

INFORMATION MEMORANDUM

Brahma Jyoti Holding Limited (BJHL)

INFORMATON MEMORANDUM

BRAHMA JYOTI HOLDING LIMITED

(Originally incorporated as Public Limited Company in the Name and Style of “**BRAHMA JYOTI HOLDING LIMITED**” with the Office of Company Register, Incorporation dated month 2024, The Corporate Registration Number of our Company is **1213456789**)

Registered Office : Koteswor 32,Kathmandu Nepal

Telephone : 9840521088

Contact Person : Mr. Koshraj Pokharel (Company Secretary)

Website : www.brahmajyotiholding.com

E- mail : brahmajyotiholding@gmail.com

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DEFINITIONS AND ABBREVIATIONS

Conventional / General Terms

The terms “**BJHL**”, “the Company”, “our Company”, “**Brahma jyoty Holding Limited**”, “we” or “us”, “our” or “Company” unless the context otherwise requires, refers to **BRAHMA JYOTI HOLDING LIMITED**. Any discrepancy in any table between the total and the sums of amount listed are due to rounding off.

| Terms | Description |
|--|---|
| Act | The Companies Act, 2063, The Companies Act, the amendments made there to form time to Time. |
| AGM | Annual General Meeting |
| Articles/Articles of Association | Articles of Association of the Company |
| Bankers to the Company | Nepal Bank Limited |
| Board of Directors / Board | The Board of Directors of BJHL . |
| NEPSE | Nepal Stock Exchange |
| Company Secretary / Compliance Officer | Mr. Koshraj Pokharel |
| Directors | Directors on the Board Of BJHL . |
| DP | Depository Participant |
| EGM | Extra - Ordinary General Meeting |
| SGM | Special General Meeting |
| EPS | Earnings Per Share |
| Equity Shares | Fully paid-up shares of NRs. 100/- each of the Company. |
| Equity Shareholders | Equity Shareholders of the Company |
| Information | This Information Memorandum, as filed. |
| | |
| Listing Agreement | Listing Agreement entered into with Stock Exchange |
| SEBON | Securities Board Of Nepal. |
| Securities Act | Securities Board Of Nepal Securities Act, 2063. |

Certain Conventions - Use of Market Data

In this Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “lakh” means “one hundred thousand” and the word “million” means “ten lakh” and the word “Crore” means “ten million” and the word billion refers to “Thousand Million”. Throughout this information Memorandum, all figures have been expressed in lakh. Unless otherwise stated, all references to “Nepal” contained in this Information Memorandum are to the Federal Democratic Republic of Nepal.

FORWARD-LOOKING STATEMENTS

We have included statements in this Information Memorandum which contain words or phrases such as “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “project”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Similarly statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, among others: -

- General economic and business conditions in Nepal and other countries.
- Our ability to successfully implement our strategy, our growth and expansion, our exposure to market risks that have an impact on our business activities or Investments.
- The changes in monetary and fiscal policies of Nepal, inflation, deflation, unanticipated
- Turbulence in interest rates, equity prices or other rates or prices.
- The occurrence of natural disasters or calamities.
- Change in political and social conditions in Nepal.

RISK FACTORS

INTERNAL & EXTERNAL

- The Company operates in providing Investment related services purely dependent upon the performance of Financial Service Sector. The Activities of the Company are affected by variety of factors both internally and linked to economic development in Nepal and globally which in turn, also affects global fund flow. Any economic event across the globe can have direct or indirect impact on the Company.
- Our business is vulnerable to interest rate risk. Volatility in interest rate may adversely affect our income from operations and adversely affect our financial performance and profitability.
- The company is dependent upon the expertise of its Promoter and key management for its future performance and the loss of any such person could harm the business adversely.
- Change in Government Policy, Change in interest rate, Change in tax law, change in environmental regulation and emission norms etc may have an adverse impact on the profitability of our Company. Due to competitive nature of the market, the cost increase due to these changes may not be passed to the customers.

PART – I

GENERAL INFORMATION -BRAHMA JYOTI HOLDING LIMITED

(Incorporated on 01.01.2024 as a Public Limited Company under the Companies Act, 2063 in the name and style of “**BRAHMA JYOTI HOLDING LIMITED**”)

The Equity Shares of the Company i.e. Brahma Jyoti Holding Ltd shall be admitted to trading on NEPSE. Such admission for trading will be subject to fulfillment by the Company of listing criteria of NEPSE for such issues and also subject to such other terms and conditions as may be prescribed by NEPSE at the time of the application by the Company seeking listing.

