

# BIJOY HANS LIMITED

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

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October 5, 2018

To

**BSE Limited**

Department of Corporate Services

Floor 25, Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001

Sir,

Sub: Submission of Annual Report for the F Y 2017-18

Ref: 524723

Pursuant to the requirement of Regulation 34 of the SEBI Listing Regulations 2015, we are pleased to enclose herewith a copy of Annual Report of the Company for the financial year 2017-18 which were approved and adopted by the members in the Annual General Meeting of the Company held on 25<sup>th</sup> September, 2018.

You are kindly requested to take on record the above and acknowledge the receipt.

Thanking you

Yours faithfully

For **BIJOY HANS LIMITED**

*Ashok Kumar Patawari*

**Ashok Kumar Patawari**

Managing Director

DIN: 00154286



Encl: As above.

***BIJOY HANS LIMITED***

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

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# **BIJOY HANS LIMITED**

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## **CORPORATE INFORMATION**

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

# BIJOY HANS LIMITED

## DIRECTORS' REPORT

To  
The Members,  
BIJOY HANS LIMITED

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

### 1. FINANCIAL RESULTS:-

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

### 2. DIVIDEND

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

### 3. TRANSFER TO RESERVES

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

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

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

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

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

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

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

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

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

## **8. RELATED PARTY DISCLOSURE**

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

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

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

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

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

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

## **11. BOARD EVALUATION**

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

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

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

## **13. MEETINGS**

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

## **14. SECRETARIAL AUDIT REPORT**

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

## **15. DEPOSITS**

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

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

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

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

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

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

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

## **19. RISK MANAGEMENT**

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

## **20. CORPORATE GOVERNANCE CERTIFICATE**

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

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

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

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

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

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

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

1. In preparation of the Annual Accounts for the financial year ended 31<sup>st</sup> March 2018, the applicable Accounting Standards have been followed along with proper explanation to material departures;
2. The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company, for that period.



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

### **24. AUDITORS**

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

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

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

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

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

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

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## **25. ACKNOWLEDGEMENTS**

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

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

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

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

**Ashim Kumar Patawari**  
Director  
DIN: 01972489

# BIJOY HANS LIMITED

## ANNEXURE I

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

As on financial year ended on 31.03.2018

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

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

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

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

IV. SHARE HOLDING PATTERN										
(Equity share capital breakup as percentage of total equity)										
(i) Category-wise Share Holding										
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/ HUF	93,900	138,400	232,300	7.74%	93,900	138,400	232,300	7.74%	0.00%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>93,900</b>	<b>138,400</b>	<b>232,300</b>	<b>7.74%</b>	<b>93,900</b>	<b>138,400</b>	<b>232,300</b>	<b>7.74%</b>	<b>0.00%</b>	<b>0.00%</b>
(2) Foreign										
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>93,900</b>	<b>138,400</b>	<b>232,300</b>	<b>7.74%</b>	<b>93,900</b>	<b>138,400</b>	<b>232,300</b>	<b>7.74%</b>	<b>0.00%</b>	<b>0.00%</b>
B. Public										
I. Institutions										
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%	0.00%
f) Insurance	-	-	-	0.00%	-	-	-	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%
<b>Sub-total (B)(1):-</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>2. Non-Institutions</b>									
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	-	2,403,221	2,403,221	80.11%	-	2,403,221	2,403,221	80.11%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	305,500	305,500	10.18%	-	305,500	305,500	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 - DR	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	-	2,767,721	2,767,721	92.26%	-	2,767,721	2,767,721	92.26%	0.00%
<b>Total Public (B)</b>	-	2,767,721	2,767,721	92.26%	-	2,767,721	2,767,721	92.26%	0.00%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total</b>	93,900	2,906,121	3,000,021	100.00%	93,900	2,906,121	3,000,021	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%
4	SHWETA PATAWARI	3000	0.10%	0	3000	0.10%	0	0.10%

## 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						
	Changes during the year			NIL			
	At the end of the year						

### (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	<b>KEDAR KUMAR KABRA</b>						
	At the beginning of the year	01-04-17		24,000	0.80%	24,000	0.80%
	Changes during the year			-	0.00%	24,000	0.80%
	At the end of the year	31-03-18		24,000	0.80%	24,000	0.80%
2	<b>NIRANJAN KUMAR RAJESH KUMAR</b>						
	At the beginning of the year	01-04-17		24,000	0.80%	24,000	0.80%
	Changes during the year			-	0.00%	24,000	0.80%
	At the end of the year	31-03-18		24,000	0.80%	24,000	0.80%
3	<b>PANKAJ J BHAYANI</b>						
	At the beginning of the year	01-04-17		20,000	0.67%	20,000	0.67%
	Changes during the year			-	0.00%	20,000	0.67%
	At the end of the year	31-03-18		20,000	0.67%	20,000	0.67%
4	<b>ANIL INVESTMENTS</b>						
	At the beginning of the year	01-04-17		20,000	0.67%	20,000	0.67%
	Changes during the year			-	0.00%	20,000	0.67%
	At the end of the year	31-03-18		20,000	0.67%	20,000	0.67%
5	<b>RAINBOW DIGITAL SERVICES P LTD</b>						
	At the beginning of the year	01-04-17		18,400	0.61%	18,400	0.61%
	Changes during the year			-	0.00%	18,400	0.61%
	At the end of the year	31-03-18		18,400	0.61%	18,400	0.61%
6	<b>SUNANDA DEVI TOSNIWAL</b>						
	At the beginning of the year	01-04-17		18,000	0.60%	18,000	0.60%
	Changes during the year			-	0.00%	18,000	0.60%
	At the end of the year	31-03-18		18,000	0.60%	18,000	0.60%
7	<b>KAUSLYA DEVI TOSHNIWAL</b>						
	At the beginning of the year	01-04-17		18,000	0.60%	18,000	0.60%
	Changes during the year			-	0.00%	18,000	0.60%
	At the end of the year	31-03-18		18,000	0.60%	18,000	0.60%
8	<b>G S B COMFIN PVT LIMITED</b>						
	At the beginning of the year	01-04-17		16,500	0.55%	16,500	0.55%
	Changes during the year			-	0.00%	16,500	0.55%
	At the end of the year	31-03-18		16,500	0.55%	16,500	0.55%
9	<b>RATAN LAL SOGNAI</b>						
	At the beginning of the year	01-04-17		15,000	0.50%	15,000	0.50%
	Changes during the year			-	0.00%	15,000	0.50%
	At the end of the year	31-03-18		15,000	0.50%	15,000	0.50%
10	<b>SONIKA KARAMCHANDANI</b>						
	At the beginning of the year	01-04-17		15,000	0.50%	15,000	0.50%
	Changes during the year			-	0.00%	15,000	0.50%
	At the end of the year	31-03-18		15,000	0.50%	15,000	0.50%

