

# 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 Annual Report for the F Y 2023-24

Ref: Scrip Code: 524723

Pursuant to the requirement of Regulation 34(1) of the SEBI Listing Regulations 2015, we are pleased to enclose herewith a copy of Annual Report of the Company for the financial year 2023-24 which is being sent to the members.

The Annual Report containing the Notice of 39<sup>th</sup> Annual General Meeting is also uploaded on the Company's website [www.bijoyhans.net](http://www.bijoyhans.net).

Kindly take the same on record.

Thanking you

Yours faithfully

For **BIJOY HANS LIMITED**

**Manisha**

**Agarwala**

**Manisha Agarwala**

Company Secretary & Compliance Officer

M. No. 38446

Digitally signed by  
Manisha Agarwala  
Date: 2024.08.23  
10:28:59 +05'30'

Encl: As above.

**BIJOY HANS LIMITED**  
**CIN: L51909AS1985PLC002323**  
**39<sup>TH</sup> ANNUAL REPORT**  
**2023-2024**

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**CORPORATE INFORMATION**

Sri Ashok Kumar Patawari	Managing Director
Sri Ashim Kumar Patawari	Director
Sri Raj Kumar Harlalka	Director
Sri Pukhraj Lunkar (Resigned w.e.f. 1 <sup>st</sup> June, 2023)	Director
Shri Sanjay Kumar Baid (Appointed w.e.f. 4 <sup>th</sup> August, 2023)	Director
Smt Shweta Patawari	Director
Sri Salil Sriram Shetty (Appointed w.e.f. 13 <sup>th</sup> August, 2024)	Director
Amit Jawarimal Dugar (Appointed on 13 <sup>th</sup> August, 2024)	Director
Ms Richi Patawari	<b>Chief Financial Officer</b>
Ms Manisha Agarwala	Company Secretary

**Auditors**

M/s Rajesh Surana & Co.	Chartered Accountants – Statutory Auditor
M/s Pooja Gala & Associates	Company Secretaries – Secretarial Auditor

Banker	IDBI Bank
	Bank of Baroda
	Union Bank of India
	ICICI Bank

Details of Company	Registered office Address	H P Brahmachari Road Rehabari Guwahati 781 008 (Assam)
	Contact details of Registered office	+91 94350 48987
	Email id	ash_ashim@yahoo.co.in

Details of Registrar & Share Transfer Agent	Name of RTA	Maheshwari Datamatics Pvt Ltd,
	Registered office Address	23, R. N. Mukherjee Road, 5 <sup>th</sup> Floor, Kolkata 700 017
	Contact details of Registered office	033 22482248 / Fax : 033 22435029
	Email id	mdpldc@yahoo.com

**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 39<sup>th</sup> 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 Pvt 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

**DIRECTORS' REPORT**

To  
The Members,  
**BIJOY HANS LIMITED**

Your Directors are pleased to present the 39<sup>th</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, 2024.

**HIGHLIGHTS OF PERFORMANCE**

PARTICULARS	(Rs. In Hundreds)	
	2023-24 (Rs)	2022-23 (Rs)
Turnover	58,340.72	44,213.96
Profit/ (Loss) before Interest, Depreciation & Taxation (PBIDT)	-6195.82	-37,888.93
Interest	641.09	645.04
Profit/ (Loss) before Depreciation & Taxation (PBDT)	-6,836.91	-38,533.97
Depreciation	4,821.77	5,923.09
<b>Profit/ (Loss) before Tax and Extraordinary Items (PBTE)</b>	<b>-11,658.68</b>	<b>-44,457.06</b>
Extraordinary items	0	0
<b>Profit/ (Loss) before Tax (PBT)</b>	<b>-11,658.68</b>	<b>-44,457.06</b>
Provision for Taxation/ (Deferred Tax)	63.15	48.37
<b>Profit/ (Loss) after Tax (PAT)</b>	<b>-11,721.83</b>	<b>-44,408.69</b>
<b>Other Comprehensive Income</b>	<b>0</b>	<b>0</b>
<b>Total Comprehensive Income</b>	<b>-11,721.83</b>	<b>-44,408.69</b>

**SHARE CAPITAL**

The Paid-up Share Capital of the Company, comprising Equity Shares, is Rs.300.00 Lacs as on 31<sup>st</sup> March, 2024. The Company has not issued any shares during the year.

**EXTRACT OF ANNUAL RETURN**

A copy of Annual Return as required under The Companies Act, 2013 has been placed on the Company's website viz of the Company at [www.bijoyhans.net](http://www.bijoyhans.net).

**MEETINGS**

During the year under review, 7 (Seven) Board Meetings were held on 30.05.2023; 24.06.2023, 04.08.2023, 14.08.2023; 14.11.2023; 12.02.2024; and 12.03.2024.

During the year under review, 4 (Four) Audit Committee Meetings were held on 30.05.2023; 14.08.2023; 14.11.2023 and 12.02.2024.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### **ACCOUNTING POLICIES AND PROCEDURES**

The Company has adopted the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015, for preparation and presentation of these Financial Statements.

The financial statements provide a true and fair view of the state of affairs of the Company and are compliant with the accounting standards notified in the Companies Act, 2013.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Directors of the Company hereby confirm, to the best of their knowledge and belief that-

- a. In preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- b. 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 loss of the Company, for that period.
- c. 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.
- d. The Directors have prepared the Annual Accounts on a going concern basis.
- e. The Directors had laid down internal financial controls to be followed by the Company which are adequate and operating effectively and

The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **STATEMENT OF DECLARATION BY AN INDEPENDENT DIRECTOR(S)**

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 regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status of independence.

#### **BOARD'S COMMENTS ON THE STATUTORY AUDITOR'S REPORT AND IN THE REPORT OF THE SECRETARIAL AUDITOR**

The Statutory Auditors have issued an Audit Report with unmodified opinion on the Financial Results of the Company for the year ended 31<sup>st</sup> March, 2024 and there were no qualifications, reservations, adverse remarks or disclaimers in the said report and also in the Secretarial Audit Report.

## **LOANS, GUARANTEES AND INVESTMENTS**

There were no loans, 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.

## **RELATED PARTY DISCLOSURE**

All the related party transactions entered into during the financial year ended 31<sup>st</sup> March, 2024 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.

## **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, 2024.

## **TRANSFER TO RESERVES**

Your Board has considered appropriate not to transfer any amount to the General Reserves of the Company.

## **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, 2024.

## **RISK MANAGEMENT**

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

## **ANNUAL EVALUATION BY THE BOARD**

The evaluation framework for assessing the performance of Directors companies of the following key areas:

- i) Attendance of Board and Committee Meetings
- ii) Quality of contribution to Board deliberations
- iii) Strategic perspectives or inputs regarding future growth of Company and its performance
- iv) Providing perspectives and feedback going beyond information provided by the management
- v) Commitment to Shareholders and other stakeholder interests.

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors.

A member of the Board will not participate in the discussion of his/ her evaluation.

## **DIRECTORS**

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, Mr. Ashim Kumar Patawari (DIN: 01972489), retires by rotation at the

forthcoming Annual General Meeting and, being eligible, offers himself for reappointment. Mr. Pukhraj Lunkar (DIN: 01958134) has been resigned from the Company w.e.f. 01<sup>st</sup> June, 2023.

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

Brief profile of the Director being reappointed have been provided in the Notice of the Annual General Meeting.

The Company has appointed Mr. Salil Sriram Shetty, (DIN: 07424136) and Mr. Amit Jawarimal Dugar (DIN: 01641205) as Additional Independent Director of the Company w.e.f. 13<sup>th</sup> August, 2024, 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 and Amit Jawarimal Dugar, as an Independent Director of the Company in this AGM.

#### **KEY MANAGERIAL PERSONNEL**

The following functioned as Key Managerial Personnel during the year:

Ashok Kumar Patawari	-	Managing Director
Richi Patawari	-	Chief Financial Officer
Manisha Agarwala	-	Company Secretary

#### **DEPOSITS**

The Company has not accepted any deposit from the public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

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

There are no significant and material orders passed by the Tribunals, Courts and regulators that would impact the going concern status of the Company and its future operation.

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate internal financial controls with reference to financial Statements. An independent firm of Chartered Accountants serves as an internal auditor to execute the internal audit functions. The management and the Audit Committee of the Board observe and then recommend corrective measures following such audits to improve business operations.

