

BRAHMANAND HINGHAR LIMITED

TWENTY NINTH ANNUAL REPORT
2018 – 2019

BOARD OF DIRECTORS

Mr. Manoj Kumar Agarwal	Managing Director (Chairman)
Mr. Rajendra Kumar Agrawal	Director
Mr. Mukesh Agarwal	Independent Director
Mr. Vinay Agarwal	Independent Director
Mrs. JyotiKhare	Independent Director

CHIEF FINANCIAL OFFICER Mrs. Shilpi Ghosh

COMPANY SECRETARY Mrs. Sweta Goenka

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
PO - Amlagora
Dist. – PaschimMedinipore
Weat Bengal – 721157.

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

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

UNIT : I MouzaTamolia, P.S. Chandil
Dist – Seraikella-Kharsawan
Jharkhand

REGISTRAR & SHARE **S K INFOSOLUTIONS PVT. LTD.**
TRANSFER AGENT 34/1A, SudhirChatterjee Street
Kolkata-700006.

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held on Friday the 27th Day of September, 2019 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 of the Company for the financial year ended March 31, 2019 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, 2019 together with the reports of Auditors thereon.
3. To appoint and fix the remuneration of Statutory Auditors and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 139 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board, the Company do hereby appoint M/s. M B A H & Co., Chartered Accountants, Jamshedpur as Statutory Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of 34th Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company on recommendation of the Audit Committee each year."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re- enactment thereof), if any, of the Companies Act, 2013, Mr. Parin Mittal (DIN : 07052211) be and is hereby appointed as Director on the Board of Directors of the Company on the term and conditions as decided by the Company."

Place: Medinipur

**By Order of the Board
BRAHMANAND HIMGHAR LIMITED**

Date: 03.09.2019

**Manoj Kumar Agarwal
Managing Director**

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.

1. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
2. Members are requested to:
 - I. Bring their copies of the Annual Report and the attendance slip duly completed and signed at the meeting.
 - II. quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
 - III. 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.
 - IV. 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.
3. The Register of Members and Share Transfer Books of the company will remain closed from 20th September, 2019 to 27th September, 2019 (both days inclusive) in terms of provisions of section 91 of the Companies Act, 2013.
4. 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.
5. 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).
6. 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.

7. 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.
8. 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**.
9. 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.
10. 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**.
11. 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 24th September, 2019 (11:00 am) and ends on 26th September, 2019 (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 20th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio <ul style="list-style-type: none">• 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).

(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.
 - 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 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 under help section or write an email to 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 there solutions 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 atleast 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 favoror against, if any, to the Chairman or a person authorized by him in writing, who shall countersign 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, Lyons Range, Kolkata – 700 001

By Order of the Board
For Brahmanand Himghar Limited

Place: Medinipur
Date: 03.09.2019

Sd/-
Manoj Kumar Agarwal
Managing Director

BOARD'S REPORT

To
The Members
BRAHMANAND HIMGHAR LIMITED

Your Directors have pleasure in presenting their Twenty Ninth Annual Report on the business and operations of the Company together with the Audited Financial Statements(Standalone as well as consolidated) for the year ended March 31, 2019.

KEY FINANCIAL HIGHLIGHTS

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

Amount in (₹)

PARTICULARS	STANDALONE		CONSOLIDATED	
	Year Ended March 31,2019	Year Ended March 31,2018	Year Ended March 31,2019	Year Ended March 31,2018
Profit for the year before tax	(21,18,137)	1,01,18,606	(21,18,137)	1,01,18,606
Less : Provision for Taxation				
Current Tax	3,42,460	25,01,725	3,42,460	25,01,725
Tax of Earlier year	72,913	10,231	72,913	10,231
Deferred Tax	8,380	9,93,909	8,380	9,93,909
Profit for the year after tax	(25,41,890)	66,12,741	(25,41,890)	66,12,741
Less : Minority Interest	-	-	-	-
Add: Share of Profit in Associates	-	-	2,82,03,299	52,95,841
Current Profit of Subsidiary Tr. To Cost of Control	-	-	-	-
Profit during the year	(25,41,890)	66,12,741	2,56,61,409	1,19,08,582
Add : Profit B/F from previous Year*	7,21,00,116	6,68,09,923	7,65,51,633*	6,70,24,767*
Sub Total	6,95,58,226	7,34,22,664	10,22,13,042	7,89,33,349
Less : Transferred to Statutory Reserve	-	13,22,548	-	23,81,716
Balance C/f to Balance Sheet	6,95,58,226	7,21,00,116	10,22,13,042	7,65,51,633

*Profit Brought forward of previous year in Consolidated Figure includes only the Profit of Associated Companies as there is no Subsidiary in the Financial Year 2018-19.

COMPANY'S PERFORMANCE

The revenue from operations for FY 2018-19 at 'Rs. 52,98,414 against Rs.1,73,32,359 in the previous year Profit before taxation was Rs. (21,18,137) against Rs. 1,01,18,606 in the previous year. Profit after tax ("PAT") for the year was Rs. (25,41,890) recording a decline to Rs. 66,12,741 for FY 2017-18.

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.

