

BIJOY HANS LIMITED

**ANNUAL REPORT
2014-2015**

BIJOY HANS LIMITED

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

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

CIN No.: L51909AS1985PLC002323

Contents

Particulars	Page Nos.
Corporate Information	2
Notice of the Meeting	3
Director's Report	11
Extract of Annual Return (MGT 9) – Annexure I	17
Secretarial Audit Report – Annexure II	22
Corporate Governance Report – Annexure III	25
MD's Certification under clause 49 (v) of the Listing Agreement	30
Management Discussion and Analysis Report	31
Auditor's Certificate on Corporate Governance	32
Independent Auditor's Report	33
Annexure to the Auditor's Report	35
Balance Sheet	36
Statement of Profit & Loss Account	37
Cash Flow Statement	38
Notes on Financial Statements	39
Proxy Form	46
Attendance Slip	48
Annexure to the Notice	

BIJOY HANS LIMITED

CORPORATE INFORMATION

Managing Director

Sri Ashok Kumar Patawari

Directors

Sri Ashim Kumar Patawari
Sri Raj Kumar Harlalka
Smt Shweta Patawari
Sri Pukhraj Lunkar

Auditor

M/s Mohanlal Sharma & Co
Chartered Accountants

Secretarial Auditor

M/s Rakesh Agarwal & Co
Company Secretaries

Bankers

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

Registered Office

H P Brahmachari Road
Rehabari
Guwahati 781 008 (Assam)
Ph: 0361 2512313
Email: ash_ashim@yahoo.co.in

Registrar & Share Transfer Agent

Niche Technologies Pvt Ltd
D-511, Bagree Market, 5th Floor
71 B R B Basu Road
Kolkata 700 001
Ph: 033 22357270/7271
Fax: 033 22156823

BIJOY HANS LIMITED

NOTICE OF THE MEETING

NOTICE is hereby given that the 30th 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 Wednesday, 30th December 2015 at 10 A.M. to transact the following business :-

ORDINARY BUSINESS :

Item No.1 – Adoption of Financial Statements:

To receive, consider and adopt the financial statements of the Company for the year ended on 31st March, 2015 including the Audited Balance Sheet and Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

Item No.2 – Appointment of Director

To appoint a Director in place of Ashim Patawari who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3- Appointment of Auditors and fixing their remuneration

To ratify the appointment of the auditors of the Company and to fix their remuneration; to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the Company hereby ratifies the appointment of M/s Mohanlal Sharma & Co., Chartered Accountants, (Registration No. 323282E) , who were appointed for a term of 5 consecutive years in the 29th Annual General Meeting, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration as may be determined in consultation with the Audit Committee of the Company”.

BIJOY HANS LIMITED

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Sri Pukhraj Lunkar (DIN : 01958134), who being eligible, was appointed by the Board of Directors as an Additional Director(Independent) of the Company with effect from 01.10.2015 for a period of five consecutive years and in respect of whom the Company has received a notice in writing from him together with requisite deposit, proposing that his term as an Independent Director be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years, not liable to retire by rotation effective from 01.10.2015”.

By order of the Board
For Bijoy Hans Limited

Place: Guwahati
Date: 30th November, 2015

Ashok Kumar Patawari
Managing Director
DIN: 00154286

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company.
2. The 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.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percentage of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.

BIJOY HANS LIMITED

5. The Register of Members and Share transfer books and of the company will remain closed from 24th December 2015 to 30th December 2015 (both days inclusive) for the year ended 31st March, 2015 and the AGM.
6. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
7. Members holding shares in the physical form are requested to address all correspondence to the Registrar and Share Transfer Agents, Niche Technologies Pvt Ltd., D-511, Bagree Market, 5th Floor, 71, B R B Basu Road, Kolkata 700 001.
8. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We therefore request you to register your e-mail ID with your Depository Participant(s) to enable us to send Annual Report and other correspondences via e-mail and hard copies will only be sent to the members who are not available on the e-mail. *Members can also refer their folio number/Client ID and send their contact information alongwith the e-mail ID to the Company at ash_ashim@yahoo.co.in*
9. Members may also note that the notice of the 30th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.bijoyhans.com for their download. Members can also entitled to receive the physical copies of aforesaid documents upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the e-mail ID: ash_ashim@yahoo.co.in
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) of every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit PAN details to the Company or the Registrar and Share Transfer Agent of the Company.

BIJOY HANS LIMITED

11. Voting through Electronic Means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM("remote e-voting") will be provided by Central Depository Services (India) Limited.
- III. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 27th December, 2015 (10:00 am) and ends on 29th December, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd December, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

BIJOY HANS LIMITED

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **Bijoy Hans Limited** on which you choose to vote on which you choose to vote.
- (xii) 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.

BIJOY HANS LIMITED

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) 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.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
12. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at chandan.patni@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th December 2015 , upto 5:00 pm without which the vote shall not be treated as valid.
13. A person who is not a member as on Cut-off date should treat this notice for information purpose only.
14. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 13th November, 2015.

BIJOY HANS LIMITED

15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd December, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd December, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23rd December, 2015. are requested to send the written / email communication to the Company at ash_ashim@yahoo.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. **Chandan Patni, Practising Chartered Accountant (Membership Number 300578)** has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bijoyhans.com and on the website of CDSL. The same will be communicated to the listed stock exchange BSE Limited.

BIJOY HANS LIMITED

Explanatory statement annexed to the Notice dated 30th November, 2015 of the 30th Annual General Meeting of the Company as required under Section 102 of the Companies Act, 2013

Item No. 4

The Board, in its meeting held on 1st day of October, 2015 appointed Shri Pukhraj Lunkar (DIN: 01958134) was appointed as additional director. In terms of section 161(1) of the Companies Act, 2013, Sri Pukhraj Lunkar holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from Shri Pukhraj Lunkar in writing along with requisite deposit under section 160 of the Companies Act proposing his candidature for the office of the Director. Sri Pukhraj Lunkar has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act.

Shri Pukhraj Lunkar is a commerce graduate. He has a vast experience and knowledge in the field of financial, securities and other allied matters.

Considering the knowledge and experience of Shri Pukhraj Lunkar, the Board recommends the resolution for your approval.

None of the Directors, except Shri Pukhraj Lunkar himself is concerned or interested in the resolution.