Eligibility Criterion

The Company is submitting its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for listing through Direct Listing, applicable, to SEBON for making the said Information Memorandum available to public through their website viz. www.sebon.com.np

Prohibition by SEBON

Our Company, its Directors, its Promoters, other Companies promoted by the our promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBON.

General Disclaimer from the Company

Our Company accepts no responsibility for statement made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Details of PAN Company:

| Name of the company | PAN of the company |
|------------------------------|--------------------|
| BRAHMA JYOTI HOLDING LIMITED | 123456789 |

In case of any queries / clarifications, the under-mentioned official may be contacted:

| Contact Details | |
|--------------------------------------|--|
| Name & Designation of Contact Person | Mr. Kishwor Pokharel (Company Secretary & Compliance Officer) |
| Contact No. | 9851362182 |
| Email – id | brahmajyotiholdng@gmail.com |

(Investors can contact the Compliance Officer in case of any related problem).

PROFILE AND BRIEF HISTORY

Incorporated as Public Limited Company on 01/01/2024, under Companies Act, 2063.

Its objective is to provide our clients a large spectrum of financial products and services and it is a key player for providing opportunities in the trading sectors. It is a company with a fresh new approach both in Traditional and Emerging Markets. The Company is led by a Board-of-Directors and Strong Management Team. Brahma Jyoti Holding Ltd is poised for rapid growth. Unique Experience and insight of its Management allows the company to discover new opportunities and reveal their true potential.

Brahma Jyoti Holding Limited utilizes structured finance products to provide cost-effective forms of financing that would not otherwise be readily available to clients, with an emphasis on providing long-term returns.

This is to confirm that:-

- As on 1st November 2024, the Promoters/Promoter group holds 5,50,000 unit Shares, constituting 25% of the total paid up capital.

| VISION | MISSION |
|---|--|
| To be the most trusted Institution and GAIN expertise in Trading and investment sector. | To work with honesty and provide fair dealing in all the Trading and investment. |

GENERAL INFORMATION –BRAHMA JYOTI HOLDING LIMITED**ABOUT THE COMPANY**

| | |
|----------------------------|---|
| Name of the Company | BRAHMA JYOTI HOLDING LIMITED |
| PAN No. | 123456 |
| Registered Office | OFFICE OF COMPANY REGISTER,Tripureshwor Kathmandu Nepal. |
| Registration No. | 456789 |
| Contact person | Mr. Kishwor Pokharel |
| Address of OCR | Tinkune 32,Kathmandu Nepal |

BOARD OF DIRECTORS

| S. No. | NAME OF DIRECTOR | DESIGNATION | Address |
|---------------|-------------------------|--------------------|-------------------------------------|
| 1. | Mr. Yadav Bhattarai | Managing Director | Kaligandaki 07,Mirmee Syangja |
| 2. | Mr. Kishwor Pokharel | Director | Tulsipur 2,Dang |
| 3. | Mr. Udeskhadka | Director | Manthali 14,Ramechhap |
| 4. | Mrs. apple | Director | mango |

CAPITAL STRUCTURE OF THE COMPANY

| Details as on the date of this Offer Document | Aggregate Nominal Value (Nrs.) |
|--|---|
| Authorized Capital | 30,00,00,000 |
| Issue Capital | 30,00,00,000 |
| Paid-Up Capital | 22,00,00,000 |

LIST OF MAJOR SHAREHOLDERS AS ON DATE

| S. No | Name of Shareholders | No of Shares | % of total No. of Shares |
|--------------|-----------------------------|---------------------|---------------------------------|
| 1 | Mr.Yadav Bhattarai | 1,37,500 | 6.25 |
| 2 | Mr. Kishwor Pokharel | 1,37,500 | 6.25 |
| 3 | Mr.Udesb Khadka | 1,65,000 | 7.5 |
| 4 | Mrs.Apple | 1,10,000 | 5 |