#### **CORPORATE SOCIAL RESPONSIBILITY**

It is not obligatory on the part of your Company to have a Corporate Social Responsibility Policy/Committee since your Company's net worth, turnover and net profit during the financial year ended on 31st March, 2024 is below the threshold limits as specified in Section 135 of the Companies Act 2013.



**AUDIT COMMITTEE**

The Board of Directors has constituted an Audit Committee which consists of 3 (Three) Non-Executive Directors of whom two are Independent Directors possessing the requisite experience and expertise. The composition of the Audit Committee is as follows:

**Audit Committee as on date of this report;**

DIN	Name	Designation	Position in Committee
00496383	Sanjay Kumar Baid	Non- Executive - Independent Director	Chairperson
01972489	Ashim Kumar Patawari	Non -Executive Director	Member
01641205	Amit Jawarimal Dugar (Appointed on 13 <sup>th</sup> August, 2024)	Non- Executive - Independent Director	Member

All recommendations of the Audit Committee were duly accepted by the Board and there were no instances of any disagreements between the Committee and the Board during the year.

**Nomination and Remuneration Committee:**

During the year under review, One Nomination and Remuneration Committee meeting was held on 13<sup>th</sup> August, 2024.

**Nomination and Remuneration Committee as on date of this report;**

DIN	Name	Designation	Position in Committee
07424136	Salil Sriram Shetty (appointed on 13 <sup>th</sup> August, 2024)	Non- Executive - Independent Director	Chairperson
00496383	Sanjay Kumar Baid	Non- Executive - Independent Director	Member
01641205	Amit Jawarimal Dugar (Appointed on 13 <sup>th</sup> August, 2024)	Non- Executive - Independent Director	Member

**Stakeholders Relationship Committee:**

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has constituted a Stakeholders Relationship Committee. The Committee looks into the grievances of security holders of the Company. During FY 2023-2024, No complaints from investors were received on any matters.

**Stakeholders Relationship Committee as on date of this report:**

DIN	Name	Designation	Position in Committee
01641205	Amit Jawarimal Dugar (Appointed on	Non- Executive - Independent Director	Chairperson

	13 <sup>th</sup> August, 2024)		
06935613	Shweta Patawari	Non Executive Director	Member
07424136	Salil Sriram Shetty (Appointed on 13 <sup>th</sup> August, 2024)	Non- Executive - Independent Director	Member

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has put in place a Vigil Mechanism Policy in accordance with Section 177(10) of the Companies Act, 2013 for the Directors and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behavior, violation of the Company's Code of Conduct or Ethics Policy, and any other event which would adversely affect the interests of the business of the Company.

The details of the policy may be viewed at the official website of the Company at [www.bijoyhans.net](http://www.bijoyhans.net). It is affirmed that no Personnel has been denied access to the Audit Committee.

#### **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.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is annexed hereto as "Annexure I".

#### **CORPORATE GOVERNANCE CERTIFICATE**

Your Company is exempted from complying with the Corporate Governance provisions under Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, since the Company's share capital and net worth was less than the specified threshold as on the last day of the previous financial year.

#### **SECRETARIAL STANDARDS**

The Board of Directors affirms that the Company has, during the year, complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **DEMATERIALISATION OF SECURITIES**

The shares of the Company are compulsorily traded in dematerialised form for all shareholders. 7.86% of the total number of shares stand dematerialised as on 31st March, 2024. Letters have been sent to all shareholders holding shares in physical mode informing them that as per revised Regulation 40 of SEBI (LODR) Regulations 2015, shares will be transferred only in dematerialised mode effective from 1st April, 2019 and the shareholders have been requested to dematerialise their existing shares in physical form.

#### **AUDITORS**

M/s Rajesh Surana & Co., Chartered Accountants (Firm Regn No. 325658E), was appointment as auditors of the company to hold office for a period of 5 years from the conclusion of 38<sup>th</sup> Annual General Meeting of the Company on a remuneration to be mutually agreed upon between the Board of Directors of the Company and the Auditors in place of M/s. Mahendra Pareek & Co. who has retired in terms of Section 139 of the Companies Act, 2013.

#### **SECRETARIAL AUDIT**

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014, M/s Pooja Gala & Associates., 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.

#### **INTERNAL AUDITORS**

M/s. Ketan Mehta & Associates, Chartered Accountants (Firm Registration Number : 104994W) have been appointed as Internal Auditors by complying with the provisions of Section 138 of The Companies Act, 2013 read with Rule 13 of The Companies (Accounts) Rules, 2014.

#### **LISTING OF EQUITY SHARES**

The Company's equity shares are listed on The BSE Limited (Scrip Code: 524723) and suspended on CSE Ltd (Script Code: 012097), however Company is under process for revocation of suspension of securities from the CSE Ltd.

#### **HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES AS PER THE COMPANIES ACT, 2013**

The Company does not have any holding, subsidiary, joint venture and associate companies as per the Companies Act, 2013.

#### **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of The Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company. Hence, there is no need to develop CSR policy and to take initiative thereon.

#### **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 these Financial statements relates and the date of this report.

## **ACKNOWLEDGEMENTS**

Your Directors would like to place on record 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 : 21-08-2024

Sd/-  
**Ashok Kumar Patawari**  
Managing Director  
DIN: 00154286

Sd/-  
**Ashim Kumar Patawari**  
Director  
DIN: 01972489

## ANNEXURE I

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Para B of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates disclosure under specific heads which are given in the following paragraphs and which continue to be followed in the usual course of the Company's business over the years in discussions amongst the Directors, Key Managerial Personnel and other Management Personnel.

#### **(a) INDUSTRY STRUCTURE AND DEVELOPMENT**

Your Company is mainly engaged in the business of trading in bulk drugs, pharmaceutical, cosmetics and investment. The years ahead will be decisive for the pharmaceutical industry with only cost effective companies surviving. Development of markets with great emphasis on penetration of the rural markets is the need of the hour. Since health care is dependent of the people served, India's huge population of more than a billion people represents a big opportunity. The middle income group in this vast base is also as large as 300 million.

#### **(b) INDUSTRY OPPORTUNITIES, THREATS, RISKS AND CONCERNS**

In the recent past, this industry has remained stagnant with the market demand showing remote possibilities of hiking in the near future. Moreover, the increase in the number of players in this industry has risen a situation of cut throat competition and "survival of the fittest". The industry is facing a tough competition in price from neighboring countries like China who is exporting the basic raw materials required by the pharmaceutical industries at very low price in comparison to domestic prices.

#### **(c) BUSINESS PERFORMANCE AND SEGMENT REPORTING**

The Company is into single reportable segment only. Since the industry is facing an intense price pressure, the company has been working towards increasing its volumes and reducing costs in order to increase profitability.

#### **(d) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACIES**

Internal audit is conducted by the Internal Audit team and the internal auditors who cover all avenues which the Company has explored. The day-to-day operations of the Company are being looked after by the Managing Director. The Company has the following committees to overview the operations;

- a) Audit Committee of the Board of Directors
- b) Shareholders/Investors Grievance Committee

The Company has adequate internal control system, procedures, checks designed to provide reasonable assurance on achievement of the objective relating to efficiency and effectiveness of operations, reliability of financial reporting and compliance with the applicable laws and regulations.

#### **(e) DISCUSSION ON THE FINANCIAL AND OPERATIONAL PERFORMANCE**

During the financial year the total revenue was Rs. 58.34 lacs (PY Rs. 44.21 lacs). The Profit/(Loss) was Rs (11.72 lacs) {PY Rs. (44.41 lacs)}.

**(f) HUMAN RESOURCE**

Human Resource is a highly valued asset at Bijoy Hans Limited. The company seeks to attract, retain and nurture technical and managerial talent in its operations to create, sustain and enhance an environment that brings out the best in our people with emphasis on learning, training, development and career progression.

**(g) STATEMENT**

Certain statements in this report relating to Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may be different from what has been envisaged.