By Order of the Board

Place: Guwahti
Date: 30th November, 2015

Ashok Kumar Patawari
Managing Director
DIN: 00154286

BIJOY HANS LIMITED

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

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

CIN No.: L51909AS1985PLC002323

DIRECTORS' REPORT

To
The Members,
BIJOY HANS LIMITED

Your Directors are pleased to present the 30th Annual Report of your Company together with the Audited Statement of Accounts and the Auditor's Report for the financial year ended, 31st March, 2015.

1. FINANCIAL RESULTS:-

PARTICULARS	2014-15 (Rs)	2013-14 (Rs)
Profit before depreciation & tax	808097	1089811
Less: Depreciation	869202	763134
Less : Provision for income tax	-	-
Add : Deferred Tax Benefit	82665	30798
Profit for the year	21560	357475
Add: Last year Balance	17500979	17143505
Less : Adjustment for Depreciation	2599	-
Balance carried over to next year	17519940	17500979

2. DIVIDEND

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company and therefore, do not propose any dividend for the financial year ended 31st March, 2015.

3. TRANSFER TO RESERVES

The Company proposes to transfer a sum of Rs. 21560 to Reserve & Surplus Account for the Financial Year ended 31st March, 2015.

BIJOY HANS LIMITED

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

The Company is engaged in the business of other wholesale of Pharmaceutical and Medical goods. There has been no change in the business of the company during the Financial year ended 31st March, 2015.

5. MATERIAL CHANGES AND COMMITMENTS

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

6. LOANS, GUARANTEES AND INVESTMENTS

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

7. EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form no. MGT-9 as required under section 92(3) of the Companies Act 2013 for the Financial Year ending March 31, 2015 is annexed hereto as Annexure-I and forms part of this report.

8. RELATED PARTY DISCLOSURE

All the related party transactions entered into during the financial year ended 31st March, 2015 were on arm's length price and were in the ordinary course of business. Therefore the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further there was no materially significant related party transaction during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel and other designated person which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

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

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

BIJOY HANS LIMITED

10. 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. Ashok Kumar Patawari, Managing Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

Mr. Hemraj Nahata and Mr. Sanjay Nahata has resigned from the directorship of the company with effect from 14th August, 2014.

Mrs. Shweta Patwari, has been appointed as the Additional Director of the Company w.e.f 14th day of August, 2014. However, she has been regularized in the Annual General Meeting held on 30th September, 2014.

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

Mr. Raj Kumar Harlalka, has been appointed as the Independent Director of the Company for a term of five year w.e f. 30th September, 2014.

11. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

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

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

13. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 9 Board Meetings and 4 Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

BIJOY HANS LIMITED

14. SECRETARIAL AUDIT REPORT

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

The following qualifications were observed by the Secretarial Auditor in her Report to which the Board has shared the following explanations:

Qualification :Non appointment of CFO and Company Secretary

Response: In complying with the provisions of Section 203 of the Companies Act 2013 regarding appointment of CFO and Company Secretary, your company is in the process of identifying suitable candidates and accordingly the appointment shall be made.

Qualification :Non Compliance with composition of Audit Committee as per Listing Agreement

Response: The Company has duly complied with the provisions during the current financial year.

15. DEPOSITS

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

16. DETAILS OF SUBSIDIARY , JOINT VENTURE AND ASSOCIATE COMPANY

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

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

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

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

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

19. RISK MANAGEMENT

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

BIJOY HANS LIMITED

20. CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement annexed with the report.

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

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

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

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

23. DIRECTORS' RESPONSIBILITY STATEMENT

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

1. In preparation of the Annual Accounts for the financial year ended 31st March 2015, the applicable Accounting Standards have been followed along with proper explanation to material departures;
2. The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company, for that period.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the Annual Accounts on a going concern basis.
5. The Directors had laid down internal financial controls to be followed by the Company and that such controls are adequate and operating effectively and
6. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

BIJOY HANS LIMITED

24. STATUTORY AUDITORS

M/s Mohanlal Sharma & Co, Chartered Accountants , Statutory Auditors of the Company having Firm Registration No. 323282E will retire at the ensuing Annual General meeting of the Company and being eligible offer themselves for re-appointment.

The Company has received confirmation from M/s Mohanlal Sharma & Co, Chartered Accountants, Statutory Auditors to the effect that their proposed appointment, if made would be within the limits prescribed under Section 139 of the Companies Act, 2013.

Your directors recommend their re-appointment as Statutory Auditors of the Company.

25. ACKNOWLEDGEMENTS:

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

For and on behalf of the Board of Directors of

BIJOY HANS LIMITED

Place : GUWAHATI

Date: 9th November 2015

Ashok Kumar Patawari

Managing Director

DIN : 00154286

Ashim Kumar Patawari

Director

DIN: 01972489

BIJOY HANS LIMITED

ANNEXURE I FORM NO. MGT 9 - EXTRACT OF ANNUAL RETURN As on financial year ended on 31.03.2015

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L51909AS1985PLC002323
2	Registration Date	26/03/1985
3	Name of the Company	BIJOY HANS LIMITED
4	Category/Sub-category of the Company	Company limited by shares Public Company
5	Address of the Registered office & contact details	H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
6	Whether listed company	Listed
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S Niche Technologies Private Limited, D-511, Bagree Market, 71 B. R B Basu Road, Kolkata-700001, West Bengal. Ph: 033 22357270/7271

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of Pharmaceutical and Medical Goods	51397	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1		NIL			

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	2,29,300	2,29,300	7.64%	-	2,29,300	2,29,300	7.64%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	-	2,29,300	2,29,300	7.64%	-	2,29,300	2,29,300	7.64%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)		2,29,300	2,29,300	7.64%		2,29,300	2,29,300	7.64%	0.00%
B. Public									
I. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance	-	-	-	0.00%	-	-	-	0.00%	0.00%

BIJOY HANS LIMITED

g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	59,000	59,000	1.97%	-	59,000	59,000	1.97%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	24,06,221	24,06,221	80.21%	-	24,06,221	24,06,221	80.21%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	3,05,500	3,05,500	10.18%	-	3,05,500	3,05,500	10.18%	0.00%
c) Others (HUF)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Proprietorship	-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	27,70,721	27,70,721	92.36%	-	27,70,721	27,70,721	92.36%	0.00%
Total Public (B)	-	27,70,721	27,70,721	92.36%	-	27,70,721	27,70,721	92.36%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total	-	30,00,021	30,00,021	100.00%	-	30,00,021	30,00,021	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ASHOK KUMAR PATAWARI	138300	4.61%	0	138300	4.61%	0	0.00%
2	SUSHILA DEVI PATAWARI	27500	0.92%	0	27500	0.92%	0	0.00%
3	ASHIM KUMAR PATAWARI	63500	2.12%	0	63500	2.12%	0	0.00%