MANAGEMENT

The details of the board of directors of the company are given below:

| Sr. No | Directors | | Date of Appointment | % of Share holding as on 1st November 2024 |
|---------------|----------------------|---------------------------|----------------------------|--|
| 1. | Name | Mr.Yadav Bhattarai | 01/11/2024 | 6.25% |
| | Designation | Director | | |
| | Address | MirmiSyangja | | |
| | Experience | 6 years | | |
| | Occupation | Business | | |
| | Qualification | Graduate | | |
| 2. | Name | Ms.Apple | 01/11/2024 | 5% |
| | Designation | Director | | |
| | Address | Melung 6,Dolakha Nepal | | |
| | Experience | 5 years | | |
| | Occupation | Business | | |
| | Qualification | Graduate | | |
| 3. | Name | Mr. Kishwor Pokharel | 01/11/2024 | 6.25% |
| | Designation | Director | | |
| | Address | | | |
| | Experience | 6-7 years | | |
| | Occupation | Business | | |
| | Qualification | Graduate | | |

| | | | | |
|----|----------------------|----------------------------------|------------|------|
| 4. | Name | Mr.Udesb Khadka | 01/11/2024 | 7.5% |
| | Designation | Director | | |
| | Address | Manthali 14,Ramechhap Nepal | | |
| | Experience | 5-6 years | | |
| | Occupation | Industrial and Tourism Sector | | |
| | Qualification | Graduate | | |

Brief Profile of Directors

| | |
|---------|---------------------|
| Name | Mr. Yadav Bhattarai |
| PAN | 12345567 |
| Profile | |

| | |
|-------------|-----------------------------|
| Name | Mr. Kishwor pokharel |
| PAN | |
| Profile | |

| | |
|-------------|------------------|
| Name | Mrs.Apple |
| PAN | |
| Profile | |

| | |
|-------------|-------------------------|
| Name | Mr. Udesb Khadka |
| PAN | |
| Profile | |

OUR SUBSIDIARIES AND ASSOCIATES

❖ **BRAHMA GROUP OF COMPANIES**

- BRAHMA JYOTI MULTI AGRO-FARM LTD
- BRAHMA JYOTI GREEN ENERGY LTD
- BRAHMA JYOTI FINANCIAL SOLUTION PVT.LTD

➤ ***BRAHMA JYOTI MULTI AGRO-FARM LIMITED***

Company Name: Brahma Jyoti Multi Agricultural Farm Limited

Industry: Agriculture

Specialization: Kiwi Farming and Livestock Management

Headquarters: [Koteshwor 32 Kathmandu, Nepal]

Website: www.brahmajyotiamultigrofarm.com

About Us:

Brahma Jyoti Multi Agricultural Farm Limited is a pioneering agricultural enterprise based in Nepal, dedicated to advancing the sector through innovative kiwi farming and comprehensive livestock management. With a focus on sustainability and excellence, we are committed to enhancing productivity and fostering growth in Nepal's agricultural landscape.

Our Mission:

To produce high-quality kiwi fruits and offer integrated livestock management solutions that boost efficiency, sustainability, and economic benefits for farmers and communities in Nepal.

Core Areas of Expertise:

1. Kiwi Farming:

- **Premium Kiwi Production:** We specialize in cultivating top-grade kiwi fruits, utilizing advanced farming techniques and sustainable practices to ensure the highest quality and yield.
- **Innovative Cultivation Practices:** Our approach incorporates cutting-edge technology and research to optimize growing

conditions, enhance fruit quality, and minimize environmental impact.

2. Livestock Management:

- **Comprehensive Livestock Solutions:** We provide expert services in the management of various livestock species, including cattle, goats, and poultry, focusing on breeding, health, and nutrition to improve productivity and welfare.
- **Health and Wellness:** Our team implements rigorous health management protocols, including disease prevention and veterinary care, to maintain the well-being of our livestock.
- **Nutritional Strategies:** We develop tailored feeding programs to meet the specific needs of different livestock, promoting optimal growth and production.
- **Sustainable Livestock Practices:** We adopt sustainable management practices that reduce environmental impact and enhance the efficiency of resource use.

3. Multi-Functional Agricultural Services:

- **Farm Consultancy:** We offer expert consultancy in both crop and livestock management, providing solutions to enhance operational efficiency and sustainability.
- **Soil and Water Management:** Our services include soil testing, fertility management, and irrigation solutions designed to support healthy crop growth and efficient water use.
- **Technology Integration:** We integrate modern agricultural technologies and data analytics to optimize farm management and productivity.

Sustainability Commitment:

Brahma Jyoti Multi Agricultural Farm Limited is deeply committed to sustainable practices that protect and enhance the environment. Our farming and livestock management approaches focus on reducing waste, conserving resources, and promoting biodiversity. We strive to ensure that our operations contribute positively to both the environment and the local communities in Nepal.

Community Engagement:

We believe in empowering local communities and actively engage with them through educational programs and partnerships. By providing training and resources, we support local farmers in adopting best practices and improving

their agricultural productivity.