**ANNEXURE II**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Bijoy Hans Limited**  
H.P. Brahmachari Road Rehabari, Kamrup, Guwahati,  
Assam, India, 781008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bijoy Hans Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on our verification of the **Bijoy Hans Limited** (Name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Bijoy Hans Limited** ("The Company") for the financial year ended 31<sup>st</sup> March, 2024, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **the Company is listed with Bombay Stock Exchange and Calcutta Stock Exchange Ltd, however on Calcutta Stock exchange the company is suspended.**
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - Applicable to the company during the period of Audit.
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; - **Applicable to the company during the period of Audit.**
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

**Not Applicable to the company during the period of Audit.**

- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable to the company during the period of Audit.**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the company during the period of Audit.**
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Applicable to the company during the period of Audit. The company has changed its Registrar and Transfer Agent from Niche Technologies Private Limited to Maheshwari Datamatics Private Limited during the year under review.**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable to the company during the period of Audit**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable to the company during the period of Audit.**

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Stock Exchange(s); however, the company has filed the application for revocation of suspension of securities before Calcutta Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable and there are no other specific observations requiring any qualification on non-compliance:

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. – Mr. Pukhraj Lunkar has resigned from the Post of Non-Executive Independent Director of the Company on account of personal reasons with effect from 01<sup>st</sup> June, 2023 and Mr. Shri Sanjay Kumar Baid (DIN: 00496383) was appointed as a Non-Executive Independent Director with effect from 04<sup>th</sup> August, 2023. So, there was Only 1 Independent Director from 01<sup>st</sup> June, 2023 to 04<sup>th</sup> August, 2023. As per as per SEBI (LODR) Regulation 2015 new independent director by listed entity can be replaced at the earliest but not later than three months from the date of such vacancy.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



**We further report that** during the audit period the company has done the following events:

1. Mr. Pukhraj Lunkar has resigned from the Post of Non-Executive Independent Director of the Company on account of personal reasons with effect from 01<sup>st</sup> June, 2023.
2. The Board of Director have appointed Shri Sanjay Kumar Baid (DIN: 00496383) as an Additional Director in category of independent Director of the company for a term of 5 years with effect from 04<sup>th</sup> August, 2024, Company has taken shareholders' approval in 38<sup>th</sup> Annual General Meeting was held on 29<sup>th</sup> September, 2023.
3. Intimation for Book Clouser/Record Date was given to the Exchange on 26<sup>th</sup> August, 2023 for Annual General Meeting of the Company to be held on 29<sup>th</sup> September, 2023.
4. The Company in its Annual General Meeting held on 29<sup>th</sup> September 2023 have appointed Shri Sanjay Kumar Baid (DIN: 00496383) as director of the company.
5. M/s. Rajesh Surana & Co. Chartered Accountants (Firm Registration No. 32565 8E) are appointed as the Statutory Auditors of the Company in place of M/s. Mahendra Pareek & Co. in the 38th Annual General Meeting of the Company held on 29th September, 2023 for a period of 5 years i.e., till the conclusion of the 43rd AGM to be held in 2028.
6. The Company has received SDD Non-compliance notice several times during the Financial Year 2023-2024.
7. The Company has also received discrepancies for financial results and reconciliation during the financial year 2023-2024. However, there was no penal action taken for the same.
8. The Company has changed its Registrar and Share Transfer Agents from Niche Technologies Pvt. Ltd. to Maheshwari Datamatics Private and received the Confirmation letter from NSDL 9th August, 2023 and Central Depository Services (India) Limited (CDSL) on 10<sup>th</sup> August, 2023.
9. There was a delay of 6 Minutes for filing the Outcome of Board meeting held on 30<sup>th</sup> May, 2023. The BSE Limited has asked for Clarification for the same. The Company has provided the Clarification for late submission to BSE Limited vide its letter dated 03<sup>rd</sup> June, 2023 and no further action was taken by BSE Limited against the same.
10. The Application for revocation of suspension of securities before The Calcutta Stock Exchange ("CSE Ltd") has been taken into consideration and approved by the Board of Directors in their Meeting held on 12<sup>th</sup> March, 2024.
11. There was no change in Share Capital during the Financial Year 2023-2024.

12. The Company in its Board meeting held on 12<sup>th</sup> February, 2024 have appointed M/s Shruti Agarwala & Company as Secretarial Auditor of the Company for Financial Year 2023-2024. However, the Company in its Meeting held on 26<sup>th</sup> July, 2024 has appointed M/s Pooja Gala & Associates as Secretarial Auditor of the Company in place of Shruti Agarwala & Associates.

13. The Company has submitted the Intimation on 12<sup>th</sup> April 2023 and 20<sup>th</sup> March, 2024 regarding loss of share certificate/Duplicate certificate as per Regulation 39(3) of SEBI (LODR) Regulations, 2015.

For Pooja Gala & Associates  
(Practicing Company Secretary)

Sd/-

Pooja Amit Gala

ACS No: 69393

COP No: 25845

ICSI UDIN: A069393F001000961

Peer Review Number: 5760/2024

Date: 20-08-2024

Place: Thane

This report is to be read with the letter which is annexed as **Annexure A** and forms an integral part of this report.

*Disclaimer: - We have conducted the assignment by examining the secretarial records and management undertaking given to us by the company etc. received by way of electronic mode from the company and was randomly verified by us. The management has confirmed that the records submitted to us are True and Correct. This report is limited to statutory compliances on law / regulations / guidelines listed in our report which have been complied by the company pertaining to financial year 23-24. We are not commenting on the statutory compliances whose due dates are extended by Registrars from time to time or still there is time line to comply with such compliances.*

**Annexure A'**

To,  
The Members,  
Bijoy Hans Limited  
H.P. Brahmachari Road Rehabari, Kamrup, Guwahati, Assam, India, 781008.

My report is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the company. My responsibility is to express an opinion on Secretarial Records based on my Audit as presented by management to us.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Pooja Gala & Associates  
(Practicing Company Secretary)

Sd/-  
Pooja Amit Gala  
ACS No: 69393  
COP No: 25845  
ICSI UDIN: A069393F001000961  
Peer Review Number: 5760/2024  
Date: 20-08-2024  
Place: Thane

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of Bijoy Hans Limited  
CIN: L51909AS1985PLC002323

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Bijoy Hans Limited** (CIN **L51909AS1985PLC002323**) and having registered office at **H.P. BRAHMACHARI ROAD REHABARI, Kamrup, GUWAHATI, Assam, India, 781008** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

**Details of Directors:**

Sr. No	Name of Director	DIN	Date of Appointment	Date of Cessation
1	Raj Kumar Harlalka	00594512	08-01-2008	-
2	Ashim Kumar Patawari	01972489	08-01-2008	-
3	Shweta Patawari	06935613	14-08-2014	-
4	Ashok Kumar Patawari	00154286	13-06-1989	-
5	Sanjay Kumar Baid	00496383	04-08-2023	-

\*Mr. Pukhraj Lunkar (DIN: 01958134) has resigned from post of Director on 01<sup>st</sup> June, 2023.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Pooja Gala & Associates  
(Practicing Company Secretary)

Sd/-  
Pooja Amit Gala  
ACS No: 69393  
COP No: 25845  
ICSI UDIN: A069393F001001005  
Peer Review Number: 5760/2024  
Date: 20-08-2024  
Place: Thane

**CEO/CFO COMPLIANCE CERTIFICATE**

(Regulation 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of Bijoy Hans Limited  
CIN: L51909AS1985PLC002323

1. We have reviewed the financial statements and the cash flow statements for the financial year 2023-2024 and to the best of my knowledge and belief:
  - a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.
  - b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
4. We have indicated to the Auditors and the Audit Committee that there are no:
  - a. Significant changes in internal control over financial reporting during the year;
  - b. Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

By Order of the Board

For Bijoy Hans Limited

Sd/-

Richi Patawari  
Chief Financial Officer

Date: 21-08-2024

Place: Guwahati

## **INDEPENDENT AUDITOR'S REPORT**

**To The Members of  
BIJOY HANS LIMITED**

### **Report on the audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of BIJOY HANS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Loss), statement of cash flows and the statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its loss, its cash flows and the Changes in Equity for the year ended on that date.

