

NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting** of the Company will be held on **Wednesday the 30th Day of September, 2020** at the Registered office of the Company at Village - Chekuasole, P.O. – Jogerdanga, P.S. – Goaltore, Paschim Medinipur, West Bengal-721121 at **1.30 P.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, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To re- appoint Mr. Manoj Kumar Agarwal (DIN:03336107) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Approve the Transaction Pursuant to Section 185 And 186 Of The Companies Act, 2013

To consider passing the following resolution as a special resolution:

‘Resolved that pursuant to the provisions of Section 185 and 186 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 approval of members of the Company be and is hereby accorded by way of Special Resolution for making of loan(s) including loan represented by way of Book Debt to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by “Bravo Erection Private Limited” or any other Company/firm/Body Corporate in which any director(s) is/are to be/ deemed to be interested of an aggregate amount not exceeding a sum of Rs. 100 Crores (Rupees Hundred Crores only) at any point in time, in their absolute discretion as deem beneficial and in the interest of the Company.”

4. To Appoint Priyanka Raha (DIN 08812752) as independent director of the Company

To consider passing the following resolution as an ordinary resolution:

“Resolved That pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Schedule IV to the Act and Regulation 17 other and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommend of Nomination and Remuneration Committee Ms. Priyanka Raha (DIN 08812752), who meets the criteria of independence, enrolled with independent director data bank vide registration No. IDDB-NR-202007-030047

valid till 27th July, 2021 be and is hereby appointed as an independent Director of the Company to hold office for a period of five years effective from July 30, 2020, subject to approval of the shareholders at ensuing Annual general Meeting."

5. Regularisation of Additional Director Mr. Abhishek Kumar Bhalotia (DIN:00063774) by appointing him as a Non-Executive Director of the Company.

To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof) and based on the recommendation of Nomination and Remuneration Committee, Mr. Abhishek Kumar Bhalotia (DIN: 00063774) be and is hereby appointed as an non-executive Director of the Company with effect from 14th day of August, 2020 subject to approval of the shareholders at ensuing Annual General Meeting."

Place: Jamshedpur

Date:14.08.2020

By Order of the Board of Directors
For, Brahmanand Himghar Limited

Sd/-
Parin Mittal
Managing Director & CFO
(DIN: 07052211)

NOTES:

1. The explanatory statement setting out the material facts pursuant to section 102 of the companies act, 2013 ("the act"), in respect of the special business under item no. 3,4, and 5 set above and the details as required under regulation 36 of the SEBI (listing obligations and disclosure requirements) regulations, 2015 ('Sebi Listing Regulations') entered with the stock exchanges and secretarial standard on general meeting (SS-2) in respect of the directors seeking appointment/ re-appointment at this annual general meeting is annexed hereto.

2. 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 authorizing 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 **24th Day September, 2020 to 30th September, 2020** (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 **27th September, 2020 (09:00 am) and ends on 29th September, 2020 (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 **19th September, 2020**, may

cast their vote by remote e-voting. The remote e-voting module shall be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com 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 30th AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the 30th 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. **Ms. Shikha Naredi, of M/s. Shikha Naredi & Associates Practicing Company Secretary** (Membership No.43824 and CP No:16103) 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 their solution 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-voting facility.
- V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 30th AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
13. The names and address of the Stock Exchanges where at the Company's Equity Shares are listed, are given below: -

The Calcutta Stock Exchange Limited

7, Lyons Range, Kolkata – 700 001

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3. To Approve the Transaction Pursuant to Section 185 And 186 Of The Companies Act, 2013

The Board of Directors of the Company (‘the Board’) at its meeting subject to approval of members of the Company be and is hereby accorded by way of Special Resolution for making of loan(s) including loan represented by way of Book Debt to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by “Bravo Erection Private Limited” or any other Company/firm/Body Corporate in which any director(s) is/are to be/ deemed to be interested of an aggregate amount not exceeding a sum of Rs. 100 Crores (Rupees Hundred Crores only) at any point in time, in their absolute discretion as deem beneficial and in the interest of the Company

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item No.4. To Appoint Priyanka Raha (DIN 08812752) as independent director of the Company

Ms. Priyanka Raha aged 27 Years, an M.B.A in finance and human resource having experience and knowledge in finance, Accounting and human resource. She has been recommended by the Nomination & Remuneration Committee, in its meeting held i.e. July 30, 2020, owing to her dynamic knowledge in the corporate field.

The Company has also received an intimation from Ms. Priyanka Raha in Form DIR - 8 to the effect that he is not disqualified and further confirming that he is not debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed.

Ms. Priyanka Raha has been appointed based in the nomination by the Nomination & Remuneration Committee, hence provisions under Section 160 was not required to be complied with.

A brief profile of Ms. Priyanka Raha under Regulation 30 of Listing Regulations read with clause 7 of Annexure I of SEBI Circular dated September 9, 2015 is attached below:

Sl. No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Ms. Priyanka Raha appointed as an additional Independent Director.
2.	Date of appointment & term of appointment	Date of Appointment: The Board on recommendation of the Nomination & Remuneration Committee, in

		<p>its meeting held i.e. July 30, 2020, has appointed Ms. Priyanka Raha as an additional director and as an Independent Director of the Company, subject to the approval of shareholders.</p> <p>Term of appointment: Five years w.e.f. from July 30, 2020 to July 30, 2025.</p>
3.	Brief Profile	Priyanka Raha aged 27 Years, having wide range of experience and knowledge of Finance & HR.
4.	Disclosure of relationship between directors	Ms. Priyanka Raha is not related to any other Director of the Company.
5.	Shareholding in the Company	NIL
6.	Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority	Ms. Priyanka Raha is not related to any other Director of the Company is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item No. 05: Regularisation of Additional Director Mr. Abhishek Kumar Bhalotia (DIN:00063774) by appointing him as a Non-Executive Director of the Company.

Mr. Abhishek Kumar Bhalotia aged 36 Years, having experience and knowledge in business and finance. He has been recommended by the Nomination & Remuneration Committee, owing to his knowledge in the corporate field.

The Company has also received an intimation from Abhishek Kumar Bhalotia in Form DIR - 8 to the effect that he is not disqualified and further confirming that he is not debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed.

Mr. Abhishek Kumar Bhalotia has been appointed based in the nomination by the Nomination & Remuneration Committee, hence provisions under Section 160 was not required to be complied with.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

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

Place: Jamshedpur

Date:14.08.2020

Sd/-

Parin Mittal

Managing Director & CFO

(DIN: 07052211)