

BIJOY HANS LIMITED

26th ANNUAL REPORT

2010-2011

CORPORATE INFORMATION

Managing Director

Sri Ashok Kumar Patawari

Directors

Sri Ashim Kumar Patawari
Sri Hemraj Nahata
Sri Raj Kumar Harlalka
Sri Sanjay Nahata

Auditors

M/s Mohanlal Sharma & Co
Chartered Accountants
Tokobari, SRCB Road
Guwahati 781 001

Bankers

Citi Bank NA
Bank of Baroda
UCO Bank
HDFC Bank
Union Bank of India

Registered Office

H P Brahmachari Road
Rehabari
Guwahati 781 008 (Assam)

BIJOY HANS LIMITED

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Bijoy Hans Limited will be held at its Registered office at H P Brahmachari Road, Rehabari, Guwahati 781 008 on 30th September 2011 at 11 A M to transact the following ordinary businesses:-

1. To receive, consider and adopt the Audited Balance sheet as at 31st March, 2011 and Profit and Loss Account for the year ended on that date together with the Auditors Report and Directors Report thereon.
2. To appoint a Director in place of Sri Hemraj Nahata who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Sri Raj Kumar Harlalka who retires by rotation and is eligible for re-appointment.
4. To appoint auditors of the Company and to fix their remuneration.

Place: Guwahati
Date: 30th August, 2011

By order of the Board
For Bijoy Hans Limited

Ashok Kumar Patawari
Managing Director

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company.
2. The Share transfer books and Register of Members of the company will remain closed from 26th September 2011 to 30th September 2011 (both days inclusive).
3. Members/proxies should bring the Attendance slip duly filled in for attending the Annual general meeting. No extra attendance slip will be provided at the meeting.

4. The details of directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement) are furnished below:-

Name of Director	Hemraj Nahata	Raj Kumar Harlalka
Date of Birth	07/08/1942	10/03/1958
Date of Appointment	28/04/1999	08/01/2008
Expertise in Specific areas	Accounts & Finance	Industrialist
Qualification	Non Graduate	Graduate
List of other Limited Company In which directorship held	Nil	Nil
Membership/ Chairmanship Of committees Of other companies	Nil	Nil
No. of Shares held	Nil	Nil

BIJOY HANS LIMITED

DIRECTORS REPORT

Dear Shareholders

Your directors wish to present the Twenty Sixth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2011.

FINANCIAL RESULTS:

(Rs. In Lacs)

	2010- 11	2009-10
Turnover/Income	44.98	76.03
Profit/(Loss)		
Before Depreciation and tax	15.47	19.78
Depreciation	7.16	8.12
Profit/(Loss) before tax	8.31	11.66
Provision for Taxes	1.36	1.63
Profit/(loss) after Tax	6.95	10.03
Deferred Tax adjustments	0.05	0.50
Surplus brought forward	158.07	147.54
Balance carried to Balance Sheet	165.08	158.07

DIRECTORS:

Sri Hemraj Nahata and Sri Raj Kumar Harlalka , Directors of the Company retire by rotation at the ensuing Annual General Meeting, and is eligible offers themselves for reappointment.

AUDITORS:

Messrs Mohanlal Sharma & Co., Chartered Accountants, retire as Auditors of the Company and, being eligible, offers themselves for re-appointment.

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance is given in Annexure A.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under section 217(2AA) of the Companies Act, 1956 the Directors confirm that:

- a) in preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
- b) the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2011 and of the Profit of the Company for the year ended as on date;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) the annual accounts have been prepared on a going concern basis.

COMPLIANCE CERTIFICATE UNDER THE COMPANIES ACT, 1956:

A certificate issued by a Company Secretary in terms of the provisions of Section 383A of the Companies Act, 1956 to the effect that the Company has complied with the applicable provisions of the said Act is attached to this report.

EMPLOYEES:

The Company has no employees in respect of whom the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are applicable.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN CURRENCY EXCHANGE EARNING AND OUTGO:

The provisions of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 are not applicable to the Company.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their deep appreciation to bankers, shareholders, the valued customers and employees and various other government agencies for their continued support and encouragement in ensuing all around operational performance.

By order of the Board
For Bijoy Hans Limited

Place: Guwahati
Date: 30th August, 2011

Ashok Kumar Patawari
Managing Director

Ashim Kumar Patawari
Director

BIJOY HANS LIMITED
Annexure A
CORPORATE GOVERNANCE REPORT
(Pursuant to Clause 49 of the Listing Agreement)

1. The Company's Philosophy on Code of Governance:

The Company is committed to good Corporate Governance practices. The Company's philosophy is to achieve business excellence and optimize long term shareholder's value on a sustained basis by ethical business conduct. The Company is committed to transparency in all its dealings and places strong emphasis on business ethics.

2. Board of Directors:

The Company is managed by Managing Director under the direction, control and supervision of the Board of Directors and its meet at regular intervals. The Board of Directors of the Company consists of five Directors, comprising of one Managing Director, four non-executive Directors of whom three are independent.

Composition of Board of Directors

Directors	Category	Other Directorship	Board Committees
Ashok Kumar Patawari	Managing Director	Nil	Nil
Ashim Kumar Patawari	Non-Executive Director	Nil	Nil
Hemraj Nahata	Non-Executive & Independent	Nil	Nil
Raj Kumar Harlalka	Non-Executive & Independent	Nil	Nil
Sanjay Nahata	Non-Executive & Independent	Nil	Nil

None of the Non-Executive Directors have any pecuniary relationship or transaction with the Company in their personal capacity.

