>100</b>

#### 11. SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

##### Share transfers

Share transfers in physical forms are processed and the Share certificates are generally returned to the transferees within a period of 15 days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

##### Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for members in respect of shares held by them. Members holding shares in physical form may obtain nomination form; from the R&TA. Members holding shares in dematerialized form should contact their depository Participant (DP) in this regard.

##### Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN Card of the transferee's, members, surviving joint holders/ legal heirs be furnished to the company while obtaining the service of transfer, transposition, transmission and issue of duplicate share certificates.

The above report was placed before and approved by the Board at its meeting held on 30.05.2017.

*For and on behalf of the Board of Directors*

Village - Chekuasole, P.O. - Jogerdanga,  
P.S.- Goaltore, PaschimMedinipur,  
West Bengal-721121.

**Bimal Kumar Agarwal**  
Chairman

Dated the 30th May, 2017

## FORM No MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

*[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,  
Brahmanand Himghar Limited  
Village - Chekuasole, P.O. - Jogerdanga,  
P.S. - Goaltore, Paschim Medinipur,  
West Bengal-721121

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Brahmanand Himghar Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Brahmanand Himghar Limited'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 generally complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Brahmanand Himghar Limited ("the company") for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 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) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period).
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2015;
  - 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 (Not applicable to the Company during the Audit Period).
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period).
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period).
  - f) 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;



- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period).
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).
- vi) The other laws that are applicable and complied by the Company are:
- The West Bengal Cold Storage (Licensing and Regulation) Act, 1966
  - Reserve Bank of India Act 1934 and various directions issued by Reserve Bank of India, so far as applicable to Non-Banking Financial Companies.

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with CSE and Interconnected Stock Exchange of India Limited. However the trading in the shares of the Company has been suspended in the Calcutta Stock Exchange.
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- In some cases the Company has not complied with the provisions of the Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 and the Listing Agreement entered into by the Company with Calcutta Stock Exchange and Interconnected Stock Exchange of India Limited.

#### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**I further report that** during the Audit period there was no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., referred to above.

**Place:** Kolkata

**Dated:** 30<sup>th</sup> May, 2017

**Signature:**

**Name of the Company :** Dipika Jain

**Secretary in Practice**

**FCS No :** 50343

**C.P.No :** 18466

**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.

**'Annexure A'**

To,  
The Members,  
Brahmanand Himghar Limited  
Village - Chekuasole, P.O. - Jogerdanga,  
P.S. - Goaltore, Paschim Medinipur,  
West Bengal-721121

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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 test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My 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 the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature:

**Dipika Jain**

Practising Company Secretary  
Membership No- 50343  
Certificate of Practice Number- 18466

Date: 30<sup>th</sup> May, 2017

Place: Kolkata

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## **MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

To,

**The Board Of Directors  
BRAHMANAND HIMGHAR LIMITED**

1. We have reviewed financial statements and the cash flow statement of Brahmanand Himghar Limited Finance Limited for the year ended 31st March, 2017 and that to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and Fairview of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across and are not aware of any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - (a) that there are no significant changes in internal control over financial reporting during the year;
  - (b) that there are no significant changes in accounting policies during the year; and
  - (c) that there are no instances of significant fraud of which we have become aware.

**MANOJ KUMAR AGARWAL**  
*(Managing Director)*

**SHILPI GHOSH**  
*(Chief Financial Officer)*

Medinipur

May 30<sup>th</sup>, 2017.

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**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/joint ventures**

**Part "A": Subsidiary**

Sl. No.	Particulars	1
1	Name of the Subsidiary	Blak Readymade Stores Pvt. Ltd.
2	Date since when the subsidiary was acquired	31.03.2017
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April, 16 - March, 17
4	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Indian Rupees
5	Share capital	Rs.421,000 divided into 42100 Equity Shares of Rs.10 each.
6	Reserves & Surplus	16,469.82
7	Total Assets	3,250,562.82
8	Total Liabilities	3,250,562.82
9	Investments	3,160,000.00
10	Turnover	626,172.00
11	Profit before taxation	506,513.50
12	Provision for Taxation (Tax Expenses)	156,514.00
13	Profit after taxation	349,999.50
14	Proposed Dividend (Inclusive of DDT)	-
15	% of shareholding by parent company	52.49%

**Part "B": Associates**

(Information in respect of each associate to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the Associate	Bhalotia Engineering Works Pvt. Ltd.
2.	Reporting period for the Associate concerned, if different from the holding company's reporting period	-----
3.	Share capital	22,642,600 ( Rupees Two Crore Twenty Six lacs Forty Two Thousand Six hundred) divided into 226426 Equity Shares of Rs. 100/- each
4.	Reserves & surplus	96,029,989/-
5.	Total assets	272,132,328/-
6.	Total Liabilities	272,132,328/-
7.	Investments	69,898,441/-
8.	Turnover	424,646,056/-
9.	Profit before taxation	8,383,393/-
10.	Provision for taxation	3,027,014/-
11.	Profit after taxation	5,356,378/-
12.	Proposed Dividend	-----
13.	% of shareholding by parent company	25.39 % Equity

Sl. No.	Particulars	Details
1.	Name of the Associate	Bhalotia Auto Products Pvt. Ltd.
2.	Reporting period for the Associate concerned, if different from the holding company's reporting period	-----
3.	Share capital	111,444,700 ( Rupees Eleven Crore Fourteen Lacs Forty Four Thousand Seven Hundred Only) divided into 1114447 Equity Shares of Rs.100/- each
4.	Reserves & surplus	215,705,047/-
5.	Total assets	497,605,744/-
6.	Total Liabilities	497,605,744/-
7.	Investments	42,909,128/-
8.	Turnover	883,274,268/-
9.	Profit before taxation	14,860,682/-
10.	Provision for taxation	7,573,629/-
11.	Profit after taxation	7,287,053/-
12.	Proposed Dividend	—
13.	% of shareholding by parent company	39.60% Equity

## Form 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)

### PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES

1. Details of contracts or arrangements or transactions not at arm's length basis:  
All transactions entered into by the Company during the year with related parties were on an arm's length basis.
2. Details of material contracts or arrangement or transactions at arm's length basis: -

Name of the related party and nature of relationship	BLAK READYMADE STORES PVT. LTD.
Nature of contracts/ arrangements/ transactions	Sale of Shares
Duration of the contract/ arrangements/ transactions	Not Specified
Salient terms of the contracts or agreements or transactions including the value, if any	Sale of Equity Shares
Date(s) of approval by the Board, if any	Not applicable as the contract was entered in the ordinary course of business and arm's length price.
Amount paid as advances, if any	—

For and on behalf of the Board

Sd/-  
**Manoj Kumar Agarwal**  
Managing Director



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## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF M/s. BRAHMANAND HIMGHAR LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying Standalone financial statements of **M/s. BRAHMANAND HIMGHAR LIMITED** which comprise of the Balance Sheet as at 31<sup>st</sup> March, 2017 , 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 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 provisions 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 judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, 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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone 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 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 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 financial control relevant to the Company's preparation of the 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 accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Basis for Qualified Opinion**

We refer to Note no. 22 (i) of the Financial Statements regarding non-provision of depreciation on Tangible Assets aggregating to Rs 15,52,604/- for the year under review for non operation of the plant (cold storage) during the year.

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Had such provision been made the Net Profit for year would have been reduced by Rs.15,52,604/- with a corresponding reduction in the provision for taxation as the related depreciation remains unclaimed under the I.T Act.

### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matter described on the basis for qualified opinion paragraph above, 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 and its associates as at 31<sup>st</sup> March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Emphasis Of Matter

The Company has in the preceding financial year disposed of one of its Cold Storage which constitutes a substantial parts of its tangible assets, affecting the operation of the Company and the other cold Storage has also not been operational during this year. This has, in our opinion affected the going concern status of the Company.

### Report on other Legal and Regulatory Requirements

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 **Annexure-A**, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. The company is registered with Reserve Bank of India as Non Banking Finance Company Vide Registration No -B-05.02695 dt 09.08.2001. Additional Particulars as required by Reserve Bank of India under Non- Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions,2015 are attached, under separate **Annexure -I** to the Financial Statements.
3. **As required by Section 143 (3) of the Act, we report that :**
  - a. We have 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 account as required by law have been kept by the company so far as appears from our examination of those books.
  - c. The Balance Sheet and the Statement of Profit and Loss and Cash Flow dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid 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 as on 31<sup>st</sup> March,2017 taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2017, from being appointed as a director in terms of Section 164(2) of the Act, and
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure-B'** ;
  - 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 knowledge and belief and according to the information and explanations given to us ;
    - i) The Company has no pending litigations as at 31<sup>st</sup> March, 2017.



- ii) The Company has no material foreseeable losses on long term contracts including derivative contracts as on 31<sup>st</sup> March, 2017.
- iii) There has been no amount required to be transferred to the investor Education and Protection fund by the Company during the year ended 31<sup>st</sup> March, 2017.
- iv) The Company has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 22(v) to the financial statements.

For KHANDELWAL PRAJAPATI & CO.  
Chartered Accountants,  
Firm Registration No. 313154E

PLACE : KOLKATA  
DATED : 30.05.2017

(SAMIR KUMAR POLAI)  
Partner  
Membership No. - 303724

## **Re. : M/S. BRAHMANAND HIMGHAR LIMITED(31.03.17)**

**Annexure-A referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2017,**

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Fixed Assets have been physically verified by the Management at reasonable intervals during the year and no material discrepancies have been noticed on such verification.
- c) According to the information & explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable property is held in the name of the Company.
- ii) The company has no opening and closing inventory. Hence Paragraph 3(ii) of the Order is not applicable.
- iii) The Company has not granted any loan to parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence Sub Clause (a), (b) & (c) of Paragraph 3(iii) are not applicable.
- iv) In our opinion and according to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to loans and investments made.
- v) The Company has not accepted any deposits from the public within the meaning of sections 73 and 74 of the Act and the rules framed there under to the extent notified.
- vi) In our opinion and according to the information and explanation given to us, the company's activities do not require maintenance of any cost records.
- vii) a) According to the information and explanations provided to us and as per the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including income tax, provident Fund and other statutory dues, as applicable to it with the appropriate authorities.

- b) As explained to us and the records of the company examined by us, there are no disputed statutory dues which have not been deposited.
- viii) According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and terms loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- xii) In our opinion, and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly Paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The company is a registered Non-Banking Financial Company u/s 45-IA of the Reserve Bank of India Act,1934 obtained the Certificate of Registration.

**For KHANDELWAL PRAJAPATI & CO.**  
**Chartered Accountants,**  
**Firm Registration No. 313154E**

**(SAMIR KUMAR POLAI)**  
**Partner**  
**Membership No. - 303724**

**PLACE : KOLKATA**  
**DATED : 30.05.2017**

## **Re. : M/S. BRAHMANAND HIMGHAR LIMITED(31.03.2017)**

### **Annexure B to the Auditors Report**

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

We have audited the internal financial controls over financial reporting of M/S. BRAHMANAND HIMGHAR LIMITED ("the Company") as of March, 31, 2017 in conjunction with our audit of the standalone 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 of 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 the 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 (: the Act").