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### (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	<b>ASHOK KUMAR PATAWARI</b>						
	At the beginning of the year	01-04-17		138,300	4.61%	138,300	4.61%
	Changes during the year			-	0.00%	138,300	4.61%
	At the end of the year	31-03-18		138,300	4.61%	138,300	4.61%
2	<b>ASHIM KUMAR PATAWARI</b>						
	At the beginning of the year	01-04-17		63,500	2.12%	63,500	2.12%
	Changes during the year			-	0.00%	63,500	2.12%
	At the end of the year	31-03-18		63,500	2.12%	63,500	2.12%
3	<b>SHWETA PATAWARI</b>						
	At the beginning of the year	01-04-17		3,000	0.10%	3,000	0.10%
	Changes during the year			-	0.00%	3,000	0.10%
	At the end of the year	31-03-18		3,000	0.10%	3,000	0.10%

### 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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	869,728.00	-	-	869,728.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>869,728.00</b>	<b>-</b>	<b>-</b>	<b>869,728.00</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	558,009.00	-	-	558,009.00
* Reduction	(869,728.00)	-	-	(869,728.00)
Net Change	(311,719.00)	-	-	(311,719.00)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	558,009.00	-	-	558,009.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>558,009.00</b>	<b>-</b>	<b>-</b>	<b>558,009.00</b>

### 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 (Rs/Lac)
		Name	Designation	
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	NIL		-
	- 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	<b>NIL</b>			-
	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	Richi Patawari	Manisha Agarwala	(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			2.40	1.80
	(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	-	2.40	1.80	4.20

**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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

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

Place: Guwahati  
Date : 18th August, 2018

**ASHOK KUMAR PATAWARI**  
(Managing Director)  
DIN: 00154286

**ASHIM KUMAR PATAWARI**  
(Director)  
DIN: 01972489

# BIJOY HANS LIMITED

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**Form No. MR-3**

## **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March 2018**

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

To,

**The Members,**

**BIJOY HANS LIMITED**

**(CIN: L51909AS1985PLC002323)**

H.P. Brahmachari Road, Rehabari

Guwahati- 781008.

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.

Based on my verification of the BIJOY HANS LIMITED (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 2018 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:

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 2018, to the extent applicable, 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 (NA);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder(NA);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investments, Overseas Direct Investments and External Commercial Borrowing (NA);
- (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 (Prohibition of Insider Trading) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (NA)
  - (c) 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; (Company itself is not registered as Registrar to an Issue or Share Transfer Agent)



## BIJOY HANS LIMITED

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- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (NA)
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (NA)
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (NA)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ,and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (NA)
- (vi) other Acts- As per the information provided by the company ,its officers and authorize representative there is no such other act /s applicable specifically to the Company.

\*NA signifies not applicable during the reporting period.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (as applicable).
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with Bombay Stock Exchange.
- (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with Calcutta Stock Exchange Association Ltd (application pending for delisting).

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:

- (a) Regulation 6 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 requires mandatory appointment of a qualified Company Secretary as a Compliance Officer. It is found that the Company has not designated the Company Secretary as the Compliance Officer yet. Since the incorporation the Managing Director is appointed as Compliance Officer.

**I further report** that based on the information provided by the company, its officers and its authorized representatives during the conduct of the audit, and also on the review of the Quarterly Compliance Report by respective department heads/Company Secretary/CEO taken on record by the Board of Directors of the Company, in my opinion, adequate system and processes and control mechanism exist in the company to monitor and to ensure the compliance with applicable general laws such as Labour Law and Environmental Laws.

**I further report**, that the compliance by the company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

**I further report**, that as per the information provided by management, 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.

## BIJOY HANS LIMITED

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

Majority decision is carried through. None of the members has given dissenting view as per minutes

**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.

**I further report that** during the audit period the Company has for the first time adopted IND AS w.e.f. 01.04.2017. Apart from this the company has no such specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms an integral part of the report.

Signature:

Place : Howrah  
Date : 23/07/2018

Name of Company Secretary in practice:

**(ALPANA AGRAWAL)**  
**Membership No.-A36445**  
**CP-13504**

# BIJOY HANS LIMITED

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## “ANNEXURE – A” to the Secretarial Audit Report

To,  
The Members,  
**BIJOY HANS LIMITED**  
H.P. Brahmachari Road Rehabari  
Guwahati- 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.

**Place : Howrah**  
**Date : 23rd July 2018**

**(ALPANA AGRAWAL)**  
**Practising Company Secretaries**  
**Membership No- A36445**  
**CP-13504**

# BIJOY HANS LIMITED

## ANNEXURE III CORPORATE GOVERNANCE REPORT

### 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 two are 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 Director	1. Swaraj Beverages Private Limited 2. Jagdambay Enterprises (India) Private Limited	Nil
Shweta Patwari (DIN: 06935613)	Non-Executive Director	Nil	Nil
Pukhraj Lunkar (DIN: 01958134)	Non-Executive & Independent Director	1. PRL Stock & Shares Brokers Private Limited 2. PRL Investment Advisors Private Limited 3. Impetus Financial Services Private Limited	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 8 (Eight) Board Meetings were held. The days on which Board meetings were held are 12.04.2017, 30.05.2017, 17.07.2017, 31.07.2017, 05.10.2017, 29.11.2017, 30.01.2018 and 07.03.2018.

## 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	8	Yes	-
Ashim Kumar Patawari	8	Yes	-
Raj Kumar Harlalka	8	Yes	-
Shweta Patawari	7	Yes	-
Pukhraj Lunkar	8	Yes	-

**4. Meetings of Independent Directors:**

One meeting of the independent directors was held during the year without the presence of the Executive or management personnel. Such meeting is conducted informally to enable Independent Directors to discuss matters, *inter-alia*, pertaining to the company's affairs and put forth their views to the Chairman.

