

# BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)  
Tel: +91-9435048987 Email: ash\_ashim@yahoo.co.in Website: www.bijoyhans.net  
CIN No.: L51909AS1985PLC002323

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August 23, 2024

To

**BSE Limited**

Department of Corporate Services  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

Sir,

**Sub: Submission of Notice of 39<sup>th</sup> Annual General Meeting under Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the notice of the 39<sup>th</sup> Annual General Meeting of the company to be held on 27<sup>th</sup> September, 2024.

You are kindly requested to take note of the above and acknowledge the receipt.

Thanking you

Yours faithfully

For **BIJOY HANS LIMITED**

**Manisha** Digitally signed by  
Manisha Agarwala  
**Agarwala** Date: 2024.08.23  
10:29:55 +05'30'

**Manisha Agarwala**

Company Secretary & Compliance Officer

Encl: As above.

**NOTICE OF THE MEETING**

**NOTICE** is hereby given that the **39<sup>th</sup> 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 (Assam) on Friday, **27<sup>th</sup> September, 2024** at 11:00 A.M. to transact the following business: -

**ORDINARY BUSINESS:**

**Item No.1 – Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors (the Board) and Auditors thereon and to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2024 and the Report of the Directors and the Auditors thereon, placed before the Meeting, be and are hereby considered and adopted.”

**Item No.2 – Appointment of Director**

To appoint Mr. Ashim Kumar Patawari (DIN: 01972489), Director retiring by rotation, eligible for reappointment and pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013. Mr. Ashim Kumar Patawari (DIN: 01972489) who retires by rotation at this Meeting be and is hereby reappointed as Director of the Company.”

**SPECIAL BUSINESS**

**Item No. 3 - Regularization of Appointment of Mr. Salil Sriram Shetty (Din: 07424136) As Non-Executive Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and various Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of

the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Salil Sriram Shetty (DIN: 07424136)**, who was appointed as an Additional Non-Executive Independent Director of the Company on **13<sup>TH</sup> August, 2024**, pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as a “Non-Executive Independent Director” of the Company to hold office for a term of 5 (five) consecutive years commencing from **27<sup>th</sup> September, 2024 to 26<sup>th</sup> September, 2029 (both days inclusive)**, and that he shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

**Item No. 4 - Regularization of Appointment of Mr. Amit Jawarimal Dugar (Din: 01641205) As Non-Executive Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and various Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Amit Jawarimal Dugar (Din: 01641205)**, who was appointed as an Additional Non-Executive Independent Director of the Company on **13<sup>TH</sup> August, 2024**, pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as a “Non-Executive Independent Director” of the Company to hold office for a term of 5 (five) consecutive years commencing from **27<sup>th</sup> September, 2024 to 26<sup>th</sup> September, 2029 (both days inclusive)**, and that he shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

**Item No: 5 – Alteration of Article of Association as per Companies Act, 2013.**

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

**“RESOLVED THAT** the pursuant to Sections 14 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), a new set of Articles of Association of the Company as placed before the members, be and is hereby approved and adopted and substituted in place of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to perform and undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to settle any questions, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of Company or to any Director(s) of Company or any other Officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

Place : Guwahati  
Date : 21<sup>st</sup> August, 2024

By order of the Board  
For **Bijoy Hans Limited**

Sd/-  
**Manisha Agarwala**  
Company Secretary

**AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA THE PARTICULARS IN RESPECT OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ REAPPOINTED AT THIS AGM ARE GIVEN BELOW:**

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<b>Name of Director</b>	<b>Ashim Kumar Patawari</b>
<b>DIN</b>	01972489
<b>Age</b>	42 years
<b>Date of Appointment</b>	08-01-2008
<b>Qualification</b>	Commerce Graduate
<b>Expertise in specific areas</b>	15 years' experience Marketing
<b>Details of Shares in the company</b>	63,500
<b>Relationship with other Directors/ KMPs</b>	Son of Ashok Kumar Patwari & Brother of Richi Patawari
<b>Terms and conditions of appointment/ reappointment</b>	Liable to retire by rotation
<b>No. of meetings of Board attended</b>	7
<b>List of companies in which outside directorships held as on 31<sup>st</sup> March, 2024</b>	Nil

NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") in respect of item no. 3, 4 and 5 as mentioned in the above notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. A proxy need not be a member of the Company.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy for the AGM is enclosed.
4. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate shares not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
5. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
6. The Register of Members and Share transfer books of the company will remain closed from 21<sup>st</sup> September, 2024 to 27<sup>th</sup> September, 2024 (both days inclusive) for the year ended 31<sup>st</sup> March, 2024.
7. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
8. Members holding shares in physical form are requested to address all correspondence to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Pvt Ltd., 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata - 700001.
9. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased members are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the Registrar and Transfer Agent of the Company.
10. In terms of sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the notice of 39th AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars, Notice of the 39<sup>th</sup> AGM along with the Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Members who wish to obtain hard copy of the Annual Report can send a request for the same at email ID - [ash\\_ashim@yahoo.co.in](mailto:ash_ashim@yahoo.co.in) mentioning Folio No/ DP ID and Client ID. Members may note that the Notice and Annual Report for F.Y.2023-24 will also be available on the Company's website [www.bijoyhans.net](http://www.bijoyhans.net) and website of the Stock Exchange i.e., **BSE Limited**.
11. Further, those members who have not updated their email addresses in the Demat account/Folio may get their email address and mobile number registered with Company's Registrar and Transfer Agent, Maheshwari Datamatics Pvt. Ltd. for receiving the Notice of AGM and Annual Report along with the Login ID and Password by sending an email to the RTA at their email ID: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
12. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated all the shareholders holding shares in physical form to update the PAN, KYC details, Nomination, Contact details, Bank A/c details and Specimen Signature for the respective folios. Pursuant to aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. The abovementioned details can be updated by submitting the forms, as may be applicable, to the Company's RTA. The prescribed forms are available at <https://www.bijoyhans.net/mandatory-furnishing-of-pan-kyc-details> and on RTA's website at <https://www.mdpl.in>.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities

certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant (s) in case the shares are held by them in electronic form and with Integrated in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
15. Mr Chandan Patni a Practicing Chartered Accountant (Membership No. 300578), has been appointed as "Scrutinizer" to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.

16. The Instructions of Shareholders For Remote E-Voting:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i). The voting period begins on <24<sup>th</sup> September, 2024 at 09:00 A.M> and ends on <26<sup>th</sup> September, 2024 at 05:00 P.M>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (20<sup>th</sup> September, 2024) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at</li> </ol>



	<p><a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2. Click on “Shareholders” module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Bijoy Hans Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and

option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ash\\_ashim@yahoo.co.in](mailto:ash_ashim@yahoo.co.in) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [ash\\_ashim@yahoo.co.in](mailto:ash_ashim@yahoo.co.in)/ [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) .

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

Place : Guwahati  
Date : 21<sup>st</sup> August, 2024

By order of the Board  
For **Bijoy Hans Limited**

Sd/-  
**Manisha Agarwala**  
Company Secretary

### Explanatory Statement

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 3, 4 and 5 of the accompanying Notice dated **21<sup>st</sup> August, 2024** should be taken as forming part of this Notice.

#### **Item No. 3 - Regularization of Appointment of Mr. Salil Sriram Shetty (DIN: 07424136) As Non-Executive Independent Director of the Company:**

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 13<sup>th</sup> August, 2024 appointed Mr. Salil Sriram Shetty (DIN: 07424136), as an Additional Director in the category of Independent Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received requisite disclosures/declarations from Salil Sriram Shetty

1. Consent to act as Director u/s 152 of the Act (Form DIR-2);
2. Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
3. Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
4. Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
5. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

**Mr. Salil Sriram Shetty** has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

#### **Brief resume of Salil Sriram Shetty:**

Salil Shetty is a founder and Director of Product Strategy and Marketing at ReZEN. He was the product manager of ChartOne from 2001 to 2003 and the Strategy Consultant for March FIRST/USWeb/ MMG from 1999 to 2001. He has studied BS, Engineering from Bangalore University and MBA from Thunderbird School of Global Management.

As per the provisions contained under Section 161 of the Act, the "Additional Director" so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Salil Sriram Shetty, as an Independent Director of the Company.