#### **Auditor's 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 as specified under section 143(10) of the Act, 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 internal financial control system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting.**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company. (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted

accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting.**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March, 31,2017, 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 KHANDELWAL PRAJAPATI & CO.  
Chartered Accountants,  
Firm Registration No. 313154E**

**PLACE : KOLKATA  
DATED : 30.05.2017**

**(SAMIR KUMAR POLAI)  
Partner  
Membership No. - 303724**

**BALANCE SHEET AS AT 31ST MARCH 2017**

Particulars	Note	Current Year Amount (₹)	Previous Year Amount (₹)
<b><u>I. EQUITY &amp; LIABILITIES</u></b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	3	7,00,08,500	7,00,08,500
(b) Reserves and Surplus	4	9,27,59,586	9,45,64,950
<b>(2) Non-Current Liabilities</b>			
(a) Long term borrowings	5	66,00,000	1,22,29,182
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	6	-	1,06,39,301
(b) Other Current Liabilities	7	8,43,21,911	35,77,012
(c) Short Term Provisions	8	7,30,413	1,38,41,500
<b>TOTAL</b>		<b><u>25,44,20,410</u></b>	<b><u>20,48,60,446</u></b>
<b><u>II. ASSETS</u></b>			
<b>(1) Non-current assets</b>			
(a) Tangible Assets	9	3,91,79,110	3,91,79,110
(b) Non Current Investments	10	13,64,16,400	9,03,20,395
(c) Deferred Tax Assets	11	3,01,679	3,01,679
(d) Long Term Loans, Advances & Deposits	12	6,52,94,668	5,76,28,480
(e) Other Non-Current Assets	13	-	1,36,02,793
<b>(2) Current assets</b>			
(a) Cash and Cash Equivalents	14	33,10,906	10,88,943
(b) Other Current Assets	15	99,17,648	27,39,046
<b>TOTAL</b>		<b><u>25,44,20,410</u></b>	<b><u>20,48,60,446</u></b>
Summary of significant accounting policies	2		

The accompanying Note No.1 to 22 are the integral part of Financial Statements

As per our report of even date

**FOR KHANDELWAL PRAJAPATI & CO.**  
(Chartered Accountants)  
FRN : 313154E

**(SAMIR KUMAR POLAI)**  
Partner  
M No: 303724

Place : Kolkata  
Dated: 30.05.2017

for and on behalf of Board of Directors

**Manoj Kumar Agarwal**  
Managing Director  
DIN-3336107

**Rajendra Kumar Agrawal**  
Director  
DIN-278767

**Shalini Kumari Agarwal**  
Company Secretary

**Shilpi Ghosh**  
Chief Financial Officer

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	Schedule	Current Year Amount (₹)	Previous Year Amount (₹)
<b>I Revenue</b>			
Revenue from Operations	16	28,01,899	96,20,560
Other Income	17	6,71,320	1,54,400
		<b>34,73,219</b>	<b>97,74,960</b>
<b>II Expenses</b>			
Employee Benefits Expenses	18	4,48,240	22,16,037
Finance Costs	19	20,21,238	36,34,829
Depreciation & Amortisation Expenses	20	-	18,35,321
Contingency Provision Against Standard Assets	8	22,166	(74,810)
Other Expenses	21	6,53,284	56,75,685
		<b>31,44,928</b>	<b>1,32,87,062</b>
III Profit before exceptional & extraordinary items and tax (I - II)		3,28,291	(35,12,102)
IV Exceptional Items -			-
Profit From Sale of Unit		-	6,31,93,678
Profit on Sale of Land		-	2,36,525
Provision for Non- Performing Assets		(1,27,131)	(1,27,131)
V Profit before extraordinary items and tax (III - IV)		2,01,160	5,97,90,970
VI Extraordinary Items		-	-
VII Profit before Tax (V - VI)		2,01,160	5,97,90,970
VIII Tax expense:			
Current tax		3,98,955	1,28,63,840
Tax for earlier year		16,07,569	4,475
Deferred Tax		-	(2,58,003)
Add: Mat Credit Entitlement		-	-
IX Profit/(Loss) for the period from the continuing operations (III - IV)		<b>(18,05,364)</b>	<b>4,71,80,658</b>
X Earning per equity share:			
Basic		(0.13)	3.37

Summary of significant accounting policies 2

**The accompanying Note No 1 to 22 are the integral part of Financial Statements**

*As per our report of even date*

**FOR KHANDELWAL PRAJAPATI & CO.**  
(Chartered Accountants)  
FRN : 313154E

**(SAMIR KUMAR POLAI)**  
Partner  
M No: 303724

Place : Kolkata  
Dated: 30.05.2017

for and on behalf of Board of Directors

**Manoj Kumar Agarwal**  
Managing Director  
DIN-3336107

**Shalini Kumari Agarwal**  
Company Secretary

**Rajendra Kumar Agrawal**  
Director  
DIN-278767

**Shilpi Ghosh**  
Chief Financial Officer



**Cash Flow Statement for the year ended 31st March 2017**

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax & Extraordinary Items	2,01,160	5,97,90,970
Add: Adjusted for non-cash item		
Depreciation	-	18,35,321
Loss/(Profit) on Sale of Fixed Assets	-	(6,34,30,203)
Preliminary Expenses W/off	-	-
Prov For int on Adv Tax	-	-
Tax Refund relating to earlier A.Y.	1,78,471	-
Contingency Provision on Standard Assets	22,166	(74,810)
Contingency Provision on Non Performing Assets	1,27,131	1,27,131
<b>Operating cash Flow before working capital changes</b>	<b>5,28,928</b>	<b>(17,51,591)</b>
<b>Adjustment for :</b>		
(Increase)/ Decrease in Sundry Debtors	-	-
(Increase)/ Decrease in Stock-in-hand	-	-
(Increase)/Decrease in Loans, Advance & Deposits	(37,38,395)	(1,45,99,777)
Increase/(Decrease) in Current Liabilities	7,97,01,595	(21,21,411)
<b>Operating cash flow after working capital changes</b>	<b>7,64,92,128</b>	<b>(1,84,72,779)</b>
<b>Less: Tax Paid</b>		
TDS	(2,19,928)	(2,60,606)
Income Tax	(1,16,85,749)	-
Advance Tax	-	(20,00,000)
<b>Net Cash flow before extra ordinary items</b>	<b>6,45,86,451</b>	<b>(2,07,33,385)</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	7,02,53,125
(Increase) / Decrease in Investments	(4,60,96,005)	30,37,284
<b>Net Cash Flow from Investing Activities</b>	<b>(4,60,96,005)</b>	<b>7,32,90,409</b>
<b>C. Cash Flow from Financing Activities</b>		
Increase/(Decrease) in Secured Loans	(1,62,68,483)	(5,16,13,390)
Increase/(Decrease) in Unsecured Loans	-	-
<b>Net Cash flow from Financing Activities</b>	<b>(1,62,68,483)</b>	<b>(5,16,13,390)</b>
<b>Net Cash Inflow/ (Outflow)</b>	<b>22,21,963</b>	<b>9,43,634</b>
<b>Cash and Cash equivalent at the beginning of the year</b>	<b>10,88,943</b>	<b>1,45,309</b>
<b>Cash and Cash equivalent at the end of the year</b>	<b>33,10,906</b>	<b>10,88,943</b>

**Notes :**

- 1) The figures in the cash flow statement are based on or have been derived from the annual financial statement of the company.
- 2) Figures in the bracket represents outflow of the cash & cash equivalent.
- 3) Previous year figures have been regrouped/ rearranged wherever necessary to bring uniformity.
- 4) Cash & cash equivalents comprises of :

	Current Year (₹)	Previous Year (₹)
Cash in hand	1,29,527	9,11,639
Cash at bank	6,81,379	1,77,304
Cheque in Hand	25,00,000	-
	<b>33,10,906</b>	<b>10,88,943</b>

As per our report of even date

**FOR KHANDELWAL PRAJAPATI & CO.**  
(Chartered Accountants)  
FRN : 313154E  
**(SAMIR KUMAR POLAI)**  
Partner  
M No: 303724  
Place : Kolkata  
Dated: 30.05.2017

for and on behalf of Board of Directors

**Manoj Kumar Agarwal**  
Managing Director  
DIN-3336107  
**Shalini Kumari Agarwal**  
Company Secretary

**Rajendra Kumar Agrawal**  
Director  
DIN-278767  
**Shilpi Ghosh**  
Chief Financial Officer

## Notes to the financial statements for the year ended 31st March 2017

### 1 Corporate Information

Brahmanand Himghar Ltd was incorporated as a private limited company under the name and style as Brahmanand Development Pvt. Ltd. on 21st June 1990 to engage in the business of investment related activities. The Company in the year 1998 diversified into cold storage business by setting up 14,000 M.T. Cold storage in Midnapore district for preservation of potatoes and changed its name to Brahmanand Himghar Limited with effect from 29th April 1998. The company also set up a multipurpose cold storage in Tamolia , DistSaraikela Kharsawan, in the year 2004. The Company went for public issue in the year 2004. The company sold out the cold storage of Midnapore in the year 2015-2016.

### 2 Summary of Significant Accounting Policies

#### a. Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting following generally accepted accounting principles in India (GAAP) and comply with the applicable Accounting Standards prescribed under section 133 of the companies Act 2013 read with Rule 7 of the Companies(Accounts) Rules 2014.

#### b. Use of estimates

The preparation of the financial statements in the conformity with the GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

#### c. Fixed assets - AS 10

Fixed assets are stated at historical cost of acquisition/construction inclusive of duties (net of cenvat), taxes, incidental expenses and erection/commissioning expenses up to the date the asset is ready for intended use.

#### d. Depreciation/ Amortisation - AS 6

Depreciation is provided on pro-rata basis on written down value method over the useful lives as prescribed under Schedule-II of the Companies Act, 2013 with the exception that in case of Plant & Machinery and Electrical Installation , the useful life of which is estimated as 25 year based on independent technical evaluation.

#### e. Impairment of assets - AS 28

At each Balance Sheet date, management assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss is determined as the excess of the carrying amount over the present value as determined above. Actual results could differ from those estimates.

#### f. Inventories - AS 2

Since the company does not have any inventory, the provisions of AS -2 are not applicable to the company.

#### g. Revenue recognition- AS 9

##### i) Sales

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and revenue can be reliably measured. Revenue from sale of goods is recognised when all the significant risks & rewards of ownership of the goods have been passed to the

## Notes to the financial statements for the year ended 31st March 2017 (Contd.)

recognised buyers, usually on delivery of the goods. The provisions of AS -9 are complied to the extent applicable to the company.

### ii) **Income & Expenditure**

Income and Expenditure are accounted for on accrual basis, wherever ascertainable.

### h. **Investments - AS 13**

As per the provisions of AS 13 investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Long Term Investments/Non Current Investments.

Long term investments are carried at cost unless there is diminution (other than temporary ) in the value of investments.

### i. **Employee benefits- AS 15**

Short-term employees benefits are recognised as an expenses in the Profit & Loss Account of the year in which the related service is rendered.

Regarding post employment benefits the company maintains gratuity fund with Life Insurance Corporation of India.

Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the profit and loss account when incurred.

### j. **Foreign exchange transactions- AS 11**

Since the company did not have any foreign exchange transactions, the provisions of AS -11 are not applicable to the company.

### k. **Contingencies - AS 29**

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise, or is a present obligation that arises from past events but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made.

### l. **Taxation- AS 22**

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961. Deferred tax resulting from "timing differences " between taxable and accounting income is accounted for using the tax rate and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax assets is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

### m. **Government Grants- AS 12**

i) Government Grants related to fixed assets are adjusted with the value of fixed assets/credited to capital reserve.

ii) Govt Grants related to revenue items are adjusted with the related expenditure/taken as income.

### n. **Borrowing Cost- AS 16**

Borrowing Cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalised until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognised as expenditure during the period in which they are incurred.