BIJOY HANS LIMITED

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			NIL			0.00%
	Changes during the year						0.00%
	At the end of the year				0.00%		0.00%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	KEDAR KUMAR KABRA						
	At the beginning of the year			24,000	0.80%	24,000	0.80%
	Changes during the year			-	0.00%	24,000	0.80%
	At the end of the year			24,000	0.80%	24,000	0.80%
2	NIRANJAN KUMAR RAJESH KUMAR						
	At the beginning of the year			24,000	0.80%	24,000	0.80%
	Changes during the year			-	0.00%	24,000	0.80%
	At the end of the year			24,000	0.80%	24,000	0.80%
3	PANKAJ J BHAYANI						
	At the beginning of the year			20,000	0.67%	20,000	0.67%
	Changes during the year			-	0.00%	20,000	0.67%
	At the end of the year			20,000	0.67%	20,000	0.67%
4	ANIL INVESTMENTS						
	At the beginning of the year			20,000	0.67%	20,000	0.67%
	Changes during the year			-	0.00%	20,000	0.67%
	At the end of the year			20,000	0.67%	20,000	0.67%
5	RAINBOW DIGITAL SERVICES P LTD						
	At the beginning of the year			18,400	0.61%	18,400	0.61%
	Changes during the year			-	0.00%	18,400	0.61%
	At the end of the year			18,400	0.61%	18,400	0.61%
6	SUNANDA DEVI TOSNIWAL						
	At the beginning of the year			18,000	0.60%	18,000	0.60%
	Changes during the year			-	0.00%	18,000	0.60%
	At the end of the year			18,000	0.60%	18,000	0.60%
7	KAUSLYA DEVI TOSHNIWAL						
	At the beginning of the year			18,000	0.60%	18,000	0.60%
	Changes during the year			-	0.00%	18,000	0.60%
	At the end of the year			18,000	0.60%	18,000	0.60%
8	G S B COMFIN PVT LIMITED						
	At the beginning of the year			16,500	0.55%	16,500	0.55%
	Changes during the year			-	0.00%	16,500	0.55%
	At the end of the year			16,500	0.55%	16,500	0.55%
9	RATAN LAL SOGNAI						
	At the beginning of the year			15,000	0.50%	15,000	0.50%
	Changes during the year			-	0.00%	15,000	0.50%
	At the end of the year			15,000	0.50%	15,000	0.50%
10	SONIKA KARAMCHANDANI						
	At the beginning of the year			15,000	0.50%	15,000	0.50%
	Changes during the year			-	0.00%	15,000	0.50%
	At the end of the year			15,000	0.50%	15,000	0.50%

BIJOY HANS LIMITED

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	ASHOK KUMAR PATAWARI						
	At the beginning of the year			1,38,300	4.61%	1,38,300	4.61%
	Changes during the year			-	0.00%	1,38,300	4.61%
	At the end of the year			1,38,300	4.61%	1,38,300	4.61%
2	ASHIM KUMAR PATAWARI						
	At the beginning of the year			63,500	2.12%	63,500	2.12%
	Changes during the year			-	0.00%	63,500	2.12%
	At the end of the year			63,500	2.12%	63,500	2.12%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

					(Amt. Rs./Lacs)
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Indebtedness at the beginning of the financial year					
i) Principal Amount					-
ii) Interest due but not paid					-
iii) Interest accrued but not due					-
Total (i+ii+iii)		NIL		-	-
Change in Indebtedness during the financial year					
* Addition					-
* Reduction					-
Net Change				-	-
Indebtedness at the end of the financial year					
i) Principal Amount					-
ii) Interest due but not paid					-
iii) Interest accrued but not due					-
Total (i+ii+iii)				-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Name	Designation	(Rs/Lac)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total (A)			-
	Ceiling as per the Act			-

BIJOY HANS LIMITED

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	NIL			-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)				-
	Total (B)=(1+2)				-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name			(Rs/Lac)
		Designation	CEO	CFO	CS
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL			-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				-
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BIJOY HANS LIMITED

Place: GUWAHATI
Date: 09th November 2015

ASHOK KUMAR PATAWARI
(Director)
DIN:00154286

ASHIM KUMAR PATAWARI
(Director)
DIN:01972489

BIJOY HANS LIMITED

ANNEXURE II

Form No. MR – 3

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
BIJOY HANS LIMITED
H.P. BRAHMACHARI ROAD,
REHABARI, GUWAHATI,
Assam– 781008

1. I 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 a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
2. Based on my verification 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 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:
3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by “**the Company**” for the financial year ended on 31st March, 2015 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder (N/A)*;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (N/A)*;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (N/A)*
 - (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. (N/A)*
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (N/A)*
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. (N/A)*
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (N/A)*
 - (f) 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.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (N/A)* and

BIJOY HANS LIMITED

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
(N/A)*
(N/A)* Not applicable to the Company during the audit period.
- (vi) as per the information provided by the Company, its officers and its authorised representatives there is no other such Act applicable specifically to the company.
4. I have also examined compliance with the applicable Clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable to the Company during the audit period).
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited(BSE) and Calcutta Stock Exchange . (CSE)
5. To the best of my understanding, I am of the view that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following:
- (i) The website of the Company is not yet developed.
 - (ii) The Limited Review Reports of the Company are not furnished to the respective stock exchanges.
6. **I further report that**
- i. 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 subject to the following:
 - (a) the Chief Financial Officer and Company secretary are not yet appointed.
 - (b) the composition of Audit Committee is also not maintained as per Listing Agreement.
 - ii. 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.
 - iii. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
7. **I 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.
8. **I further report that** during the audit period no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc have taken place. An application for delisting of the Company is pending with Calcutta Stock Exchange.
9. This report is to be read with our letter of even date which is annexed as "Annexure - A" and forms an integral part of this Report.