TRANSFER TO RESERVES

The Board of the company has not proposed any amount to carry to its reserves

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:

Ms. Shalini Kumari Agarwal has resigned from the post of Company Secretary with effect from 01.01.2019 and Mrs. Sweta Goenka was appointed as Company Secretary with effect from 18.04.2019.

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 Mrs. Sweta Goenka (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.

BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”).

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

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 AND ITS COMMITTEES

BOARD MEETINGS

The Board met six times during the financial year. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Regulation, 2015.

COMMITTEES OF THE BOARD

The Board has formulated the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder's Relationship Committee

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 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.

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

- (a) [Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]:
- (b) The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

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 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 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 2018-19 (Rs. In lacs)	% increase in Remuneration in the Financial year 2018-19	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	1.62	NIL	Not Applicable	
3.	Shilpi Ghosh, Chief Financial Officer	0.96	-14%	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, 2019.
- (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.

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, 2019 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.

SUBSIDIARY/ASSOCIATES COMPANY:

During the year under review, 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 31st March, 2019:

- 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 PRAJPTI & CO Chartered Accountants, Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting and the company has received a letter from one member proposing the name of M/S M B A H & CO., Chartered Accountants, to be appointed as statutory auditor of the company. M/S M B A H & CO. has already given their consent to act as the statutory auditor if appointed and also confirmed that if they will be appointed as statutory auditor their appointment will be within limits specified u/s 139 & 141 of Companies Act, 2013.

INVESTOR COMPLAINTS AND COMPLIANCE

There were no complaints received during the year.

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.

Place: Medinipur
Dated: 30th May, 2019

For and on behalf of the Board

Manoj Kumar Agarwal
Chairman

Form No MGT -9
Extract of Annual Return
As on the financial year ended 31st March, 2019
[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	Village - Chekuasole, P.O. – Jogerdanga, P.S.– Goaltore, Dist-PaschimMedinipur, 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 , SudhirChatterjee 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 ASSOCIATE 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)

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 share	
A. Promoters									
1. Indian									
a. Individual/HUF	3187154	350000	3537154	25.26	3187154	350000	3537154	25.26	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	1530512	-	1530512	10.93	1530512	-	1530512	10.93	-
e. Bank/FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub-Total-A(1)	4717666	350000	5067666	36.19	4717666	350000	5067666	36.19	-
2. Foreign									
a. NRI-Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Body Corporate	-	-	-	-	-	-	-	-	-
d. Bank/FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Sub Total – A(2)	-	-	-	-	-	-	-	-	-
Total shareholder of promoters (1+2)	4717666	350000	5067666	36.19	4717666	350000	5067666	36.19	-
B. Public Shareholding									
1. Institution									
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	-	-	-	-	-	-	-	-	-
Sub-Total B(1)	-	-	-	-	-	-	-	-	-
2. Non-Institution									

a.Body Corp	1439238	-	1439238	10.28	1438231	-	1438231	10.27	(0.01)
b.Individual									
i.Individual Shareholders holding nominal share capital upto Rs 2 lakh	1524988	-	1524988	10.89	1526208	-	1526208	10.90	0.01
j.Individual Shareholders holding nominal share capital in excess of Rs 2 lakh	5966042	-	5966042	42.61	5966042	-	5966042	42.61	-
c.Others (specify)	3766	-	3766	0.03	3553	-	3553	0.03	-
i.Clearing member	-	-	-	-	-	-	-	-	-
ii.Market Maker	-	-	-	-	-	-	-	-	-
Sub-Total – B(2)	8934034	-	8934034	63.81	8934034	-	8934034	63.81	-
C.Shares heldby Custodianfor GDRs&ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	13651700	350000	14001700	100	13651700	350000	14001700	100	-

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	600000	4.29	-	600000	4.29	-	-

	AGARWAL							
6	GITA AGRAWAL	61000	0.44	-	61000	0.44	-	-
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	1193350	8.52	-	1193350	8.52	-	-
13	RAMESH KUMAR AGRAWAL	83000	0.59	-	83000	0.59	-	-
14	RAMKRISHNA 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 COLD STORAGE PVT. LTD.	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	-	-
	TOTAL	5067666	36.19	-	5067666	36.19	-	-

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	No. of shares	% of total shares of the

			Company		Company
	At the beginning of the year	5067666	36.19	-	-
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e. g. allotment/transfer/ bonus /sweat equity etc):				
	At the end of the year	5067666	36.19	-	-