#### **Basis for opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the other information. The other information comprises the information included in the Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our

knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's responsibility for the financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The management is also responsible for overseeing the company's financial reporting process.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and

related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c. The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on March 31, 2024, and taken on



record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "B"**
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i) The Company does not have any pending litigations as at 31<sup>st</sup> March 2024 which would impact on its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts as at 31<sup>st</sup> March 2024.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March, 2024.
  - iv)
    - a. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person/ entity, including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary has, whether directly or indirectly lend or invest in other security or the like on behalf of the Ultimate Beneficiaries; persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - b. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person/ entity, including foreign entities, that the company has directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - c. Based on our audit procedures which we have considered reasonable and appropriate in the circumstances and according to the information and explanations provided to us by the Management in this regard, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub-clause (i) and (ii) contain any material misstatement.
  - (v) No dividend have been declared or paid during the year by the company.

- (vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31st March, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the management has represented that the audit trail feature cannot be disabled. As provision to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023 reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of Audit Trail as per the statutory requirements for records retention is not applicable for the Financial Year ended 31st March, 2024.

for **RAJESH SURANA & CO.**  
Chartered Accountants  
(Registration No. 0325658E)

**Sd/-**

**CA Rajesh Surana**  
*Proprietor*  
*Membership No. 062977*  
*UDIN: 24062977BKCXUS8121*

Place: Guwahati – 781001

Date :The 30<sup>th</sup> day of May, 2024

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

**(REFERRED TO IN PARAGRAPH – 1 OF THE AUDITORS REPORT OF EVEN DATE)**

- I.
  - a. In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
  - b. As explained to us, the physical verification of these Property, Plant and Equipment is being conducted by the management at reasonable intervals, which in our opinion is reasonable having regard to the size of the Company and the nature of the Property, Plant and Equipment. According to the information and explanations given to us no material discrepancies were noticed on such physical verification.
  - c. Based on the information and explanation given to us, the title deeds of immovable properties included in Property, Plant and Equipment's are held in the name of the Company.
  - d. According to the information and explanations given to us, the Company has not revalued its property, plant and equipment (including Rights of Used assets) and its intangible assets. Accordingly, the requirements under paragraph 3 (i)(d) of the Order are not applicable to the Company.
  - e. According to the information and explanations given to us, no proceedings has been initiated or pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3 (i) (e) of the Order are not applicable to the Company.
- II.
  - a. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
  - b. According to the information and explanations provided to us and based on the verification, the requirements under paragraph 3(ii)(b) of the Order is not applicable to the Company.
- III.
  - a. According to the information and explanations given to us, the Company has not made any investments in any Company and not provided any guarantee or security or granted any loans or advances in the nature of loan, secured or unsecured, to the companies, firms, Limited Liability Partnership or any other parties. Accordingly, the requirements under paragraph 3(iii)(a) and subclause (c) to (f) are not applicable to the Company.
- IV. According to the information and explanations given to us, the Company has not either directly or indirectly granted any loan to any of its Directors or to any other persons in which the Directors is interested, in accordance with the provisions of Section 185 of the Act, and the Company not made investments through more than two layers of investment companies in accordance with the provisions of Section 186 of the Act. Accordingly, the requirements under paragraph 3(iv) of the Order are not applicable to the Company.
- V. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year to which the provisions of Section 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified. Accordingly, the provisions of

Clause (v) of paragraph 3 of the Order are not applicable to the Company.

- VI. As informed and explained to us, maintenance of cost records has not been prescribed by the Central Government under Section 148(1) (d) of the Companies Act, 2013. Accordingly, the provisions of Clause (vi) of paragraph 3 of the Order are not applicable to the Company.
- VII. In respect of statutory dues:
- a. The Company is regular in depositing with appropriate authorities undisputed statutory dues including Employees' State Insurance, Income Tax, Sales Tax, GST, Cess and other material statutory dues applicable to the company.
  - b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, and Cess were outstanding as at March 31, 2024 for a period of more than six months from date they became payable.
- VIII. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax assessment of the company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the order is not applicable to the company.
- IX. The Company does not have any loans or borrowings and repayment to lenders during the year, Accordingly, the provision stated in paragraph 3(ix) (a) to (f) of the order, is not applicable to the company.
- X. (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.
- XI. (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company
- (b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the financial statement for the year ended March 31, 2024, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.
- (c. As represented to us by the management, there are no whistle-blower complaints received by the

Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.

- XII. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports issued by internal auditors during our audit.
- XV. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to Company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- XVI. (a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi)(a) of the Order are not applicable to the Company.
- (b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company.
- ©The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.
- (d) The Company does not have any CIC as a part of its group. Hence, the provisions stated in paragraph clause 3 (xvi)(d) of the Order are not applicable to the Company.
- XVII. Based on the overall review of financial statements, the Company has incurred cash losses during the year Rupees (In hundred) 6,836.91 in the current financial year and in the immediately preceding financial year Rupees (In hundred) 38,533.97.
- XVIII. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.
- XIX. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 19 to the financial statements), ageing and expected dates of realization of financial assets and

payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- XX. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company.
- XXI. The reporting under clause 3(xxi) of the order is not applicable in respect of audit of financial statements. Accordingly, no comments in respect of the said clause have been included in the report.

for **RAJESH SURANA & CO.**  
Chartered Accountants  
(Registration No. 0325658E)

Sd/-

**CA Rajesh Surana**  
*Proprietor*  
Membership No. 062977  
UDIN: 24062977BKCXUS8121

Place: Guwahati – 781001  
Date :The 30<sup>th</sup> day of May, 2024

**ANNEXURE B TO THE INDEPENDENT AUDITORS REPORT**

**(REFERRED TO IN PARAGRAPH – 2 OF THE AUDITORS REPORT OF EVEN DATE)**

**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of  
Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **Bijoy Hans Limited** ('the Company') as of 31 March, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date..

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

for **RAJESH SURANA & CO.**  
Chartered Accountants  
(Registration No. 0325658E)

**Sd/-**

**CA Rajesh Surana**  
*Proprietor*  
*Membership No. 062977*  
*UDIN: 24062977BKCXUS8121*

Place: Guwahati – 781001  
Date :The 30<sup>th</sup> day of May, 2024



**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2024**

Amount in Rupees Hundred)

PARTICULARS	NOTE NO.	Amount in Rupees Hundred)	
		As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>I. ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) Property, Plant & Equipment and Intangible Assets	2	39,692.32	76,381.61
(b) Financial Assets			
(i) Non Current Investments	3	38,142.87	20,452.83
(ii) Long Term Loans & Advances	4	83,127.00	79,597.30
(c) Deferred Tax Assets	5	2,800.85	2,864.00
(d) Other Non Current Assets		-	-
		<b>163,763.04</b>	<b>179,295.74</b>
<b>(2) CURRENT ASSETS</b>			
(a) Inventories	6	5,169.55	3,566.07
(b) Financial Assets			
(i) Cash & Cash Equivalents	7	162,543.51	161,556.78
(ii) Trade Receivables	8	7,890.24	9,053.81
(c) Short Term Advances	9	5,776.39	5,378.82
(d) Other Current Assets	10	4,104.28	3,796.21
		<b>185,483.97</b>	<b>183,351.69</b>
<b>TOTAL ASSETS</b>		<b>349,247.01</b>	<b>362,647.43</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) EQUITY</b>			
(a) Equity Share Capital	11	300,002.10	300,002.10
(b) Other Equity		39,175.88	50,897.71
		<b>339,177.98</b>	<b>350,899.81</b>
<b>(2) LIABILITIES</b>			
<b>(A) CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Long Term Borrowings			
ICICI Bank (Against hypothecation of Car )		6,057.81	7,691.12
(ii) Trade Payables	12	4,011.22	4,056.50
(b) Short Term Provisions		-	-
		<b>10,069.03</b>	<b>11,747.62</b>
<b>TOTAL EQUITIES AND LIABILITIES</b>		<b>349,247.01</b>	<b>362,647.43</b>

Significant Accounting Policies and Notes on Financial Statements

1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

For and on behalf of Board

for **RAJESH SURANA & CO.**  
Chartered Accountants  
Firm Registration No. 0325658E

Sd/-  
**Ashok Kumar Patawari, Managing Director**  
DIN:00154286

Sd/-  
**CA RAJESH SURANA**  
Proprietor  
M.No.:062977

Sd/-  
**Ashim Kumar Patawari, Director**  
DIN:01972489

Place: Guwahati - 781001  
Date : The 30th day of May , 2024

Sd/-  
**Manisha Agarwala, Company Secretary**

Sd/-  
**Richi Patawari, Chief Financial Officer**

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

Amount in Rupees Hundred)