**5. Audit Committee:**

The Board of Directors has constituted an Audit Committee which consists of 4 (Four) Non-Executive Directors of whom two are Independent Directors.

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 (Four) times on 30.05.2017, 31.07.2017, 29.11.2017 and 30.01.2018 during the financial year ending 31<sup>st</sup> March, 2018. The Composition of the members are as under:

Name of the Member	Status	No. of Audit Committee Meetings	
		Held	Attended
Raj Kumar Harlalka	Chairman	4	4
Ashim Kumar Patawari	Member	4	4
Pukhraj Lunkar	Member	4	4

**6. Nomination & Remuneration Committee:**

The Board of Directors has constituted the Nomination & Remuneration Committee which consists of three Non Executive Directors out of which two are the Independent Directors. 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.

## BIJOY HANS LIMITED

### 7. 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 twice on 15.11.2017 and 26.03.2018 during the financial year ending 31<sup>st</sup> March, 2018.

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
Pukhraj Lunkar	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.

### 8. 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
Thirtieth AGM	2015	30/12/2015	Wednesday	10 AM
Thirty First AGM	2016	20/09/2016	Tuesday	11 AM
Thirty Second AGM	2017	28/08/2017	Monday	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.

### 9. 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) and the CFO (Chief Financial Officer) has furnished a certificate to the Board for the year ended 31<sup>st</sup> March, 2018 in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations.

# BIJOY HANS LIMITED

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## 10. 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 Exchange as per the requirements of the Listing Agreement and are simultaneously displayed on its website [www.bijoyhans.net](http://www.bijoyhans.net).

## 11. General Shareholders Information:

a) The Company is registered in the state of Assam, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L51909AS1985PLC002323.

b) The Thirty-Third Annual General Meeting of the company will be held on 25<sup>th</sup> September, 2018 at 11.00 AM at the Registered Office of the Company at H P Brahmachari Road, Rehabari, Guwahati 781 008.

c) i) The financial year of the Company is from 1<sup>st</sup> April to 31<sup>st</sup> March.

ii) Quarterly Results:-

Quarter ended on June 2017	last week of July 2017
Quarter ended on September 2017	last week of Nov 2017
Quarter ended on December 2017	last week of January 2018
Quarter ended on March 2018	last week of May 2018

d) Date of Book Closure: From 19.09.2018 to 25.09.2018.

e) The Shares of the Company are listed on the following exchanges:

BSE Ltd, Mumbai Scrip Code: 524723 (Annual Listing Fee for the year 2017-18 has been paid by the Company)

The Calcutta Stock Exchange Association Ltd (application pending for delisting)

f) **Market price detail:**

The Equity Shares of the Company are not traded and hence the market price data are not available.

g) **Registrars and Share Transfer Agent:**

M/s Niche Technologies Pvt Ltd

D-511, Bagree Market, 5<sup>th</sup> 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](mailto:nichetechpl@nichetechpl.com)

## BIJOY HANS LIMITED

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**h) 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 is delegated to the share transfer committee.

**i) Dematerialization:**

3.13 percent of the Company's paid up capital is held in demat form as on 31<sup>st</sup> March, 2018. Trading in the shares of the company is permitted only in demat form for all investors. The Company has signed agreements with National Securities Depository Limited and Central Depository Services (India) Limited to offer depository services for the company. The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL and CDSL, is INE491D01017.

**j) Distribution of Shareholdings as on 31<sup>st</sup> March, 2018**

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares	% of Share Holdings
Upto 500	1815	56.74	659907	22.00
501-1000	911	28.48	741200	24.71
1001-5000	411	12.85	763714	25.45
5001-10000	37	1.16	241400	8.05
10001-50000	23	0.71	392000	13.06
50001-100000	1	0.03	63500	2.12
100001 & Above	1	0.03	138300	4.61
<b>TOTAL</b>	<b>3199</b>	<b>100.00</b>	<b>3000021</b>	<b>100.00</b>

**k) Shareholding Pattern as on 31<sup>st</sup> March, 2018**

Category of Holdings	No. of Shares held	Percentage (%)
Indian Promoters/Persons Acting in Concert	232300	7.74
Foreign Promoters	-	-
Financial Institutions/Banks/Mutual Funds	-	-
Resident Individuals & Corporates	2767721	92.26
<b>TOTAL</b>	<b>3000021</b>	<b>100.00</b>

**12. Non-Compliance of any Requirement of Corporate Governance:**

There are no instances of non-compliance of any requirement of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para (C) of Schedule V.



## BIJOY HANS LIMITED

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13. **Address for correspondence:** Bijoy Hans Limited  
H P Brahmachari Road, Rehabari,  
Guwahati – 781008, Assam
14. **Compliance Officer:** Manisha Agarwala  
Company Secretary  
Bijoy Hans Limited  
H P Brahmachari Road, Rehabari  
Guwahati – 781008, Assam  
Ph: 9707323756  
Email: csmanisha.agarwala@gmail.com

### **CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT**

As provided under Regulation 34(3) read with Schedule V of the Listing Regulations 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 2017-18.

Place : Guwahati  
Date : 18/08/2018

For **BIJOY HANS LIMITED**

**(Ashok Kumar Patawari)**  
Managing Director

# BIJOY HANS LIMITED

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**CERTIFICATE BY MD AND CFO IN TERMS OF REGULATION 17(8) READ WITH  
PART B OF SCHEDULE II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,

**The Board of Directors  
Bijoy Hans Limited**

- a. We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended March 31, 2018 and that to the best of our 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 our 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. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we 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. We 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.