For Rakesh Agrawal & Co.
Practicing Company Secretaries

Place : Kolkata
Date : 6th Nov, 2015

(Prop: Rakesh Agrawal)
ACS No. 25326
C P No. 9014

BIJOY HANS LIMITED

“ANNEXURE – A” to the Secretarial Audit Report

To,
The Members,
BIJOY HANS LIMITED
H.P. BRAHMACHARI ROAD,
REHABARI, GUWAHATI,
Assam– 781008

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and process 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. We believe that the process and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we 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 and standards is the responsibility of the management. Our 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 **Rakesh Agrawal & Co.**
Practicing Company Secretaries

Place : Kolkata
Date : 6th Nov, 2015

(Prop: Rakesh Agarwal)
ACS No. 25326
C P No. 9014

BIJOY HANS LIMITED

ANNEXURE III CORPORATE GOVERNANCE REPORT (Pursuant to Clause 49 of the Listing Agreement)

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

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

2. Board of Directors:

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

Composition of Board of Directors

Directors Name and DIN	Category	Other Directorship	Board Committees
Ashok Kumar Patawari (DIN : 00154286)	Managing Director	Nil	Nil
Ashim Kumar Patawari (DIN : 01972489)	Non-Executive Director	Nil	Nil
Raj Kumar Harlalka (DIN : 00594512)	Non-Executive & Independent	1. Swaraj Beverages Private Limited 2. Jagdambay Enterprises (India) Private Limited	Nil
Shweta Patwari (DIN : 06935613)	Non-Executive Director	Nil	Nil

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

3. Board Meetings:

During the financial year ended 9 (Nine) Board Meetings were held. The days on which Board meetings were held are 01.05.2014, 16.05.2014, 30.05.2014 31.07.2014, 14.08.2014, 27.08.2014, 30.10.2014, 30.01.2015 and 30.03.2015.

BIJOY HANS LIMITED

Attendance of the Directors at the Board meetings (8) and last Annual General Meeting:

Directors	Attendance Particulars		No. of Extra Ordinary General Meeting Attended
	Board Meetings	Last AGM	
Ashok Kumar Patawari	9	Yes	-
Hemraj Nahata*	4	No	-
Ashim Kumar Patawari	8	Yes	-
Raj Kumar Harlalka	9	Yes	-
Sanjay Nahata*	4	No	-
Shweta Patawari	4	Yes	-

4. Audit Committee:

The Board of Directors has constituted an Audit Committee which consists of three Non-Executive Directors of whom one is the Independent Director.

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

The members of the Audit committee met (4) times on 30.05.2014, 31.07.2014, 30.10.2014 and 30.1.2015 during the financial year ending 31st March, 2015. The Composition of the members are as under

Name of the Member	Status	No. of Audit Committee Meetings	
		Held	Attended
Hemraj Nahata*	Chairman	4	2
Raj Kumar Harlalka	Chairman/Member	4	4
Ashim Kumar Patawari	Member	4	4
Shweta Patawari	Member	4	2

*Ceased to be director with effect from 14.08.2014

5. Nomination & Remuneration Committee:

The Board of Directors has constituted the Nomination & Remuneration Committee which consists of three Non Executive Director of whom one is the Independent Director. The remuneration payable to the Managing Director as recommended by the remuneration committee is determined by the Board subject to the approval of the shareholders.

6. Shareholders/Investors Grievance Committee:

The Committee has been formed to specifically look into shareholders and/or investors complaints. The Board has delegated the authority to approve the transfer/transmission of shares, issue of duplicate share certificate etc. to this Committee of Directors. The Committee would ensure that the grievances of the investors are attended to promptly besides taking pro-active actions for high level of investor services. The members of the Shareholders/Investors Grievance committee met once on 28.03.2015 during the financial year ending 31st March, 2015.

BIJOY HANS LIMITED

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

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

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

7. General Body Meeting:

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

	YEAR	DATE OF AGM	DAY	TIME
Twenty Seventh AGM	2012	29/09/2012	Saturday	11 AM
Twenty Eight AGM	2013	30/09/2013	Monday	11 AM
Twenty Ninth AGM	2014	30/09/2014	Tuesday	11 AM

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

8. Disclosures:

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

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

The CEO (Managing Director) has furnished a certificate to the Board for the year ended 31st March, 2015 in compliance with the revised Clause 49 of the Listing Agreement as amended.

9. Means of Communication:

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

BIJOY HANS LIMITED

10. General Shareholders Information:

- a) The Thirtieth Annual General Meeting of the company will be held on 30th December 2015 at 10 AM at the Registered Office of the Company at H P Brahmachari Road, Rehabari, Guwahati 781 008.
- b) i) The financial year of the Company is from 1st April to 31st March.
- ii) Quarterly Results :-
- | | |
|---------------------------------|---------------------------|
| Quarter ended on June 2015 | last week of July 2015 |
| Quarter ended on September 2015 | last week of Oct 2015 |
| Quarter ended on December 2015 | last week of January 2016 |
| Quarter ended on March 2016 | last week of May 2016 |
- c) Date of Book Closure: From 24.12.2015 To 30.12.2015
- d) The Shares of the Company are listed on the following exchanges:
- BSE Ltd, Mumbai Scrip Code: 524723
The Calcutta Stock Exchange Association Ltd (application pending for delisting)
- e) **Market price detail:**
The Equity Shares of the Company are not traded and hence the market price data are not available.
- f) **Registrars and Share Transfer Agent:**
M/s Niche Technologies Pvt Ltd
D-511, Bagree Market, 5th Floor
71 B R B Basu Road,
Kolkata 700 001 (West Bengal)
Tel: 033 322357271/22343576
Fax: 033 2215 6823
e-mail : nichetechpl@nichetechpl.com
- g) **Share Transfer system:**
The shares, in physical form received for transfer are processed and transfers effected generally within a period of 10 days from the date of receipt, provided the documents are valid and complete in all respects. Physical shares for demat are received by the Registrar & Transfer Agents and processed within the stipulated time. The authority for approving Share Transfers are delegated to the share transfer committee.
- h) **Dematerialization:**
The Company is in the process of dematerialization of its entire Equity Shares with NSDL and CDSL. The company's ISIN (INE491D01017) has been made live in the CDSL system with effect from November 16, 2015. Members can now avail the depository services.

