

# ***BIJOY HANS LIMITED***

***ANNUAL REPORT***  
**2017-2018**

# BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)  
Tel: 0361-2512373 Email: ash\_ashim@yahoo.co.in Website: www.bijoyhans.net  
CIN No.: L51909AS1985PLC002323

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## **CORPORATE INFORMATION**

<b>Managing Director</b>	Sri Ashok Kumar Patawari
<b>Directors</b>	Sri Ashim Kumar Patawari Sri Raj Kumar Harlalka Smt Shweta Patawari Sri Pukhraj Lunkar
<b><u>Key Managerial Personnel:</u></b>	
<b>Chief Financial Officer</b>	Ms Richi Patawari
<b>Company Secretary</b>	Ms Manisha Agarwala
<b>Auditor</b>	M/s Mahendra Pareek & Co. Chartered Accountants
<b>Secretarial Auditor</b>	Ms Alpana Agrawal Company Secretaries
<b>Bankers</b>	Citi Bank NA Bank of Baroda UCO Bank HDFC Bank Union Bank of India ICICI Bank
<b>Registered Office</b>	H P Brahmachari Road Rehabari Guwahati 781 008 (Assam) Ph: 0361 2512313 Email: ash_ashim@yahoo.co.in
<b>Registrar &amp; Share Transfer Agent</b>	Niche Technologies Pvt Ltd D-511, Bagree Market, 5 <sup>th</sup> Floor 71 B R B Basu Road Kolkata 700 001 Ph: 033 22357270/7271 Fax: 033 22156823

# BIJOY HANS LIMITED

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## **DIRECTORS' REPORT**

To  
The Members,  
BIJOY HANS LIMITED

Your Directors are pleased to present the 33<sup>rd</sup> Annual Report of your Company together with the Audited Statement of Accounts and the Auditor's Report for the financial year ended, 31st March, 2018.

### **1. FINANCIAL RESULTS:-**

<b>PARTICULARS</b>	<b>2017-18 (Rs)</b>	<b>2016-17 (Rs)</b>
Profit before depreciation & tax	-3,61,208	-5,22,182
Less: Depreciation	8,24,075	7,44,759
Less : Provision for income tax	-	-
Add : Deferred Tax Benefit	51,616	-35,753
Profit for the year	<b>(11,33,667)</b>	<b>(13,02,694)</b>
Add: Last year Balance	1,47,80,388	1,60,83,082
Less : Adjustment for Depreciation	-	-
Balance carried over to next year	1,36,46,721	1,47,80,388

### **2. DIVIDEND**

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company and therefore, do not propose any dividend for the financial year ended 31<sup>st</sup> March, 2018.

### **3. TRANSFER TO RESERVES**

Since the Company has incurred a loss in the current financial year, no amount has been transferred to Reserve & Surplus Account.

### **4. STATE OF THE COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

The Company is engaged in the business of Pharmaceutical, Medical and cosmetics goods. There has been no change in the business of the company during the financial year ended 31st March, 2018

## **5. MATERIAL CHANGES AND COMMITMENTS**

No material changes and commitments affecting the Financial position of the company occurred between the end of the Financial year to which this Financial statements relates and the date of this report.

## **6. LOANS, GUARANTEES AND INVESTMENTS**

There was no loan, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

## **7. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return in Form No. MGT-9 as required under section 92(3) of the Companies Act, 2013 for the Financial Year ending March 31, 2018 is annexed hereto as Annexure-I and forms part of this report.

## **8. RELATED PARTY DISCLOSURE**

All the related party transactions entered into during the financial year ended 31<sup>st</sup> March, 2018 were on arm's length price and were in the ordinary course of business. Therefore the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further there was no materially significant related party transaction during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel and other designated person which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

## **9. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The company does not attract the provisions of Section 134 (m) of the Companies Act, 2013. There was no foreign exchange inflow or Outflow during the year under review.

## **10. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Pursuant to the provisions of section 152 of the Companies Act, 2013 and in accordance with the provisions of the Articles of Association of the Company, Sri Ashim Kumar Patawari, Managing Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

Sri Ashim Kumar Patawari is not disqualified under section 164(2) of the Companies Act, 2013.

## **11. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

## **12. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY**

The independent directors have submitted declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status of independence.