Date : 23/07/2018

Place : Guwahati

**Richi Patawari**  
Chief Financial Officer

**Ashok Kumar Patawari**  
Managing Director

# BIJOY HANS LIMITED

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## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

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

### **INDUSTRY OPPORTUNITIES, THREATS, RISKS AND CONCERNS:**

In the recent past, this industry has remained stagnant with the market demand showing remote possibilities of hiking in the near future. Moreover, the increase in the number of players in this industry has risen a situation of cut throat competition and "survival of the fittest". The industry is facing a tough competition in price from 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. 68.34 lacs (PY Rs.156.02 lacs). The Profit/(Loss) was Rs (11.34 lacs) {PY Rs.( 13.03 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

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## AUDITORS' CERTIFICATE

TO THE MEMBERS OF BIJOY HANS LIMITED, GUWAHATI

1. We have examined the compliance of conditions of Corporate Governance by **Bijoy Hans Limited**, (“the Company”), having its registered office at Brahamachari Road, Rehabari, Guwahati, for the year ended on 31<sup>st</sup> March 2018, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with Stock Exchange.
2. The compliance of conditions of Corporate Governance is the responsibility of the company’s management. Our examination was limited to a review of 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.
3. 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 the conditions of Corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31<sup>st</sup> March, 2018 pursuant to the listing agreement of the said Company with Stock Exchange.
4. 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 **Jain Patni & Associates**  
*Chartered Accountants*  
(Registration No. 328795E)

Place: Guwahati  
Date : May 29, 2018

**CA Arunita Jain**  
*Partner*  
Membership No. 413572

# BIJOY HANS LIMITED

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## INDEPENDENT AUDITORS' REPORT

**To  
The Members of  
BIJOY HANS LIMITED**

### **Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of **BIJOY HANS LIMITED** ('the Company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS Financial Statements").

### **Management's Responsibility for the Standalone Financial Statements**

The Management is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flow and changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of 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 standalone Ind AS 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 standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act and the Rules made there under including 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 of the standalone Ind AS financial statements 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 standalone Ind AS financial statements are free from material misstatement.

## BIJOY HANS LIMITED

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An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 and fair presentation of the standalone Ind AS financial statements that give a 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 management, as well as evaluating the overall presentation of the standalone Ind AS 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 standalone Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including the Ind AS, of the state of affairs of the Company as at 31<sup>st</sup> March, 2018 its financial performance including other comprehensive income, its cash flow and the changes in equity for the year ended on that date.

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

1. As required by the "Companies (Auditors' Report) Order, 2016" issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in Paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement and the Statement of changes in equity dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

## BIJOY HANS LIMITED

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- e. On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in '**Annexure B**'; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - i) The Company does not have any pending litigation which would impact the financial position;
  - ii) The Company did not have any long term contracts including derivative contracts as such the question of commenting on any material foreseeable losses thereon does not arise; and
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year under audit.

For **Jain Patni & Associates**  
*Chartered Accountants*  
*(Registration No. 328795E)*

Place: Guwahati  
Date : May 29, 2018

**CA Arunita Jain**  
*Partner*  
*Membership No. 413572*

# BIJOY HANS LIMITED

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## **ANNEXURE A** **TO THE INDEPENDENT AUDITORS REPORT ON THE STANDALONE FINANCIAL** **STATEMENTSS OF BIJOY HANS LIMITED**

**(Referred to in paragraph 1 under ‘report on other legal and regulatory requirements’ of our report)**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

1.
  - a. The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
  - b. As explained to us, the management has physically verified the fixed assets of the Company at reasonable intervals and no material discrepancies have been noticed on such physical verification. In our opinion the frequency of verification is reasonable.
  - c. Based on the information and explanation given to us, the title deeds of immovable properties included in Property, plant and equipments are held in the name of the Company.
2. The Inventory has been physically verified by the management during the year at reasonable intervals. In our opinion the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the Company has not given any loans, investment, guarantees and security during the year under review.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits to which the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed there under to the extent notified. Accordingly, the provisions of Clause 3(v) of the Order are not applicable to the company.
6. As informed and explained to us, maintenance of cost records has not been prescribed by the Central Government under Section 148(1) (d) of the Companies Act, 2013.



## BIJOY HANS LIMITED

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7.
  - a. The Company is regular in depositing with appropriate authorities undisputed statutory dues including Employees' State Insurance, Income Tax, Sales Tax, Cess and other material statutory dues applicable to the company.
  - b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, and Cess were outstanding as at March 31, 2018 for a period of more than six months from date they became payable.
8. 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.
9. The reporting requirement under this clause is not applicable under Company.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that we have neither come across any instance of material fraud by the company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such cases by the management.
11. The reporting requirement under this clause is not applicable to the Company.
12. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provision of Clause 3(xii) of the Order are not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the notes to the standalone financial statements as required by the applicable Indian accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully convertible debentures during the year. Accordingly the provisions of the Clause 3 (xiv) of the Oder are not applicable to the Company.
15. According to the information and explanations given to us, the Company has not entered into any such non-cash transactions with directors or the persons connected with him as referred to in section 192 of the Companies Act, 2013. Accordingly the provisions of the Clause 3 (xv) of the Oder are not applicable to the Company.

## BIJOY HANS LIMITED

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16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly the provisions of the Clause 3 (xvi) of the Oder are not applicable to the Company.

For **Jain Patni & Associates**  
*Chartered Accountants*  
(Registration No. 328795E)

Place: Guwahati  
Date : May 29, 2018

**CA Arunita Jain**  
*Partner*  
Membership No. 413572

## **ANNEXURE B TO THE INDEPENDENT AUDITORS REPORT (REFERRED TO IN PARAGRAPH – 2 OF THE AUDITORS REPORT OF EVEN DATE)**

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

1. We have audited the internal financial controls over financial reporting of **Bijoy Hans Limited** ('the Company') as of 31 March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

## BIJOY HANS LIMITED

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testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

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

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

### **Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting

## BIJOY HANS LIMITED

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criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Jain Patni & Associates**  
*Chartered Accountants*  
(Registration No. 328795E)