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	4.9
2	BAL KRISHAN AGARWAL	524940	3.75	524940	3.75
3	PURSHOTTAM KUMAR CHOUHDARY	548993	3.92	548993	3.92
4	MANISH AGARWAL	397076	2.84	397076	2.84
5	NARESH KUMAR AGARWAL	350000	2.50	350000	2.50
6	SUMITRA CHOUHDARY	346800	2.48	346800	2.48
7	BINOD KUMAR KEDIA	285200	2.04	285200	2.04
8	SAVITRI DEVI	252340	1.80	252340	1.80
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	Shareholding at the beginning of the year		Shareholding at the end of the year	
		Nam of the Director/KMP	No. of shares	% of total shares of the Company	No. of shares
1	RAJENDRA KUMAR AGRAWAL	1193350	8.52	1193350	8.52
2	VINAY AGARWAL	-	-	-	-
3	MUKESH AGARWAL	-	-	-	-
4	JYOTI KHARE	-	-	-	-
5	MANOJ KUMAR AGRAWAL	-	-	-	-
6	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
Indebtedness at the beginning of the financial year 01-04-2018				
1) Principal Amount	6,600,000.00	5,233,457.00	-	11,833,457.00
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	6,600,000.00	5,233,457.00	-	11,833,457.00
Change in indebtedness during the financial year				
Addition	16,66,502.00	1,44,51,824.00	-	16,118,326.00
Reduction	36,00,000.00	-	-	36,00,000.00
Net Change	(19,33,498.00)	1,44,51,824.00	-	12,518,326.00
Indebtedness at the End of the year 31-03-2019				
1) Principal Amount	4,666,502.00	19,685,281.00	-	24,351,783.00
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	4,666,502.00	19,685,281.00	-	24,351,783.00

VII. REMNERATION 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	-
	Total(1)	
2.	Other Non-Executive Director	
	- Fee for attending board committee meeting	
	- Commission	-
	- Others, please specify	-
	Total(2)	
	Total B = (1+2)	-
	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	0.96	1.62	2.58
	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			
	Total (C)	0.96	1.62	2.58

VIII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of penalty/punishment/Compounding fees imposed	Authority[R D/NCLT/Court]	Appeal made, if any (give details)
A. Company	N.A.	-	-	-	-
B. Directors	N.A.	-	-	-	-
C. Others Officers in default	N.A.	-	-	-	-

FORM No MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial 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 31st March, 2019 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 31st March, 2019 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, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (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, 2018 (Not applicable to the Company during the Audit Period).
- vi) The other laws that are applicable and complied by the Company are:
 - i) The West Bengal Cold Storage (Licensing and Regulation) Act, 1966
 - ii) 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:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with CSE.
- iii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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. There was no changes in the composition of the Board of Directors took place during the period under review.

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

Signature:

Dated: 30th May, 2019
Jain

Name of the Company Secretary in practice: Dipika
ACS 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.

DIPIKA JAIN
COMPANY SECRETARY

51, NALINI SETT ROAD
5TH FLOOR, ROOM NO 19
KOLKATA - 700 007

TEL NO: 2259-7715/6

Email id: csjaindipika@gmail.com

‘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 be express on 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 managememnt. 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: 30th May, 2019
Place: Kolkata

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 for the year ended 31st March, 2019 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 30th, 2019.

Part "B": Associates

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

Sl. No.	Particulars	Details
1	Name of the Associate	Bhalotia Engineering Works Private Limited
2	Reporting period for the Associate concerned, if different from the holding company's reporting period	-----
3	Share capital	2,26,42,600 (Rupees Two Crore Twenty Six lacs Forty Two Thousand Six hundred Only) divided into 226426 Equity Shares of Rs. 100/- each
4	Reserves & surplus	124,764,735/-
5	Total assets	241,775,141/-
6	Total Liabilities	241,775,141/-
7	Investments	72,829,999/-
8	Turnover	610,701,355/-
9	Profit before taxation	33,016,853/-
10	Provision for taxation	9,412,231/-
11	Profit after taxation	23,604,622/-
12	Proposed Dividend	-----
13	% of shareholding	25.39 % Equity

Sl. No.	Particulars	Details
1	Name of the Associate	Bhalotia Auto Products Private Limited
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	28,18,32.387/-
5	Total assets	81,32,36,950/-
6	Total Liabilities	81,32,36,950-
7	Investments	5,57,29,520/-
8	Turnover	1,883,976,748/-
9	Profit before taxation	72,777,100/-
10	Provision for taxation	14,477,399/-
11	Profit after taxation	58,299,701/-
12	Proposed Dividend	--
13	% of shareholding	39.60% Equity

BRAHMANAND HIMGHAR LIMITED LTD..

(CIN: : L29248WB1990PLC049290)

Regd. Office: Village - Chekuasole, P.O. – Jogerdanga, P.S. – Goaltore, PaschimMedinipur,
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 29th Annual General Meeting of the Company being held on Friday, 27th September, 2019 at 11.00 a.m. at the registered office of the company at Village - Chekuasole, P.O. – Jogerdanga, P.S. – Goaltore, PaschimMedinipur, 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. 11 to the Notice of the 29th Annual General Meeting dated 31st August, 2019, being sent herewith, in respect of the instruction for voting through electronic means. The voting period starts from 11 a.m. on September 24, 2019 and ends at 5:00 p.m. on September 26, 2019.

BRAHMANAND HIMGHAR LIMITED LTD.

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	VILLAGE - CHEKUASOLE, P.O. – JOGERDANGA, P.S. – GOALTORE, PASCHIMMEDINIPUR, 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 29th Annual General meeting of the company to be held on the Friday, 27th September, 2019 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, 2019 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, 2019 together with the reports of the Auditors thereon.
3. To appoint Statutory Auditors of the Company and fixing their remuneration.
3. Appointment of Mr. Parin Mittal as Director of the Company.

Signed this _____ day of _____ of 2019

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.



INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS
M/S. BRAHMANAND HIMGHAR LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **M/s. BRAHMANAND HIMGHAR LIMITED (“the Company”)** which comprise of the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act,2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other accounting Principles generally accepted in India, of the State of Affairs of the Company as at 31st March, 2019 and its Loss and the cash flow for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

Information other than the Financial Statements and auditors’ report thereon:

The Company’s board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexure to Board’s Report, Business Responsibility Report but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.



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Management’s Responsibility for the Financial Statements

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

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

The board of directors is responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibility for the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s



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report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, and makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We considered quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the resulting of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

Report on other Legal and Regulatory Requirements

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 Statement 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 31st March, 2019 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164(2) of the Act, and



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- f. With respect to reporting requirement on the adequacy of the internal financial controls over financial reporting of the company required under section 143(3)(i) of the Act, as amended, we refer to our separate report in “ **Annexure-B**”.
- g. With respect to the other matters required to be included in the auditor’s report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to explanations given to us the remuneration paid by the company to its director during the year is in accordance with the provisions of Section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us ;
- i. The Company has disclosed the impact of pending litigations as at 31st March, 2019, on its Financial position in its financial statement. (Refer note no.20(v)).
- ii. The Company has made provision in the financial statement for material foreseeable losses,if any, on long term contracts as required under the applicable law or accounting standards (Refer Note no 9). As informed to us, the company has not entered into any derivative contract.
- iii. There has been no amount required to be transferred to the investor Education and Protection fund by the Company during the year ended 31st March, 2019.

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

PLACE : KOLKATA
DATE : 30/05/2019

(VITHAL N KHANDELWAL)
Membership No. 052862



Re. : BRAHMANAND HIMGHAR LIMITED (31.03.2019)

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, 2019,

- 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 the Company ,the title deed of immovable property is held in the name of the company.
- ii) The Company has no inventory during the financial year, hence clause (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 paragraph 3(iii) is not applicable.
- iv) In our opinion and as information and explanation given to us, the Company has complied with the provision of section 185 & 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 required 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 and other statutory dues, as applicable to it with the appropriate authorities.
According to information and explanation given to us no undisputed amounts payable in respect of statutory dues were in arrears as at 31st March,2019 for a period of more than six months from the date they become payable.
 - b) In our opinion, and according to information & explanation given to us, disputed statutory dues on account of income tax of Rs.19,63,217/- relating to financial year 2015-16 has not been deposited, which is pending in appeal before Commissioner of Income Tax(Appeal).
- viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable..
- 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.

KHANDELWAL PRAJAPATI & CO.
Chartered Accountants



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Phone – 2236 – 4634
2234 – 5110

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- 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 and obtained the Certificate of Registration.

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

PLACE : KOLKATA
DATE : 30/05/2019

(VITHAL N KHANDELWAL)
Membership No. 052862



Re. : M/S. BRAHMANAND HINGHAR LIMITED(31.03.2019)

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 HINGHAR LIMITED (“the Company”) as of March, 31, 2019 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.

KHANDELWAL PRAJAPATI & CO.
Chartered Accountants



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Inherent Limitations of Internal Financial Controls Over Financial Reporting.

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March, 31,2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

PLACE : KOLKATA

DATED : 30/05/2019

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

(VITHAL N KHANDELWAL)
Membership No. 052862

Brahmanand Himghar Limited
Standalone Balance sheet As on 31.03.2019

Particulars	Note No	Current Year Amount (₹)	Previous Year Amount (₹)
<u>I. EQUITY & LIABILITIES</u>			
(1) Shareholders' Funds			
(a) Share Capital	3	7,00,08,500	7,00,08,500
(b) Reserves and Surplus	4	9,68,30,437	9,93,72,327
(2) Non-Current Liabilities			
(a) Long term borrowings	5	-	33,00,000
(b) Defferred Tax Liabilities	6	7,00,610	6,92,230
(3) Current Liabilities			
(a) Short Term Borrowings	7	2,13,51,783	52,33,457
(b) Other Current Liabilities	8	75,78,964	38,95,740
(c) Short Term Provisions	9	57,55,728	39,63,026
TOTAL		20,22,26,022	18,64,65,280
<u>II. ASSETS</u>			
(1) Non-current assets			
(a) <u>Property ,Plant & Equipment :</u>			
-Tangible Assets	10	2,16,35,320	2,23,07,993
(b) Non Current Investments	11	10,64,63,340	11,25,77,900
(c) Long Term Loans, Advances & Deposits	12	7,35,47,723	1,84,17,793
(2) Current assets			
(a) Cash and Cash Equivalentents	13	1,75,237	3,27,85,601
(b) Other Current Assets	14	4,04,402	3,75,993
TOTAL		20,22,26,022	18,64,65,280
Corporate Information & Summary of significant accounting policies	1 & 2		

The accompanying Note No.1 to 21 are the integral part of Financial Statements

As per our report of even date

for and on behalf of Board of Directors

FOR KHANDELWAL PRAJAPATI & CO.