BIJOY HANS LIMITED

i) Distribution of Shareholdings as on 31st March, 2015

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares	% of Share Holdings
Upto 500	1816	56.61	660307	22.01
501-1000	911	28.39	741500	24.71
1001-2000	318	9.91	481494	16.04
2001-3000	74	2.31	181700	6.06
3001-4000	5	0.16	18800	0.63
4001-5000	17	0.53	77600	2.59
5001-10000	38	1.22	257250	8.58
10001 & Above	27	0.87	581370	19.38
TOTAL	3203	100.00	3000021	100.00

j) Shareholding Pattern as on 31st March, 2015

Category of Holdings	No. of Shares held	Percentage (%)
Indian Promoters/Persons Acting in Concert	229300	8
Foreign Promoters	-	-
Financial Institutions/Banks/Mutual Funds	-	-
Resident Individuals & Corporates	2770721	92
TOTAL	3000021	100

11. Address for correspondence: Bijoy Hans Limited
H P Brahmachari Road, Rehabari
Guwahati 781 008 (Assam)

12. Compliance Officer: Ashok Kumar Patawari
Bijoy Hans Limited
H P Brahmachari Road, Rehabari
Guwahati 781 008 (Assam)

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement relating to Corporate Governance with the Stock exchanges, all the Board Members and the senior management personnel of the Company have affirmed compliance with the company's code of conduct during the financial year 2014-15.

Place : Guwahati
Date : 31/07/2015

for **BIJOY HANS LIMITED**

(Ashok Kumar Patawari)
Managing Director

BIJOY HANS LIMITED

MD'S CERTIFICATION UNDER CLAUSE 49(V) OF THE LISTING AGREEMENT

I, Ashok Kumar Patawari, Managing Director of Bijoy Hans Limited hereby certify that:

- a. I have reviewed the financial statements and the cash flow statement of the Company for the financial year ended March 31, 2015 and that to the best of my knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the period, which are fraudulent, illegal or violate of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors and Audit Committee:
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Ashok Kumar Patawari
Managing Director

BIJOY HANS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT:

Your Company is mainly engaged in the business of trading in bulk drugs, pharmaceutical raw materials 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.

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 arisen a situation of cut throat competition and "survival of the fittest". The industry is facing a tough competition in price from neighbouring countries like China who is exporting the basic raw materials required by the pharmaceutical industries at very low price in comparison to domestic prices.

COST AND PROFITABILITY:

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.

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.

DISCUSSION ON THE FINANCIAL AND OPERATIONAL PERFORMANCE:

During the financial year the total revenue was Rs. 64.44 lacs (PY Rs. 62.65 lacs). The Profit/(Loss) was Rs (0.61 lacs) (PY Rs.3.26 lacs).

HUMAN RESOURCE:

Human Resource are 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.

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.

BIJOY HANS LIMITED

AUDITORS CERTIFICATE

TO THE MEMBERS OF BIJOY HANS LIMITED, GUWAHATI

We have examined the compliance of conditions of Corporate Governance by **Bijoy Hans Limited**, having its registered office at Brahamachari Road, Rehabari, Guwahati, for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreements of the said company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the company's management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with conditions of Corporate Governance as stipulated in clause 49 of the listing agreement.

We state that no investor grievance has been received by the Company during the year ended 31st March, 2015 as per records maintained by the Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **MOHANLAL SHARMA & CO.**
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 323282E

Guwahati
The 20th day of May, 2015

(SUNIL SHARMA)
PARTNER
M. No.005467

BIJOY HANS LIMITED

INDEPENDENT AUDITORS REPORT

To
The Members of
BIJOY HANS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **BIJOY HANS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 Accounting Standards referred to in Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

BIJOY HANS LIMITED

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) In the case of the Statement of Profit and Loss, of the *Loss* for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by 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's branch so far as appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred by the Company to the Investor Education and Protection Fund during the year ended on 31st March 2015.

for **MOHANLAL SHARMA & CO.**
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 323282E

Guwahati
The 20th day of May, 2015

(**SUNIL SHARMA**)
PARTNER
M. No.057307

BIJOY HANS LIMITED

ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE ON THE ACCOUNTS OF 'BIJOY HANS LIMITED' FOR THE YEAR ENDED 31.03.2015

- 1) (a) The Company has maintained proper records showing full particulars and situation of fixed assets.
(b) All the Fixed Assets of the company have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- 2) (a) The Inventory has been physically verified by the management during the year. In our opinion the frequency of verification is reasonable.

(b) In our opinion, the procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.

(c) The Company is maintaining proper records of inventory and no discrepancies were noticed on physical verification of inventory.
- 3) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act.
- 4) In our opinion, there are adequate internal control procedures commensurate with the size of the Company and the nature of its businesses for the purchases of inventory, fixed assets and for the sale of goods. Further, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- 5) The Company has not accepted any deposits from the public hence the directives issued by Reserve Bank of India and the provisions of Section 73, 74, 75 & 76 or any other relevant provisions of the Act.
- 6) The Central Government has not prescribed the maintenance of cost records under section 148 of the Act for the company, as it is engaged in trading activities only.
- 7) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is regular in depositing the undisputed statutory dues including VAT, Income Tax etc. with the statutory authorities. There are no statutory dues e.g. Income Tax, VAT, Service Tax etc., as at 31/03/2015, which have not been deposited on account of any dispute.
- 8) The Company has no accumulated Losses as at 31st March 2015. It has not incurred any cash loss in the financial year under review or in the immediately preceding financial year.
- 9) According to the records of the Company examined by us and the information and explanation given to us, the Company has not obtained any financial assistance from any financial institution or bank as such the requirement of clause (ix) of the order is not applicable.
- 10) According to the records of the Company examined by us and the information and explanation given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other investments.
- 11) The Company has not taken any term loan during the year.
- 12) During the course of our 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 fraud on or by the Company, noticed or reported during the year, nor we have been informed of any such case by the management.