Place: Guwahati  
Date : May 29, 2018

**CA Arunita Jain**  
*Partner*  
Membership No. 413572

**BIJOY HANS LIMITED**

**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2018**

PARTICULARS	NOTE NO.	As at 31 <sup>st</sup>	As at 31 <sup>st</sup>	As at 1 <sup>st</sup> April,
		March, 2018	March, 2017	2016
		Rs.	Rs.	Rs.
<b>I. ASSETS</b>				
<b>(1) NON-CURRENT ASSETS</b>				
(a) Property, Plant & Equipment	2	8,799,944	9,060,924	8,603,773
(b) Non Current Investments	3	1,227,596	944,076	1,031,663
(c) Long Term Loans & Advances	4	35,140	35,140	35,140
(d) Deferred Tax Assets	5	349,738	298,122	333,875
		<b>10,412,419</b>	<b>10,338,262</b>	<b>10,004,451</b>
<b>(2) CURRENT ASSETS</b>				
(a) Inventories		879,737	1,643,411	1,010,487
(b) Financial Assets				
(i) Cash & Cash Equivalents	6	23,709,920	25,114,613	29,388,256
(ii) Trade Receivables	7	982,594	1,069,569	737,359
(c) Short Term Advances	8	5,775,442	5,344,680	2,625,149
(d) Other Current Assets	9	2,666,562	2,466,444	2,526,358
		<b>34,014,255</b>	<b>35,638,717</b>	<b>36,287,609</b>
<b>TOTAL ASSETS</b>		<b>44,426,673</b>	<b>45,976,979</b>	<b>46,292,060</b>
<b>II. EQUITY AND LIABILITIES</b>				
<b>(1) EQUITY</b>				
(a) Equity Share Capital	10	30,000,210	30,000,210	30,000,210
(b) Other Equity		136,346,721	14,780,388	16,083,082
		<b>166,346,931</b>	<b>44,780,598</b>	<b>46,083,292</b>
<b>(2) LIABILITIES</b>				
<b>(A) CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Short Term Borrowings				
- ICICI Bank ( Car Loan)		558,009	869,728	-
(ii) Trade Payables	11	221,733	326,653	208,768
(b) Short Term Provisions		-	-	-
		<b>779,742</b>	<b>1,196,381</b>	<b>208,768</b>
<b>TOTAL EQUITIES AND LIABILITIES</b>		<b>167,126,673</b>	<b>45,976,979</b>	<b>46,292,060</b>

Significant Accounting Policies and Notes on Financial Statements 1

The accompanying notes form an integral part of the Financial Statements

*As per our report of even date*

For and on behalf of the Board

For **Jain Patni & Associates**

Chartered Accountants

Firm Registration No. 328795E

**Ashok Kumar Patawari, Managing Director**

DIN: 00154286

**CA Arunita Jain**

Partner

M.No.: 413572

**Ashim Kumar Patawari, Director**

DIN: 01972489

Place: Guwahati

Date : 29th May, 2018

**BIJOY HANS LIMITED**

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

PARTICULARS	NOTE NO.	YEAR ENDED	YEAR ENDED
		31.03.2018	31.03.2017
		Rs.	Rs.
I. Revenue from Operations	12	4,382,523	13,261,135
II. Other Income	13	2,451,094	2,340,831
<b>III. Total Revenue (I + II)</b>		<u>6,833,617</u>	<u>15,601,966</u>
<b>IV. Expenses</b>			
a) Purchase of Stock-In-Trade		2,376,583	12,246,912
b) Changes in Inventories of Goods in Trade	14	674,745	(852,924)
c) Employee Benefit Expenses	15	1,837,500	1,711,000
d) Depreciation	5	824,075	744,759
e) Finance Cost	16	77,108	39,111
f) Other Expenses	17	2,228,888	2,963,482
<b>Total Expenses</b>		<u>8,018,900</u>	<u>16,852,340</u>
<b>V. Profit/ (Loss) before Exceptional Items and Tax (III - IV)</b>		(1,185,283)	(1,250,374)
VI. Exceptional Items			16,567
<b>VII. Profit/ (Loss) before tax (V - VI)</b>		<u>(1,185,283)</u>	<u>(1,266,941)</u>
VIII. Tax Expense			
(1) Current Tax		-	-
(2) Deferred Tax		(51,616)	35,753
<b>IX. Profit/ (Loss) for the year (VII - VIII)</b>		<u>(1,133,667)</u>	<u>(1,302,694)</u>
<b>X. Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss in subsequent periods		-	-
Net other comprehensive income for the period		-	-
<b>XI. Total Comprehensive Income/ (Loss) for the period (IX + X)</b>		<u>(1,133,667)</u>	<u>(1,302,694)</u>
<b>XII. Earnings per share</b>			
Basic & Diluted		-0.38	-0.43

Significant Accounting Policies and Notes on Financial Statements 1

The accompanying notes form an integral part of the Financial Statements

*As per our report of even date*

For and on behalf of the Board

**For Jain Patni & Associates**

Chartered Accountants

Firm Registration No. 328795E

**Ashok Kumar Patawari, Managing Director**

DIN: 00154286

**CA Arunita Jain**

Partner

M.No.: 413572

**Ashim Kumar Patawari, Director**

DIN: 01972489

Place: Guwahati

Date : 29th May, 2018

**BIJOY HANS LIMITED**  
**GUWAHATI**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2018**

	2017-18	2016-17
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit before Tax, Extraordinary Items and Interest	(1,185,283)	(1,250,374)
<i>Adjustments for :</i>		
Depreciation	824,075	744,759
Profit on Sale of Mutual Fund	(150,083)	(32,544)
<b>Operating Profit before change in Working Capital</b>	<b>(511,291)</b>	<b>(538,159)</b>
<i>Adjustments for :</i>		
Non Current Investment	(283,520)	87,587
Inventories	763,674	(632,924)
Trade receivables	86,975	(332,210)
Other Current Assets	(200,118)	59,914
Short term Loans & Advances	(430,762)	(2,719,531)
Current Liabilities	(416,639)	117,885
<b>Cash generated from Operations</b>	<b>(991,681)</b>	<b>(3,957,438)</b>
Exceptional Items	-	(16,567)
<b>Net Cash used in Operating Activities</b>	<b>(991,681)</b>	<b>(3,974,005)</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Fixed Assets Purchased	(563,095)	(1,352,552)
Value of Fixed Assets Sold	-	150,642
Profit on Mutual Fund Sold	150,083	32,544
<b>Net Cash used in Investing Activities</b>	<b>(413,012)</b>	<b>(1,169,366)</b>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Car Loan from ICICI Bank	-	869,728
<b>Net Cash from Financing Activities</b>	<b>-</b>	<b>869,728</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>(1,404,692)</b>	<b>(4,273,643)</b>
Cash & Cash Equivalents at the beginning of the Year	25,114,613	29,388,256
Cash & Cash Equivalents at the end of the Year	23,709,920	25,114,613

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

*As per our report of even date*

For and on behalf of the Board

For **Jain Patni & Associates**  
Chartered Accountants  
Firm Registration No. 328795E

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

**CA Arunita Jain**  
Partner  
M.No.: 413572

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

Place: Guwahati  
Date : 29th May, 2018



**BIJOY HANS LIMITED**  
**GUWAHATI**

**STATEMENT OF CHANGES IN EQUITY AS ON 31ST MARCH, 2018**

**A. Equity Share Capital**

(Amount in Lacs)