Future Vision:

Looking ahead, Brahma Jyoti Multi Agricultural Farm Limited aims to expand its presence in kiwi farming and livestock management across Nepal. We are dedicated to continual innovation and adoption of sustainable practices, with a vision to drive growth and sustainability in the agricultural sector.

Contact Us:

For more information about our services, partnerships or to explore potential collaborations, please visit our website or contact us at [9840521088].

➤ BRAHMA JYOTI GREEN ENERGY LIMITED

Company Name: Brahma Jyoti Green Energy Limited

Industry: Renewable Energy

Headquarters: Kathmandu, Nepal

Overview: Brahma Jyoti Green Energy Limited is a leading force in Nepal's renewable energy sector, dedicated to advancing sustainable power solutions through its specialized focus on commercial solar power and hydropower projects. Our company is committed to leveraging Nepal's natural resources to deliver innovative and efficient energy solutions that meet the growing demand for clean energy.

Core Areas of Operation:

1. **Commercial Solar Power Plants:** Brahma Jyoti Green Energy Limited excels in the development, implementation, and management of large-scale commercial solar power projects. Our solar installations are designed to provide high-efficiency energy solutions to businesses, industries, and institutions. By employing cutting-edge photovoltaic technology and incorporating best practices in energy management, we ensure that our solar plants offer reliable, cost-effective, and sustainable energy.

2. **Hydropower Projects:** Harnessing Nepal's abundant river systems, Brahma Jyoti Green Energy Limited is also a prominent player in the hydropower sector. Our hydropower projects are carefully planned and executed to generate clean and renewable energy while minimizing environmental impact. From initial feasibility studies to the construction and operational phases, we focus on delivering hydropower solutions that are both technically and economically viable.

Key Objectives:

- **Sustainability:** We are committed to promoting environmental sustainability through the development of clean energy sources. Our projects are designed to reduce carbon emissions, conserve natural resources, and support Nepal's climate action goals.
- **Innovation:** By integrating the latest technological advancements and best practices, we aim to enhance the efficiency and effectiveness of our solar and hydropower projects.
- Our approach ensures that we remain at the forefront of the renewable energy industry.
- **Economic Growth:** Brahma Jyoti Green Energy Limited is dedicated to contributing to Nepal's economic development by creating job opportunities, stimulating local economies, and reducing the country's dependency on imported energy.
- **Community Engagement:** We strive to positively impact the communities in which we operate by engaging with local stakeholders, supporting community development initiatives, and ensuring that our projects benefit the broader society.

Impact and Benefits:

- **Environmental Impact:** Our solar and hydropower projects play a crucial role in reducing greenhouse gas emissions and promoting environmental conservation. Solar power offers a zero-emission energy source, while our hydropower projects are designed to balance energy production with ecological preservation.
- **Energy Security:** By focusing on renewable energy sources, we enhance Nepal's energy security and stability, reducing vulnerability to energy supply disruptions and price volatility.
- **Economic Value:** Our investments in renewable energy infrastructure drive economic growth by creating jobs, supporting local businesses, and generating a sustainable revenue stream for the country.

Conclusion: Brahma Jyoti Green Energy Limited is dedicated to advancing Nepal's renewable energy landscape through our expertise in commercial solar and hydropower projects. Our commitment to sustainability, innovation, and economic development positions us as a key player in shaping Nepal's energy future. Through our projects, we aim to contribute to a greener, more sustainable, and economically vibrant Nepal.

➤ ***BRAHMA JYOTI FINANCIAL SOLUTIONS PVT.LTD***

Company Name: Brahma Jyoti Financial Solutions Private Limited

Industry: Financial Services / Fundraising

Headquarters: Kathmandu, Nepal

Overview: Brahma Jyoti Financial Solutions Private Limited is a leading financial services firm dedicated to providing comprehensive funding and fundraising solutions for the diverse portfolio of companies under the Brahma Jyoti Group. Our primary focus is to support and facilitate financial growth and stability for each entity within the group by delivering tailored financial strategies, capital raising, and strategic advisory services.

Core Services:

1. **Funding Solutions:** Brahma Jyoti Financial Solutions specializes in securing capital to support the operational and strategic needs of Brahma Jyoti Group's companies. Our team works closely with each company to understand their financial requirements and objectives, providing solutions that may include equity financing, debt financing, and hybrid structures. We leverage our extensive network of investors, financial institutions, and venture capitalists to access the necessary funds.
2. **Fundraising Strategy:** We develop and implement effective fundraising strategies that align with the specific needs and goals of each company within the Brahma Jyoti Group. This includes preparing detailed financial models, business plans, and pitch materials that attract potential investors and secure funding. Our approach is designed to optimize capital structures and enhance financial stability.
3. **Strategic Advisory:** Brahma Jyoti Financial Solutions offers strategic advisory services to guide companies through complex financial

decisions and capital management. Our expertise includes financial planning, risk management, valuation, mergers and acquisitions (M&A), and market analysis. We provide actionable insights and recommendations to drive growth and maximize value.