for **MOHANLAL SHARMA & CO**
CHARTERED ACCOUNTANTS
Firm Registration No.323282E

Guwahati
The 20th day of May, 2015

(SUNIL SHARMA)
PARTNER
M. No.057307

BIJOY HANS LIMITED

BALANCE SHEET AS AT 31st MARCH, 2015

PARTICULARS	NOTE NO.		As at 31 st March, 2015		As at 31 st March, 2014
<u>EQUITY AND LIABILITIES</u>		(₹)	(₹)	(₹)	(₹)
<u>SHARE HOLDERS' FUND</u>					
SHARE CAPITAL	2	3,00,00,210		3,00,00,210	
RESERVE & SURPLUS	3	<u>1,75,19,940</u>		<u>1,75,00,979</u>	
			4,75,20,150		4,75,01,189
<u>NON-CURRENT LIABILITIES</u>			-		-
<u>CURRENT LIABILITIES</u>	4				
a) Trade Payables		1,98,469		1,79,248	
b) Short Term Provisions		<u>-</u>		<u>8,13,324</u>	
			1,98,469		9,92,572
		TOTAL ₹	<u><u>4,77,18,619</u></u>		<u><u>4,84,93,761</u></u>
<u>ASSETS</u>					
<u>NON-CURRENT ASSETS</u>					
FIXED ASSETS					
i) Tangible Assets	5	87,33,497		94,96,308	
NON CURRENT INVESTMENTS	6	19,29,962		24,29,961	
LONG TERM LOANS & ADVANCES	7	35,140		35,140	
DEFERRED TAX ASSETS	8	<u>3,19,534</u>		<u>2,36,869</u>	
			1,10,18,133		1,21,98,278
<u>CURRENT ASSETS</u>					
a) Inventories		7,75,206		5,74,067	
b) Cash & Cash Equivalents	9	3,15,42,812		3,01,03,194	
c) Trade Receivables	10	7,56,748		9,68,803	
d) Short Term Advances	11	16,365		13,715	
e) Other Current Assets	12	<u>36,09,355</u>		<u>46,35,704</u>	
			3,67,00,486		3,62,95,483
		TOTAL ₹	<u><u>4,77,18,619</u></u>		<u><u>4,84,93,761</u></u>
SIGNIFICANT ACCOUNTING POLICIES	1				

The accompanying notes are integral part of the Financial Statements.

In terms of our report of even date.
for **MOHANLAL SHARMA & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No.323282E

For and on behalf of the Board

(Ashok Kumar Patawari, Mng.Director)

(SUNIL SHARMA)
PARTNER
M.No.:057307

Guwahati
The 20th day of May, 2015

(Ashim Kumar Patawari, Director)

BIJOY HANS LIMITED

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
I. REVENUE		(₹)	(₹)
Revenue from Operation	13	35,33,738	32,55,997
Other Income	14	29,10,288	30,09,083
II. TOTAL REVENUE		<u>64,44,026</u>	<u>62,65,081</u>
III. EXPENSES			
Purchase of Stock-In-Trade		25,59,785	22,49,566
Changes in Inventories of Goods in Trade	15	(1,16,139)	(63,114)
Employee Benefit Expenses	16	11,19,350	10,98,273
Depreciation	5	8,69,202	7,63,134
Other Expenses	17	20,72,933	18,90,545
IV. TOTAL EXPENSES		<u>65,05,131</u>	<u>59,38,404</u>
V. PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (III-IV)		(61,105)	3,26,676
VI. EXCEPTIONAL ITEMS		-	-
VII. PROFIT/(LOSS) BEFORE TAX (V-VI)		(61,105)	3,26,676
VIII. TAX EXPENSE			
Current Tax		-	-
Deferred Tax Benefit		(82,665)	(30,798)
IX. PROFIT FOR THE YEAR (VII-VIII)		<u>21,560</u>	<u>3,57,474</u>
EARNING PER SHARE (Basic)		0.01	0.12

SIGNIFICANT ACCOUNTING POLICIES

1

The accompanying notes are integral part of the Financial Statements.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1 ~ 17

In terms of our report of even date
for **MOHANLAL SHARMA & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No.323282E

For and on behalf of the Board

(Ashok Kumar Patawari, Mng.Director)

(SUNIL SHARMA)
PARTNER
M.No.:057307

Guwahati
The 20th day of May, 2015

(Ashim Kumar Patawari, Director)

BIJOY HANS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	2014-15	2013-14
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax, Extraordinary Items and Interest	(61,105)	3,26,676
Adjustments for :		
Depreciation	8,69,202	7,63,134
Dividend	(3,784)	(72,552)
Profit on sale of Shares	-	-
Profit on Sale of Mutual Fund	(2,53,609)	(4,45,064)
Operating Profit before change in Working Capital	5,50,704	5,72,194
Adjustments for :		
Long term Advances	-	-
Non Current Investment	4,99,999	-
Inventories	(2,01,139)	(2,13,114)
Trade receivables	2,12,055	(1,20,482)
Other Current Assets	10,26,349	(11,58,468)
Short term Loans & Advances	(2,650)	2,008
Current Liabilities	19,221	12,676
Provision for Taxation	(8,13,324)	-
Cash generated from Operations	12,91,215	(9,05,185)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed Assets Purchased	(1,08,990)	(95,190)
Profit on sale of Shares	-	-
Profit on Mutual Fund Sold	2,53,609	4,45,064
Dividend Received	3,784	72,552
Net Cash used in Investing Activities	1,48,403	4,22,426
C. CASH FLOW FROM FINANCING ACTIVITIES	Nil	Nil
Net Cash from Financing Activities	Nil	Nil
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	14,39,618	(4,82,760)
Cash & Cash Equivalents at the beginning of the Year	3,01,03,194	3,05,85,954
Cash & Cash Equivalents at the end of the Year	3,15,42,812	3,01,03,194

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

In terms of our report of even date.
for **MOHANLAL SHARMA & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No.323282E

For and on behalf of the Board

(Ashok Kumar Patawari, Mng.Director)

(SUNIL SHARMA)
PARTNER
M.No.: 057307

Guwahati
The 20th day of May, 2015

(Ashim Kumar Patawari, Director)

BIJOY HANS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

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 accrual 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 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. The company capitalises all direct costs relating to the acquisition and installation of fixed assets. Depreciation on fixed assets 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 Fixed assets 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 Investment

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.

BIJOY HANS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

NOTE '2' : SHARE CAPITAL	As at 31.3.2015 (₹)	As at 31.3.2014 (₹)
AUTHORISED SHARE CAPITAL		
32,50,000 Equity shares of Rs.10/- each		
[Previous Year: 32,50,000 Equity shares of Rs.10/- each]	3,25,00,000	3,25,00,000
ISSUED, SUBSCRIBED & PAID UP:		
3000021 Equity shares of Rs.10/- each fully paid up	3,00,00,210	3,00,00,210
[Previous Year 3000021 Equity shares of Rs.10/- each fully paid up]		
TOTAL ₹	<u>3,00,00,210</u>	<u>3,00,00,210</u>

i) Reconciliation of the number of shares and amount outstanding

PARTICULARS	As st 31st March, 2015		As st 31st March, 2014	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning/end of the year	30,00,021	3,00,00,210	30,00,021	3,00,00,210

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 '3' : RESERVE & SURPLUS

a) Surplus in statement of Profit and Loss

Balance as per last account	1,75,00,979	1,71,43,505
<u>Add:</u> Profit/(Loss) for the year	21,560	3,57,474
<u>Less</u> : Adjustment for Depreciation	2,599	-
TOTAL ₹	<u>1,75,19,940</u>	<u>1,75,00,979</u>

Note: The change in method of depreciation on adoption of new schedule II of the Companies Act, 2013 required adjustment of Carrying value of Assets. The resulting net difference arising of opening W.D.V. has been adjusted from Reserves & Surplus.