(Chartered Accountants)

FRN : 313154E

(V.N.KHANDELWAL)

Partner

M No: 052862

Manoj Kumar Agarwal

Managing Director

DIN-3336107

Rajendra Kumar Agrawal

Director

DIN-278767

Place:KOLKATA

Dated: 30.05.2019

Sweta Goenka

Company Secretary

Shilpi Ghosh

Chief Financial Officer

Brahmanand Himghar Limited
Standalone Statement of Profit & Loss For the Year ended 31.03.2019

Particulars	Note No	Current Year Amount (₹)	Previous Year Amount (₹)
I Revenue			
Revenue from Operations	15	52,95,724	52,91,529
Other Income	16	2,690	43,075
Profit on Sale of Fixed Assets		-	1,19,97,755
		52,98,414	1,73,32,359
II Expenses			
Purchase of Stock In Trade		-	1,65,526
Employee Benefits Expenses	17	4,38,000	4,72,500
Finance Costs	18	18,34,809	14,13,269
Depreciation & Amortisation Expenses	10	6,72,673	29,68,863
Contingency Provision Against Standard Assets	9	1,39,068	(60,242)
Other Expenses	19	5,19,102	10,63,751
		36,03,652	60,23,667
III Profit before exceptional & extraordinary items and tax (I - II)		16,94,762	1,13,08,692
IV Exceptional Items -			
Provision for Non- Performing Assets		(9,40,159)	(2,49,131)
Provision for diminution in value of Investment		(28,72,740)	(9,40,955)
V Profit before extraordinary items and tax (III - IV)		(21,18,137)	1,01,18,606
VI Extraordinary Items		-	-
VII Profit before Tax (V - VI)		(21,18,137)	1,01,18,606
VIII Tax expense:			
Current tax		3,42,460	25,01,725
Tax for earlier year		72,913	10,231
Mat Credit entitlement		-	-
Deferred Tax Liabilities		8,380	9,93,909
IX Profit/(Loss) for the period from the continuing operations (III - IV)		(25,41,890)	66,12,741
X Earning per equity share:			
Basic		(0.18)	0.47
Corporate Information & Summary of significant accounting policies	1 & 2		

The accompanying Note No 1 to 21 are the integral part of Financial Statements

As per our report of even date

for and on behalf of Board of Directors

FOR KHANDELWAL PRAJAPATI & CO.

(Chartered Accountants)

FRN : 313154E

(V.N.KHANDELWAL)

Partner

M No: 052862

Manoj Kumar Agarwal

Managing Director

DIN-3336107

Rajendra Kumar Agrawal

Director

DIN-278767

Place: KOLKATA

Dated: 30.05.2019

Sweta Goenka

Company Secretary

Shilpi Ghosh

Chief Financial Officer

Brahmanand Himghar Limited

Standalone Cash Flow Statement for the year ended 31st March 2019

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
A. Cash Flow from Operating Activities		
Net Profit before Tax & Extraordinary Items	(21,18,137)	1,01,18,606
Add: Adjusted for non-cash item		
Depreciation	6,72,673	29,68,863
Loss/(Profit) on Sale of Fixed Assets	-	(1,19,97,755)
Preliminary Expenses W/off	-	-
Prov For int on Adv Tax	-	-
Tax Refund relating to earlier A.Y.	-	-
Contingency Provision on Standard Assets	1,39,068	(60,242)
Contingency Provision on Non Performing Assets	9,40,159	2,49,131
Provision for Diminution in value of Investment	28,72,740	9,40,955
Operating cash Flow before working capital changes	25,06,503	22,19,558
Adjustment for :		
(Increase)/ Decrease in Sundry Debtors	-	-
(Increase)/ Decrease in Stock-in-hand	-	-
(Increase)/Decrease in Loans, Advance & Deposits	(5,51,29,930)	5,65,51,875
Increase/(Decrease) in Current Liabilities	36,83,224	(8,04,26,171)
Operating cash flow after working capital changes	(4,89,40,203)	(2,16,54,738)
Less: Tax Paid		
TDS	(3,78,777)	(3,53,273)
Income Tax	(22,24,270)	(1,89,250)
Advance Tax	-	-
Net Cash flow before extra ordinary items	(5,15,43,250)	(2,21,97,261)
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets		2,59,00,000
(Increase) / Decrease in Investments	61,14,560	2,38,38,500
Net Cash Flow from Investing Activities	61,14,560	4,97,38,500
C. Cash Flow from Financing Activities		
Increase/(Decrease) in Secured Loans	(16,33,498)	(33,00,000)
Increase/(Decrease) in Unsecured Loans	1,44,51,824	52,33,457
Net Cash flow from Financing Activities	1,28,18,326	19,33,457
Net Cash Inflow/ (Outflow)	(3,26,10,365)	2,94,74,696
Cash and Cash equivalent at the beginning of the year	3,27,85,601	33,10,906
Cash and Cash equivalent at the end of the year	1,75,237	3,27,85,601

Brahmanand Himghar Limited

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 Amount (₹)	Previous Year Amount (₹)
Cash in hand	1,14,162	54,662
Cash at bank	61,075	2,82,45,365
Cheque in Hand	-	44,85,574
	1,75,237	3,27,85,601

As per our report of even date

FOR KHANDELWAL PRAJAPATI & CO.