4. **Investor Relations:** We manage and foster relationships with current and potential investors, ensuring clear and effective communication about the financial health and strategic direction of the Brahma Jyoti Group's companies. Our goal is to build strong investor confidence and secure ongoing support for each company's financial needs.

Key Objectives:

- **Support Growth and Expansion:** Facilitate the financial resources necessary for the Brahma Jyoti Group's companies to achieve their growth and expansion objectives, enabling them to capitalize on market opportunities and enhance their competitive edge.
- **Optimize Capital Structures:** Develop and implement strategies to optimize capital structures, balancing equity and debt to support financial stability and flexibility.
- **Enhance Investor Confidence:** Build and maintain strong relationships with investors, ensuring transparency and effective communication to foster trust and secure investment.
- **Deliver Tailored Solutions:** Provide customized financial solutions that address the unique needs and goals of each company within the Brahma Jyoti Group, ensuring alignment with their strategic objectives.

Impact and Benefits:

- **Enhanced Financial Stability:** By securing appropriate funding and managing financial resources effectively, we contribute to the overall stability and resilience of the Brahma Jyoti Group's companies.
- **Accelerated Growth:** Access to capital enables the companies to pursue growth initiatives, expand operations, and invest in new projects and technologies.
- **Strategic Advancement:** Our advisory services help companies navigate complex financial landscapes, make informed decisions, and achieve strategic milestones.
- **Investor Engagement:** Strong investor relations and effective communication enhance investor confidence, leading to increased support and funding opportunities.

Conclusion: Brahma Jyoti Financial Solutions Private Limited plays a crucial role in driving the financial success and growth of the Brahma Jyoti Group's diverse companies. Through our expertise in funding, fundraising, and strategic advisory, we are committed to delivering the financial solutions and support needed to achieve each company's objectives and contribute to the overall success of the group.

MAIN OBJECTS OF THE COMPANY

**(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS
INCORPORATION ARE**

SWOT Analysis

| | |
|---|---|
| INTERNAL STRENGTHS 1. High Employee morale 2. Quick response to industries 3. Company has sufficient Reserves. | WEAKNESSES 1. No global presence. 2. Unstable economic due to unstable government. |
| EXTERNAL OPPORTUNITIES 1. favorable Govt. Policies help Our business sector in expanding, with many future opportunities for success. 2. Government wants to encourage businesses. 3. Industrial growth expected to increase New opportunities in personal finance, | THREATS 1. A small change in the focus of a large competitor might wipe out any market position we achieve. 2. Economic slowdown may affect profitability 3. Through highly prevailing in the market remain the main risk faced by the company for investment activity. |

MAJOR PROVISIONS OF ARTICLES OF ASSOCIATION

| ARTICLE | DESCRIPTION |
|-------------------------------------|--|
| SHARE CAPITAL | |
| 1. | <p>The Authorized Share Capital of the Company is Thirty crore which include in the Memorandum of Association of the company.</p> <ul style="list-style-type: none"> The Company may, from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amounts as may be specified in the resolution. |
| ISSUE OF ALLOTMENT OF SHARES | |
| 2. | Subject to the provisions of the Act the shares shall be under the control of the Board of Directors, who may allot or otherwise, dispose of the same to such persons, on such terms and conditions and either at a premium or at par and at such times, as the Directors think fit and with full power to give any person the call of any shares either at par or at premium during such time and for such consideration as the Directors think fit. Provide that option or right to allot shares shall not be given to any person or persons except with the sanction of the company in General Meeting. |
| 3 | If by the conditions of issue and allotment of any shares the whole or part of the amount or issue price thereof shall be pay at ones. |
| 4 | The company may make arrangements for the issue of shares with a difference between the share holders of different classes in the amounts and times of the payments of calls on their shares. |
| CERTIFICATE OF SHARES | |
| 5 | The Certificate of title to the Shares shall be issued in accordance with the Companies Rules. Any two of the Directors or Managing Director or their Attorney and the Company Secretary or the person so appointed by the Board of Directors shall sign the Share Certificates. |
| 6 | The Company shall within TWO months after allotment of any of its shares have ready for delivery their certificates . |
| 7 | If any certificate is worn out or defaced, then upon production thereof to the Board of Directors they may order the same to be cancelled and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Board of Directors and on such indemnity as the directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. |
| GENERAL MEETING | |

