

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)

Tel: 0361-2512373 Email: ash_ashim@yahoo.co.in

CIN No.: L51909AS1985PLC002323

CORPORATE INFORMATION

Managing Director

Sri Ashok Kumar Patawari

Directors

Sri Ashim Kumar Patawari

Sri Raj Kumar Harlalka

Sri Hemraj Nahata

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

ICICI Bank

Registered Office

H P Brahmachari Road

Rehabari

Guwahati 781 008 (Assam)

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NOTICE

NOTICE is hereby given that the Twenty Ninth 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 2014 at 11 A M to transact the following :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss 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 Ashok Kumar Patawari (DIN : 00154286), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors of the Company and to fix their remuneration; to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 Companies (Audit and Auditor) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Mohanlal Sharma & Co., Chartered Accountants, (Registration No. 323282E), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 29th Annual General Meeting (AGM) till the conclusion of 32nd AGM of the company to be held in the year 2017 (subject to ratification of their appointment by the Members at every AGM held after this AGM), at such remuneration plus service tax and other expenses, and to authorise the Board of Directors of the Company to fix such remuneration as may be recommended by the Audit Committee, may be paid on progressive billing basis or otherwise as agreed upon between the said Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS :

4. To appoint Smt Shweta Patawari (DIN : 06935613) as a Director of the Company, whose appointment as an Additional Director ceases at the ensuing AGM of the Company and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT Smt Shweta Patawari (DIN : 06935613) who retires at the AGM as the Additional Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from herself proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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5. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Sri Raj Kumar Harlalka (DIN : 00594512), Independent Director of the Company who under the provisions of the Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received a notice in writing from him proposing that his term as an Independent Director be for a period of five years, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from the ensuing Annual General Meeting.”

By order of the Board
For Bijoy Hans Limited

Place: Guwahati

Date: 27th August, 2014

Ashok Kumar Patawari
Managing Director

NOTES

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.

1. The Share transfer books and Register of Members of the company will remain closed from 23rd September 2014 to 30th September 2014 (both days inclusive).
2. 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.
3. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
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	ASHOK KUMAR PATAWARI	SHWETA PATAWARI	RAJ KUMAR HARLALKA
Date of Birth	20/06/1956	12/06/1986	10/03/1958
Date of appointment	13/06/1989	Seeking appointment at AGM.	08/01/2008
Expertise in specific areas	Accounts and Finance	Human Resource Management	Industrialist
Qualification	Graduate	Graduate	Graduate
List of other Limited Companies in which Directorship held	NIL	NIL	NIL
Chairmanship of Companies	NIL	NIL	NIL
Membership/Chairmanship of other Committees	NIL	NIL	NIL
No. of Shares held	1,38,300	NIL	NIL

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS ITEMS STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('THE ACT')

Item No. 4

Smt Shweta Patawari retires at the ensuing Annual General Meeting in terms of her appointment as an Additional Director.

As per the provisions of Section 149(1) of the Act and amended clause 49 of the Listing Agreement, the Company should have atleast one woman director.

Keeping in view the above legal requirements and in deference to Company's shareholders' wishes, the Board of Directors recommends that Smt Shweta Patawari be appointed as a Director of the Company.

Consequently it is proposed to appoint Smt Shweta Patawari at the ensuing AGM.

The Company has received a notice in writing from Smt Shweta Patawari alongwith the deposit of requisite amount under Section 160 of the Act proposing her candidature for the office of Director of the Company.

Smt Shweta Patawari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Item No. 5

Sri Raj Kumar Harlalka is a Non-Executive Independent Director of the Company. He is a member of the Audit Committee and Shareholders/Investors Grievance Committee of the Board of Directors of the Company.

Details of his other directorships are given in Corporate Governance Report as required under clause 49 forming part of the notice. Sri Raj Kumar Harlalka does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, Sri Raj Kumar Harlalka being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years from the ensuing Annual General Meeting. A notice has been received from him proposing himself as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri Raj Kumar Harlalka fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Sri Raj Kumar Harlalka as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri Raj Kumar Harlalka as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Raj Kumar Harlalka as an Independent Director, for approval by the shareholders of the Company.

Except Sri Raj Kumar Harlalka, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

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DIRECTORS REPORT

Dear Shareholders,

Your directors wish to present the Twenty Ninth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS:

(Rs. In Lacs)

	2013- 14	2012-13
Turnover/Income	62.65	55.00
Profit/(Loss)		
Before Depreciation and tax	10.90	10.40
Depreciation	7.63	9.12
Profit/(Loss) before tax	3.27	1.29
Provision for Taxes	0.00	0.00
Profit/(loss) after Tax	3.27	1.29
Deferred Tax adjustments	0.31	0.60
Surplus brought forward	171.43	169.54
Balance carried to Balance Sheet	175.01	171.43

DIRECTORS:

Sri Ashok Kumar Patawari, Director of the Company retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for reappointment.

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AUDITORS:

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

The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Notes on Financial Statements referred to in the Auditor's Report are self explanatory and do not call for any further comments.

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, 2014 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.

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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: 31st July, 2014

Ashok Kumar Patawari
Managing Director

Ashim Kumar Patawari
Director

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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 the Managing Director under the direction, control and supervision of the Board of Directors and it meets 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 one is independent.

Composition of Board of Directors

Directors Name and DIN	Category	Other Directorship	Board Committees
Ashok Kumar Patawari (DIN : 00154286)	Managing Director	Nil	Nil
Ashim Kumar Patawari (DIN : 01972489)	Non-Executive Director	Nil	Nil
Raj Kumar Harlalka (DIN : 00594512)	Non-Executive & Independent	Nil	Nil
Hemraj Nahata (DIN : 00154291)	Non-Executive & Independent	Nil	Nil
Sanjay Nahata (DIN : 02002161)	Non-Executive & Independent	Nil	Nil

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