

Corporate Governance Report

Format to be submitted by listed entity on quarterly basis

Name of Listed Entity : **BRAHMANAND HIMGHAR LIMITED**

Quarter ending: **31.03.2023**

Composition of Board of Directors

Name of the Director	PAN & DIN	Category (Chairperson/Non-Executive/Independent/Nominee) &	Initial Date of Appointment	Date of Re-Appointment	Date of cessation	Tenure*	Date of Birth	Whether special resolution passed? (In reference to Regulation 17(1A))	Date of passing special resolution	No of Directorship in listed entities including this listed entity (In reference to Regulation 17(1A))	No of Independent Directorship in listed entities including this listed entity (In reference to Regulation 17(1A))	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
PARIN MITTAL	PAN:AUNPM1317K DIN:07052211	C,ED,MD	9/27/2019	12/13/2019	-	Nil	3/2/1987	NA	-	1	Nil	Nil	Nil
ABHISHEK KUMAR BHALOTIA	PAN:AGTPB8898G DIN:00063774	NED	8/14/2020	9/30/2020	-	Nil	11/13/1984	NA	-	1	Nil	2	Nil
SAROJINEE BISWAL	PAN:CKWPB1589D DIN:09826967	ID	1/17/2023	-	-	2 months 15 days	8/6/1992	NA	-	Nil	1	2	2
KESHRI NANDAN PANDEY	PAN:BDTPP4020Q DIN:06952270	ID	7/20/2021	9/9/2021	-	1 year 8 months 11 days	3/3/1990	NA	-	Nil	1	2	Nil

*or regular Chairman appointed-No

Chairperson is related to managing director or CEO-Yes

Number of any director would not be displayed on the website of Stock Exchange

Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Composition of Committees

of Committee

Whether regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
Yes	Sarojinee Biswal Abhishek Kumar Bhalotia Keshri Nandan Pandey	Chairman Member Member	1/17/2023 9/30/2020 9/9/2021	Nil Nil Nil
Yes	Sarojinee Biswal Abhishek Kumar Bhalotia Keshri Nandan Pandey	Chairman Member Member	1/17/2023 9/30/2020 9/9/2021	Nil Nil Nil

Management Committee(if applicable):

Not Applicable

Shareholders Relationship Committee

Yes	Sarojinee Biswal Abhishek Kumar Bhalotia Keshri Nandan Pandey	Chairman Member Member	1/17/2023 9/30/2020 9/9/2021	Nil Nil Nil
-----	---	------------------------------	------------------------------------	-------------------

Parin Mittal



any of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

Date(s) of Meeting (if any) in the relevant quarter		Whether requirement of Quorum met*	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive (in no. of days)
11/14/2022	17-01-2023,14-02-2023	YES	17-01-2023=4 14-02-2023=4	17-01-2023=2 14-02-2023=2	14-11-2022 to 17-01-2023=65 days
filled in only for the current quarter meeting					
Meeting of Committees of the Committee					
Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Whether requirement of Quorum met*	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive (in no. of days)
11/14/2022	2/14/2023	Yes	3	2	14-11-2022 to 14-02-2023=93 days
	1/17/2023	Yes	3	2	14-11-2022 to 17-01-2023=65 days
	2/14/2023	Yes	3	2	14-11-2022 to 14-02-2023=93 days
Information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
Related Party Transactions					
			Compliance status (Yes/No/NA/refer note below)		
			Yes		
			NO		
			No		
			The Related Party Transactions as per item 6 of the AGM Notice was not passed by the Requisite Majority of shareholders at the AGM held on 29.09.2022		
			The Related Party Transactions as per item 6 of the AGM Notice was not passed by the Requisite Majority of shareholders at the AGM held on 29.09.2022		

For prior approval of audit committee obtained

For shareholder approval obtained for material RPT

For details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

Column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related transactions, the words "N.A." may be indicated.

Status is "No" details of non-compliance may be given here.