(Chartered Accountants)

FRN : 313154E

for and on behalf of Board of Directors

Manoj Kumar Agarwal

Managing Director

DIN-3336107

Rajendra Kumar Agrawal

Director

DIN-278767

(V.N.KHANDELWAL)

Partner

M No: 052862

Place:KOLKATA

Dated: 30.05.2019

Sweta Goenka

Company Secretary

Shilpi Ghosh

Chief Financial Officer

Brahmanand Himghar Limited
Notes to the Standalone Financial Statements for the year ended 31st March 2019

	Current Year Amount (₹)	Previous Year Amount (₹)		
3 Share Capital				
<u>Authorised Share capital</u>				
Equity Share Capital				
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		
Preference Share Capital				
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		
	8,80,00,000	8,80,00,000		
<u>Issued, Subscribed & Paid-up Capital</u>				
Equity Share Capital				
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		
	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		
<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	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	11,93,350	8.52%	11,93,350	8.52%
Jai Matadi Finance Company Limited	9,28,512	6.63%	9,28,512	6.63%
	21,21,862	15.15%	21,21,862	15.15%
4 Reserves and surplus				
<u>Capital Redemption Reserve</u>	43,85,000		43,85,000	
(Created in the years of redemption of Preference Shares)				
<u>Capital Reserve</u>	72,13,385		72,13,385	
(₹ 20,19,500/- recd subsidy from NABARD in 2004-05)				
(₹ 13,13,900/- recd subsidy from NABARD in 2005-06)				
(₹ 38,79,985/- recd subsidy from WBIDC in 2008-09)				
<u>Statutory Reserve</u>				
As per last year	1,56,73,826		1,43,51,278	
Add: 20% Transferred in Current Year	-		13,22,548	
	1,56,73,826		1,56,73,826	
<u>Surplus/(Deficit) in the Statement of Profit & Loss</u>				
Balance as per last financial statements	7,21,00,116		6,68,09,923	
Add: Profit/((Loss) for the year	(25,41,890)		66,12,741	
	6,95,58,226		7,34,22,664	
Less: 20% transferred to Statutory Reserve	-		13,22,548	
Net Surplus/(Deficit) in the Statement of Profit & Loss	6,95,58,226		7,21,00,116	
	9,68,30,437		9,93,72,327	

Brahmanand Himghar Limited
Notes to the Standalone Financial Statements for the year ended 31st March 2019

	Current Year Amount (₹)	Previous Year Amount (₹)
5 Long Term Borrowings		
<u>Secured Loan</u>		
Term loan from Axis bank	-	33,00,000
<i>(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)</i>		
<i>(₹ 165 Lacs loan sanctioned on 12/02/2015 bearing interest @ 13.65% p.a repayable in 36 monthly installments of ₹ 2.75 Lacs and 22 monthly installments of ₹ 3 Lacs each starting from 30/04/2015.)</i>		
	<u>-</u>	<u>33,00,000</u>
6 Defferred Tax Liabilities		
<i>Fixed assets : Impact of difference between tax depreciation and depreciation charged for financial</i>	7,00,610	6,92,230
	<u>7,00,610</u>	<u>6,92,230</u>
7 Short Term Borrowings		
<u>Secured Loan</u>		
<u>Working Capital Loan</u>		
AXIS Bank Ltd, Jamshedpur	16,66,502	-
<i>(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)</i>		
<i>(Note: Previous Year Debit Balance in this Account is disclosed under Note-13 of Cash and Cash Equivalents)</i>		
<u>Unsecured Loan from Bodies Corporate</u>	1,96,85,281	52,33,457
	<u>2,13,51,783</u>	<u>52,33,457</u>
8 Other Current Liabilities		
<u>Current Maturities of Long Term Borrowings</u>		
Term Loan from Axis Bank	30,00,000	33,00,000
Payable for purchase of Investments	11,00,000	-
Advance against sale of Capital Assets	32,50,000	-
Liabilities for Expenses	1,14,206	5,39,325
Statutory Liabilities	1,14,758	56,415
	<u>75,78,964</u>	<u>38,95,740</u>
9 Short-Term Provisions		
<u>Others</u>		
Provision for Income Tax	3,42,460	25,01,725
<u>Contingency provision Against Standard Assets</u>		
Opening Balance	16,954	77,196
Addition/(Adjusted) During The year	1,39,068	(60,242)
	1,56,022	16,954
<u>Provision for Diminution in value of Investment</u>		
<u>Opening Balance</u>	9,40,955	-
Addition/(Adjusted) During the year	28,72,740	9,40,955
	38,13,695	9,40,955
<u>Contingency prov. Against Non Performing Assets</u>		
Opening Balance	5,03,392	2,54,262
Addition/(Adjusted) During The year	9,40,159	2,49,130
	14,43,551	5,03,392
	<u>57,55,728</u>	<u>39,63,026</u>

Brahmanand Himghar Limited
Notes to the Standalone Financial Statements for the year ended 31st March 2019