PARTICULARS	NOTE NO.	Amount in Rupees Hundred)	
		YEAR ENDED 31.03.2024 Rs.	YEAR ENDED 31.03.2023 Rs.
I. Revenue from Operations	13	27,986.11	29,959.97
II. Other Income	14	30,354.61	14,253.99
<b>III. Total Revenue (I + II)</b>		<b>58,340.72</b>	<b>44,213.96</b>
<b>IV. Expenses</b>			
a) Purchase of Stock-In-Trade		23,071.33	18,331.58
b) Changes in Inventories of Goods in Trade	15	(1,603.48)	3,437.97
c) Employee Benefit Expenses	16	16,278.00	17,773.00
d) Depreciation	2	4,821.77	5,923.09
e) Finance Cost	17	641.09	645.04
f) Other Expenses	18	26,790.69	42,560.34
<b>Total Expenses</b>		<b>69,999.40</b>	<b>88,671.02</b>
<b>V. Profit/ (Loss) before Exceptional Items and Tax (III - IV)</b>		<b>(11,658.68)</b>	<b>(44,457.06)</b>
<b>VI. Exceptional Items</b>			-
<b>VII. Profit/ (Loss) before tax (V - VI)</b>		<b>(11,658.68)</b>	<b>(44,457.06)</b>
<b>VIII. Tax Expense</b>			
(1) Current Tax		-	-
(2) Deferred Tax		63.15	(48.37)
<b>IX. Profit/ (Loss) for the year (VII - VIII)</b>		<b>(11,721.83)</b>	<b>(44,408.69)</b>
<b>X. Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss in subsequent periods		-	-
Net other comprehensive income for the period		-	-
<b>XI. Total Comprehensive Income/ (Loss) for the period (IX + X)</b>		<b>(11,721.83)</b>	<b>(44,408.69)</b>
<b>XII. Earnings per share</b>			
Basic & Diluted		-0.39	-1.48

Significant Accounting Policies and Notes on Financial Statements 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

for RAJESH SURANA & CO.

Chartered Accountants

Firm Registration No. 0325658E

Sd/-

CA RAJESH SURANA

Proprietor

M.No.: 062977

Place: Guwahati - 781001

Date : The 30th day of May, 2024

For and on behalf of the Board

Sd/-

Ashok Kumar Patawari, Managing Director

DIN: 00154286

Sd/-

Ashim Kumar Patawari, Director

DIN: 01972489

Sd/-

Manisha Agarwala, Company Secretary

Sd/-

Richi Patawari, Chief Financial Officer

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

(Amount in Rupees Hundred)

	2023-24	2022-23
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit before Tax, Extraordinary Items and Interest	(11,658.68)	(44,457.06)
<i>Adjustments for :</i>		
Depreciation	4,821.77	5,923.09
Profit on sale on sale of Property, Plant and Equipment	-	4.99
<b>Operating Profit before change in Working Capital</b>	<b>(6,836.91)</b>	<b>(38,528.98)</b>
<i>Adjustments for :</i>		
Non Current Investment	(17,690.04)	(6,376.91)
Long Term Loans & Advances	(3,529.70)	(48,352.90)
Inventories	(1,603.48)	3,437.96
Tradereceivables	1,163.57	(1,476.12)
Other Current Assets	(308.07)	20,124.65
Other Non Current Assets Short term Loans & Advances Current Liabilities	-	-
	(397.58)	45,250.49
	(45.28)	148.33
<b>Cash generated from Operations</b>	<b>(29,247.50)</b>	<b>(25,773.48)</b>
Exceptional Items	-	-
<b>Net Cash used in Operating Activities</b>	<b>(29,247.50)</b>	<b>(25,773.48)</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>	(101.69)	(11,748.37)
Property, Plant and Equipment Purchased Value of Property, Plant and Equipment Sold	31,969.23	625.00
<b>Net Cash used in Investing Activities</b>	<b>31,867.54</b>	<b>(11,123.37)</b>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>	<b>(1,633.31)</b>	<b>7,691.12</b>
<b>Net Cash from Financing Activities</b>	<b>986.73</b>	<b>(29,205.72)</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>161,556.78</b>	<b>190,762.51</b>
Cash & Cash Equivalents at the beginning of the Year	162,543.51	161,556.78

The cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3-"Cash Flow Statements".

*As per our report of even date*

for RAJESH SURANA & CO.  
Chartered Accountants  
Firm Registration No. 0325658E

Sd/-

**CA RAJESH SURANA**  
Proprietor  
M.No.:062977

Place: Guwahati - 781001  
Date : The 30th day of May, 2024

For and on behalf of the Board

Sd/-

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

Sd/-

**Ashim Kumar Patawari, Director**  
DIN: 01972489

**Sd/-Manisha Agarwala, Company Secretary**

**Sd/- Richi Patawari, Chief Financial Officer**

**STATEMENT OF CHANGES IN EQUITY AS ON 31ST MARCH, 2024**

**A. Equity share capital (Equity Shares of Rs. 10/- each issued, subscribed and fully paid up)**

Particulars	No of Shares	Amount
At the beginning of the year	3,000,021	30,000,210
Changes in equity share capital	-	-
<b>As at March 31, 2024</b>	<b>3,000,021</b>	<b>30,000,210</b>

Shares held by the Promoters' at the end of year

S. No	Promoters Name	No. of Shares	% of Total Shares	% of Change during the Year
01.	Ashim Kumar Patawari	63,500	2.117	-
02.	Ashok Kumar Patawari	138,300	4.610	-
03.	Shweta Patawari	3,000	0.100	-
04.	Sushila Devi Patawari	27,500	0.917	-
<b>Total</b>		<b>232,300</b>	<b>7.744</b>	<b>-</b>

**B. Other equity**

**Amount in Rupees Hundred)**

Particulars	Reserves and surplus	Other Comprehensive Income	Total other equity
	Retained earnings	Remeasurement of defined benefit, liabilities / assets	
Balance as at 1st April, 2022	95,306.40	-	95,306.40
Profit for the year FY 2022-23	-44,408.69	-	-44,408.69
Other comprehensive income	-	-	-
<b>Balance at March 31, 2023</b>	<b>50,897.71</b>	<b>-</b>	<b>50,897.71</b>
Profit for the year FY 2023-2024	-11,721.83	-	-11,721.83
Other comprehensive income	-	-	-
<b>Balance at March 31, 2024</b>	<b>39,175.88</b>	<b>-</b>	<b>39,175.88</b>

The accompanying notes form an integral part of the Financial Statements

*As per our report of even date*

**for RAJESH SURANA & CO.**

Chartered Accountants

*Firm Registration No. 0325658E*

For and on behalf of the Board

**Sd/- Ashok Kumar Patawari, Managing Director**

DIN: 0015428

**SD/- CA RAJESH SURANA**

Proprietor

M.No.: 062977

**Sd/- Ashim Kumar Patawari, Director**

DIN: 01972489

Place: Guwahati - 781001

Date : The 30th day of May , 2024

**Sd/- Manisha Agarwala, Company Secretary**

**Sd/- Richi Patawari, Chief Financial Officer**

## **Notes to financial statements for the year ended March 31, 2024**

### **1 SIGNIFICANT ACCOUNTING POLICIES :**

#### **1.1 Basis of Accounting**

The financial statements have been prepared to comply in all material aspects with the applicable accounting principles in India, the applicable accounting standards notified under section 133 of the Companies Act 2013 and other relevant provisions thereof. The accounts of the company are prepared under the historical cost convention using the accrual method of accounting. The accounting policies applied for preparing the financial statements are consistent with those of the previous year.

#### **1.2 Revenue Recognition**

Sales are recognised upon raising of invoice and transfer of significant risk and rewards of the ownership to the buyer. Interest income is accounted for on receipt basis. Dividend income on investments is accounted for when the right to receive the payment is established.

#### **1.3 Expenditure**

Expenses are accounted for on accrual basis and provision is made on estimate for all known liabilities and losses.