Information

Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015-Yes

Composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015-Yes

Committee-Yes

Remuneration committee-Yes

Shareholders relationship committee-Yes

Management committee (applicable to the top 100 listed entities)-N.A

Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015-Yes

Meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015-Yes

Report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Corporate Governance for the quarter ended 31.03.2023



Dr. Brahmaand Himghar Limited

Pooja Mittal

Parin Mittal
Managing Director
Date:21/04/2023
Place: Jamshedpur

ANNEX II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
Item		
As per regulation 46(2) of the LODR:	YES	https://brahmanandhimghar.com/
a) Details of business	YES	https://brahmanandhimghar.com/
b) Terms and conditions of appointment of independent directors	YES	https://brahmanandhimghar.com/
c) Composition of various committees of board of directors	YES	https://brahmanandhimghar.com/
d) Code of conduct of board of directors and senior management personnel	YES	https://brahmanandhimghar.com/
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	https://brahmanandhimghar.com/
f) Criteria of making payments to non-executive directors	YES	https://brahmanandhimghar.com/
g) Policy on dealing with related party transactions	YES	https://brahmanandhimghar.com/
h) Policy for determining 'material' subsidiaries	YES	https://brahmanandhimghar.com/
i) Details of familiarization programmes imparted to independent directors	YES	https://brahmanandhimghar.com/
j) Email address for grievance redressal and other relevant details	YES	https://brahmanandhimghar.com/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	https://brahmanandhimghar.com/
l) Financial results	YES	https://brahmanandhimghar.com/
m) Shareholding pattern	N.A	
n) Details of agreements entered into with the media companies and/or their associates	None	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A	
p) New name and the old name of the listed entity	YES	https://brahmanandhimghar.com/
q) Advertisements as per regulation 47 (1)	None	
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	https://brahmanandhimghar.com/
As per other regulations of the LODR:	YES	https://brahmanandhimghar.com/
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	https://brahmanandhimghar.com/
b) Materiality Policy as per Regulation 30	N.A	
c) Dividend Distribution policy as per Regulation 43A (as applicable)		
It is certified that these contents on the website of the listed entity are correct.		

II Annual Affirmations	Regulation Number	Compliance status (Yes/No/NA)
Particulars		
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	*Yes
Meeting of board of directors	17(2)	*Yes
17(2) Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	
Plans for orderly succession for	17(4)	N.A
Appointments	17(5)	Yes
Code of Conduct	17(6)	Yes
Fees/compensation	17(7)	Yes
Minimum Information	17(8)	Yes
Compliance Certificate	17(9)	Yes
Risk Assessment & Management	17(10)	Yes
Performance Evaluation of Independent Directors	17(11)	Yes
Recommendation of board	17A	*Yes
Maximum number of directorship	18(1)	*Yes
Composition of Audit Committee	18(2)	*Yes
Meeting of Audit Committee	19(1) & (2)	*Yes
Composition of Nomination & Remuneration Committee	19(2A)	*Yes
Quorum of Nomination and Remuneration Committee meeting	19(3A)	*Yes
Meeting of Nomination & Remuneration Committee	20(1), 20(2) and 20(2A)	*Yes
Composition of Stakeholder Relationship Committee	20 (3A)	*Yes
Meeting of Stakeholder Relationship Committee	21(1),(2),(3),(4)	NA
Composition and role of Risk Management Committee	21(3A)	N.A
Meeting of Risk Management Committee	22	Yes
Vigil Mechanism	23(1),(1A),(5),(6),(7) & (8)	Yes
Policy for related party Transaction		NA
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party Transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	None
Memberships in Committees	26(1)	*Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note
 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
 2 If status is "No" details of non-compliance may be given here.
 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Parvin Mittal

Parvin Mittal
Managing Director (DIN:07052211)

Half year ending-31.03.2023

I. Disclosure of Loans/guarantees/comfort letters/securities etc.

(A) Any Loan or any other form of debt advanced by the listed entity directly or indirectly*

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives or any other entity controlled by them)		
KMPs or any other entity controlled by them		

Note: * Being a Non-Deposit taking Non-Systematically Important NBFC, the main business operation is investment and loan activities so disclosure of table (A) is not required.

(B) Any guarantee/comfort letter (by whatever name called) provided the listed entity directly or indirectly, in connection with any loan(s) or other form of debt availed by:*

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives or any other entity controlled by them)			
KMPs or any other entity controlled by them			

Note: * Being a Non-Deposit taking Non-Systematically Important NBFC, the main business operation is investment and loan activities so disclosure of table (B) is not required.

(C) Any security provided by the listed entity or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives or any other entity controlled by them)			
KMPs or any other entity controlled by them			

Note: * Being a Non-Deposit taking Non-Systematically Important NBFC, the main business operation is investment and loan activities so disclosure of table (C) is not required.

II. Affirmations:
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including

Note:

- These disclosures shall exclude any loan (or other form of debt), guarantee/comfort letter (by whatever name called) or security provide in connection with any loan or any other form of debt:
 - by a government company to/for the Government or government company
 - by the listed entity to/for its subsidiary (and joint-venture company) whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the listed would like to provide any other information, the same may be indicated as Para D in the above table.

Sanjay Mittal