	Balance at the beginning of the reporting period i.e. 1st April, 2016	Changes in equity share capital during the year 2016-17	Balance at the end of the reporting period i.e. 31st March, 2017	Changes in equity share capital during the year 2017-18	Balance at the end of the reporting period i.e. 31st March, 2018
	300.00	-	300.00	-	300.00

**B. Other Equity**

**For the year ended 31st March, 2017**

Particulars	Reserves and Surplus			
	Reserves and Surplus	Other Comprehensive Income	Retained Earnings	Total
<b>Balance as at 01.04.2016</b>	169.81	0.00	169.81	169.81
Profit/ (Loss) for the year	-13.60	0.00	-13.60	-13.60
Other Comprehensive Income	0.00	0.00	0.00	0.00
<b>Balance as at 31.03.2017</b>	<b>156.21</b>	<b>0.00</b>	<b>156.21</b>	<b>156.21</b>

**For the year ended 31st March, 2018**

Particulars	Reserves and Surplus			
	Reserves and Surplus	Other Comprehensive Income	Retained Earnings	Total
<b>Balance as at 01.04.2017</b>	156.21	0.00	156.21	156.21
Profit/ (Loss) for the year	0.00	0.00	0.00	0.00
Other Comprehensive Income	0.00	0.00	0.00	0.00
<b>Balance as at 31.03.2018</b>	<b>156.21</b>	<b>0.00</b>	<b>156.21</b>	<b>156.21</b>

The accompanying notes form an integral part of the Financial Statements

*As per our report of even date*

For and on behalf of the Board

**For Jain Patni & Associates**  
Chartered Accountants  
Firm Registration No. 328795E

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

**CA Arunita Jain**  
Partner  
M.No.: 413572

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

Place: Guwahati  
Date : 29th May, 2018

**BIJOY HANS LIMITED**  
**GUWAHATI**

**Statement of changes in equity**

**A. Equity share capital**

(Amt in Rs)

Particulars	No of Shares	Amount
As at April 1, 2016	3,000,021	30,000,210
Changes in equity share capital	-	-
<b>As at March 31, 2017</b>	<b>3,000,021</b>	<b>30,000,210</b>
Changes in equity share capital	-	-
<b>As at March 31, 2018</b>	<b>3,000,021</b>	<b>30,000,210</b>

**B. Other equity**

Particulars	Reserves and surplus	Other Comprehensive Income	Total other equity
	Retained earnings	Remeasurement of defined benefit , liabilities / assets	
Balance at April 1, 2016	16,981,381	-	16,981,381
Ind AS adjustments on first time adoption	-898,299	-	-898,299
<b>Balance at April 1, 2016 after Ind AS Adjustment</b>	<b>16,083,082</b>	<b>-</b>	<b>16,083,082</b>
Profit for the year FY 2016-17	-1,302,694	-	-1,302,694
Other comprehensive income	-	-	-
<b>Balance at March 31, 2017</b>	<b>14,780,388</b>	<b>-</b>	<b>14,780,388</b>
Profit for the year FY 2017-18	-1,133,667	-	-1,133,667
Other comprehensive income	-	-	-
<b>Balance at March 31, 2018</b>	<b>13,646,721</b>	<b>-</b>	<b>13,646,721</b>

The accompanying notes form an integral part of the Financial Statements

*As per our report of even date*

For and on behalf of the Board

For **Jain Patni & Associates**  
Chartered Accountants  
Firm Registration No. 328795E

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

**CA Arunita Jain**  
Partner  
M.No.: 413572

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

Place: Guwahati  
Date : 29th May, 2018

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018**

**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**  
**GUWAHATI**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2018**

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

PARTICULARS	GROSS BLOCK						DEPRECIATION						NET BLOCK			
	As at 1st April, 2016	Additions/ (deductions) Adjustments	As at 1st April, 2017	Additions/ Adjustments	Deductions/ Adjustments	As at 31st March, 2018	As at 1st April, 2016	Additions/ (deductions) Adjustments	As at 1st April, 2017	For the year	Deductions/ Adjustments	As at 31st March, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016	
<b>TANGIBLE ASSETS:</b>																
<b>(OWN ASSETS)</b>																
Property at Jaipur (freehold)	2,677,770	-	2,677,770	519,153	-	3,196,923	-	-	-	-	-	3,196,923	2,677,770	2,677,770		
Air Conditioner	187,973	-	187,973	43,942	-	231,915	164,391	9,624	174,015	14,441	-	188,456	43,459	13,958	23,582	
Car (Maruti Esteem)	531,120	-	531,120	-	-	531,120	504,564	-	504,564	-	-	504,564	26,556	26,556	26,556	
Car Chevrolet Spark	291,390	-	291,390	-	-	291,390	219,457	23,673	243,130	15,879	-	259,009	32,381	48,260	71,933	
Car Honda Civic	754,971	(754,971)	-	-	-	-	568,597	(568,597)	-	-	-	-	-	-	186,374	
Car Hyundai Creta	-	1,280,452	1,280,452	-	-	1,280,452	-	129,296	129,296	359,556	-	488,852	791,600	1,151,156	-	
Car Verna	756,879	-	756,879	-	-	756,879	718,584	444	719,028	-	-	719,028	37,851	37,851	38,295	
Car Xcent	727,500	-	727,500	-	-	727,500	117,645	190,479	308,124	130,984	-	439,108	288,392	419,376	609,855	
CCTV Camera	-	56,100	56,100	-	-	56,100	-	18,942	18,942	16,746	-	35,688	20,412	37,158	-	
Computer	257,433	-	257,433	-	-	257,433	244,561	5,701	250,262	3,130	-	253,392	4,041	7,171	12,872	
Electrical Installation	113,735	-	113,735	-	-	113,735	108,048	-	108,048	-	-	108,048	5,687	5,687	5,687	
EPABX	27,000	-	27,000	-	-	27,000	25,650	-	25,650	-	-	25,650	1,350	1,350	1,350	
Fax Machine	73,976	-	73,976	-	-	73,976	70,277	-	70,277	-	-	70,277	3,699	3,699	3,699	
Furniture & Fixture at Malad Office	1,122,305	-	1,122,305	-	-	1,122,305	936,274	61,260	997,534	41,085	-	1,038,619	83,686	124,771	186,031	
Furniture & Fixtures	636,604	-	636,604	-	-	636,604	545,264	19,595	564,859	14,062	-	578,921	57,683	71,745	91,340	
Laptop HP	25,500	-	25,500	-	-	25,500	19,636	-	19,636	-	-	19,636	5,864	5,864	5,864	
Mobile Phone	160,152	16,000	176,152	-	-	176,152	126,391	20,533	146,924	12,113	-	159,037	17,115	29,228	33,761	
Office Premises at Malad, Mumbai	6,583,270	-	6,583,270	-	-	6,583,270	1,972,368	224,027	2,196,395	213,143	-	2,409,538	4,173,732	4,386,875	4,610,902	
Refrigerator	97,955	-	97,955	-	-	97,955	93,057	-	93,057	-	-	93,057	4,898	4,898	4,898	
Television	47,190	-	47,190	-	-	47,190	35,138	5,453	40,591	2,936	-	43,527	3,663	6,599	12,052	
Typewriter	19,033	-	19,033	-	-	19,033	18,081	-	18,081	-	-	18,081	952	952	952	
<b>TOTAL</b>	<b>15,091,756</b>	<b>597,581</b>	<b>15,689,337</b>	<b>563,095</b>	<b>-</b>	<b>16,252,432</b>	<b>6,487,983</b>	<b>140,430</b>	<b>6,628,413</b>	<b>824,075</b>	<b>-</b>	<b>7,452,488</b>	<b>8,799,944</b>	<b>9,060,924</b>	<b>8,603,773</b>	