**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

**3 Share Capital**

**Authorised Share capital** Current Year (₹) Previous Year (₹)

**Equity Share Capital**

15,000,000 Equity Shares of ₹ 5/- each 7,50,00,000 7,50,00,000  
*(P.Y. 15,000,000 Equity Shares of ₹ 5/- each)*

**Preference Share Capital**

36 Cum. Redeemable Pref. Shares of ₹ 50,000/- each 18,00,000 18,00,000  
*(P.Y. 36 Cum. Redeemable Pref. Shares of ₹ 50,000/- each)*

200 Cum. Redeemable Pref. Shares of ₹ 1,000/- each 2,00,000 2,00,000  
*(P.Y. 200 Cum. Redeemable Pref. Shares of ₹ 1,000/- each)*

1,100 Cum. Redeemable Pref. Shares of ₹ 10,000/- each 1,10,00,000 1,10,00,000  
*(P.Y. 1,100 Cum. Redeemable Pref. Shares of ₹ 10,000/- each)*

8,80,00,000 8,80,00,000

**Issued, Subscribed & Paid-up Capital**

**Equity Share Capital**

14,001,700 Equity Shares of ₹ 5/- each fully paid in cash 7,00,08,500 7,00,08,500  
*(P.Y. 14,001,700 Equity Shares of ₹ 5/- each fully paid in cash)*

7,00,08,500 7,00,08,500

**3(a) Reconciliation of the shares outstanding at beginning & at end of the reporting period**

**No. of Shares** **No. of Shares**

Equity Shares:

Balance as at the beginning of the year 1,40,01,700 1,40,01,700

Add: Addition during the year - -

Less: Deletion during the year - -

Balance as at the end of the year 1,40,01,700 1,40,01,700

**3(b) Details of shareholders holding more than 5 % shares in the company**

<u>Name of shareholder</u>	<u>Shares (No.)</u>	<u>Share (%)</u>	<u>Shares (No.)</u>	<u>Share (%)</u>
Rajendra Kumar Agrawal	10,74,000	7.67%	10,74,000	7.67%
Jai Matadi Finance Company Limited	9,28,512	6.63%	9,28,512	6.63%
	<u>20,02,512</u>	<u>14.30%</u>	<u>20,02,512</u>	<u>14.30%</u>

**4 Reserves and surplus**

**Current Year (₹)** **Previous Year (₹)**

Capital Redemption Reserve 43,85,000 43,85,000

*(Created in the years of redemption of Preference Shares)*

Capital Reserve 72,13,385 72,13,385

*(Rs 20,19,500/- recd subsidy from NABARD in 2004-05)*

*(Rs 13,13,900/- recd subsidy from NABARD in 2005-06)*

*(Rs 38,79,985/- recd subsidy from WBIDC in 2008-09)*

**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

<u>Statutory Reserve</u>	<u>Current Year ( ₹ )</u>	<u>Previous Year ( ₹ )</u>
As per last year	1,43,51,278	23,93,084
Add: 20% Transferred in Current Year	—	1,19,58,194
	<u>1,43,51,278</u>	<u>1,43,51,278</u>
<u>Surplus/(Deficit) in the Statement of Profit &amp; Loss</u>		
Balance as per last financial statements	6,86,15,287	3,33,92,823
Add: Profit/((Loss) for the year	(18,05,364)	4,71,80,658
	<u>6,68,09,923</u>	<u>8,05,73,481</u>
Less: 20% transferred to Statutory Reserve	—	1,19,58,194
Net Surplus/(Deficit) in the Statement of Profit & Loss	<u>6,68,09,923</u>	<u>6,86,15,287</u>
	<u><b>9,27,59,586</b></u>	<u><b>9,45,64,950</b></u>

**5 Long Term Borrowings**Secured LoanTerm loan from Axis bank

66,00,000

99,00,000

*(Secured by way of equitable Mortgage of Land & Building situated at mouza- Tamolia, Dist Sareikela, Kharsawa, Jharkhand and land & building standing over plot no-1301 of mouza Gamhariagora within P.S Kadma, Jamshedpur bearing interest @ 13.65 p.a)*

Demand Loan

Oriental Bank of Commerce, Jamshedpur

-

23,29,182

*(P.Y Secured against fixed deposit of Rs 25 lacs in Oriental Bank of Commerce, Sakchi Branch, Jamshedpur bearing interest @ 10.25 p.a)*

66,00,0001,22,29,182**6 Short Term Borrowings**Secured LoanWorking Capital Loan

AXIS Bank Ltd, Jamshedpur

-

16,49,715

*(Secured by way of equitable Mortgage of Land & Building situated at mouza- Tamolia, Dist Sareikela, Kharsawa, Jharkhand and land & building standing over plot no-1301 of mouza Gamhariagora within P.S Kadma, Jamshedpur bearing interest @ 13.65 p.a)*

Demand Loan

Oriental Bank of Commerce

-

89,89,586

*(P.Y Secured against Fixed Deposit Of Rs 1 Cr. (int @ 8% )In Oriental Bank of Commerce bearing int @ 10% )*

-1,06,39,301

**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

7 Other Current Liabilities	Current Year (₹)	Previous Year (₹)
<u>Current Maturities of Long Term Borrowings</u>		
Term Loan from Axis Bank	33,00,000	33,00,000
Advance against sale of Capital Assets	1,89,30,000	-
Interest Payable on bank Loan	1,10,087	1,48,681
Payable against Purchase of Investment	6,18,19,910	-
Audit Fees Payable	98,025	45,325
TDS Payable	5,450	6,200
Salary Payable	-	24,500
Registrar fees-Share Transfer Agent	25,300	31,731
Other Paybles(Expenses)	33,139	20,575
	<u>8,43,21,911</u>	<u>35,77,012</u>
<b>8 Short-Term Provisions</b>		
<u>Provision for Employee Benefit</u>		
Provision for Gratuity	-	10,43,304
<u>Others</u>		
Provision for Income Tax	3,98,955	1,26,16,035
<u>Contingency provision Against Standard Assets</u>		
Opening Balance	55,030	1,29,840
Addition/(Adjusted) During The year	22,166	(74,810)
	77,196	55,030
The Above Provision is made @0.25% of Standard Assets on the reporting date as per RBI Guidelines applicable to NBFC.		
<u>Contingency prov. Against Non Performing Assets</u>		
Opening Balance	1,27,131	1,27,131
Addition/(Adjusted) During The year	1,27,131	-
	2,54,262	1,27,131
The Above Provision is made @ 0.20% of Non Performing Assets on the reporting date as per RBI Guidelines applicable to NBFC.		
	<u>7,30,413</u>	<u>1,38,41,500</u>

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BRAHMANAND HIMGHAR LIMITED

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**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

**Note No. 9  
DETAILS OF FIXED ASSET**

Particulars	Gross Block			Depreciation			Net Block	
	As on 01.04.2016	Addition during the year	Deletion during the year	As on 31.03.2017	As on 01.04.2016	For the year	As on 31.03.2017	As on 31.03.2016
Land & Land Development	1,37,37,607	-		1,37,37,607	-		1,37,37,607	1,37,37,607
Plant & Machinery (Petty Items)	3,96,991	-		3,96,991	3,60,782		36,209	36,209
Land & Building	1,96,75,500	-		1,96,75,500	13,12,215		1,83,63,284	1,83,63,284
Cold Storage Building	1,51,35,512	-		1,51,35,512	1,04,69,679		46,65,833	46,65,833
Plant & Machinery	1,24,00,108	-		1,24,00,108	1,01,60,202		22,39,906	22,39,906
Electrical Installation	14,56,184	-		14,56,184	13,22,755		1,33,429	1,33,429
Furniture & Fixture	25,500	-		25,500	23,982		1,518	1,518
Fire Extinguisher	8,850	-		8,850	7,527		1,323	1,323
<b>Total</b>	<b>6,28,36,252</b>	<b>-</b>	<b>-</b>	<b>6,28,36,252</b>	<b>2,36,57,142</b>	<b>-</b>	<b>3,91,79,110</b>	<b>3,91,79,110</b>
<b>Previous Year</b>	<b>10,20,38,072</b>	<b>-</b>	<b>3,92,01,820</b>	<b>6,28,36,252</b>	<b>5,42,00,719</b>	<b>(3,05,43,577)</b>	<b>3,91,73,110</b>	<b>4,78,37,354</b>

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**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

10 <u>Non Current Investments-Other</u>	Current Year (₹)		Previous Year (₹)	
<u>Investments in Equity Instruments</u>	No. of		No. of	
A) <u>Investments in Subsidiary</u>	Shares		Shares	
<u>Equity Shares (Unquoted)- Valued at cost</u>				
Blak Readymade Stores Pvt Ltd (10)	22,100	2,21,000	-	-
<b>Sub Total - 'A'</b>		<b>2,21,000</b>		<b>-</b>
<b>B) <u>Investments in Associates</u></b>				
<u>Equity Shares (Unquoted)- Valued at cost</u>				
Bhalotia Engg Works Pvt. Ltd(100)	57,500	2,66,60,000	30,000	1,20,00,000
Bhalotia Auto Products Pvt Ltd(100)	4,41,333	5,99,24,910	1,85,000	1,72,65,000
<b>Sub Total - 'B'</b>		<b>8,65,84,910</b>		<b>2,92,65,000</b>
<b>C) <u>Investment in Other Bodies Corporate</u></b>				
<u>Equity Shares (Quoted)- Valued at cost</u>				
RSD Finance Co. Ltd(10)	1,72,700	17,27,000	1,72,700	17,27,000
Kalinga Cement Ltd(10)	5,000	87,500	5,000	87,500
Asahi Infrastructure & Projects(10)	1,000	1,827	1,000	1,827
Bhoruka Aluminium(10)	1,000	980	1,000	980
Birla Pacific Medspa(10)	100	72	100	72
Cybermat Infotech(10)	6,002	4,536	6,002	4,536
Karnimata Cold Storage(10)	3,00,000	50,24,168	1,84,000	34,58,573
T Spiritual World(10)	100	99	100	99
Yantra Natural Resources(10)	10,000	1,739	10,000	1,739
Adani Power Ltd	2,000	43,220	2,000	43,220
Flex Food Ltd	500	25,475	500	25,475
IDBI Bank Ltd	4,000	2,56,059	4,000	2,56,059
Jaiprakash Associates	2,000	19,040	2,000	19,040
L & T Ltd	10	15,635	10	15,635
Orbit Corporation	2,000	12,380	2,000	12,380
Oriental Bank Of Commerce	2,000	2,89,079	2,000	2,89,079
PTC India Financial Ltd	1,500	69,405	1,500	69,405
Punjab National Bank	1,000	1,00,657	1,000	1,00,657
Vikram Thermo	500	32,095	500	32,095
<b>Sub Total - 'C'</b>		<b>77,10,965</b>		<b>61,45,370</b>