3. Board Meetings:

During the financial year ended 6 Board Meetings were held. The days on which Board meetings were held are 30.4.2010, 30.06.2010, 31.07.2010, 30.08.2010, 30.10.2010 and 31.01.2011.

Attendance of the Directors at the Board meetings (6) and last Annual General Meeting:

Directors	Attendance Particulars		No. of Extra Ordinary General Meeting Attended
	Board Meetings	Last AGM	
Ashok Kumar Patawari	6	Yes	-
Hemraj Nahata	6	Yes	-
Ashim Kumar Patawari	5	Yes	-
Raj Kumar Harlalka	6	Yes	-
Sanjay Nahata	6	Yes	-

4. Remuneration Committee:

Although Remuneration Committee (being a non-mandatory requirement) has not been constituted by the Company, all matters relating to review and approval of payment of remuneration to the Executive Directors are considered by the Board within the overall limits approved by the Members.

5. Audit Committee:

The Board of Directors has constituted an Audit Committee which consists of four Non-Executive Directors of whom three are Independent Directors.

The Audit committee reviews the Company's financial reporting process, disclosure norms, internal control systems, risk management policies, accounting policies and practices as well as quarterly, half yearly financial statements. It recommends appointment of Statutory Auditors fixes audit fees and reviews internal control system, scope of observations of the auditors and adequacy of the internal audit function.

The members of the Audit committee met four times on 30.04.2010, 31.07.2010, 30.10.2010 and 31.01.2011 during the financial year ending 31st March, 2011. The Composition of the members are as under

Name of the Member	Status	No. of Audit Committee Meetings	
		Held	Attended
Hemraj Nahata	Chairman	4	4
Raj Kumar Harlalka	Member	4	4
Ashim Kumar Patawari	Member	4	4

6. Shareholders/Investors Grievance Committee:

The Committee has been formed to specifically look into shareholders and/or investors complaints. The Board has delegated the authority to approve the transfer/transmission of shares, issue of duplicate share certificate etc. to this Committee of Directors. The Committee would ensure that the grievances of the investors are attended to promptly besides taking pro-active actions for high level of investor services.

The members of the Shareholders/Investors Grievance committee met once on 30.3.2011 during the financial year ending 31st March, 2011.

The details of the composition of the Committee and attendance of the members at the meeting are as under:

Name of the Member	Status	No. of Committee Meetings	
		Held	Attended
Ashim Kumar Patawari	Member	1	1
Hemraj Nahata	Chairman	1	1
Raj Kumar Harlalka	Member	1	1

There being no complaints received during the period under review, the Committee reviewed the existing procedures for attending to complaints as and when they may arise.

7. General Body Meeting:

The last three Annual General Meeting were held at Registered Office of the Company at H P Brahmachari Road, Rehabari, Guwahati 781 008 as per the details given below:

	Year	Date of AGM	Day	Time
Twenty Third AGM	2008	30/09/2008	Tuesday	11AM
Twenty Fourth AGM	2009	30/09/2009	Wednesday	11AM
Twenty Fifth AGM	2010	30/09/2010	Thursday	11AM

No special resolution was put through postal ballot last year and the Company does not propose to pass any special resolution through postal ballot process this year.

8. Disclosures:

There were no materially significant related party transactions which had potential conflict with the interest of the company at large. Suitably disclosure as required by the Accounting Standards (AS-18) – Related Party Transactions, has been made in the Annual Report.

The Company has complied with all the requirements of the listing agreement with the stock exchanges as well as the regulations of SEBI. No penalties or strictures have been imposed on the Company by the stock exchanges or any other statutory authority on any matters related to capital market during the last 3 years.

The CEO (Managing Director) has furnished a certificate to the Board for the year ended 31st March, 2011 in compliance with the revised Clause 49 of the Listing Agreement as amended.

9. Means of Communication:

The Company publishes its annually, half yearly and quarterly results in the leading newspapers. The Quarterly and Annual Financial Results of the Company are furnished to the Stock Exchanges as per the requirements of the Listing Agreement.

10. General Shareholders Information:

a) The Twenty Sixth Annual General Meeting of the company will be held on 30th September, 2011 at 11 AM at the Registered Office of the Company at H P Brahmachari Road, Rehabari, Guwahati 781 008.

b) i) The financial year of the Company is from 1st April to 31st March.

ii) Quarterly Results:-

Quarter ended on June 2011	last week of July 2011
Quarter ended on September 2011	last week of Oct 2011
Quarter ended on December 2011	last week of Jan 2012
Quarter ended on March 2012	last week of April 2012

c) Date of Book Closure: From 26th September 2011 to 30th September 2011.

d) The Shares of the Company are listed on the following exchanges:

The Stock Exchange, Mumbai

The Calcutta Stock Exchange Association Ltd (application pending for delisting)

Annual listing fees have been paid to the Stock Exchange Mumbai for the financial year 2009-10 except Calcutta stock Exchange Association Limited.

e) **Market price detail:**

The Equity Shares of the Company are not traded and hence the market price data are not available.

f) **Registrars and Share Transfer Agent:**

The Company has its own in house department to look after the share transfer system. Therefore, no Registrar and Share Transfer Agent has been appointed so far.