#### **1.4 Property Plant & Equipment & Depreciation**

Property Plant & Equipment are stated at cost less accumulated depreciation. The company capitalises all direct costs relating to the acquisition and installation of Property Plant & Equipment. Depreciation on Property Plant & Equipment is provided on WDV method on pro rata basis at the rates specified in the schedule II of the Companies Act 2013. At each balance sheet date the company reviews the carrying value of its Property Plant & Equipment for any possible impairment. No impairment was observed during the year under review.

#### **1.5 Inventories**

Inventories are Valued at Cost or Net Realisable Value whichever is lower, on FIFO basis.

#### **1.6 Investments**

Investments are long term- non current investment. These are stated at cost of acquisition. Any diminution in value, which is of permanent nature is recognised by charging the estimated loss to the statement of Profit and loss. Any diminution in value of temporary nature is not recognised.

#### **1.7 Employee Benefits**

The provisions of the PF and ESI Act are not applicable to the company as the number of employees are below the prescribed statutory limit. Termination benefits are recognised as an expense as and when incurred.

#### **1.8 Taxation**

Current tax is the amount of tax payable in respect of taxable income for the year as determined in accordance with provisions of the Income tax Act 1961 as applicable for the year. Deferred tax is recognised on timing difference, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

#### **1.9 Cash and Cash Equivalents**

Cash and cash equivalents includes cash in hand, demand deposits with banks and other short term highly liquid investments with original maturities of three months or less.

#### **1.10 Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit for the period attributable to the shareholders by weighted average number of equity shares outstanding during the period.

#### **1.11 Others**

- a) The figures for the previous year have been regrouped/ rearranged, wherever necessary, to make them compatible and comparable to the figures for the current year, which are grouped as per requirement of the Schedule III to the Companies Act 2013.
- b) Contingent liabilities are recognised and disclosed when there is a possible present obligation arising from a past event which may result in estimatable outflow of resources to settle the obligation in terms with the requirement of Accounting Standard -29. However, there were no such liabilities.
- c) Accounting policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles.

**Notes to financial statements for the year ended March 31, 2024**

**Additional Information required to be given pursuant to Schedule III of the Companies Act, 2013**

**1.12 Contingent Liabilities and Commitments:**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Claims against the Company not acknowledged as Debt	NIL	NIL
(ii) Gurantees given by the Company	NIL	NIL
(iii) Other money for which the Company is contingently liable	NIL*	NIL*
(iv) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	NIL	NIL
(v) Other Commitments	NIL	NIL

*\*Note: The amount does not include any demand that may be raised by Income Tax, Sales Tax, Service Tax or any other authority during routine/completion of assessment proceedings.*

**1.13** In the opinion of the Board of Directors of the Company, the value on realization of current assets, loans and advances shall not be less than at what they are stated in the Balance Sheet.

**1.14 Details of transactions in Foreign Currency**

**Amount in INR**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Expenditure in Foreign Currency	-	-
b) Earnings in Foreign Currency	-	-
<i>[*Note: The above figures have been stated on accrual basis and not on cash basis]</i>		

**1.15** The amounts disclosed under the Financial Statements have been rounded off to nearest rupee except as stated otherwise under any particular note.

**Disclosure under various Accounting Standards that are applicable to the Company**

**1.16** The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

**1.17 Related Party Disclosures as required in accordance with Accounting Standard-18:**

**a. List of Related Parties**

- |  |   |
|--|---|
| i. Key Management Personnel ('KMP')  | Ashok Kumar Patawari<br>Ashim Kumar Patawari<br>Shweta Patawari<br>Richi Patawari |
| ii. Entities over which Key Management Personnel or their Relatives exercise significant influence | NA  |
| iii. Individuals exercising significant influence  | Ashok Kumar Patawari<br>Ashim Kumar Patawari<br>Shweta Patawari<br>Richi Patawari |
| iv. Relative of Key Management Personnel   | Sushila Devi Patawari   |

**b. Transactions with related parties:** **Amount in Rupees Hundred)**

Particulars	Current Year		Previous Year	
	Key Management Personnel	Relative of Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
Sushila Devi Patawari (Rent)	-	1,500.00	-	1,500.00
Ashok Kumar Patwari (Electricity Charges)	1,911.90	-	1,362.90	-
Richie Patawari (Salary)	2,400.00	-	2,400.00	-

**c. Balance outstanding with related parties:**

Name of the party	Amount Outstanding as on 31 March 2024	Amount Outstanding as on 31 March 2023
Other Current Liabilities	-	-

**1.18 Earnings per Share (EPS)**

The earnings considered in ascertaining the Company's EPS comprises the profit available for shareholders (i.e. profit after tax and statutory/regulatory appropriations). The number of shares used in computing EPS is the weighted average number of shares outstanding during the period.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net Profit attributable to shareholders	(11,721.83)	(44,408.69)
Weighted average number of Equity shares outstanding during the period (in nos.)	3,000,021	3,000,021
Earnings per Share		
- Basic (in Rupees)	(0.39)	(1.48)
- Diluted (in Rupees)	(0.39)	(1.48)
Nominal Value of Equity Shares (Face value/share)	10	10

**1.19 Taxation**

The Company has carried out its tax computation in accordance with Accounting Standard 22 "Accounting for Taxes on Income" based on timing differences in the book profits as per Companies Act, 2013 and taxable income as per Income Tax Act, 1961. Accordingly, during the year the Timing Difference has resulted into creation of Deferred Tax Assets as follows:

Particulars	Opening Balance	Debited / (Credited) to Statement of Profit & Loss	Balance as on 31st March 2024
Tax impact of difference between carrying amount of fixed assets in the Financial Statements and the Income Tax Return.	2,864.00	63.15	2,800.85
	2,864.00	63.15	2,800.85

**Other information to the Financial Statements**

**1.20** Based on the information available with the Company, the balance due to Micro & Small Enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is Rs. Nil and no interest during the period has been paid or is payable under the terms of MSMED Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the period end together with interest paid/ payable as required under the Act have not been given.

**1.21** The operating cycle of the Company has been considered as 12 months for the purpose of current and non-current classification in the financial statements.

**1.22 Ageing & Completion schedules of Capital Work in Progress:**

The Company has no capital work in progress nor there is any intangible asset under development.

**1.23 Borrowings on the security of Current Assets:**

There are no borrowings by the Company from bank or financial institutions on the security of its current assets.

**1.24 Relationship with Struck Off Companies:**

The Company does not have any transaction with the Company which in the knowledge of the Company has been struck off under the provisions of the Companies Act, 2013

**1.25 Charge Registration and Satisfaction:**

There are no charges pending for registration or satisfaction by the Company with the Registrar of Companies beyond the statutory period.

**1.26 Comply with the Number of Layers:**

No such compliance is applicable to the Company as it has no investment in downstream companies.

**1.27 Details of Crypto Currency or Virtual Currency:**

The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

**1.28 Wilful defaulter declaration:**

The Company has not been declared as wilful defaulter by any bank or financial institutions or other lender.