**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

D. Equity Shares (Unquoted)- Valued at cost	Current Year (₹)		Previous Year (₹)	
I. <u>Bodies Corporate in which directors are either directors or members</u>	No. of Shares		No. of Shares	
Brahmanand Cold storage Pvt Ltd (10) (Previously Brahmanand Insur & Advisory Services (P) Ltd)	7,000	70,000	7,000	70,000
II. <u>Others</u>				
Alishan Food Processors Udyog Pvt Ltd.(10)	1,30,000	13,00,000	1,30,000	13,00,000
Aims Credit Capital Pvt Ltd (10)	20,500	7,99,500	39,500	15,40,500
Bindu Food Processors Pvt. Ltd(10)	2,73,913	68,47,825	6,60,913	1,65,22,825
Bhawani Vinimay Pvt Ltd(10)	15,000	15,00,000	15,000	15,00,000
Bravo Erection Pvt ltd(10) (Previously Bravo Steel Pvt Ltd)	2,10,000	81,00,000	1,20,000	36,00,000
Chandra Iron & Steel Pvt Ltd(10)	-	-	1,50,000	15,00,000
Cobol Management pvt ltd(10)	-	-	63,888	11,50,000
Garg Infracon Pvt Ltd.(10)	10,000	10,00,000	10,000	10,00,000
Purnima Securites Pvt Ltd(10)	-	-	80,000	20,00,000
Shaligram Capital (P) Ltd(10)	1,40,000	70,00,000	1,40,000	70,00,000
Shiv Shankar Sponge Iron Pvt Ltd(10)	3,88,000	1,20,18,000	3,88,000	1,20,18,000
Sidhi Vinayak Metcom Ltd(100)	2,200	22,00,000	2,200	22,00,000
SRG Trading Pvt Ltd(10)	-	-	25,300	14,94,500
Sapna Distributora Pvt Ltd (10)	21,420	2,14,200	26,420	2,64,200
Techno Builders Pvt. Ltd(10)	21,000	8,50,000	21,000	8,50,000
<b>Sub Total - 'D'</b>		<b>4,18,99,525</b>		<b>5,40,10,025</b>
E. Equity Shares (Unquoted)- Valued at cost (Transfer Pending)				
Purnima Securites Pvt Ltd(10)	-	-	50,000	9,00,000
<b>Sub Total - 'E'</b>		<b>-</b>		<b>9,00,000</b>
<b>Total (A + B+C+D+E)</b>		<b>13,64,16,400</b>		<b>9,03,20,395</b>

\* Aggregate Market Value of Quoted Investment as on 31.03.2017 is ₹ 46,47,195/- excluding the value of Investment in RSD Finance Ltd and Kalinga Cement ltd for which quotations are not available. However the Break up value of these shares are far more than its cost as per last available audited Balance Sheet and hence there is no diminution in the value of these investment in the opinion of the management.

\*Face value of investments are shown in brackets.

**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

11 Deffered Tax Assets	Current Year ( ₹ )	Previous Year ( ₹ )
<i>Fixed assets: Impact of difference between tax depreciation and depreciation charged for financial reporting</i>	3,01,679	3,01,679
	<u>3,01,679</u>	<u>3,01,679</u>
<b>12 Long Term Loans &amp; Advances :</b> <i>(Unsecured considered good)</i>		
Capital Advances	3,31,45,000	3,43,45,000
Loan & Advances		
<u>Considered Good</u> (Other than related parties)	3,08,78,360	2,20,12,172
<u>Considered Doubtful</u> (Other than related parties)	12,71,308	12,71,308
	<u>6,52,94,668</u>	<u>5,76,28,480</u>
<b>13 Other Non-Current Assets :</b>		
Fixed Deposit in OBC	-	1,25,00,000
Security Deposits	-	3,17,899
Interest accrued on Fixed Deposits	-	7,84,894
	<u>-</u>	<u>1,36,02,793</u>
<b>14 Cash &amp; Bank Balances</b> <b><u>Cash and Cash Equivalents</u></b>		
Cash in Hand	1,29,527	9,11,639
<i>Cash At Bank</i>		
<i>SBI C/A</i>	51,808	1,68,082
<i>OBC C/A</i>	16,291	9,222
<i>AXIS Bank CC A/c</i>	5,75,465	-
<i>OBC OD A/c</i>	37,815	-
<i>Chq In Hand</i>	25,00,000	-
	<u>33,10,906</u>	<u>10,88,943</u>
<b>15 Other Current Assets</b>		
Advance Income Tax and TDS	2,42,648	27,39,046
Receivable against Sale of Investment	96,75,000	-
	<u>99,17,648</u>	<u>27,39,046</u>
<b>16 Revenue from Operations</b>		
<u>Sale of Services</u>		
Interest Income	24,35,599	27,20,674
Profit on Sale of Investment	3,66,300	-
<u>Other Operating Revenues</u>		
Rent from Cold Storage	-	68,99,886
	<u>28,01,899</u>	<u>96,20,560</u>

**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

	Current Year (₹)	Previous Year (₹)
<b>17 Other Income</b>		
Misc . Income	6,70,070	1,54,400
Dividend From Long term Investment	1,250	-
	<u>6,71,320</u>	<u>1,54,400</u>
<b>18 Employment Benefit Expenses</b>		
Salaries, Wages & Bonus	2,68,240	9,09,571
Director's Remuneration	1,80,000	2,01,000
Contribution to Provident & Other Funds	-	62,162
Gratuity Payable	-	10,43,304
	<u>4,48,240</u>	<u>22,16,037</u>
<b>19 Finance Cost</b>		
Interest on Bank Loan	20,21,238	36,34,829
	<u>20,21,238</u>	<u>36,34,829</u>
<b>20 Depreciation &amp; Amortisation Expenses</b>		
Depreciation	-	18,35,321
	<u>-</u>	<u>18,35,321</u>
<b>21 Other Expenses</b>		
Electricity Charges	-	27,35,329
Diesel and Lubricants	-	4,77,892
Insurance Premium	46,684	12,71,150
Compensation/Discount	-	58,000
Repairs & Maintenance -		
-Plant & Machinery	-	57,741
-Building	56,447	51,078
-Electrical	-	62,794
Advertisement Expenses	7,948	15,882
Bank Commission & Charges	22,989	59,282
Filing Fees	4,200	25,800
EPF Admin Ch	-	5,026
Loading/Unloading Exp	-	50,000
Labour Charges	-	1,91,030
Lisitng Fees	63,592	55,490
Mess Expenses	-	17,217
Misc Expenses	14,278	1,15,838
Professional & Consultancy Expenses	1,85,820	1,16,558

**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

21 Other Expenses (Contd.)	Current Year (₹)	Previous Year (₹)
Professional Tax	2,500	2,500
Printing & Stationery	1,60,650	1,43,985
Registrar Fees	25,300	31,731
Subscription	-	18,450
Staff & Labour Welfare	-	15,021
Telephone Expenses	-	4,597
Travelling & Conveyance Expenses	-	14,320
Vehicle Running & Maintenance Expenses	-	7,414
Auditors Remuneration		
-Auditor Fees	57,700	46,456
-Other Certification	5,176	25,105
	<b>6,53,284</b>	<b>56,75,685</b>

**22 Notes on Accounts**

i. The Company has not provided for depreciation on Fixed Assets this year which amounts to Rs 15,52,604/-.

ii. **Managerial Remuneration**  
(To Managing Director)

	Current Year (₹)	Previous Year (₹)
Salary	1,80,000.00	2,01,000.00

iii. **Particulars of Auditors Remuneration**

a. As Auditors	50,000.00	40,000.00
b. For Other Certification	4,500.00	22,000.00
Add: Service Tax	8,376.00	9,561.00
	<b>62,876.00</b>	<b>71,561.00</b>

iv. **Related Party Disclosure**

Related parties with whom there had been transactions during the year-

a. Key Managerial Person	Relationship
Manoj Agarwal	Managing Director
Shilpi Ghosh	Chief Financial Officer
Shalini Kumari Agarwal	Company Secretary

b. **Parties under Significant Influence** % of Holding

Blak Readymade Stores Pvt Ltd	Subsidiary	52.49%
Bhalotia Engineering Works Pvt. Ltd	Associates	25.39%
Bhalotia Auto Products Pvt. Ltd	Associates	39.60%

**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

The above parties are related parties in the broader sense of the term and are included for making the financial statements more transparent.

<i>Transactions with Related Parties</i>	<i>Current Year (₹)</i>	<i>Previous Year (₹)</i>
Remuneration to Managing Director (Rajendra Kumar Agrawal)	-	96,000
Remuneration to Managing Director (Manoj Kumar Agarwal)	1,80,000	1,05,000
Remuneration to Company Secretary (KMP)	1,41,560	1,55,032
Remuneration to CFO (KMP)	1,26,680	92,770
Sale of Investment in Shares to Subsidiary	29,00,000	-

**v. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016.**

<b>Particulars</b>	<b>SBNs</b>	<b>Others Denomination</b>	<b>Total</b>
Closing Cash in Hand as on 08-Nov-2016	20,57,500.00	1,41,414.00	21,98,914.00
Add : Permitted Receipts	-	-	-
Less : Permitted Payment	-	-	-
Less : Amount Deposited in Banks	20,57,500.00	-	20,57,500.00
<b>Closing Cash in Hand as on 30-Dec-2016</b>	<b>-</b>	<b>1,41,414.00</b>	<b>1,41,414.00</b>

**vi. Earning per Share**

Basic earning per share has been 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 does not have any dilutive potential equity shares as at 31st March 2017.

	<b>Current Year (₹)</b>	<b>Previous Year (₹)</b>
<b>Basic and Diluted</b>		
a. Profit attributable to shareholders		
Profit for the year after tax	-18,05,363.99	4,71,80,657.91
Profit attributable to equity shareholders	-18,05,363.99	4,71,80,657.91
b. Number of equity shares at the beginning of the year	1,40,01,700	1,40,01,700
c. Number of equity shares at the end of the year	1,40,01,700	1,40,01,700
d. Weighted average number of equity shares outstanding during the year	1,40,01,700	1,40,01,700
e. Basic Earning Per Share	(0.13)	3.37

**Notes to the financial statements for the year ended 31st March 2017 (Contd.)**

<b>vii. <u>Contingent Liabilities and Commitments</u></b>	<b>Current Year (₹)</b>	<b>Previous Year (₹)</b>
For contingent liabilities of Bank Guarantee given by SBI, Garbeta in favour of West Bengal State Electricity Distribution Company Limited.	-	<b>10,92,000.00</b>
	<u>-</u>	<u><b>10,92,000.00</b></u>

**viii. Reserve Bank of India Registered Non Banking Finance Company**

The Company is registered with Reserve Bank of India as Non Banking Finance Company vide Registration no B-05.02695 dt 09.08.2001.

Additional Particulars as required by Reserve Bank of India under Non- Systematically Important Non-Banking Financial ( Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions,2015 are attached, under separate Annexure -I .