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) Loss incurred on Sale of Honda Civic Car of `16,567 has been taken to P&L statement

**BIJOY HANS LIMITED**  
**GUWAHATI**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018**

<b>NOTE '3' : NON CURRENT INVESTMENTS</b> <i>Long-term (At Cost)</i>	<b>As at 31.3.2018</b> Rs.	<b>As at 31.3.2017</b> Rs.	<b>As at 01.04.2016</b> Rs.
<b>A. QUOTED SHARES</b>			
GMR Infra Ltd. (2000 Shares of Rs 1/- ; Previous year : 2000 shares)	33,700	32,700	23,000
ISI Bars Ltd. (5000 Shares of Rs1/- ; Previous year : 5000 shares)	12,450	22,350	9,450
JBMA (100 Shares of Rs10/- ; Previous year : NIL shares)	38,100	0	0
Religare Ltd. (250 Shares of Rs10/- ; Previous year : 250 shares)	13,500	54,350	73,387
Reliance industries Ltd (248 Shares of Rs.10/- ; Previous year : 124 shares )	218,910	163,581	129,834
Ruby Mills Ltd. (400 Shares of Rs.10/- ; Previous year : 400 shares)	118,270	130,300	118,280
Tata Tele Services Ltd. (5666 Shares of Rs.10/- ; Previous year : 5666 shares)	31,446	40,795	37,962
Power Grid Corporation Limited (NIL Shares of Rs.10/- ; Previous year : NIL shares)	0	0	139,750
<b>TOTAL (A)</b>	<b>466,376</b>	<b>444,076</b>	<b>531,663</b>
<b>B. QUOTED MUTUAL FUNDS</b>			
DSP BR Dynamic Asset Allocation Fund (10838.542 Units of Rs 10/- ; Previous year : NIL)	153,929	0.00	0.00
ICICI Pru Balanced Advantage Fund (3226.847 Units of Rs 10/- ; Previous year : NIL)	106,841	0.00	0.00
<b>TOTAL (B)</b>	<b>260,770</b>	<b>0.00</b>	<b>0.00</b>
<b>C. BONDS</b>			
Indian Railways Finance Corporation ( <i>Tax Free Bonds</i> )	500,000	500,000	500,000
<b>TOTAL (C)</b>	<b>500,000</b>	<b>500,000</b>	<b>500,000</b>
<b>TOTAL NON CURRENT INVESTMENTS (A+B+C)</b>	<b>1,227,146</b>	<b>944,076</b>	<b>1,031,663</b>
 <b>NOTE '4' : LONG-TERM LOANS AND ADVANCES</b> <i>(Unsecured and Considered Good)</i>			
Security Deposits	35,140	35,140	35,140
<b>TOTAL</b>	<b>35,140</b>	<b>35,140</b>	<b>35,140</b>
 <b>NOTE '5' : DEFERRED TAX ASSET</b>			
Deferred Tax asset on Timing difference between book and tax depreciation	349,738	298,122	333,875
<b>TOTAL</b>	<b>349,738</b>	<b>298,122</b>	<b>333,875</b>
 <b>NOTE '6' : CASH AND CASH EQUIVALENTS</b>			
Cash in hand	253,628	327,752	372,236.00
<b>Balances with Scheduled Banks :</b>			
In Current Accounts	662,470	2,484,168	1,824,965.00
In Term Deposit Account	22,500,000	19,847,677	25,847,677.00
Accrued Interest on TD	293,822	2,455,016	1,343,378.00
<b>TOTAL</b>	<b>23,709,920</b>	<b>25,114,613</b>	<b>29,388,256</b>

*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.*

**BIJOY HANS LIMITED**  
**GUWAHATI**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018**

	As at <u>31.3.2018</u> Rs.	As at <u>31.3.2017</u> Rs.	As at <u>01.04.2016</u> Rs.
<b>NOTE '7' : TRADE RECEIVABLE</b>			
<i>(unsecured; Considered Good)</i>			
Outstanding for a period exceeding six months from due date	0	38,983	38,983
Others	943,611	1,030,586	698,376
 <i>(unsecured; Considered doubtful)</i>			
Outstanding for a period exceeding six months from due date	38,983	-	-
Others	-	-	-
TOTAL `	982,594	1,069,569	737,359

**NOTE '8' : SHORT TERM ADVANCES**

*(Unsecured and Considered Good)*

MKBK Pharma	0	25,000	25,000
S. P. Electricals	1,280,000	1,500,000	1,500,000
Prepaid Expenses	40,630	16,295	7,325
Other Advances	4,454,812	3,803,385	1,092,824
TOTAL `	5,775,442	5,344,680	2,625,149