| | |
|------------------------------|---|
| 8 | All general meetings other than Annual General Meeting shall be called Special general meeting. The company shall, in addition to any other meetings hold a general meeting which shall be called as its Annual General Meeting at intervals and in accordance with the provisions of the Act. |
| 9 | The board may, whenever it thinks fit, convene an Special general meeting at such date, time and at such place as it deems fit, subject to such directions if any, given by the Board. |
| VOTE OF MEMBERS | |
| 10 | a) Every member of the company holding any equity shares shall have a right to vote in respect of such shares on every resolutions placed before the company in general meeting. On a poll his voting right in respect of such shares be in proportion to his shares of paid up equity capital of the company. b) In the case of joint holders the vote of the first name of such joint holders put under a vote. Whether in person or by proxy, shall be expected to the exclusion of the votes of the other joint holders. |
| 11 | A members of unsound mind, in respect whom of an order has been made by the any competent court may vote by his committee or other legal guardian and any such “committee” or guardian may on a poll vote by proxy. |
| 12 | No objection shall be made to the validity of any vote or the meeting or poll at which such vote shall be rendered and every note whether given personally or by proxy and not disallowed at such meeting or poll, shall be deemed valid for all purpose of such meeting or poll whatsoever. The chairman of the meeting s shall be the sole judge of the validity of every vote tendered at such meeting or poll. |
| DIRECTORS | |
| 13 | Unless otherwise determined by a General Meeting and subject to Section 87 of the companies Act 2063. |
| 14 | Unless otherwise determined by the company in general meeting directors need not ho0ld qualification shares. |
| FIRST DIRECTORS | |
| 15 | The first directors of the company shall be :- 1) Samikshya Giri 2) Yogesh Bhattarai 3) Apple |
| INDEPENDENT DIRECTORS | |
| 16 | The directors may appoint such no. of independent director as are required under section 86(3) of the Companies 2063 . |
| WOMEN DIRECTOR | |
| 17 | The directors shall appoint one or more women directors as per the requirement of companies act 2063. |
| POWERS OF BOARD | |
| 18 | The business of the company shall be carried on by the board of directors. |

| | |
|----|--|
| 19 | The board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the board shall be held at least once in every 120 days; and at least 4 such meetings held in every year. |
| 20 | A director may at any time request the secretary to convene a meeting of the directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means. |
| 21 | <p>a. Save as otherwise expressly provided in that a meeting of the directors for the time being at which a quorum is present shall be competent to exercise to all or any of the authorities, powers and discretions by or under the regulations of the company for the time being vested in a exercisable by the directors generally and all questions arising at any meetings of the board shall be decide d by a majority of the board .</p> <p>b. In case of any equality of votes, the chairman shall have a second or casting vote in addition to his vote as a director.</p> |
| 22 | The continuing directors may act notwithstanding any vacancy in the Board, but if as and long as their number if reduced below 3, the continuing directors all director may act for the purpose of increasing the number of directors to three or for summoning a general meeting of the company and for no other purpose. |
| 23 | The quorum for a meeting of the board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two directors whichever is higher; provided that where at any time the number of interested directors is equal to or exceed two-third of the total strengths, the number of the remaining directors that is to say the number of director who are not interested present at the meeting being not less than to shall be the quorum during such time. The total strength of the Board shall mean the number of directors actually holding office as director on the date of Resolution or meeting, that is to say the total strength of the Board after deducting there from the number of director, if any, whose places are vacant at the time. |
| 24 | If no person has been appointed as Chairperson by the Board or if at any Meeting, the Chairman of the Boards not present within fifteen minutes after the time appointed for holding the meeting the Directors present may choose one of their members to be the chairman of the meetings. |
| 25 | The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more committees of the Board consisting of such member or members of its body, as the Board may think fit. |
| 26 | The board may from time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to the provisions of the Act and listing agreement. |