In the opinion of the Board, **Mr. Salil Sriram Shetty** fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the knowledge and rich experience of **Mr. Salil**

**Sriram Shetty** in field of Marketing his appointment will be of immense benefit and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Salil Sriram Shetty as an Independent Director for a period of five consecutive years with effect from **27<sup>th</sup> September, 2024 to 26<sup>th</sup> September, 2029 (both days inclusive)** and recommends the Special resolution as set out in the Notice for approval of Members.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

<b>Name of Director</b>	<b>Salil Sriram Shetty</b>
<b>DIN</b>	07424136
<b>Fathers' Name:</b>	Sriram Shetty
<b>Date of Birth:</b>	27-02-1975
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	13-08-2024
<b>Appointment/ Re-appointment</b>	Regularize from Additional Director to Director
<b>Qualification, Functional Expertise and Experience</b>	BS, Engineering and MBA
<b>Relationship with other Board Members</b>	He is not related to any Board Members
<b>Directorship in Other Companies:</b>	1. Cinerad Communications Limited
<b>Name of other listed Companies, where he is Director including this listed entity</b>	1. Cinerad Communications Limited
<b>List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity</b>	Member in Audit Committee Chairperson in Nomination and Remuneration Committee Member in Right Issue Committee
<b>Listed entities from which he has resigned in the past three years</b>	Nil
<b>Shareholding in the company as on date of this report (including shareholding as a beneficial owner)</b>	Nil
<b>The skills and capabilities required for the role and the manner in which he meets such requirements</b>	Expertise in Marketing.
<b>Board Meeting attendance</b>	Nil
<b>Terms and conditions of appointment</b>	Proposed to be appointed as an Independent Director, not liable to retire by rotation.
<b>Remuneration last drawn</b>	NIL

**Mr. Salil Sriram Shetty** is not related to any Director or any other Key Managerial Personal of the Company.

Accordingly, the Board commends the Special Resolution as set out in item No. 3 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except **Mr. Salil Sriram Shetty**, in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

**Item No. 4 - Regularization of Appointment of Mr. Amit Jawarimal Dugar (Din: 01641205) As Non-Executive Independent Director of the Company:**

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 13<sup>th</sup> August, 2024 appointed Amit Jawarimal Dugar (Din: 01641205), as an Additional Director in the category of Independent Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received requisite disclosures/declarations from Salil Sriram Shetty

1. Consent to act as Director u/s 152 of the Act (Form DIR-2);
2. Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
3. Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
4. Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
5. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

**Brief resume of Mr. Amit Jawarimal Dugar:**

Mr. Amit Jawarimal Dugar is a Chartered Accountant. He is one of the promoter and Director of Surfaces (India) Flooring Private Limited. He has vast experience in field of Finance and marketing.

As per the provisions contained under Section 161 of the Act, the "Additional Director" so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of **Mr. Amit Jawarimal Dugar**, as an Independent Director of the Company.

In the opinion of the Board, **Mr. Amit Jawarimal Dugar** fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the knowledge and rich experience of **Mr. Amit Jawarimal Dugar** in field of Finance and marketing and his appointment will be of immense benefit and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Salil Sriram Shetty as an Independent Director for a period of five consecutive years with effect from **27<sup>th</sup> September, 2024 to 26<sup>th</sup> September, 2029 (both days inclusive)** and recommends the Special resolution as set out in the Notice for approval of Members.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

<b>Name of Director</b>	<b>Amit Jawarimal Dugar</b>
<b>DIN</b>	01641205
<b>Fathers' Name:</b>	Jawarimal Dugar
<b>Date of Birth:</b>	08/12/1980
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	13 <sup>th</sup> August, 2024
<b>Appointment/ Re-appointment</b>	Regularize from Additional Director to Director
<b>Qualification, Functional Expertise and Experience</b>	Chartered Accountant
<b>Relationship with other Board Members</b>	He is not related to any Board Members
<b>Directorship in Other Companies:</b>	Surfaces (India) Flooring P Ltd
<b>Name of other listed Companies, where he is Director including this listed entity</b>	Nil
<b>List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity</b>	Member in Audit Committee, Member of Nomination and Remuneration Committee, Chairperson of Stakeholders Relationship Committee
<b>Listed entities from which he has resigned in the past three years</b>	Nil
<b>Shareholding in the company as on date of this report (including shareholding as a beneficial owner)</b>	Nil
<b>The skills and capabilities required for the role and the manner in which he meets such requirements</b>	Expertise in Finance and Marketing
<b>Board Meeting attendance</b>	Nil
<b>Terms and conditions of appointment</b>	Proposed to be appointed as an Independent Director, not liable to retire by rotation.
<b>Remuneration last drawn</b>	Nil

