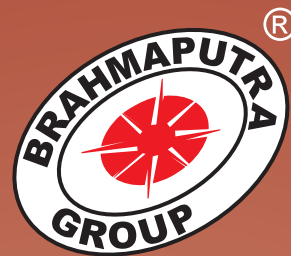


25th ANNUAL REPORT
2022-23



Brahmaputra Infrastructure Limited

Contributing towards Nation Building



**BRAHMAPUTRA INFRASTRUCTURE LIMITED
REGISTERED OFFICE
BRAHMAPUTRA HOUSE**

A-7, Mahipalpur (NH 8 – Mahipalpur Crossing),
New Delhi – 110 037

Phone: +91-11-4229 0200 (50 Lines)

Fax: +91-11-4168 7880

Email: cs@brahmaputragroup.com

Website: www.brahmaputragroup.com

25th ANNUAL GENERAL MEETING

Day : Saturday

Date : 30th December, 2023

Time: 02.00 P.M.

Venue :

A-7, Mahipalpur, Brahmaputra House,
New Delhi, 110037

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sanjeev Kumar Prithani - Joint Managing Director
Sanjay Kumar Mozika - Joint Managing Director
Raktim Acharjee - Whole Time Director
Lalit Kumar - Independent Director
N. N. Batabyal - Independent Director
Anju Kumari - Independent Director

KEY MANAGEMENT PERSONNEL

Manoj Kumar Prithani - Chief Executive Officer
Raktim Acharjee - Chief Financial Officer
Vivek Malhotra - GM (Finance) & Company Secretary

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited

Noble Heights, 1st Floor, Plot No NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri, New Delhi - 110058
Phone : 011 41410532 / 93 / 94
Fax No. : 011 41410591
E-mail : delhi@linkintime.co.in

REGISTERED OFFICE

BRAHMAPUTRA HOUSE
A-7, Mahipalpur (NH 8 Mahipalpur Crossing),
New Delhi 110 037
Phone: +91-11-4229 0200 (50 Lines)
Fax: +91-11-4168 7880
Email: cs@brahmaputragroup.com
Website: www.brahmaputragroup.com

CORPORATE OFFICE

Royal Plaza, 4th Floor,
Opp. International Hospital,
Christian Basti, G. S. Road,
Guwahati - 781005

CONSORTIUM OF BANKERS

Indian Overseas Bank, Leader
Union Bank of India, Member
Indian Bank, Member
Axis Bank Limited, Member
Punjab National Bank, Member

STATUTORY AUDITORS

Goyal Nagpal & Company Chartered Accountant

20 – A, Street No. 06, Dheeraj Vihar,
Karala, New Delhi-110081
E-mail: goyalnagpal01@gmail.com

COST AUDITORS

Gurvinder Chopra & Co.

Cost Accountant
C-187 A, Hari Nagar, Clock Tower,
New Delhi - 110064
E-mail : info@gcaindia.in

INTERNAL AUDITORS

Pankaj Chauhan & Associates Chartered Accountant

C7-2007, Floor No.-19, Prateek
Grand City Walk, Sidharth Vihar,
Ghaziabad-201009

SECRETARIAL AUDITORS

Sachin Kumar Shrivastava Company Secretary

8A, UG, CS, Ansal Plaza, Corporate
Suites, Vaishali-201010

ASM AUDITORS

Spartan Finvoyance
474 A, Sada Shiv Peth,
Tilak Road, Pune: 411030,
Maharashtra

25th ANNUAL GENERAL MEETING

Day : Saturday

Date : 30th December, 2023

Time: 02.00 P.M.

Venue :

A-7, Mahipalpur, Brahmaputra House,
New Delhi, 110037

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BRAHMAPUTRA INFRASTRUCTURE LIMITED

CIN: L55204DL1998PLC095933

Regd. Office: Brahmaputra House, A - 7, Mahipalpur, New Delhi - 110037
Website: www.brahmaputragroup.com, Email: cs@brahmaputragroup.com
Tel. No.: +91 11 42290200; Fax No.: +91 11 41687880

NOTICE

Notice is hereby given that the **25th Annual General Meeting (AGM)** of the Members of Brahmaputra Infrastructure Limited will be held on **Saturday, December 30, 2023 at 02:00 PM (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

Ordinary Business :

1. To receive, consider and adopt:

- The Audited Standalone Financial Statements** of the Company for the financial year ended **March 31, 2023**, along with the report of the Board of Directors and Auditors thereon;
- The Audited Consolidated Financial Statements** of the Company for the financial year ended **March 31, 2023**, along with the report of the Auditors thereon.

2. To appoint a Director in place of Mr. Sanjeev Kumar Prithani, Joint Managing Director, (DIN: 00003647), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business :

3. Re-appointment of Mr. Raktim Acharjee as a Whole Time Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **ORDINARY** Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment and terms of remuneration of **Mr. Raktim Acharjee (DIN 06722166)**, as the Whole Time Director of the Company for a period of five years with effect from **December 30, 2023** upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Raktim Acharjee.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER THAT Mr. Raktim Acharjee shall be liable to retire by rotation, in terms of the provisions of the Companies Act, 2013 and the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to alter, vary and modify the terms and conditions of the said draft Agreement to be entered into for re-appointment which is hereby specifically approved, in the conformity with the requirements in such manner as may be agreed to between the Board and Mr. Raktim Acharjee and to take all necessary steps to give effect to the aforesaid resolution."