| | |
|--------------------------------------|--|
| 27 | <p>a) the chairman shall be the chairperson of its meetings, if either is not available or if at any meeting either is not present within 5 minutes after the time appointed for holding the meeting, the members present may choose one of their member to be the chairperson of the meeting.</p> <p>b) the quorum of a committee may be fixed by the Court and until so fixed, if the committee is of a single member or two members, the quorum shall be one if morethan two members, it shall be two.</p> |
| 28 | <p>a) A committee may meet and adjourn as it thinks proper.</p> <p>b) Questions arising at any meeting of a committee shall be determined by the sole member of the committee or by a majority of board of the members present as the case may be and in case of an equality of votes, the chairperson shall have a second or casting vote in addition to his vote as a member of the committee.</p> |
| 29 | All Acts done by any meeting of the board or a committee thereof, or by any person acting as Director shall, notwithstanding that it may be afterwards discovered that there was some defects in the appointment of any one or more of such directors or any person acting as aforesaid, or that any of them was disqualified, be and valid as if every such director and such person had been duly appointed and was qualified to be a director. |
| POWER AND DUTIES OF DIRECTORS | |
| 30 | The business of the company shall be managed by the board of directors who may exercise all such powers of the companies as are not, by the Act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the company in general meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the company in the general meeting.; but no regulation made by the company in general meeting, shall in validate any prior Act of the directors which would have been valid if the regulation have not been made. |
| 31 | The board may appoint at any time and from time to time by a power of attorney under the Company's Seal, any person to be the attorney of the company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the board under these articles and for such periods and subject to such conditions as the board may from time to time think fit and any such appointment, may, if the board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, directors, nominees or managers of any firm or company or otherwise in favour of anybody or persons whether nominated directly or indirectly by the board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the board may think fit. |

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| 32 | At the discretion to pay for any property, rights and privileges acquired by or service rendered to the company, either wholly or partially, in case of in shares, bonds, debentures or other securities of the company and any such shares may be received either as fully paid up or with such amount credited as paid up, the sum as may be either specifically charged upon all or any part of the property of the company and its uncalled capital or not so charged. |
| 33 | To secure the fulfillment of any contracts or agreements entered into by the company by mortgage or charge of all or any of the property of the company and its uncalled capital for the time being or in such other manner they think fit. |
| 34 | To appoint and remove, or suspend such agents, secretaries, officers, clerks and temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amounts as they think fit. |
| 35 | To institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officer or otherwise concerning the affairs of the company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the company. |
| 36 | To refer to, any claims or demands by or against the company to arbitration, observe and perform the awards. |
| 37 | To make and give receipts, releases and other discharges for money payable to the company and of the claims and demand of the company. |
| 38 | To execute in the name and on behalf of the company in favour of any director or other person who may incur or be above to incur any personal liability for the benefit of the company such mortgages of the company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants, and provisions as shall be agreed upon. |
| 39 | To give any person employed by the company a commission on the profits of any particular business or transaction or a share in a general profits of the company. |
| 40 | To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such Acts, deeds and things in the name and on behalf of the company as they consider expedient for in relation to any of the matters aforesaid or otherwise of the purposes of the company. |
| 41 | From time to time, make, vary and repeal by – Laws for the regulations of the business for the company, its officers and servants. |
| 42 | Before recommending any dividends, set aside portions of the company to form of fund to provide for such pensions, gratuities or compensations; or to create any provided fund or benefit fund in such or any other manner subject to the provisions of the Act as directors may deem fit. |

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| 43 | To make and alter Rules and Regulations concerning the time and manner of payments of the contributions of the employees and the company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the director shall from time to time think fit. |
| 44 | And generally, at their absolute discretion, to do any perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the company, accepting such acts and things as by Memorandum of Association of the company or by these presents may stand prohibited. |
| 45 | <p>1) Subject to the provisions of the Act and subject to the Approval of the Central Government, if any required in that behalf, the board may appoint one or more of its body, as whole time director or whole time directors on such designation and on such terms and conditions as it may deem fit. The whole time directors shall perform such duties and exercise such powers as the board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the board s and subject thereto the supervisions and direction of the managing director. The Remuneration payable to the whole time directors shall be determine by the company first by the board of directors and upon approval by shareholders at the general meeting, subject to the approval of the Central Government, if any, required in that behalf.</p> <p>2) whole time director shall (subject to the provisions of any contract between him and the company) the subject to the same provisions as to resignation and removal as the other directors, and he shall, if so facto and immediately, cease to be whole time directors, if he ceases to hold the office of director from any cause, whole time directors are liable to retire by rotation.</p> |
| DELEGATION OF POWERS | |
| 46 | Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Whole-time Directors. |