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2024**

**NOTE '2' : PROPERTY, PLANT & EQUIPMENT**

**Amount in Rupees Hundred)**

PARTICULARS	GROSS BLOCK							DEPRECIATION							NET BLOC K		
	As at 1st April, 2022	Additions / Adjustment	Deduction s/ Adjustment	As at 1st April, 2023	Additions / Adjustment	Deduction s/ Adjustment	As at 31st March, 2024	As at 1st April, 2022	For the Year	Additions / (Deductions )	As at 1st April, 2023	For the year	Additions / (deductions )	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022	
	<b>TANGIBLE ASSETS:</b>																
<b>(OWN ASSETS)</b>																	
Property at Jaipur (freehold)	31,969.23	-	-	31,969.23	-	(31,969.23)	-	-	-	-	-	-	-	-	31,969.23	31,969.23	
Air Conditioner	2,319.15	238.28	-	2,557.43	-	-	2,557.43	2,232.73	111.95	-	2,344.68	61.12	-	2,405.80	151.63	86.42	
Car (Maruti Esteem)	5,311.20	-	-	5,311.20	-	-	5,311.20	5,045.64	-	-	5,045.64	-	-	5,045.64	265.56	265.56	
Car Chevrolet Spark	2,913.90	-	-	2,913.90	-	-	2,913.90	2,815.87	-	-	2,815.87	-	-	2,815.87	98.03	98.03	
Car Hyundai Creta	12,804.52	-	-	12,804.52	-	-	12,804.52	11,034.44	552.87	-	11,587.31	380.13	-	11,967.44	837.08	1,770.08	
Car Verna	7,568.79	-	-	7,568.79	-	-	7,568.79	7,190.28	-	-	7,190.28	-	-	7,190.28	378.51	378.51	
Car Xcent	7,275.00	-	7,275.00	0.00	-	-	-	6,630.12	14.90	(6,645.02)	-	-	-	-	-	644.88	
Car Tata Nexon	0.00	11,273.56	-	11,273.56	-	-	11,273.56	-	3,231.81	-	3,231.81	2,511.44	-	5,743.25	5,530.31	-	
CCTV Camera	561.00	-	-	561.00	-	-	561.00	542.41	(9.47)	-	532.94	-	-	532.94	28.06	18.59	
Computer	2,981.11	236.53	-	3,217.64	-	-	3,217.64	2,659.49	232.69	-	2,892.18	196.20	-	3,088.38	129.26	344.95	
Electrical Installation	1,137.35	-	-	1,137.35	-	-	1,137.35	1,080.48	-	-	1,080.48	-	-	1,080.48	56.87	56.87	
EPABX	270.00	-	-	270.00	-	-	270.00	256.50	-	-	256.50	-	-	256.50	13.50	13.50	
Fax Machine	739.76	-	-	739.76	-	-	739.76	702.77	-	-	702.77	-	-	702.77	36.99	36.99	
Furniture & Fixture at Mumbai	11,223.05	-	-	11,223.05	-	-	11,223.05	10,661.74	-	-	10,661.74	-	-	10,661.74	561.31	561.31	
Furniture & Fixtures	6,366.04	-	-	6,366.04	-	-	6,366.04	6,047.72	0.09	-	6,047.81	-	-	6,047.81	318.23	318.32	
Laptop HP	255.00	-	-	255.00	-	-	255.00	213.55	-	-	213.55	-	-	213.55	41.45	41.45	
Mobile Phone	2,359.73	-	-	2,359.73	-	-	2,359.73	2,155.48	50.59	-	2,206.07	29.56	-	2,235.63	124.10	204.25	
Office Premises at Mumbai	65,832.70	-	-	65,832.70	-	-	65,832.70	31,634.45	1,661.52	-	33,295.97	1,580.79	-	34,876.76	30,955.94	34,198.25	
Refrigerator	979.55	-	-	979.55	101.69	-	1,081.24	930.57	-	-	930.57	40.32	-	970.89	110.35	48.98	
Television	471.90	-	-	471.90	-	-	471.90	448.50	-	-	448.50	-	-	448.50	23.40	23.40	
Typewriter	190.33	-	-	190.33	-	-	190.33	180.81	-	-	180.81	-	-	180.81	9.52	9.52	
H P Laptop	443.98	-	-	443.98	-	-	443.98	323.43	76.14	-	399.57	22.21	-	421.78	22.20	97.22	
<b>Total Rs</b>	<b>163,973.29</b>	<b>11,748.37</b>	<b>7,275.00</b>	<b>168,446.66</b>	<b>101.69</b>	<b>(31,969.23)</b>	<b>136,579.12</b>	<b>92,786.98</b>	<b>5,923.09</b>	<b>(6,645.02)</b>	<b>92,065.05</b>	<b>4,821.77</b>	<b>-</b>	<b>96,886.82</b>	<b>39,692.32</b>	<b>71,186.31</b>	

i) Property, Plant and Equipment are valued at cost of acquisition as reduced by depreciation.

ii) Depreciation is provided on pro-rata basis, under the WDV value method in accordance with the rates specified in Schedule II to the Companies Act, 2013.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024**

	As at <u>31.3.2024</u>	As at <u>31.3.2023</u>		
<b>NOTE '3': NON CURRENT INVESTMENTS</b>				
<i>Long-term</i>				
<b><u>BONDS</u></b>				
Indian Railways Finance Corporation ( <i>Tax Free Bonds</i> ) ( At cost price)	5,000.00	5,000.00		
<b><u>MUTUAL FUNDS</u></b>				
(At cost or market price whichever is higher)				
Tata Balanced Advantage Fund - Regular Growth Plan ( Nil) ( P Y 20,726.643 Units)	0.00	3,126.73		
ICICI Prudential Balanced Advantage Fund - Growth ( Nil) ( P Y 6,091.066 Units)	0.00	3,169.79		
Nippon India Balanced Advantage Fund - Growth ( Nil) ( P Y 2,508.899 Units)	<u>0.00</u>	5,000.00	<u>3,115.31</u>	14,411.83
<i>Short term</i>				
(At cost or market price whichever is higher)				
<b><u>BONDS</u></b>				
REC Limited Capital Gain Bonds (At cost Price)	8,000.00	0.00		
<b><u>MUTUAL FUNDS</u></b>				
HDFC Balanced Advantage Fund (Nil P Y 320.4110 Units)	0.00	1,027.57		
HDFC Large & Midcap Fund (Nil P Y 517.0830 Units)	0.00	980.39		
ICICI Prudential Large & Mid Cap Fund ( Nil P Y 718.9540 Units)	0.00	4,033.04		
Ipru Business Cycle Fund (32,360.8410 Units ( P Y Nil)	6,740.76	0.00		
Nippon India Banking & Fin Services Fund (1,176.8320 Units ( P Y Nil)	6,020.98	0.00		
SBI Banking & Financial Services Fund (18,824.5370 Units ( P Y Nil)	6,194.70	0.00		
Tata Large & Midcap Fund (1,335.1560 Units ( P Y Nil)	<u>6,186.43</u>	33,142.87	<u>0.00</u>	6,041.00
<b>TOTAL NON CURRENT INVESTMENTS</b>	<u>38,142.87</u>		<u>20,452.83</u>	
<b>NOTE '4': LONG-TERM LOANS AND ADVANCES</b>				
(Unsecured and Considered Good)				
Security Deposits	10.00	10.30		
Bottomline Enterprises	7,000.00	7,000.00		
R M Khambatwala	5,000.00	5,000.00		
Air Conditioning Spares Centre	55,000.00	55,000.00		
Accrued Interest	<u>16,117.00</u>	<u>12,587.00</u>		

Total	<u>83,127.00</u>	<u>79,597.30</u>
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**FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024**

**Amount in Rupees Hundred) NOTES ON**

	As at <b>31.3.2024</b>	As at <b>31.3.2023</b>
<b>NOTE '5': DEFERRED TAX ASSET</b>		
Deferred Tax asset on Timing difference between book and tax depreciation	2,800.85	2,864.00
Total	<u>2,800.85</u>	<u>2,864.00</u>

**NOTE '6': INVENTORIES**

Stock of Trading Items	5,169.55	3,566.07
Total	<u>5,169.55</u>	<u>3,566.07</u>

**NOTE '7': CASH AND CASH EQUIVALENTS**

Cash in hand	2,412.59	1,858.48
<u>Balances with Scheduled Banks : In</u>		
Current Accounts	2,593.05	16,476.28
In Term Deposit Account	147,687.06	142,687.06
Accrued Interest on Term Deposits	9,850.81	534.96
Total	<u>162,543.51</u>	<u>161,556.78</u>

The interest accrued on term deposit is payable along with the maturity of the deposit, which is due within 12 months, hence the same has been considered as cash equivalent.