NOTE '4' : CURRENT LIABILITIES

a) Trade Payables

For Expenses & Others.	1,71,961	1,43,605
Statutory Dues	26,508	35,643
	<u>1,98,469</u>	<u>1,79,248</u>

b) Short Term Provision

For Income Tax	-	8,13,324
	<u>-</u>	<u>8,13,324</u>
TOTAL ₹	<u>1,98,469</u>	<u>9,92,572</u>

Amounts due to MSME and Small Scale Industrial Undertakings-- NIL.

BIJOY HANS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

NOTE '5': FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS AT 01.04.2014	ADDITIONS/ TRANSFER DURING THE YEAR	SOLD/IMPAIRED DURING THE YEAR	AS AT 31.03.2015	UPTO 31.03.2014	FOR THE YEAR ENDED 31.03.2015	EXCESS DEPRECIATION ALREADY CHARGED	DEPRECIATION ADJUSTED WITH GENERAL RESERVE	UPTO 31.03.2015	AS AT 31.03.2014
TANGIBLE ASSETS:										
(OWN ASSETS)										
Property at Jaipur (freehold)	26,77,770	-	-	26,77,770	-	-	-	-	-	26,77,770
Office Premises at Malad, Mumbai	65,83,270	-	-	65,83,270	14,89,262	2,47,569	-	-	17,36,831	48,46,439
Furniture & Fixture at Malad Office	11,22,305	-	-	11,22,305	7,08,753	1,36,183	-	-	8,44,936	2,77,369
Furniture & Fixtures	6,36,604	-	-	6,36,604	4,92,371	37,927	(12,286)	-	5,18,012	4,13,552
Typewriter	19,033	-	-	19,033	18,409	-	(328)	-	18,081	1,44,233
Refrigerator	97,955	-	-	97,955	78,692	-	-	14,365	93,057	952
Fax Machine	73,976	-	-	73,976	69,745	-	-	532	70,277	4,898
Computer	2,57,433	-	-	2,57,433	2,32,059	12,291	(3,116)	-	2,41,234	19,263
Air Conditioner	1,43,973	44,000	-	1,87,973	1,07,157	22,100	-	-	1,42,432	4,231
Maruti Car (Esteem)	5,31,120	-	-	5,31,120	5,29,315	-	-	13,175	45,541	25,374
Honda civic car	7,54,971	-	-	7,54,971	3,40,905	1,36,269	(24,751)	-	5,04,564	36,816
Chevrolet Spark car	2,91,390	-	-	2,91,390	1,31,576	52,595	-	-	4,77,174	26,556
Hyundai i20 Car	6,07,000	-	-	6,07,000	3,68,868	98,563	-	-	1,84,171	1,805
Verna Car	7,56,879	-	-	7,56,879	6,27,479	59,006	-	-	4,67,431	2,77,797
Electrical Installation	1,13,735	-	-	1,13,735	1,06,724	-	-	-	6,86,485	4,14,066
Television	47,190	-	-	47,190	4,734	18,834	-	1,324	1,08,048	1,07,219
EPABX	27,000	-	-	27,000	25,292	-	-	1,439	25,007	1,59,814
Mobile Phone	1,20,662	39,490	-	1,60,152	34,617	44,335	-	358	2,38,132	2,38,132
Laptop HP	-	25,500	-	25,500	-	3,530	-	11,887	70,394	1,29,400
								-	5,687	7,011
								-	22,183	42,456
								-	1,350	1,708
								-	69,313	86,045
								-	21,970	-
TOTAL ₹	1,48,62,266	1,08,990	-	1,49,71,256	53,65,958	8,69,202	(40,481)	43,080	62,37,759	87,33,497
<i>Figures for the previous year</i>	1,47,67,076	95,190	-	1,48,62,266	46,02,824	7,63,134	-	-	53,65,958	94,96,308
										1,01,64,252

i) Fixed Assets 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.

iii) Adjustment made in depreciation as per New Schedule II has been netted and adjusted from Reserve & Surplus.

BIJOY HANS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

	As at 31.3.2015 (₹)	As at 31.3.2014 (₹)
NOTE '6' : NON CURRENT INVESTMENTS		
<i>Long-term (At Cost)</i>		
A. QUOTED SHARES		
GMR Infra Ltd.	2,27,215	2,27,215
(2000 Shares of Rs 1/- ; Previous year : 2000 shares)		
ISI Bars Ltd.	1,72,820	1,72,820
(5000 Shares of Rs1/- ; Previous year : 5000 shares)		
Power Grid Ltd.	1,45,230	1,45,230
(1000 Shares of Rs10/- ; Previous year : 1000 shares)		
Religare Ltd.	1,61,213	1,61,213
(250 Shares of Rs10/- ; Previous year : 250 shares)		
Reliance industries Ltd	2,25,170	2,25,170
(124 Shares of Rs.10/- ; Previous year : 124 shares)		
Ruby Mills Ltd.	2,06,714	2,06,713
(200 Shares of Rs.10/- ; Previous year : 200 shares)		
Tata Tele Services Ltd.	2,91,600	2,91,600
(5000 Shares of Rs.10/- ; Previous year : 5000 shares)		
TOTAL (A)	<u>14,29,962</u>	<u>14,29,961</u>
B. BONDS		
Indian Railways Finance Corporation (Tax Free Bonds)	5,00,000	5,00,000
TOTAL (B)	<u>5,00,000</u>	<u>5,00,000</u>
C. QUOTED MUTUAL FUND		
Templeton India Equity Fund 48875.855 Units	-	5,00,000
(Previous Year 48875.855 Units , - face value ₹ 10 per Unit)		
TOTAL (C)	<u>-</u>	<u>5,00,000</u>
TOTAL NON CURRENT INVESTMENTS (A+B+C) ₹	<u>19,29,962</u>	<u>24,29,961</u>
<i>Fair Market Value of Quoted Investments</i>	<u>4,76,844</u>	<u>15,44,551</u>
<i>The diminution in the market value is temporary in nature due to market volatility, hence not recognised.</i>		
NOTE '7' : LONG-TERM LOANS AND ADVANCES		
<i>(Unsecured and Considered Good)</i>		
Security Deposits	35,140	35,140
TOTAL ₹	<u>35,140</u>	<u>35,140</u>
NOTE '8' : DEFERRED TAX ASSET		
Deferred Tax asset on Timing difference between book and tax depreciation	3,19,534	2,36,869