**NOTE '9' : OTHER CURRENT ASSETS**

*(Unsecured and Considered Good)*

Income Tax	666,562	466,444	526,358.00
Other Advances	2,000,000	2,000,000	2,000,000
TOTAL `	2,666,562	2,466,444	2,526,358

**NOTE '10' : SHARE CAPITAL**

**AUTHORISED SHARE CAPITAL**

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

*[Previous Year: 32,50,000 Equity shares of Rs.10/- each]*

**ISSUED, SUBSCRIBED & PAID UP:**

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

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

	Rs.	Rs.	Rs.
TOTAL `	30,000,210	30,000,210	30,000,210

*i) Reconciliation of the number of shares and amount outstanding*

PARTICULARS	As st 31st March, 2017		As st 31st March, 2016	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning/end of the year	3,000,021	30,000,210	3,000,021	30,000,210

*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 '11' : CURRENT LIABILITIES**

a) <u>Trade Payables</u>			
For Expenses & Others.	221,733	184,972	171,744
Statutory Dues	-	141,681	37,024
	221,733	326,653	208,768
b) <u>Short Term Provision</u>			
For Income Tax	-	-	-
	-	-	-
TOTAL `	221,733	326,653	208,768

**BIJOY HANS LIMITED**  
**GUWAHATI**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018**

	<b>As on <u>31.3.2018</u></b>	<b>As on <u>31.3.2017</u></b>
<b><u>NOTE '12' : REVENUE FROM OPERATION</u></b>		
Sale of Medicines	4,382,523	13,261,135
	4,382,523	13,261,135
<b><u>NOTE '13' : OTHER INCOME</u></b>		
Interest received / accrued on deposits	2,283,673	2,250,644
Rental Income	33,000	-
Dividend	2,064	-
Sales Tax Refund	2,095	-
Profit on Sale of Shares	150,083	32,544
Net gain on financial assets mandatorily measured at fair value through profit or loss	(19,821)	57,643
	2,451,094	2,340,831
<b><u>NOTE '14' : CHANGES IN INVENTORIES OF STOCK IN TRADE</u></b>		
Opening Stock	1,643,411	790,487
Less: Purchase Return from Opening Stock	(288,929)	-
Closing Stock	679,737	1,643,411
	674,745	(852,924)
<b><u>NOTE '15' : EMPLOYEE BENEFIT EXPENSES</u></b>		
Salaries	1,710,000	1,636,500
Bonus	127,500	74,500
	1,837,500	1,711,000
<b><u>NOTE '16' : FINANCE COST</u></b>		
Bank Charges	7,593	9,643
Interest on Car Loan	69,257	29,468
Interest on TDS	258	-
	77,108	39,111

**BIJOY HANS LIMITED**  
**GUWAHATI**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018**

	<b>As on 31.3.2018</b>	<b>As on 31.3.2017</b>
<b>NOTE '17' : OTHER EXPENSES</b>		
Advertisement & Sales Promotion	98,344	302,379
Auditors' Remuneration	77,000	100,625
Carriage Outwards	165,082	222,186
Depository Service Charges	39,614	32,595
Donation	21,000	-
Electricity Expenses	225,439	200,143
Entertainment Expenses	13,385	23,973
Filling Fees	12,000	10,200
General Expenses	66,986	78,128
Insurance Charges	47,117	67,060
Internet Expense	13,504	13,199
Legal & Consultancy Fees	40,000	23,725
Listing Fees	287,500	229,000
Postage & Courier	137,198	139,991
Printing & Stationery	135,439	179,473
Product Permission Charges	16,700	4,575
Professional Fees	102,000	85,000
Rates and Taxes	21,354	22,250
Registrar & Share Transfer Expense	30,404	55,200
Rent	150,000	150,000
Repairs & Maintenance	128,483	291,251
Shop Establishment Charges	1,920	1,920
Telephone Expenses	59,105	93,665
Travelling & Conveyance Expenses	80,298	236,645
Vehicle Running & Maintenance Expenses	256,052	400,299
Website Hosting Charges	2,964	-
	2,228,888	2,963,482

**NOTE : OTHER MATTERS**

	<b>As on 31.3.2018</b>	<b>As on 31.3.2017</b>
<b>a. AUDITORS' REMUNERATION :</b>		
For Auditing Services	77,000	71,650
For Tax Matters	0	6,000
<i>(Inclusive of Service Tax)</i>	77,000	77,650
<b>b. RELATED PARTY DISCLOSURE</b>		
Rent paid for Mumbai Office to Smt. Sushila Devi Patawari, relative of key managerial person Rs.150,000/- (previous year Rs.1,50,000/-)		
Salary to CFO Mr.Richie Patawari Rs.2,40,000/- (Previous Year Rs.2,40,000/-)		
c. CIF Value of imports : NIL ( previous year : NIL)		
d. Expenditure in Foreign Currency ; NIL (previous year : NIL)		
e. Earnings in Foreign Exchange ; NIL (previous year: NIL)		

*As per our report of even date*

For and on behalf of the Board

**For Jain Patni & Associates**

Chartered Accountants

Firm Registration No. 328795E

**(Ashok Kumar Patawari, Mng.Director)**

DIN: 00154286

**CA Arunita Jain**

Partner

M.No.: 413572

**(Ashim Kumar Patawari, Director)**

DIN: 01972489

Place: Guwahati

Date : 29th May, 2018



**BIJOY HANS LIMITED**  
GUWAHATI

**Reconciliation of other equity as at March 31, 2017 and April 1, 2016**

Particulars	Notes to first time adoption	March 31, 2017	April 1, 2016
Other equity as per Indian GAAP		15621044	16981381
Adjustments:			
Fair valuation of mutual fund and equity investments	1	-840656	-898299
Total adjustments		<b>-840656</b>	<b>-898299</b>
<b>Total equity as per Ind AS</b>		<b>14780388</b>	<b>16083082</b>

**Reconciliation of total comprehensive income for the year ended March 31, 2017**

Particulars	Notes to first time adoption	March 31, 2017
Profit after tax as per Indian GAAP	1	-1360337
Adjustments:		
Fair valuation of mutual fund and equity investments		57643
<b>Total adjustments</b>		<b>57643</b>
Profit after tax as per Ind AS		-1302694
Other Comprehensive Income		0
<b>Total comprehensive income as per Ind AS</b>		<b>-1302694</b>