**NOTE '8': TRADE RECEIVABLE**

*(unsecured; Considered Good)*

Outstanding for a period exceeding six months from due date	430.00	749.20
Others	7,460.24	8,304.61

*(unsecured; Considered doubtful)*

Outstanding for a period exceeding six months from due date	-	-
Others	-	-
Total	<u>7,890.24</u>	<u>9,053.81</u>

Trade Receivable Against Schedule as at 31.03.2024

Particulars	Outstanding for following periods from due date of payment					<b>Total</b>
	Less than 6 Months	6 Months to 1 year	1 Year to 2 year	2 Year to 3 year	3 Year and More	
01. Undisputed Trade Receivable Considered Good	7,460.24	0.00	0.00	0.00	430.00	7,890.24
2. Undisputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
3. Disputed Trade Receivable Considered Good	-	-	-	-	-	-
4. Disputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
Total Rs	<u>7,460.24</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>430.00</u>	<u>7,890.24</u>

Trade Receivable Against Schedule as at 31.03.2023

1. Undisputed Trade Receivable Considered Good	8,304.61	0.00	0.00	0.00	749.20	9,053.81
2. Undisputed Trade Receivable Considered Doubtful	-	-	-	-	-	-

3. Disputed Trade Receivable Considered Good	-	-	-	-	-	-
4. Disputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
Total Rs	<u>8,304.61</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>749.20</u>	<u>9,053.81</u>

**FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024****Amount in Rupees Hundred) NOTES ON****NOTE '9' : SHORT TERM ADVANCES***(Unsecured and Considered Good)*

Prepaid Expenses	116.50	120.00
Accrued Interest	3,530.00	3,530.00
Rent Receivable	0.00	550.00
GST	2,095.57	1,178.82
Om Logistic Limited	34.32	0.00
Total	<u>5,776.39</u>	<u>5,378.82</u>

**NOTE '10' : OTHER CURRENT ASSETS***(Unsecured and Considered Good)*

Income Tax	4,104.28	3,796.21
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*(Unsecured and Considered Doubtful)*

Other Advances	0.00	0.00
Total	<u>4,104.28</u>	<u>3,796.21</u>

**NOTE '11' : EQUITY SHARE CAPITAL****AUTHORISED SHARE CAPITAL**

32,50,000 Equity shares of Rs.10/- each

*[Previous Year: 32,50,000 Equity shares of Rs.10/- each]*325,000.00      325,000.00**ISSUED, SUBSCRIBED & PAID UP:**

3000021 Equity shares of Rs.10/- each fully paid up

*[Previous Year 3000021 Equity shares of Rs.10/- each fully paid up]*

300,002.10      300,002.10

Total      300,002.10      300,002.10*i) Reconciliation of the number of shares and amount outstanding*

PARTICULARS	As st 31st March, 2024		As st 31st March, 2023	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning/end of the year	3,000,021	300,002.10	3,000,021	300,002.10

*ii) None of share holder has been holding more than 5% of aggregate shares in the company during the year as well as during preceding year.***NOTE '12' : CURRENT LIABILITIES****a) Trade Payables**

Total outstanding dues of micro, small and medium enterprises      -      -

Total outstanding dues of creditors other than micro, small and medium enterprises      4,011.22      4,056.50

Total outstanding dues of related parties      -      -

Operational buyers credit/suppliers Credit      -      -

Total (a)      4,011.22      4,056.50**b) Short Term Provision**

For Income Tax      -      -

Total (b)      -      -Total (a+b)      4,011.22      4,056.50

**FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024**Trade Payable Against Schedule as at 31.03.2024

Particulars	Outstanding for following periods from due date of payment					<b>Total</b>
	Less than 1 Year	1 Year to 2 year	2 Year to 3 year	3 Year and More		
1. MSME	-	-	-	-	-	-
2. Others	3,278.52	-	-	-	732.70	4,011.22
3. Disputed due MSME	-	-	-	-	-	-
4. Disputed due Others	-	-	-	-	-	-
Total Rs	3,278.52	-	-	-	732.70	4,011.22

Trade Receivable Against Schedule as at 31.03.2023

1. MSME	-	-	-	-	-	-
2. Others	3,323.80	-	-	-	732.70	4,056.50
3. Disputed due MSME	-	-	-	-	-	-
4. Disputed due Others	-	-	-	-	-	-
Total Rs	3,323.80	-	-	-	732.70	4,056.50

**Amount in Rupees Hundred)**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024**

	<b>As on <u>31.3.2024</u></b>	<b>As on <u>31.3.2023</u></b>
<b><u>NOTE '13' : REVENUE FROM OPERATION</u></b>		
Sales less Returns and GST	27,986.11	29,959.97
Total	<u>27,986.11</u>	<u>29,959.97</u>
<b><u>NOTE '14' : OTHER INCOME</u></b>		
Interest received / accrued on deposits	15,291.04	12,507.00
Rental Income	-	1,320.00
Interest on I T Refund	44.93	50.08
Profit from sale of Assets	8,030.77	-
Profit on sale of Mutual Funds	5,843.80	-
Fair Value Gain on Investments	1,144.07	376.91
Total	<u>30,354.61</u>	<u>14,253.99</u>
<b><u>NOTE '15' : CHANGES IN INVENTORIES OF STOCK IN TRADE</u></b>		
Opening Stock	3,566.07	7,004.03
Closing Stock	5,169.55	3,566.07
Total	<u>(1,603.48)</u>	<u>3,437.97</u>
<b><u>NOTE '16' : EMPLOYEE BENEFIT EXPENSES</u></b>		
Salaries	15,708.00	16,946.00
Bonus	570.00	827.00
Total	<u>16,278.00</u>	<u>17,773.00</u>
<b><u>NOTE '17' : FINANCE COST</u></b>		
Bank Charges	118.96	117.72
Interest on Car Loan	522.13	527.32
Total	<u>641.09</u>	<u>645.04</u>



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024****Amount in Rupees Hundred)**

	<b>As on 31.3.2024</b>	<b>As on 31.3.2023</b>
Advertisement & Sales Promotion	1,506.40	2,959.60
Auditors' Remuneration	650.00	650.00
Bad Debts Written off	-	0.44
Balances written off	4.54	20,000.00
Carriage Outwards	1,154.53	1,282.43
Computer Maintenance	49.00	9.50
Depository Service Charges	380.30	180.00
Donation	321.00	-
Electricity Expenses	2,526.85	1,977.46
Entertainment Expenses	669.16	371.99
E Voting Charges	510.10	124.22
Filling Fees	72.00	43.00
General Expenses	635.71	673.68
Insurance Charges	427.35	335.34
Internet Expense	81.28	84.79
Listing Fees	3,250.00	3,000.00
Legal Fees	16.00	-
Local Conveyance	105.08	104.12
Loss on Sale of Car	-	4.98
Postage & Courier	1,525.99	425.22
Printing & Stationery	1,328.92	713.36
Professional Fees	2,915.00	2,341.00
Rates and Taxes	163.70	244.58
Rent	1,500.00	1,500.00
Repairs & Maintenance	1,844.81	958.95
Round Off	-	(0.06)
Software & Renewal Expenses	105.29	419.49
Telephone Expenses	71.24	135.64
Travelling & Conveyance Expenses	1,946.20	1,204.44
Vehicle Running & Maintenance Expenses	2,845.74	2,772.57
Website Hosting Charges	184.50	43.60
<b>Total</b>	<b>26,790.69</b>	<b>42,560.34</b>

**NOTE : OTHER MATTERS**

	<b>As on 31.3.2024</b>	<b>As on 31.3.2023</b>
a. AUDITORS' REMUNERATION : For Auditing Services	650.00	650.00
<b>Total</b>	<b>650.00</b>	<b>650.00</b>

### 1.29 Analytical Ratios:

The Analytical Ratios in respect of the Company are as follows:

<u>Particulars</u>	<u>Numerator</u>	<u>Denominator</u>	<u>YE: 31.03.2024</u>	<u>YE: 31.03.2023</u>	<u>Variance</u>	<u>Note</u>
Current Ratio	Current Assets	Current Liabilities	18.42	15.61	18.01%	-
Debt-Equity Ratio	Total Debt	Shareholders' Equity	0.02	0.02	0.00%	-
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	-1.04	-4.68	-77.56%	A
Return on Equity ratio (ROE)	Net profit after tax	Average shareholders' equity	-0.03%	-11.90%	-99.75%	B
Inventory turnover ratio	Cost of goods sold	Average inventory	4.91%	5.67%	-13.40%	-
Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	3.30%	3.60%	-8.33%	-
Trade Payables turnover ratio	Net purchases	Average trade payables	5.72%	4.60%	24.35%	-
Net Capital turnover ratio	Revenue from operations	Average working capital	0.16%	0.17%	-5.88%	-
Net Profit ratio	Net profit after tax	Revenue from operations	-0.42%	-1.48%	-71.62%	C
Return on Capital employed (ROCE)	Earning before interest and taxes	Capital employed	-0.03%	-0.12%	-75.00%	D
Return on investment	Income generated by Investment	Average funds invested	18.32%	1.84%	895.67%	E

- A Due to Decrease in Loan
- B Due to decrease in Losses
- C Due to decrease in Losses
- D Due to decrease in Losses
- E Due to increase in investment

# 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.)