BIJOY HANS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

	As at 31.3.2015 (₹)	As at 31.3.2014 (₹)
NOTE '9' : CASH AND CASH EQUIVALENTS		
Cash in hand	3,19,889	4,14,642
<u>Balances with Scheduled Banks :</u>		
In Current Accounts	25,60,031	20,04,067
In Term Deposit Account	2,83,47,677	2,56,66,939
Accrued Interest on TD	3,15,215	20,17,546
TOTAL ₹	3,15,42,812	3,01,03,194

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 '10' : TRADE RECEIVABLE

(unsecured; Considered Good)

Outstanding for a period exceeding six

months from due date

Others

48,433	2,07,755
7,08,315	7,61,048
7,56,748	9,68,803

NOTE '11' : SHORT TERM ADVANCES

(Unsecured and Considered Good)

Prepaid Expenses

16,365	13,715
TOTAL ₹ 16,365	13,715

NOTE '12' : OTHER CURRENT ASSETS

(Unsecured and Considered Good)

Income Tax

Other Advances

5,25,813	15,58,255
30,83,542	30,77,449
TOTAL ₹ 36,09,355	46,35,704

BIJOY HANS LIMITED

NOTE '13' : REVENUE FROM OPERATION	for the year ended on 31.3.2015	for the year ended on 31.3.2014
Sale of Medicines	35,33,738	32,55,997
	35,33,738	32,55,997

NOTE '14' : OTHER INCOME		
Interest received / accrued on deposits	26,52,895	24,91,459
Dividend from Mutual Funds	-	68,426
Dividend from Shares	3,784	4,126
Profit on Sale of Mutual Fund	2,53,609	4,45,064
Round Off	-	9
TOTAL ₹	29,10,288	30,09,083

NOTE '15' : CHANGES IN INVENTORIES OF STOCK IN TRADE		
Opening Stock	4,24,067	3,60,953
Closing Stock	5,40,206	4,24,067
	(1,16,139)	(63,114)

NOTE '16' : EMPLOYEE BENEFIT EXPENSES		
Salaries	10,20,000	9,99,000
Bonus	84,000	84,000
Staff Welfare Expenses	15,350	15,273
TOTAL ₹	11,19,350	10,98,273

NOTE '17' : OTHER EXPENSES		
Rent	1,50,000	1,50,000
Electricity Expenses	1,71,784	1,77,668
Telephone Expenses	81,042	90,119
Printing & Stationery	1,02,850	98,939
Postage & Courier	26,960	26,199
Donation	23,100	1,100
General Expenses	51,947	35,151
Rates and Taxes	7,600	7,600
Listing Fees	1,12,360	37,078
Filling Fees	8,300	3,500
Legal & Consultancy Fees	36,920	82,920
Auditors' Remuneration	73,416	62,180
Repairs & Maintenance	2,31,168	1,77,773
Travelling & Conveyance Expenses	2,66,781	1,52,396
Advertisement & Sales Promotion	2,12,659	2,63,729
Carriage Outwards	1,62,990	1,24,593
Entertainment Expenses	27,349	33,367
Vehicle Running & Maintenance Expenses	2,34,800	2,35,259
Bank Charges & Commission	5,411	9,737
Bad Debts Written Off	0	75,000
Packing Material	12,000	7,500
Insurance Charges	37,796	6,887
TDS Late Filing Fees	0	3,400
Web Designing Charges	2,800	20,950
Professional Tax	5,000	7,500
Computer Expenses	3,600	-
MVAT Interest	4,300	-
BMC (Penalty)	18,000	-
Product Permission Charges	2,000	-
TOTAL ₹	20,72,933	18,90,545

BIJOY HANS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

	<u>for the year ended on 31.3.2015</u>	<u>for the year ended on 31.3.2014</u>
<u>Notes :</u>		
<u>a) AUDITORS' REMUNERATION :</u>		
<i>(Inclusive of Service Tax)</i>		
For Auditing Services	67,416	56,180
For Tax Matters	6,000	6,000
TOTAL ₹	73,416	62,180

b) RELATED PARTY DISCLOSURE

Rent paid for Mumbai Office to Smt. Sushila Devi Patawari, relative of key managerial person ₹150,000/-
(previous year ₹ 1,50,000/-)

NOTE '18' : OTHER MATTERS

- a. CIF Value of imports : NIL (previous year : NIL)
- b. Expenditure in Foreign Currency ; NIL (previous year : NIL)
- c. Earnings in Foreign Exchange ; NIL (previous year: NIL)

In terms of our report of even date

for **MOHANLAL SHARMA & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No.323282E

For and on behalf of the Board

(Ashok Kumar Patawari, Mng.Director)

(SUNIL SHARMA)
PARTNER
M.No.:057307

Guwahati
The 20th day of May, 2015

(Ashim Kumar Patawari, Director)

BIJOY HANS LIMITED

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

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

CIN No.: L51909AS1985PLC002323

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	

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		

BIJOY HANS LIMITED

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

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

CIN No.: L51909AS1985PLC002323

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the AGM of the Company, to be held on Wednesday, the 30th December, 2015 at 10:00 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 :

Resolution No.	Resolution Proposed	Optional	
Ordinary Business:		For	Against
1.	To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	For Appointment of a Director in place of Sri Ashim Kumar Patawari (DIN : 01972489), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	For Appointment of Auditors and fix their remuneration.		
Special Business:			
4.	For Appointment of Sri Pukhraj Lunkar, as Non-executive Independent Director of the Company to hold office for a term of 5 (five) years commencing from 1st October 2015		

Signed thisday of.....2015

Signature of member:

Signature of the Proxy Holder(s):

Affix Revenue Stamp

Note:

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.

BIJOY HANS LIMITED

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

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

CIN No.: L51909AS1985PLC002323

ATTENDANCE SLIP

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

(30th Annual General Meeting – 30th December, 2015)

I/We hereby record my/our presence at the Annual General Meeting of “Bijoy Hans Limited” held on Wednesday, 30th December, 2015 at 10:00 AM at H P Brahmachari Road, Rehabari, Guwahati 781 008.

Full Name of the member (IN BLOCK LETTERS) : _____

Folio No. _____, D P ID No. _____, Client ID No. _____

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.)