4. Re-appointment of Mr. Sanjeev Kumar Prithani as a Joint Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **ORDINARY** Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment and terms of remuneration of **Mr. Sanjeev Kumar Prithani (DIN 00003647)**, as the Joint Managing Director of the Company for a period of five years with effect from , **December 30, 2023** upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sanjeev Kumar Prithani.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

RESOLVED FURTHER THAT Mr. Sanjeev Kumar Prithani shall be liable to retire by rotation, in terms of the provisions of the Companies Act, 2013 and the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to alter, vary and modify the terms and conditions of the said draft Agreement to be entered into for re-appointment which is hereby specifically approved, in the conformity with the requirements in such manner as may be agreed to between the Board and **Mr. Sanjeev Kumar Prithani** and to take all necessary steps to give effect to the aforesaid resolution.”

5. Re-appointment of Mrs. Anju Kumari (DIN: 08487746) as an Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as a **SPECIAL Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, **Mrs. Anju Kumari (DIN: 08487746)**, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from **June 26, 2019 up to June 30, 2024** (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of **5 (five)** consecutive years on the Board of the Company commencing from , **December 30, 2023 up to , December 30, 2028** (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Re-appointment of Mr. Narendra Nath Batabyal (DIN: 06957185) as an Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as a **SPECIAL Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, **Mr. Narendra Nath Batabyal (DIN: 06957185)**, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from December 30, 2023 up to December 30, 2028 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from , **December 30, 2023 up to , December 30, 2028** (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. To consider and, if thought fit, to pass as an ORDINARY Resolution the following:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contract(s)/transaction(s) with **Unity- Brahmaputra Infrastructure Limited , Joint Venture of the Company** and a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations in the nature of a) sale, purchase, lease or supply of goods or business assets or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/ requirements (“Related Party Transactions”) from this Meeting till the next Annual General Meeting of the Company or for a period of twelve months, whichever is earlier, up to an amount not exceeding **Rs. 60.00 crore** on such terms and conditions as may be decided by the Board of Directors/Audit Committee of the Company as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it to any Committee of Directors and/or Managing/Whole-time Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors/Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

8. To consider and, if thought fit, to pass as an ORDINARY Resolution the following:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contract(s)/transaction(s) with **Pawan - Brahmaputra, Joint Venture** of the Company and a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations in the nature of a) sale, purchase, lease or supply of goods or business assets or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/ requirements (“Related Party Transactions”) from this Meeting till the next Annual General Meeting of the Company or for a period of twelve months, whichever is earlier, up to an amount not exceeding **Rs. 90.00 crore** on such terms and conditions as may be decided by the **Board of Directors/Audit Committee** of the Company as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it to any Committee of Directors and/or Managing/Whole-time Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors/Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

9. Ratification of Remuneration Payable to M/s Gurvinder Chopra & Co, Cost Auditors of the Company.

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

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”), remuneration of **Rs. 60,000/- Per Annum (Rupees Sixty Thousand only)** plus applicable taxes thereon and reimbursement of out-of-pocket expenses on actual basis, to **M/s. Gurvinder Chopra & Co, Cost Accountants (Firm Registration Number 100260)** who have been appointed by the Board as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2023 -24 and is hereby confirmed, ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution.”

Place : New Delhi
Date : 08.12.2023

By order of the Board of Directors
For **Brahmaputra Infrastructure Limited**

Vivek Malhotra
GM (Finance), Company Secretary & Compliance Officer
FCS - 11723

Notes :

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021, 02/2022 dated 5th May 2022 and 10/2022 dated December 28, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedure and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 15 and available at the Company's website www.brahmaputragroup.com.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars and SEBI Circulars, the **25th Annual General Meeting** ("Meeting" or "AGM") of the Company is being held through VC / OAVM on **Saturday, December 30, 2023 at 02:00 P.M. (IST)**. The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at A-7, Mahipalpur, Brahmaputra House, New Delhi- 110037.

2. **Explanatory Statement:**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.

3. **Instruction for Members regarding Proxy(s):**

Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice.

4. **Dispatch of Annual Report through Electronic Mode & Participation in AGM:**

With due compliance of the circulars, the Annual Report for the Financial Year 2022-23 including Notice of **25th AGM of the Company**, inter alia, indicating the process and manner of e-voting is being sent by e-mail, to all the Members and persons so entitled, whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participants ('DP's') Members may note that the Notice of Annual General Meeting and Annual Report for the financial year **2022-23** will also be available on the Company's website www.brahmaputragroup.com; website of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

5. **Instruction for Authorized Representative:**

Institutional/ Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to cs@brahmaputragroup.com with copies marked to its RTA at enotices@linkintime.co.in

6. **Quorum:**

Members attending the meeting through VC/ OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Registrar & Share Transfer Agents and Depository Participant:

Members holding Shares in physical mode are requested to intimate changes in their address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to M/s. Link Intime India Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at Noble Heights, 1st Floor, Plot NH2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi 110058. Members holding Shares in electronic mode are requested to send the intimation for change of address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to their respective Depository Participants, any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

8. Nomination Facility:

Members holding shares in the physical form and desirous of making / changing nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Link Intime India Private Limited, who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

9. Book Closure:

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, December 24, 2023 to Saturday, December 30, 2023** (both days inclusive) for the purpose of AGM.

10. Go Green Initiative:

Members holding shares in physical mode are requested to take the benefits of dematerialization of their shares by approaching to any of the Depository Participants. Members may please also note that pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and SEBI Circular dated 3 December 2018 w.e.f. 1 April 2019, except in case of transmission or transposition of securities, all requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with any of the Depository.

11. Consolidation of Multiple Folios:

Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.

12. Mandatory PAN Submission:

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited.

13. Inspection by Members:

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred in the Notice will be available for inspection in electronic mode. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least **10 (ten days) days** before the date of the Meeting, so as to enable the Company to keep the information ready.

14. Subsidiary Accounts:

In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the Company on making requisition to the **Company Secretary or email at cs@brahmaputragroup.com**.