

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

NOTICE OF THE MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Bijoy Hans Limited will be held at its Registered office at H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam) on Tuesday, 25th September, 2018 at 11 A.M. to transact the following business :-

ORDINARY BUSINESS :

Item No.1 – Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors (the Board) and Auditors thereon.

Item No.2 – Appointment of Director

To appoint a Director in place of Sri Ashim Kumar Patawari (DIN: 01972489) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

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

To appoint auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for time being in force) and as per the recommendation of Audit Committee and the Board of Directors M/s Mahendra Pareek & Co., Chartered Accountants, (Registration No. 0324053E), be and are hereby appointed as Auditors of the Company to fill casual vacancy caused by the resignation of M/s Jain Patni & Associates, Chartered Accountants, to hold office from the

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conclusion of this Annual General Meeting (AGM) until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company in consultation with the Audit Committee.”

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

Place : Guwahati
Date : 22nd August, 2018

Manisha Agarwala
Company Secretary

NOTES

1. Explanatory statement under Section 102 of the Act read with Companies (Management and Administration Rules), 2014 setting out the material facts and reasons for the resolution is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy for the AGM is enclosed.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percentage of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
6. The Register of Members and Share transfer books and of the company will remain closed from 19th September, 2018 to 25th September, 2018 (both days inclusive) for the year ended 31st March, 2018 and the AGM.
7. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).

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8. Members holding shares in the physical form are requested to address all correspondence to the Registrar and Share Transfer Agents, Niche Technologies Pvt Ltd., D-511, Bagree Market, 5th Floor, 71, B R B Basu Road, Kolkata 700 001.
9. With effect from December 05, 2018, except in the case of transmission or transposition of securities, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a Depository. Hence, the members holding shares in physical form are requested to dematerialize their physical shares into electronic form by sending demat request to their concerned Depository Participants.
10. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We, therefore request you to register your e-mail ID with your Depository Participant(s) to enable us to send Annual Report and other correspondences via e-mail and hard copies will only be sent to the members who are not available on the e-mail. ***Members can also refer their folio number/Client ID and send their contact information along with the e-mail ID to the Company at ash_ashim@yahoo.co.in***
11. Members may also note that the notice of the 33rd Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.bijoyhans.net for their download. Members can also be entitled to receive the physical copies of aforesaid documents upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the e-mail ID: ash_ashim@yahoo.co.in
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) of every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit PAN details to the Company or the Registrar and Share Transfer Agent of the Company.
13. **Voting through Electronic Means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

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II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

- (i) The remote e-voting period commences on 22nd September, 2018 (10:00 am) and ends on 24th September, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **Bijoy Hans Limited** on which you choose to vote on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. iPhone and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
14. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at chandan.patni@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th September, 2018, upto 5:00 pm without which the vote shall not be treated as valid.
15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date of 18th September, 2018. A person who is not a member as on Cut-off date should treat this notice for information purpose only.
16. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members /beneficial owner’s position list provided by the depositories as at closing hours of business, on 3rd August, 2018.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
19. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

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20. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 18th September, 2018 are requested to send the written / email communication to the Company at ash_ashim@yahoo.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
21. **Chandan Patni, Practising Chartered Accountant (Membership Number 300578)** has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bijoyhans.net and on the website of CDSL. The same will be communicated to BSE Limited where the shares of the Company are listed.

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Explanatory Statements pursuant to Section 102 of the Companies Act, 2013

Item No. 3

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.

The resolution is accordingly recommended for consideration and approval of members.

None of the Directors, Key Managerial Personnel or their relatives, in any way, concerned or interested in the said resolution.

Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015- Details of the Directors seeking appointment/ reappointment.

Name of Director	Ashim Kumar Patawari	
Date of Birth	July 04, 1982	
Qualification	Graduate	
Inter-se relationship with Directors of the Company	Son of Ashok Kumar Patawari and Husband of Shweta Patawari	
Expertise in Functional Area	Marketing	
Directorship in other Public Companies	Nil	
Membership/ Chairmanship in other Public Companies	Chairman	Member
Audit Committee	Nil	Nil
Stakeholders Relationship Committee	Nil	Nil
Shareholding in the Company	Nil	

By Order of the Board

Place : Guwahati
Date : 22nd August, 2018

Manisha Agarwala
Company Secretary