## **13. MEETINGS**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 8 Board Meetings and 4 Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **14. SECRETARIAL AUDIT REPORT**

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014, Ms Alpana Agarwal, Company Secretaries were appointed as Secretarial Auditor of the Company. The Secretarial Audit Report is annexed as Annexure II and forms part of this report.

## **15. DEPOSITS**

The Company has not accepted any deposits during the year under review.

## **16. DETAILS OF SUBSIDIARY , JOINT VENTURE AND ASSOCIATE COMPANY**

The Company does not have any Subsidiary, Joint Venture or an Associate Company.

## **17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE TRIBUNAL, COURTS AND REGULATORS.**

No significant and material orders have been passed by the Tribunals, Courts and regulator impacting the going concern status and the Company's operations in future.

## **18. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

The Company has in place adequate internal financial controls with reference to financial Statements. During the year under review, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## **19. RISK MANAGEMENT**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

## **20. CORPORATE GOVERNANCE CERTIFICATE**

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement and as per relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15(2) of the Listing Regulations is annexed with the report.

## **21. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, no case of sexual harassment was reported.

## **22. BOARD'S COMMENTS ON THE AUDITOR'S REPORT**

The observations of the statutory auditors, when read together with the relevant notes to the accounts and auditing policies are self-explanatory.

## **23. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

1. In preparation of the Annual Accounts for the financial year ended 31<sup>st</sup> March 2018, the applicable Accounting Standards have been followed along with proper explanation to material departures;
2. The Directors have selected such Accounting Policies and applied them consistently and 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 at the end of the financial year and of the profit or loss of the Company, for that period.

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the Annual Accounts on a going concern basis.
5. The Directors had laid down internal financial controls to be followed by the Company and that such controls are adequate and operating effectively and
6. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

### **24. AUDITORS**

#### **(a) Statutory Auditors and their Report**

M/s Jain Patni & Associates, Chartered Accountants, Guwahati, have tendered their resignation as Statutory Auditor of the Company, resulting in casual vacancy in the office of the Statutory Auditors of the Company.

The Board of Directors in their meeting held on 18th August, 2018 as recommended by the Audit Committee appointed M/s Mahendra Pareek & Co., Chartered Accountants, Guwahati (FRN 0324053E) as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Jain Patni & Associates, Chartered Accountants, to conduct the audit for the Financial year 2018-19, subject to the approval of the Members of the Company.

M/s Mahendra Pareek & Co., Chartered Accountants have conveyed their consent to be appointed as Statutory Auditor of the Company alongwith the confirmation, their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

#### **(b) Secretarial Auditor and Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors appointed Ms Alpana Agarwal, Company Secretary in Practice, as Secretarial Auditor to carry out Secretarial Audit of the Company for the Financial year 2017-18. The report given by her for the said financial year in the prescribed format is annexed to this Report as Annexure D. The Secretarial Audit Report contains observations regarding non appointment of Company Secretary as Compliance officer pursuant to regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The company has duly complied and appointed the Company Secretary as Compliance Officer as required under Regulation 6 of SEBI (LODR) Regulations, 2013.



## **25. ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation for the assistance and cooperation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors of  
**BIJOY HANS LIMITED**

Place: Guwahati  
Date : 18<sup>th</sup> August, 2018

**Ashok Kumar Patawari**  
Managing Director  
DIN: 00154286

**Ashim Kumar Patawari**  
Director  
DIN: 01972489

# BIJOY HANS LIMITED

## ANNEXURE I

### FORM NO. MGT 9 - EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L51909AS1985PLC002323
2	Registration Date	26-03-85
3	Name of the Company	BIJOY HANS LIMITED
4	Category/Sub-category of the Company	Company limited by shares Public Company
5	Address of the Registered office & contact details	H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
6	Whether listed company	Listed
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S Niche Technologies Private Limited, D-511, Bagree Market, 71 B. R.B Basu Road, Kolkata-700001, West Bengal. Ph: 033 22357270/7271

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10% or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of Pharmaceutical and Medical Goods and Cosmetics	46497	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1		NIL			

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	93,900	138,400	232,300	7.74%	93,900	138,400	232,300	7.74%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	93,900	138,400	232,300	7.74%	93,900	138,400	232,300	7.74%	0.00%
(2) <b>Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	93,900	138,400	232,300	7.74%	93,900	138,400	232,300	7.74%	0.00%
<b>B. Public</b>									
<b>I. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance	-	-	-	0.00%	-	-	-	0.00%	0.00%