**Mr. Amit Jawarimal Dugar** is not related to any Director or any other Key Managerial Personal of the Company.

Accordingly, the Board commends the Special Resolution as set out in item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except **Mr. Amit Jawarimal Dugar**, in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

**Item No: 5 – Alteration of Article of Association as per Companies Act, 2013.**

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of the Companies Act, 2013 including the Rules framed there under.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the AGM. The proposed draft Articles of Association is available on the Company website at [www.bijoyhans.net](http://www.bijoyhans.net) for perusal by the members.



Your directors recommend passing the Resolution at Item No. 5 of the Notice, as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Place : Guwahati  
Date : 21<sup>st</sup> August, 2024

By order of the Board  
For **Bijoy Hans Limited**

Sd/-  
**Manisha Agarwala**  
Company Secretary

# BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)  
Tel: +91 94350 48987 Email: ash\_ashim@yahoo.co.in Website: www.bijoyhans.net  
CIN No.: L51909AS1985PLC002323

## PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

**CIN** : **L51909AS1985002323**  
**Name of the Company** : **BIJOY HANS LIMITED**  
**Registered Office** : **H P Brahmachari Road, Rehabari, Guwahati 781 008**

Name of the Member(s)	
Folio No./Client ID	
*DP ID	
E-mail ID	
Registered Address	

*\*Applicable for Investors holding shares in electronic form.*

I / We being the member(s) of \_\_\_\_\_ shares of the Company hereby appoint:

1	Name:	Signature	
	Address:		
	E-mail ID		
	Or Failing him/her		
2	Name:	Signature	
	Address:		
	E-mail ID		
	Or Failing him/her		
3	Name:	Signature	
	Address:		
	E-mail ID		
	Or Failing him/her		

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th AGM of the Company, to be held on Friday, the 27<sup>th</sup> September, 2024 at 11:00 AM at its registered office at H P Brahmachari Road, Rehabari, Guwahati 781 008 and at any adjournment thereof in respect of such resolutions as are indicated below:

## BIJOY HANS LIMITED

\*\*I/We wish my/our above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution Proposed	Optional	
		For	Against
<b>Ordinary Business :</b>			
1.	To consider and adopt the Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2.	To appoint Mr. Ashim Kumar Patawari (DIN: 01972489), Director retiring by rotation, eligible for reappointment		
<b>Special Business :</b>			
1.	Regularisation of Appointment of Mr Salil Shriram Shetty (DIN: <b>07424136</b> ) as Non Executive Independent Director of the Company		
2.	Regularisation of Appointment of Mr Amit Jawarimal Dugar (DIN: <b>01641205</b> ) as Non Executive Independent Director of the Company		
3.	Alteration of Articles of Association as per Companies Act, 2013		

Signed this .....day of.....2024

Signature of member:

Signature of the Proxy Holder(s):

Affix Revenue Stamp
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**Notes:**

1. This form should be signed across the stamp as per specimen signature registered with the company.
2. ***This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 Hours before the commencement of the meeting.***
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. **\*\*This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
6. Appointing a proxy does not prevent a member from attending the meeting in person if he wishes so.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

# **BIJOY HANS LIMITED**

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)  
Tel: +91 94350 48987 Email: ash\_ashim@yahoo.co.in Website: www.bijoyhans.net  
CIN No.: L51909AS1985PLC002323

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## **ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

**(39<sup>th</sup> Annual General Meeting – Friday, 27<sup>th</sup> September, 2024)**

I/We hereby record my/our presence at the Annual General Meeting of “**Bijoy Hans Limited**” held on Friday, 27<sup>th</sup> September, 2024 at 11:00 AM at H P Brahmachari Road, Rehabari, Guwahati 781 008.

Full Name of the member (IN BLOCK LETTERS): \_\_\_\_\_

Address: \_\_\_\_\_

Folio No. \_\_\_\_\_, D P ID No. \_\_\_\_\_, Client ID No. \_\_\_\_\_

No. of shares held: \_\_\_\_\_

Full Name of Proxy (In BLOCK LETTERS): \_\_\_\_\_

Member/Proxy(s) Signature: \_\_\_\_\_

(Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)