		Current Year Amount (₹)		Previous Year Amount (₹)
11 Non Current Investments-Other				
<u>Investments in Equity Instruments</u>				
A) Investments in Associates	No. of Shares		No. of Shares	
<u>Equity Shares (Unquoted)- Valued at cost</u>				
Bhalotia Engg Works Pvt. Ltd(100)	57,500	2,66,60,000	57,500	2,66,60,000
Bhalotia Auto Products Pvt Ltd(100)	4,41,333	5,99,24,910	4,41,333	5,99,24,910
Sub Total - 'A'		8,65,84,910		8,65,84,910
B) Investment in Other Bodies Corporate				
<u>Equity Shares (Quoted)- Valued at cost</u>				
RSD Finance Co. Ltd	1,72,700	17,27,000	1,72,700	17,27,000
Kalinga Cement Ltd	5,000	87,500	5,000	87,500
Adani Power Ltd	-	-	2,000	43,220
Asahi Infrastructure & Projects	1,000	1,827	1,000	1,827
Bhoruka Aluminium	1,000	980	1,000	980
Birla Pacific Medspa	100	72	100	72
Cybermat Infotech	6,002	4,536	6,002	4,536
Flex Food Ltd	-	-	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
Karnimata Cold Storage	3,00,000	50,24,168	3,00,000	50,24,168
L & T Ltd	-	-	15	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	1,000	46,270	1,500	69,405
Punjab National Bank	1,000	1,00,657	1,000	1,00,657
T Spiritual World	100	99	100	99
Vikram Thermo	-	-	500	32,095
Shri Ganesh Spinners (Previously Yantra Natural Resources)	10,000	1,739	10,000	1,739
Sub Total - 'B'		75,71,405		77,10,965
C. Equity Shares (Unquoted)- Valued at cost				
<u>I. Bodies Corporate in which directors are either directors or members</u>				
Brahmanand Cold storage Pvt Ltd (10)	7,000	70,000	7,000	70,000
Bindu Food Processors Pvt. Ltd(10)	20,913	5,22,825	1,03,913	25,97,825
<u>II. Others</u>				
Alishan Food Processors Udyog Pvt Ltd.(10)	1,30,000	13,00,000	1,30,000	13,00,000
Bravo Erection Pvt Ltd(10)	2,18,000	92,00,000	2,10,000	81,00,000
Garg Infracon Pvt Ltd.(10)	10,000	10,00,000	10,000	10,00,000
Shaligram Capital (P) Ltd(10)	-	-	1,00,000	50,00,000
Sapna Distributora Pvt Ltd (10)	21,420	2,14,200	21,420	2,14,200
Sub Total - 'C'		1,23,07,025		1,82,82,025
Total (A + B+C)		10,64,63,340		11,25,77,900

* Aggregate Market Value of Quoted Investment as on 31.03.2019 is ₹ 27,20,494/- excluding the value of Investment in RSD Finance Ltd and Kalinga Cement Ltd for which quotations are not available.

*Face value of investments are shown in brackets.

Brahmanand Himghar Limited
Notes to the Standalone Financial Statements for the year ended 31st March 2019

	Current Year Amount (₹)	Previous Year Amount (₹)
12 Long Term Loans & Advances :		
<i>(Unsecured considered good)</i>		
Capital Advances	81,45,000	91,45,000
Loan & Advances		
<u>Considered Good</u>	6,24,08,990	67,81,485
(Other than related parties)		
<u>Considered Doubtful</u>	29,93,733	24,91,308
(Other than related parties)		
	<u>7,35,47,723</u>	<u>1,84,17,793</u>
13 Cash & Bank Balances		
<u>Cash and Cash Equivalents</u>		
Cash in Hand	1,14,162	54,662
<i>Cash At Bank</i>		
SBI C/A	61,075	23,20,313
OBC C/A	-	12,955
AXIS Bank CC A/c	-	2,59,12,097
Chq In Hand	-	44,85,574
	<u>1,75,237</u>	<u>3,27,85,601</u>
14 Other Current Assets		
Income Tax Refundable	-	22,720
TDS Receivable	3,78,777	3,53,273
Other Receivable	25,625	-
Mat Credit	-	-
	<u>4,04,402</u>	<u>3,75,993</u>
15 Revenue from Operations		
<u>Sale of Services</u>		
Interest Income	37,87,767	15,82,739
Profit on Sale of Investment	15,07,957	34,94,000
Sale of potato	-	2,14,790
	<u>52,95,724</u>	<u>52,91,529</u>
16 Other Income		
Misc . Income	-	38,000
Dividend From Long term Investment	2,690	5,075
	<u>2,690</u>	<u>43,075</u>
17 Employment Benefit Expenses		
Salaries, Wages & Bonus	2,58,000	2,92,500
Director's Remuneration	1,80,000	1,80,000
	<u>4,38,000</u>	<u>4,72,500</u>
18 Finance Cost		
Interest on Bank Loan	7,66,104	11,53,872
Interest on Unsecured Loan	10,57,582	2,59,397
Processing Fees	11,123	-
	<u>18,34,809</u>	<u>14,13,269</u>

Brahmanand Himghar Limited
Notes to the Standalone Financial Statements for the year ended 31st March 2019

	Current Year Amount (₹)	Previous Year Amount (₹)
19 Other Expenses		
Insurance Premium	18,792	18,314
Advertisement Expenses	10,140	43,065
Bank Commission & Charges	7,030	26,487
Filing Fees	1,200	12,000
Lisitng Fees	76,823	1,50,759
Misc Expenses	26,674	18,456
Professional & Consultancy Expenses	1,75,950	1,03,500
Professional Tax	2,500	2,500
Printing & Stationery	84,000	1,51,200
Registrar Fees	22,000	22,000
Brokerage and Commission	-	3,88,500
Electricity Charges	5,493	27,420
Auditors Remuneration		
-Auditor Fees	59,000	58,700
-Other Certification	29,500	40,850
	<u>5,19,102</u>	<u>10,63,751</u>

Notes to the Standalone Financial Statements for the year ended 31st March 2019

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 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 Standalone Financial Statements for the year ended 31st March 2019

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.