*As per our report of even date*

for and on behalf of Board of Directors

**FOR KHANDELWAL PRAJAPATI & CO.**  
(Chartered Accountants)  
FRN : 313154E

**Manoj Kumar Agarwal**  
Managing Director  
DIN-3336107

**Rajendra Kumar Agrawal**  
Director  
DIN-278767

**(SAMIR KUMAR POLAI)**  
Partner  
M No: 303724

**Shalini Kumari Agarwal**  
Company Secretary

**Shilpi Ghosh**  
Chief Financial Officer

Place : Kolkata  
Dated: 30.05.2017



## Annexure – I

## Schedule to the Balance Sheet as per NBFC Directions as on 31.03.2017

(as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions,

(Rupees)

Particulars			
(1)	<b>Liabilities side:</b> Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Out-standing	Amount Overdue
	(a) Debentures		
	Secured	—	—
	Unsecured	—	—
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	—	—
	(c) Term Loans	100.1	—
	(d) Inter – corporate loans and borrowing	—	—
	(e) Commercial Paper	—	—
	(h) Other Loans (specify nature)		
	<u>Secured loan</u>		
	Demand Loan	—	—
	Working Capital Loan	—	—
<b>Assets side:</b>			
		Amount Outstanding	
(2)	Break – up of Loans and Advances including bill receivable (other – than those included in (3) below):		
	(a) Secured		—
	(b) Unsecured		652.9
(3)	Break – up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry Debtors :		
	(a) Financial Lease		—
	(b) Operating Lease		—
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		—
	(b) Repossessed Assets		—
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been re – possessed		—
	(b) Loans other than (a) above		—

(4)	Break – up of Investments:	Amount Outstanding
	Current Investments:	
	1. Quoted:	
	Shares: (a) Equity	—
	(b) Preference	—
	Debentures and Bonds	—
	Units of mutual funds	—
	Government Securities	—
	Others (please specify)	—
	2. Unquoted:	
	Shares: (a) Equity	—
	(b) Preference	—
	Debentures and Bonds	—
	Units of mutual funds	—
	Government Securities	—
	Others (please specify)	—
	Long Term Investments:	
	1. Quoted:	
	Shares: (a) Equity	77.1
	(b) Preference	—
	Debentures and Bonds	—
	Units of mutual funds	—
	Government Securities	—
	Others (please specify)	—
	2. Unquoted:	
	i. Shares:(a) Equity	1,287.1
	(b) Preference	—
	ii. Debentures and Bonds	—
	iii. Units of mutual funds	—
	iv. Government Securities	—
	v. Others (please specify)	—





(5)	Borrower group – wise classification of assets financed as in (2) and (3) above:			
	Category	Amount of net of provisions		
	1. Related Parties**	Secured	Unsecured	Total
	Subsidiaries	–	–	–
	Companies in the same group	–	–	–
	Other related parties	–	–	–
	2. Other than related parties	–	652.9	652.9
	<b>Total</b>	<b>–</b>	<b>652.9</b>	<b>652.9</b>
(6)	Investors group – wise classifications of all Investments (current and long term) in shares and securities (both quoted and unquoted):			
	Please see note 3 below			
	Category	<i>Market Value / Break – up or Fair Value or NAV</i>	<i>Book Value (Net of Provisions)</i>	
	1. Related Parties**			
	(a) Subsidiaries		2.3	2.2
	(b) Companies in the same group		–	–
	(c) Associates		1596.9	865.8
	(d) Other related parties		0.8	0.7
	2. Other than related parties		409.1	495.4
		<b>Total</b>	<b>2009.0</b>	<b>1,364.2</b>
	* cost of unquoted equity shares taken as break-up value			
	** As per Accounting Standard of ICAI			
(7)	Other Information			Amount
	Particulars			
	(i) Gross Non – Performing Assets			
	(a) Related parties	–		
	(b) Other then related parties	12.7		
	(ii) Net Non – Performing Assets			
	Related parties	–		
	Other then related parties	10.2		
(iii) Assets acquired in satisfaction of debts	–			

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF M/S. BRAHMANAND HINGHAR LIMITED**

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

1. We have audited the accompanying consolidated financial statements of **M/s. BRAHMANAND HINGHAR LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding company and its subsidiary together referred to as "the Group") and its associates comprising of the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2017, the Consolidated Statement of Profit and Loss, and 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 statement")

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

1. The Holding 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 reporting company including its associate 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 Group Company and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the respective companies and for preventing and detecting frauds and other irregularities, the selection and application of appropriate accounting policies, making judgements 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 Reporting Company, as aforesaid.

### **Auditor's Responsibility**

2. 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 there under.
3. 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.
4. 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 judgement, 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 Reporting Company's preparation of the consolidated financial statement that give 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 Reporting



Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

5. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### **Basis for Qualified Opinion**

6. We refer to Note no. 22 (i) of the Financial Statements regarding non-provision of depreciation on Tangible Assets aggregating to Rs 15,52,604/- for the year under review for non operation of the plant (cold storage) during the year.

Had such provision been made the Net Profit for year would have been reduced by Rs.15,52,604/- with a corresponding reduction in the provision for taxation as the related depreciation remains unclaimed under the I.T Act.

#### **Qualified Opinion**

7. In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matter described on the basis for qualified opinion paragraph above, 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 and its associates as at 31<sup>st</sup> March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### **OTHER MATTER**

8. The financial statement/information of Associate Companies i.e. Bhalotia Engineering Works Pvt Ltd and Bhalotia Auto Products Pvt Ltd are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in the respect of the associates and our report in terms of Sub section (3) and (1) of section 143 of the Act, in so far as it relates to the said Associates, and based solely on said unaudited financial statements.
9. The Reporting Company has in the preceding financial year disposed of one of its Cold Storage which constitutes a substantial parts of its tangible assets, affecting the operation of the Company and the other cold Storage has also not been operational during this year. This has, in our opinion affected the going concern status of the Company.
10. The Consolidated financial statements include the Reporting Company's share of profit of Rs.214,844/- (to the extent adjusted against entire carrying amount of investment in Associates) in respect of its Associates, whose financial statements have been audited by other Auditors and 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 amount and disclosures included in respect of the Associate companies is based solely on the report of other auditors.

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.

#### **Report on other Legal and Regulatory Requirements.**

11. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.
- c) The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of accounts 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 the written representations received from the directors of the Reporting Company, its subsidiary and its associates as on 31<sup>st</sup> March, 2017 taken on record by the respective Board of Directors of these Companies and the reports of the statutory auditors of its subsidiary and associate companies none of the directors of the group company and its associate companies is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Reporting Company and its subsidiary and the operating effectiveness of such controls, refer to our separate report in "**Annexure - A**".

We do not comment on the adequacy and the operating effectiveness of the internal financial controls, our financial reporting of the Associates as their financial statement / information are unaudited and no report on their internal financial control is available.

- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company has no pending litigations as at 31<sup>st</sup> March, 2017.
  - ii. The Company has no material foreseeable losses on long term contracts including derivative contracts as on 31<sup>st</sup> March, 2017.
  - iii. There has been no amount required to be transferred to the investor Education and Protection fund by the Company during the year ended 31<sup>st</sup> March, 2017.

**For KHANDELWAL PRAJAPATI & CO.**  
**Chartered Accountants,**  
**Firm Registration No. 313154E**

**(SAMIR KUMAR POLAI)**  
**Partner**  
**Membership No. - 303724**

**PLACE : KOLKATA**  
**DATED : 30.05.2017**

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## **Annexure A to the Auditors Report**

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

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended March 31,2017, we have audited the internal financial controls over financial reporting of M/S. BRAHMANAND HIMGHAR LIMITED (hereinafter referred to as "the Reporting Company) and its subsidiary company, incorporated in India , as of that date.

#### **Management's Responsibility for Internal Financial Controls.**

The respective Board of Directors of the Holding Company and its subsidiary company, incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities, 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 the 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 (" the Act").

#### **Auditor's 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 as specified under section 143(10) of the Act, 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 consolidated 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 Reporting Company and its associates, incorporated in India, internal financial control 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

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as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting.**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us the Holding Company and its subsidiary company which is incorporate 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, 31,2017, based on the internal control over financial reporting criteria established by these entities, 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**

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the subsidiary company is based on the corresponding report of the auditor of the subsidiary company.

**For KHANDELWAL PRAJAPATI & CO.  
Chartered Accountants,  
Firm Registration No. 313154E**

**PLACE : KOLKATA  
DATED : 30.05.2017**

**(SAMIR KUMAR POLAI)  
Partner  
Membership No. - 303724**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

Particulars	Note	Current Year Amount (₹)	Previous Year Amount (₹)
<b><u>I. EQUITY &amp; LIABILITIES</u></b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	3	7,00,08,500	7,00,08,500
(b) Reserves and Surplus	4	9,31,20,253	9,46,07,048
(c) Minority Interest		2,07,825	-
<b>(2) Non-Current Liabilities</b>			
(a) Long term borrowings	5	92,50,000	1,22,29,182
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	6	-	1,06,39,301
(b) Other Current Liabilities	7	8,43,26,511	35,77,012
(c) Short Term Provisions	8	7,51,727	1,38,41,500
<b>TOTAL</b>		<b><u>25,76,64,816</u></b>	<b><u>20,49,02,543</u></b>
<b><u>II. ASSETS</u></b>			
<b>(1) Non-current assets</b>			
(a) Tangible Assets	9	3,91,79,616	3,91,79,110
(b) Non Current Investments	10	13,95,70,244	9,03,62,493
(c) Deferred Tax Assets	11	3,03,427	3,01,679
(d) Long Term Loans, Advances & Deposits	12	6,52,94,668	5,76,28,480
(e) Other Non-Current Assets	13	-	1,36,02,793
<b>(2) Current assets</b>			
(a) Cash and Cash Equivalents	14	33,99,215	10,88,943
(b) Other Current Assets	15	99,17,648	27,39,046
<b>TOTAL</b>		<b><u>25,76,64,816</u></b>	<b><u>20,49,02,543</u></b>

Summary of significant accounting policies 2

**The accompanying Notes no 1 to 22 are an integral part of Financial Statements.***As per our report of even date***FOR KHANDELWAL PRAJAPATI & CO.**  
(Chartered Accountants)  
FRN : 313154E**(SAMIR KUMAR POLAI)**  
Partner  
M No: 303724Place : Kolkata  
Dated: 30.05.2017

for and on behalf of Board of Directors

**Manoj Kumar Agarwal**  
Managing Director  
DIN-3336107**Shalini Kumari Agarwal**  
Company Secretary**Rajendra Kumar Agrawal**  
Director  
DIN-278767**Shilpi Ghosh**  
Chief Financial Officer

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	Schedule	Current Year Amount (₹)	Previous Year Amount (₹)
<b>I Revenue</b>			
Revenue from Operations	15	28,01,899	96,20,560
Other Income	16	12,97,492	1,54,400
		<u>40,99,391</u>	<u>97,74,960</u>
<b>II Expenses</b>			
Employee Benefits Expenses	17	4,48,240	22,16,037
Finance Costs	18	20,21,238	36,34,829
Depreciation & Amortisation Expenses	19	1,15,880	18,35,321
Contingency Provision Against Standard Assets	8	22,166	-74,810
Other Expenses	20	6,57,063	56,75,685
		<u>32,64,587</u>	<u>1,32,87,062</u>
III Profit before exceptional & extraordinary items and tax (I - II)		8,34,804	(35,12,102)
IV Exceptional Items -			
Profit From Sale of Unit		-	6,31,93,678
Profit From Sale of Land		-	2,36,525
Provision for Non- Performing Assets		(1,27,131)	(1,27,131)
V Profit before extraordinary items and tax (III - IV)		7,07,673	5,97,90,970
VI Extraordinary Items		-	-
VII Profit before Tax (V - VI)		7,07,673	5,97,90,970
VIII Tax expense:			
Current tax		4,20,269	1,28,63,840
Tax for earlier year		16,07,569	4,475
Deferred Tax		(1,979)	(2,58,003)
IX Profit/(Loss) after Tax (VII-VIII)		(13,18,186)	4,71,80,658
Minority Interest		(1,66,285)	-
Current Profit of Subsidiary Tr. To Cost of Control		(1,82,708)	-
Share of Profit In Associates		2,14,844	42,098
Reversal of Profit of Associates on sale of Share		(42,098)	-
X Profit/(Loss) for the period carried to Balance Sheet		<u>(14,94,433)</u>	<u>4,72,22,756</u>
XI Earning per equity share:			
Basic		(0.11)	3.37