POWERS OF BOARD

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| 47 | <p>A. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.</p> <p>(a) to make calls on shareholders in respect of money unpaid on their shares;</p> <p>(b) to issue securities, including debentures;</p> <p>(c) to invest the funds of the company;</p> <p>(d) to grant loans or give guarantee or provide security in respect of loans;</p> <p>(e) to approve financial statement and the Board's report;</p> <p>(f) to diversify the business of the company;</p> <p>(g) to approve amalgamation, merger or reconstruction;</p> <p>(h) to take over a company or acquire a controlling or substantial stake in another</p> <p>(i) to appoint internal auditors and secretarial auditors;</p> <p>(j) to take note of the disclosure of directors interest and shareholding;</p> <p>(k) to invite or accept or renew public deposits and related matters;</p> <p>(r) to review or change in the terms and conditions of public deposit;</p> <p>(s) to approve quarterly, half yearly and an Annual Financial Statements or Financial Results as the case may be;</p> |
| 48 | The company shall comply with the provisions of companies Act 2013 as to follow inspection of copies kept of the Registered office in pursuance of the said Act, and as to allowing inspection of the register of charges to be kept at the office in pursuance of the said Act. |
| 49 | Holders of debentures and any person from whom the company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnish, free of cost or for such sum as may be prescribed by the government from time to time, with a copy of the financial statements of the company and other reports attached or appended thereto. |
| 50 | All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally. |
| MANAGER | |
| 51 | Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed maybe removed by the Board. |
| DIVIDENDS AND RESERVES | |
| 52 | The profits of the Company, subject to any special rights relating thereto created or authorized to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders. |
| 53 | The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board. |
| 54 | The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive. |

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| 55 | The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company. |
| 56 | No dividend shall be payable except out of the profits of the year or any other undistributed profits. |
| 57 | The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls in relation to the shares of the Company or otherwise. |
| 58 | Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend and the dividend may. |
| 59 | Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus or other money payable in respect of such share. |
| 60 | Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act. |
| 61 | No dividend shall bear interest against the Company. |
| 62 | No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt within accordance to the provisions of Sections 182(9) of the Companies Act, 2063. |

DIVIDEND TRACK RECORD

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders” and our company reiterates its commitment to good Corporate Governance.

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company policy on Corporate Governance rests on the pillars of transparency, accountability, integrity, equity and environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

i) Risk Management Committee

The primary objective of the Committee is to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimizing risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks. The composition of Risk Management Committee and attendance at its meetings is given hereunder:

| Members of Risk Management Committee | Designation |
|---|--------------------|
| Mr. Apple | Chairman |
| Mr. mango | Member |
| Mr. orange | Member |
| Mrs. Nuts | Member |

SUBSIDIARIES OF THE COMPANY

Presently we have three subsidiary company.

SHAREHOLDERS' AGREEMENTS

There is no subsisting shareholders' agreement.

OTHER AGREEMENTS

We have not entered into any Strategic or Financial agreement

LEGAL AND OTHER INFORMATION

Cases filed against our Company

Save and except as stated below, there are no outstanding litigations, disputes, penalties against our company, including tax liabilities, economic offences, criminal or civil prosecutions launched against the company for any offence irrespective work.

1. Litigation involving criminal cases

There are no criminal cases filed against our Company.

2. Litigation involving civil cases

There is no civil case pending against our Company.

3. Litigations involving Consumer Case:

There are no consumer cases pending against our company.

4. Litigations involving Suits or Writs:-

No suits or write offs are pending against our company.

5. Litigation involving Statutory Disputes

No suits or write offs are pending against our company.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC OUTLOOK:

The long-term fundamentals of the Nepal's economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain national economic environment and slow recovery in developed markets.

COMPANY OVERVIEW:

The company is engaged in trading in shares, financial services and investment activities where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.

OPPORTUNITIES & THREATS:

Opportunities:

- Increase in Income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new services.

Threats:

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in markets.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate.

RISK MANAGEMENT:

The company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in Nepal and globally which, in turn. Any economic event across the globe can have direct or indirect impact on our company. To mitigate this, Company has diversified its revenue stream across multiple verticals.

Our Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

HUMAN RESOURCE:

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices. The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, other statutes and other factors such as industrial relations.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT,
INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The employees are satisfied and having good relationship with the Management.

DECLARATION

No statement made in this Information Memorandum contravenes any of the provisions of the Companies Act 2063 and the rules made there under. We agree to adhere to all applicable laws, regulations, and policies governing companies in Nepal. All the information contained in this document is true and correct.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS

For Brahma Jyoti Holding Company Limited

Mr Apple
Managing Director
Address: Koteswor 32, Kathmandu Nepal
Post Box: 44600

Date : 01/01/2024
Place : Koteswor Kathmandu