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.

Brahmanand Himghar Limited

Note No. : 10 Tangible Assets

Particulars	Gross Block				Depreciation			Net Block	
	As on 01.04.2019	Addition during the year	Deletion during the year	As on 31.03.2019	As on 01.04.2018	For the year	As on 31.03.2019	As on 31.03.2019	As on 31.03.2018
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	3,70,781	3,911	3,74,692	22,300	26,211
Land & Building	32,75,000	-		32,75,000	5,28,156	1,33,222	6,61,378	26,13,622	27,46,844
Cold Storage Building	1,51,35,512	-		1,51,35,512	1,12,96,323	3,56,661	1,16,52,984	34,82,528	38,39,189
Plant & Machinery	1,24,00,108	-		1,24,00,108	1,05,40,342	1,64,217	1,07,04,559	16,95,549	18,59,766
Electrical Installation	14,56,184	-		14,56,184	13,59,849	14,479	13,74,329	81,856	96,335
Furniture & Fixture	25,500	-		25,500	24,224	-	24,224	1,276	1,276
Fire Extinguisher	8,850	-		8,850	8,084	183	8,268	582	766
					-		-		
Total	4,64,35,752	-	-	4,64,35,752	2,41,27,760	6,72,673	2,48,00,433	2,16,35,320	2,23,07,993
Previous Year	6,28,36,252	-	1,64,00,500	4,64,35,752	2,36,57,142	4,70,617	2,41,27,759	2,23,07,993	3,91,79,110

Brahmanand Himghar Limited
Notes to the Standalone Financial Statements for the year ended 31st March 2019

20 Notes on Accounts

	Current Year (₹)	Previous Year (₹)
i. <u>Managerial Remuneration</u>		
(To Managing Director)		
Salary	1,80,000	1,80,000
ii. <u>Particulars of Auditors Remuneration</u>		
a. As Auditors	50,000	50,000
b. For Other Certification	25,000	35,000
Add: Service Tax	13,500	14,550
	88,500	99,550

iii. 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 (Till 01.01.2019)
Sweta Goenka	Company Secretary (from 16.04.19)

b. Entities under Significant Influence		% of Holding
Bhalotia Engg Works Pvt. Ltd	Associates	25.39%
Bhalotia Auto Products Pvt.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 (₹)
<u>Remuneration</u>		
Remuneration to Managing Director	1,80,000	1,80,000
Remuneration to Company Secretary (KMP)	1,62,000	1,80,000
Remuneration to CFO (KMP)	96,000	1,12,500
<u>Associate Enterprises(Loan Given)</u>		
Loan Given During The Year	5,08,00,000	2,60,00,000
Maximum Amount Outsatnding During The Year	5,38,14,110	2,33,63,087
Interest Received (Net Of Tds)	30,14,110	3,63,087
Loan Receivable at the Year end	5,38,14,110	-

iv. 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 2019.

Basic and Diluted	Current Year (₹)	Previous Year (₹)
a. Profit attributable to shareholders		
Profit for the year after tax	-25,41,889.54	66,12,741.09
Profit attributable to equity shareholders	-25,41,889.54	66,12,741.09
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	(0.18)	0.47

Brahmanand Himghar Limited
Notes to the Standalone Financial Statements for the year ended 31st March 2019

v. <u>Contingent Liabilities Not Accounted For</u>	Current Year (₹)	Previous Year (₹)
Income Tax Demand-A.Y.2012-13 pending in Appeal	-	6,97,020
Income Tax Demand-A.Y.2016-17 pending in Appeal	19,63,217	-
	<u>19,63,217</u>	<u>6,97,020</u>

vi. Total Amount Due to Micro,Small & Medium Enterprises(MSME) is NIL .(Previous Year-NIL)

vii. In The opinion of the management, all Current Assets ,Loan & Advances excepting Loans & Advances considered Doubtful Debts have a value on realisation ,in the ordinary course of business, atleast equal to the amount at which they are stated in Balance Sheet.

viii. Previous Year figures have been regrouped /reclassified wherever necessary to conform to the current year presentation.

ix. The Company has kept its Cold Storage operation at Tamolia, Jamshedpur suspended for last more than five years due to non- availability of adequate power supply from the State Govt.

x. 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

FOR KHANDELWAL PRAJAPATI & CO.

(Chartered Accountants)

FRN : 313154E

Manoj Kumar Agarwal

Managing Director

DIN-3336107

Rajendra Kumar Agraw

Director

DIN-278767

(V.N.KHANDELWAL)

Partner

M No: 052862

Place:KOLKATA

Dated: 30.05.2019

Sweta Goenka

Company Secretary

Shilpi Ghosh

Chief Financial Officer