Summary of significant accounting policies 2

**The accompanying Notes no 1 to 22 are an integral part of Financial Statements.**

*As per our report of even date*

**FOR KHANDELWAL PRAJAPATI & CO.**  
(Chartered Accountants)  
FRN : 313154E

**(SAMIR KUMAR POLAI)**  
Partner  
M No: 303724

Place : Kolkata  
Dated: 30.05.2017

for and on behalf of Board of Directors

**Manoj Kumar Agarwal**  
Managing Director  
DIN-3336107

**Shalini Kumari Agarwal**  
Company Secretary

**Rajendra Kumar Agrawal**  
Director  
DIN-278767

**Shilpi Ghosh**  
Chief Financial Officer



**Consolidated Cash Flow Statement for the year ended 31st March 2017**

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax & Extraordinary Items	7,07,673	5,98,33,068
Add: Adjusted for non-cash item		
Depreciation	1,15,880	18,35,321
Loss/(Profit) on Sale of Fixed Assets	(6,26,172)	(6,34,30,203)
Preliminary Expenses W/off	-	-
Prov For int on Adv Tax	-	-
Tax Refund relating to earlier A.Y.	1,78,471	-
Contingency Provision on Standard Assets	22,166	(74,810)
Contingency Provision on Non Performing Assets	1,27,131	1,27,131
<b>Operating cash Flow before working capital changes</b>	<b>5,25,149</b>	<b>(17,09,493)</b>
<b>Adjustment for :</b>		
(Increase)/ Decrease in Sundry Debtors	-	-
(Increase)/ Decrease in Stock-in-hand	-	-
(Increase)/Decrease in Loans, Advance & Deposits	(37,38,395)	(1,45,99,777)
Increase/(Decrease) in Current Liabilities	7,99,33,895	(21,21,411)
<b>Operating cash flow after working capital changes</b>	<b>7,67,20,649</b>	<b>(1,84,30,681)</b>
<b>Less: Tax Paid</b>		
TDS	(2,19,928)	(2,60,606)
Income Tax	(1,16,85,749)	-
Advance Tax	-	(20,00,000)
<b>Net Cash flow before extra ordinary items</b>	<b>6,48,14,972</b>	<b>(2,06,91,287)</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	27,00,000	7,02,53,125
(Increase) / Decrease in Investments	(4,89,96,005)	29,95,186.45
<b>Net Cash Flow from Investing Activities</b>	<b>(4,62,96,005)</b>	<b>7,32,48,311</b>
<b>C. Cash Flow from Financing Activities</b>		
Increase/(Decrease) in Secured Loans	(1,62,68,483)	(5,16,13,390)
Increase/(Decrease) in Unsecured Loans	-	-
<b>Net Cash flow from Financing Activities</b>	<b>(1,62,68,483)</b>	<b>(5,16,13,390)</b>
<b>Net Cash Inflow/ (Outflow)</b>	<b>22,50,484</b>	<b>9,43,634</b>
<b>Cash and Cash equivalent at the beginning of the year</b>	<b>11,48,730</b>	<b>1,45,309</b>
<b>Cash and Cash equivalent at the end of the year</b>	<b>33,99,215</b>	<b>10,88,943</b>

**Notes :**

- 1) The figures in the cash flow statement are based on or have been derived from the annual financial statement of the company.
- 2) Figures in the bracket represents outflow of the cash & cash equivalent.
- 3) Previous year figures have been regrouped/ rearranged wherever necessary to bring uniformity.
- 4) Cash & cash equivalents comprises of :

	Current Year (₹)	Previous Year (₹)
Cash in hand	1,61,060	9,11,639
Cash at bank	7,38,155	1,77,304
Cheque in Hand	25,00,000	-
	<b>33,99,215</b>	<b>10,88,943</b>

*As per our report of even date*

**FOR KHANDELWAL PRAJAPATI & CO.**  
(Chartered Accountants)  
FRN : 313154E  
**(SAMIR KUMAR POLAI)**  
Partner  
M.No: 303724  
Place : Kolkata  
Dated: 30.05.2017

for and on behalf of Board of Directors

**Manoj Kumar Agarwal**  
Managing Director  
DIN-3336107  
**Shalini Kumari Agarwal**  
Company Secretary

**Rajendra Kumar Agrawal**  
Director  
DIN-278767  
**Shilpi Ghosh**  
Chief Financial Officer

**Notes to the Consolidated financial statements for the year ended 31st March 2017****1 Corporate Information**

Brahmanand Himghar Ltd was incorporated as a private limited company under the name and style as Brahmanand Development Pvt. Ltd. on 21st June 1990 to engage in the business of investment related activities. The Company in the year 1998 diversified into cold storage business by setting up 14,000 M.T. Cold storage in Midnapore district for preservation of potatoes and changed its name to Brahmanand Himghar Limited with effect from 29th April 1998. The company also set up a multipurpose cold storage in Tamolia , DistSaraikela Kharsawan, in the year 2004. The Company went for public issue in the year 2004. The company sold out the cold storage of Midnapore in the year 2015.

**2 Summary of Significant Accounting Policies****a. Basis of preparation of financial statements**

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting following generally accepted accounting principles in India (GAAP) and comply with the applicable Accounting Standards prescribed under section 133 of the companies Act 2013 read with Rule 7 of the Companies(Accounts) Rules 2014

**b. Use of estimates**

The preparation of the financial statements in the conformity with the GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**c. Fixed assets - AS 10**

Fixed assets are stated at historical cost of acquisition/construction inclusive of duties (net of cenvat), taxes, incidental expenses and erection/commissioning expenses up to the date the asset is ready for intended use.

**d. Depreciation/ Amortisation - AS 6**

Depreciation is provided on pro-rata basis on written down value method over the useful lives as prescribed under Schedule-II of the Companies Act, 2013 with the exception that in case of Plant & Machinery and Electrical Installation , the useful life of which is estimated as 25 year based on independent technical evaluation.

**e. Impairment of assets - AS 28**

At each Balance Sheet date, management assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss is determined as the excess of the carrying amount over the present value as determined above. Actual results could differ from those estimates.

**f. Inventories - AS 2**

Since the company does not have any inventory, the provisions of AS -2 are not applicable to the company.

**g. Revenue recognition- AS 9****i) Sales**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and revenue can be reliably measured. Revenue from sale of goods is recognised when all the significant risks & rewards of ownership of the goods have been passed to the recognised buyers, usually on delivery of the goods. The provisions of AS -9 are complied to the extent applicable to the company.



## Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)

### ii) Income & Expenditure

Income and Expenditure are accounted for on accrual basis, wherever ascertainable.

### h. Investments - AS 13

As per the provisions of AS 13 investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Long Term Investments/Non Current Investments.

Long term investments are carried at cost unless there is diminution (other than temporary) in the value of investments.

### i. Employee benefits- AS 15

Short-term employees benefits are recognised as an expenses in the Profit & Loss Account of the year in which the related service is rendered.

Regarding post employment benefits the company maintains gratuity fund with Life Insurance Corporation of India.

Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the profit and loss account when incurred.

### j. Foreign exchange transactions- AS 11

Since the company did not have any foreign exchange transactions, the provisions of AS -11 are not applicable to the company.

### k. Contingencies - AS 29

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise, or is a present obligation that arises from past events but is not recognised because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made.

### l. Taxation- AS 22

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rate and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax assets is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

### m. Government Grants- AS 12

i) Government Grants related to fixed assets are adjusted with the value of fixed assets/credited to capital reserve.

ii) Govt Grants related to revenue items are adjusted with the related expenditure/taken as income.

### n. Borrowing Cost- AS 16

Borrowing Cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalised until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognised as expenditure during the period in which they are incurred.

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

3	<u>Share Capital</u>	Current Year (₹)	Previous Year (₹)		
	<u>Authorised Share capital</u>				
	<u>Equity Share Capital</u>				
	15,000,000 Equity Shares of ₹ 5/- each (P.Y. 15,000,000 Equity Shares of ₹ 5/- each)	7,50,00,000	7,50,00,000		
	<u>Preference Share Capital</u>				
	36 Cum. Redeemable Pref. Shares of ₹ 50,000/- each (P.Y. 36 Cum. Redeemable Pref. Shares of ₹ 50,000/- each)	18,00,000	18,00,000		
	200 Cum. Redeemable Pref. Shares of ₹ 1,000/- each (P.Y. 200 Cum. Redeemable Pref. Shares of ₹ 1,000/- each)	2,00,000	2,00,000		
	1,100 Cum. Redeemable Pref. Shares of ₹ 10,000/- each (P.Y. 1,100 Cum. Redeemable Pref. Shares of ₹ 10,000/- each)	1,10,00,000	1,10,00,000		
		<u>8,80,00,000</u>	<u>8,80,00,000</u>		
	<u>Issued, Subscribed &amp; Paid-up Capital</u>				
	<u>Equity Share Capital</u>				
	14,001,700 Equity Shares of ₹ 5/- each fully paid in cash (P.Y. 14,001,700 Equity Shares of ₹ 5/- each fully paid in cash)	7,00,08,500	7,00,08,500		
		<u>7,00,08,500</u>	<u>7,00,08,500</u>		
3	<b>(a) Reconciliation of the shares outstanding at beginning &amp; at end of the reporting period</b>				
	<u>Equity Shares:</u>				
	Balance as at the beginning of the year	1,40,01,700	1,40,01,700		
	Add: Addition during the year				
	Less: Deletion during the year				
	Balance as at the end of the year	<u>1,40,01,700</u>	<u>1,40,01,700</u>		
3	<b>(b) Details of shareholders holding more than 5 % shares in the company</b>				
	<u>Name of shareholder</u>	<u>Shares (No.)</u>	<u>Share (%)</u>	<u>Shares (No.)</u>	<u>Share (%)</u>
	Rajendra Kumar Agrawal	10,74,000	7.67%	10,74,000	7.67%
	Jai Matadi Finance Company Limited	9,28,512	6.63%	9,28,512	6.63%
		<u>20,02,512</u>	<u>14.30%</u>	<u>20,02,512</u>	<u>14.30%</u>
4	<b>Reserves and surplus</b>				
	<u>Capital Redemption Reserve</u>	43,85,000		43,85,000	
	(Created in the years of redemption of Preference Shares)				
	<u>Capital Reserve</u>				
	On Account of Consolidation	7,638		-	
	<u>Capital Reserve</u>	72,13,385		72,13,385	
	(Rs 20,19,500/- recd subsidy from NABARD in 2004-05)				
	(Rs 13,13,900/- recd subsidy from NABARD in 2005-06)				
	(Rs 38,79,985/- recd subsidy from WBIDC in 2008-09)				

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

<u>Statutory Reserve</u>	<u>Current Year (₹)</u>	<u>Previous Year (₹)</u>
As per last year	1,43,59,698	23,93,084
Add: 20% Transferred in Current Year	-	1,19,66,614
	<u>1,43,59,698</u>	<u>1,43,59,698</u>
<u>Surplus/(Deficit) in the Statement of Profit &amp; Loss</u>		
Balance as per last financial statements	6,86,48,965	3,33,92,823
Add: Profit/((Loss) for the year	-14,94,433	4,72,22,756
	<u>6,71,54,532</u>	<u>8,06,15,579</u>
Less: 20% transferred to Statutory Reserve	-	1,19,66,614
Net Surplus/(Deficit) in the Statement of Profit & Loss	<u>6,71,54,532</u>	<u>6,86,48,965</u>
	<u><b>9,31,20,253</b></u>	<u><b>9,46,07,048</b></u>

**5 Long Term Borrowings**Secured LoanTerm loan from Axis bank

66,00,000

99,00,000

*(Secured by way of equitable Mortgage of Land & Building situated at mouza- Tamolia, Dist Sareikela, Kharsawa, Jharkhand and land & building standing over plot no-1301 of mouza Gamhariagora within P.S Kadma, Jamshedpur bearing interest @ 13.65 p.a)*

*(Rs.165 Lacs loan sanctioned on 12/02/2015 bearing interest @ 13.65% p.a repayable in 36 monthly installments of Rs.2.75 Lacs and 22 monthly installments of Rs. 3 Lacs each starting from 30/04/2015.)*

Demand Loan

Oriental Bank of Commerce, Jamshedpur

-

23,29,182

*(P.Y Secured against fixed deposit of Rs 25 lacs in Oriental Bank of Commerce, Sakchi Branch, Jamshedpur bearing interest @ 10.25 p.a)*

Advance from director

6,50,000

-

Security Deposit against Lease of Flat

20,00,000

-

92,50,0001,22,29,182**6 Short Term Borrowings**Secured LoanWorking Capital Loan

AXIS Bank Ltd, Jamshedpur

-

16,49,715

*(Secured by way of equitable Mortgage of Land & Building situated at mouza- Tamolia, Dist Sareikela, Kharsawa, Jharkhand and land & building standing over plot no-1301 of mouza Gamhariagora within P.S Kadma, Jamshedpur bearing interest @ 13.65 p.a)*

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

	Current Year ( ₹ )	Previous Year ( ₹ )
<u>Demand Loan</u>		
Oriental Bank of Commerce	-	89,89,586
(P.Y Secured against Fixed Deposit Of Rs 1 Cr. (int @ 8% )In Oriental Bank of Commerce bearing int @ 10% )		
	<u>-</u>	<u>1,06,39,301</u>
<b>7 Other Current Liabilities</b>		
<u>Current Maturities of Long Term Borrowings</u>		
Term Loan from Axis Bank	33,00,000	33,00,000
Advance against sale of Capital Assets	1,89,30,000	-
Interest Payable on bank Loan	1,10,087	1,48,681
Payable against Purchase of Investment	6,18,19,910	-
Audit Fees Payable	1,02,625	45,325
TDS Payable	5,450	6,200
Salary Payable	-	24,500
Registrar fees-Share Transfer Agent	25,300	31,731
Other Paybles(Expenses)	33,139	20,575
	<u>8,43,26,511</u>	<u>35,77,012</u>
<b>8 Short-Term Provisions</b>		
<u>Provision for Employee Benefit</u>		
Provision for Gratuity	-	10,43,304
<u>Others</u>		
Provision for Income Tax	4,20,269	1,26,16,035
<u>Contingency provision Against Standard Assets</u>		
Opening Balance	55,030	1,29,840
Addition/(Adjusted) During The year	22,166	(74,810)
	<u>77,196</u>	<u>55,030</u>
The Above Provision is made @0.25% of Standard Assets on the reporting date as per RBI Guidelines applicable to NBFC.		
<u>Contingency prov. Against Non Performing Assets</u>		
Opening Balance	1,27,131	-
Addition/(Adjusted) During The year	1,27,131	127131
	<u>2,54,262</u>	<u>1,27,131</u>
The Above Provision is made @ 0.20% of Non Performing Assets on the reporting date as per RBI Guidelines applicable to NBFC.		
	<u>7,51,727</u>	<u>1,38,41,500</u>



**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

**Note No. 9**

**DETAILS OF FIXED ASSET**

Particulars	Gross Block			Depreciation				Net Block	
	As on 01.04.2016	Addition during the year	Deletion during the year	As on 31.03.2017	As on 01.04.2016	For the Reversed year	As on 31.03.2017	As on 31.03.2017	As on 31.03.2016
Land & Land Development	1,37,37,607	-	-	1,37,37,607	-	-	-	1,37,37,607	1,37,37,607
Plant & Machinery (Petty Items)	3,96,991	-	-	3,96,991	3,60,782	-	3,60,782	36,209	36,209
Land & Building	1,96,75,500	-	-	1,96,75,500	13,12,215	-	13,12,215	1,83,63,284	1,83,63,284
Cold Storage Building	1,51,35,512	-	-	1,51,35,512	1,04,69,679	-	1,04,69,679	46,65,833	46,65,833
Plant & Machinery	1,24,00,108	-	-	1,24,00,108	1,01,60,202	-	1,01,60,202	22,39,906	22,39,906
Electrical Installation	14,56,184	-	-	14,56,184	13,22,755	-	13,22,755	1,33,429	1,33,429
Furniture & Fixture	1,09,124	-	-	1,09,124	1,07,100	-	1,07,100	2,024	1,518
Fire Extinguisher	8,850	-	-	8,850	7,527	-	7,527	1,323	1,323
Flat	24,26,000	-	24,26,000	-	2,36,292	1,15,880	3,52,172	-	-
<b>Total</b>	<b>6,53,45,876</b>	<b>-</b>	<b>24,26,000</b>	<b>6,29,19,876</b>	<b>2,39,76,552</b>	<b>1,15,880</b>	<b>2,37,40,260</b>	<b>3,91,79,616</b>	<b>3,91,79,110</b>
<b>Previous Year</b>	<b>10,20,38,072</b>	<b>-</b>	<b>3,92,01,820</b>	<b>6,28,36,252</b>	<b>5,42,00,719</b>	<b>18,35,321</b>	<b>2,36,57,142</b>	<b>3,91,73,110</b>	<b>4,78,37,354</b>

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

10 <u>Non Current Investments-Other</u>	Current Year ( ₹ )		Previous Year ( ₹ )	
<u>Investments in Equity Instruments</u>				
A) <u>Investments in Subsidiary</u>	No. of Shares		No. of Shares	
<u>Equity Shares (Unquoted)- Valued at cost</u>				
Blak Readymade Stores Pvt Ltd (10)	22,100	-	-	-
<b>Sub Total - 'A'</b>		<u>-</u>	<u>-</u>	<u>-</u>
<b>B) <u>Investments in Associates</u></b>				
<u>Equity Shares (Unquoted)- Valued at cost</u>				
Bhaloti Engg Works Pvt. Ltd(100) 25.39% (Capital Reserve Identified at the time of Acquisition Rs.3419240/-)	57,500	2,66,60,000	30,000	1,20,00,000
Add: Share of Profit		<u>52,774</u>		<u>-</u>
		2,67,12,774		1,20,00,000
Bhalotia Auto Products Pvt Ltd(100) 39.60% (Capital Reserve Identified at the time of Acquisition Rs.69465518/-)	4,41,333	5,99,24,910	1,85,000	1,72,65,000
Add: Share of Profit		<u>1,62,070</u>		<u>-</u>
		6,00,86,980		1,72,65,000
Bindu Food Processors Pvt. Ltd(10) (Capital Reserve Identified at the time of Acquisition Rs.929235/-)		-	6,60,913	16522825
Add: Share of Profit		<u>-</u>		<u>40492</u>
		8,67,99,754		4,58,28,317
Sapna Distributers Pvt. Ltd(10) (Capital Reserve Identified at the time of Acquisition Rs.946744/-)		-	26,420	264200
Add: Share of Profit		<u>-</u>		<u>1606</u>
		-		265806
<b>Sub Total - 'B'</b>		<u><b>8,67,99,754</b></u>		<u><b>4,60,94,123</b></u>
<b>C) <u>Investment in Other Bodies Corporate</u></b>				
<u>Equity Shares (Quoted)- Valued at cost</u>				
RSD Finance Co. Ltd(10)	1,72,700	17,27,000	1,72,700	17,27,000
Kalinga Cement Ltd(10)	5,000	87,500	5,000	87,500
Asahi Infrastructure & Projects(10)	1,000	1,827	1,000	1,827
Bhoruka Aluminium(10)	1,000	980	1,000	980
Birla Pacific Medspa(10)	100	72	100	72
Cybermat Infotech(10)	6,002	4,536	6,002	4,536
Karnimata Cold Storage(10)	3,00,000	50,24,168	1,84,000	34,58,573
T Spiritual World(10)	100	99	100	99



**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

10	<u>Non Current Investments-Other (Contd.)</u>	Current Year ( ₹ )		Previous Year ( ₹ )	
C)	<u>Investment in Other Bodies Corporate (Contd.)</u>	No. of Shares		No. of Shares	
	Yantra Natural Resources(10)	10,000	1,739	10,000	1,739
	Adani Power Ltd	2,000	43,220	2,000	43,220
	Flex Food Ltd	500	25,475	500	25,475
	IDBI Bank Ltd	4,000	2,56,059	4,000	2,56,059
	Jaiprakash Associates	2,000	19,040	2,000	19,040
	L & T Ltd	10	15,635	10	15,635
	Orbit Corporation	2,000	12,380	2,000	12,380
	Oriental Bank Of Commerce	2,000	2,89,079	2,000	2,89,079
	PTC India Financial Ltd	1,500	69,405	1,500	69,405
	Punjab National Bank	1,000	1,00,657	1,000	1,00,657
	Vikram Thermo	500	32,095	500	32,095
	<b>Sub Total - 'C'</b>		<b>77,10,965</b>		<b>61,45,370</b>
D.	<b>Equity Shares (Unquoted)- Valued at cost</b>				
I.	<u>Bodies Corporate in which directors are either directors or members</u>				
	Brahmanand Cold storage Pvt Ltd (10) (Previously Brahmanand Insur.& Advisory Services (P) Ltd)	7,000	70,000	7,000	70,000
II.	<u>Others</u>				
	Alishan Food Processors Udyog Pvt Ltd.(10)	1,30,000	13,00,000	1,30,000	13,00,000
	Aims Credit Capital Pvt Ltd (10)	20,500	7,99,500	39,500	15,40,500
	Bhawani Vinimay Pvt Ltd(10)	15,000	15,00,000	15,000	15,00,000
	Bindu Food Processors Pvt. Ltd(10)	2,73,913	68,47,825		-
	Bravo Erection Pvt ltd(10) (Previously Bravo Steel Pvt Ltd)	2,10,000	81,00,000	1,20,000	36,00,000
	Chandra Iron & Steels Pvt. Ltd(10)	-	-	1,50,000	15,00,000
	Cobol Management Pvt Ltd(10)	-	-	63,888	11,50,000
	Garg Infracon Pvt Ltd.(10)	10,000	10,00,000	10,000	10,00,000
	Purnima Securities Pvt. Ltd(10)	1,80,000	29,00,000	80,000	20,00,000
	Shaligram Capital (P) Ltd(10)	1,40,000	70,00,000	1,40,000	70,00,000
	Shiv Shankar Sponge Iron Pvt Ltd(10)	3,88,000	1,20,18,000	3,88,000	1,20,18,000
	Sidhi Vinayak Metcom Ltd(100)	2,200	22,00,000	2,200	22,00,000
	SRG Trading Pvt Ltd(10)	-	-	25,300	14,94,500
	Sapna Distributora Pvt Ltd (10)	21,420	2,14,200	-	-
	Techno Builders Pvt. Ltd(10)	21,000	8,50,000	21,000	8,50,000
	<b>Sub Total - 'D'</b>		<b>4,47,99,525</b>		<b>3,72,23,000</b>

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

10 <u>Non Current Investments-Other (Contd.)</u>	Current Year ( ₹ )	Previous Year ( ₹ )
E. <u>Equity Shares (Unquoted)- Valued at cost (Transfer Pending)</u>	No. of Shares	No. of Shares
Purnima Securites Pvt Ltd(10)	50,000	900000
<b>Sub Total - 'E'</b>	<b>-</b>	<b>900000</b>
F. <u>Preference Shares (Unquoted)</u>		
<u>Investment in 10% Cumulative Pref Share of</u>		
Bindu Media Pvt Ltd	2,600      2,60,000	-      -
<b>Total (A + B+C+D+E+F)</b>	<b>13,95,70,244</b>	<b>9,03,62,493</b>
* Aggregate Market Value of Quoted Investment as on 31.03.2017 is ₹ 46,47,195/- excluding the value of Investment in RSD Finance Ltd and Kalinga Cement ltd for which quotations are not available. However the Break up value of these shares are far more than its cost as per last available audited Balance Sheet and hence there is no diminution in the value of these investment in the opinion of the management.		
*Face value of investments are shown in brackets.		
**The Company has disposed off this year substantial part of its investment in M/s. Bindu Food Processors Pvt Ltd and M/s. Sapna Distributors Pvt Ltd loosing associate relationship with these companies. Accordingly these companies do not contain any financial figures pertaining to the said Bindu food Processors Pvt Ltd and Sapna Distributors Pvt Ltd.		
11 <b>Defferred Tax Assets</b>	Current Year ( ₹ )	Previous Year ( ₹ )
<i>Fixed assets: Impact of difference between tax depreciation and depreciation charged for financial reporting</i>	3,03,427	3,01,679
	<b>3,03,427</b>	<b>3,01,679</b>
12 <b>Long Term Loans &amp; Advances :</b> (Unsecured considered good)		
Capital Advances	3,31,45,000	3,43,45,000
Loan & Advances		
<u>Considered Good</u> (Other than related parties)	3,08,78,360	2,20,12,172
<u>Considered Doubtful</u> (Other than related parties)	12,71,308	12,71,308
	<b>6,52,94,668</b>	<b>5,76,28,480</b>
13 <b>Other Non-Current Assets :</b>		
Fixed Deposit in OBC	-	1,25,00,000
Security Deposits	-	3,17,899
Interest accrued on Fixed Deposits	-	7,84,894
	<b>-</b>	<b>1,36,02,793</b>

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

14	Cash & Bank Balances	Current Year (₹)	Previous Year (₹)
	<u>Cash and Cash Equivalents</u>		
	Cash in Hand	1,61,060	9,11,639
	Cash At Bank		
	SBI C/A	1,08,584	1,68,082
	OBC C/A	16,291	9,222
	AXIS Bank CC A/c	5,75,465	-
	OBC OD A/c	37,815	-
	Chq In Hand	25,00,000	-
		<u>33,99,215</u>	<u>1088943</u>
15	<b>Other Current Assets</b>		
	Advance Income Tax and TDS	2,42,648	27,39,046
	Receivable against Sale of Investment	96,75,000	-
		<u>99,17,648</u>	<u>2739046</u>
16	<b>Revenue from Operations</b>		
	<u>Sale of Services</u>		
	Interest Income	24,35,599	27,20,674
	Profit on Sale of Investment	3,66,300	-
	<u>Other Operating Revenues</u>		
	Rent from Cold Storage	-	68,99,886
		<u>28,01,899</u>	<u>9620560</u>
17	<b>Other Income</b>		
	Misc . Income	6,70,070	1,54,400
	Dividend From Long term Investment	1,250	-
		<u>6,71,320</u>	<u>1,54,400</u>
18	<b>Employment Benefit Expenses</b>		
	Salaries, Wages & Bonus	2,68,240	9,09,571
	Director's Remuneration	1,80,000	2,01,000
	Contribution to Provident & Other Funds		62,162
	Gratuity Payable		10,43,304
		<u>4,48,240</u>	<u>22,16,037</u>
19	<b>Finance Cost</b>		
	Interest on Bank Loan	20,21,238	36,34,829
	Prov. for Interest on delayed payment of Advance Tax		
		<u>20,21,238</u>	<u>36,34,829</u>

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

20 Depreciation & Amortisation Expenses	Current Year (₹)	Previous Year (₹)
Depreciation	-	-
	<u>-</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>-</u></u>
<b>21 Other Expenses</b>		
Electricity Charges	-	27,35,329
Diesel and Lubricants	-	4,77,892
Insurance Premium	46,684	12,71,150
Compensation/Discount	-	58,000
Repairs & Maintenance	-	-
-Plant & Machinery	-	57,741
-Building	56,447	51,078
-Electrical	-	62,794
Advertisement Expenses	7,948	15,882
Bank Commission & Charges	23,668	59,282
Filing Fees	5,000	25,800
EPF Admin Ch	-	5,026
Loading/Unloading Exp	-	50,000
Labour Charges	-	1,91,030
Lisitng Fees	63,592	55,490
Mess Expenses	-	17,217
Misc Expenses	14,278	1,12,298
Professional & Consultancy Expenses	1,85,820	1,16,558
Printing & Stationery	1,60,650	1,43,985
Registrar Fees	25,300	31,731
Rates & Taxes	2,500	4,500
Postage & Courier		1,540
Subscription	-	18,450
Staff & Labour Welfare	-	15,021
Telephone Expenses	-	4,597
Travelling & Conveyance Expenses	-	14,320
Vehicle Running & Maintenance Expenses	-	7,414
Auditors Remuneration	-	
-Auditor Fees	60,000	46,456
-Other Certification	5,176	25,105
	<u><u>6,57,063</u></u>	<u><u>56,75,686</u></u>

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)****22 Notes on Accounts**

- i. The Parent Company has not provided for depreciation on Fixed Assets this year which amounts to Rs 15,52,604/-.

- ii. **Managerial Remuneration** (To Managing Director)
- |  | Current Year (₹) | Previous Year (₹) |
|--|------------------|-------------------|
|--|------------------|-------------------|

Salary	1,80,000.00	2,01,000.00
--------	-------------	-------------

iii. **Particulars of Auditors Remuneration**

a. As Auditors	52,000.00	40,000.00
b. For Other Certification	4,500.00	22,000.00
Add: Service Tax	8,676.00	9,561.00
	<u>65,176.00</u>	<u>71,561.00</u>

iv. **Related Party Disclosure**

Related parties with whom there had been transactions during the year-

a. Key Managerial Person	Relationship
Manoj Agarwal	Managing Director
Shilpi Ghosh	Chief Financial Officer
Shalini Kumari Agarwal	Company Secretary

b. **Parties under Significant Influence** % of Holding

Blak Readymade Stores Pvt Ltd	Subsidiary	52.49%
Bhaloti Engg Works pvt. Ltd	Associates	25.39%
Bhalotia Auto Products Ltd	Associates	39.60%

The above parties are related parties in the broader sense of the term and are included for making the financial statements more transparent.

Transactions with Related Parties	Current Year (₹)	Previous Year (₹)
Remuneration to Managing Director (Rajendra Kumar Agrawal)	-	96,000
Remuneration to Managing Director (Manoj Kumar Agarwal)	1,80,000	1,05,000
Remuneration to Company Secretary (KMP)	1,41,560	1,55,032
Remuneration to CFO (KMP)	1,26,680	92,770
Sale of Investment in Shares to Subsidiary	29,00,000	-

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)****v. Earning per Share**

Basic earning per share has been 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 does not have any dilutive potential equity shares as at 31st March 2017.

	Current Year (₹)	Previous Year (₹)
<b>Basic and Diluted</b>		
a. Profit attributable to shareholders		
Profit for the year after tax	-14,94,433	4,72,22,756
Profit attributable to equity shareholders	-14,94,433	4,72,22,756
b. Number of equity shares at the beginning of the year	1,40,01,700	1,40,01,700
c. Number of equity shares at the end of the year	1,40,01,700	1,40,01,700
d. Weighted average number of equity shares outstanding during the year	1,40,01,700	1,40,01,700
e. Basic Earning Per Share	-0.11	3.37

**vi. Contingent Liabilities and Commitments**

For contingent liabilities of Bank Guarantee given by SBI, Garbeta in favour of West Bengal State Electricity Distribution Company Limited.

_____	_____
-	10,92,000.00
_____	_____
-	10,92,000.00

**22 Details of the Subsidiaries/Joint Venture/Associates Company Consolidated for the Financial Year 31.03.2017**

i.	Name of Subsidiary/Associates	Ownership share in %	Nature	No. of shares	Investment (Rs.)
	Blak Readymade Stores Pvt. Ltd.	52.49	Subsidiary (Indian)	22,100	2,21,000
	Bhalotia Engineering Works Pvt. Ltd.	25.39	Associates (Indian)	57,500	2,66,60,000
	Bhalotia Auto Products Pvt. Ltd.	39.60	Associates (Indian)	4,41,333	5,99,24,910

**Notes to the Consolidated financial statements for the year ended 31st March 2017 (Contd.)**

## ii. Information, as required under Schedule III of the Companies Act,2013 of Enterprises

S.no	Name of the Enterprises	Net Assets i.e total Assets		Share in profit or loss	
		As % of Consolidated	Amount (Rs)	As % of Consolidated	Amount (Rs)
1	<b>Parent (investor Company)</b> Brahmanand Himghar Limited	46.73	7,63,28,999	-88.21	-13,18,186
2	Minority Interests in all subsidiaries				
	Blak Readymade Stores Pvt. Ltd.	0.13	2,07,825	-11.13	1,66,285
3	Associates (Investment as per Equity Method)				
	Bhalotia Engg Works Pvt. Ltd	16.35	2,67,12,774	3.53	52,774
	Bhalotia Auto Products Pvt.Ltd	36.79	6,00,86,980	10.84	1,62,070
	<b>Total</b>	<b>100.00</b>	<b>16,33,36,578</b>	<b>100.00</b>	<b>-14,94,433</b>

*As per our report of even date*

for and on behalf of Board of Directors

**FOR KHANDELWAL PRAJAPATI & CO.**  
(Chartered Accountants)  
FRN : 313154E

**Manoj Kumar Agarwal**  
Managing Director  
DIN-3336107

**Rajendra Kumar Agrawal**  
Director  
DIN-278767

**(SAMIR KUMAR POLAI)**  
Partner  
M No: 303724

**Shalini Kumari Agarwal**  
Company Secretary

**Shilpi Ghosh**  
Chief Financial Officer

Place : Kolkata  
Dated: 30.05.2017

## BRAHMANAND HINGHAR LIMITED

(CIN: : L29248WB1990PLC049290)

Regd. Office: Village - Chekuasole, P.O. - Jogerdanga, P.S. - Goaltore, Paschim Medinipur,  
West Bengal-721121.

### ATTENDANCE SLIP

Only Shareholders or Proxies will be allowed to attend the meeting

Registered Folio/DP ID & Client ID:	
Name and Address of the Shareholder:	
Joint Holder(s):	
No. of Shares:	

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company being held on Tuesday, 26th September, 2017 at 11.00 a.m. at the registered office of the company at Village - Chekuasole, P.O. - Jogerdanga, P.S. - Goaltore, Paschim Medinipur, West Bengal-721121.

Signature of Shareholder(s) 1. \_\_\_\_\_

2. \_\_\_\_\_

Signature of the Proxy holder \_\_\_\_\_

**Note:** Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of meeting venue.

### ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number

**Note:** Please read note no. 12 to the Notice of the 27th Annual General Meeting dated 30th August, 2017, being sent herewith, in respect of the instruction for voting through electronic means. The voting period starts from 11 a.m. on September 21, 2017 and ends at 5:00 p.m. on September 23, 2017.



# BRAHMANAND HIMGHAR LIMITED

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	L29248WB1990PLC049290
Name of Company	BRAHMANAND HIMGHAR LIMITED
Registered Office	VILL. - CHEKUASOLE, P.O. - JOGERDANGA, P.S. - GOALTORE, PASCHIM MEDINIPUR, WEST BENGAL-721121

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 : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

2) Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

3) Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General meeting of the company to be held on the Tuesday, 26th September, 2017 at 11:00 a.m.. At the Registered office of the company Village - Chekuasole, P.O. - Jogerdanga, P.S. - Goaltore, Paschim Medinipur, West Bengal-721121 and at any adjournment thereof in respect of such resolution as are indicated below:

1. To receive, consider, approve and the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and
2. To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon.
3. To rectify the appointment of Statutory Auditors of the Company and fixing their remuneration.
4. To Adopt new set of Memorandum and Articles of Association of the Company pursuant to the Companies Act, 2013.
5. Regularisation of Mr. Mukesh Agarwal as an Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2017

Signature of the Shareholder: \_\_\_\_\_  
(Affix Revenue Stamp)

Signature of the Proxy: \_\_\_\_\_

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 commencement of the Meeting.

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