

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 34th 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 Saturday, 28th September, 2019 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, 2019 and the Reports of the Board of Directors (the Board) and Auditors thereon and to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statement of the Company for the year ended 31st March, 2019 and the Report of the Directors and the Auditors thereon, placed before the Meeting, be and are hereby considered and adopted.”

Item No.2 – Appointment of Director

To appoint Ms. Shweta Patawari (DIN: 06935613), Director retiring by rotation, eligible for reappointment and pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013. Ms. Shweta Patawari (DIN: 06935613) who retires by rotation at this Meeting be and is hereby reappointed as Director of the Company.”

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SPECIAL BUSINESS :

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

Item No. 3- Re-appointment of Sri Raj Kumar Harlalka (DIN: 00594512) as an Independent Director of the Company

“**RESOLVED THAT** pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors)) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for time being in force), approval of the Company be and is hereby accorded to the reappointment of Sri Raj Kumar Harlalka (DIN: 00594512) as an Independent Director of the Company whose current period of office expires at the conclusion of this Annual General Meeting and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149 (6) of the Companies Act, 2013 and who is eligible for reappointment for a second term under the provisions of the Companies Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company w.e.f from the conclusion of this Meeting upto the conclusion of the Company’s 39th Annual General Meeting in the calendar year 2024.”

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

Place : Guwahati
Date : 23rd August, 2019

Manisha Agarwala
Company Secretary

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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 on a poll instead of himself. A proxy need not be a member of the Company.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy for the AGM is enclosed.
4. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate shares not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
5. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
6. The Register of Members and Share transfer books and of the company will remain closed from 23rd September, 2019 to 28th September, 2019 (both days inclusive) for the year ended 31st March, 2019.
7. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
8. Members holding shares in physical form are requested to address all correspondence to the Company's Registrar and Share Transfer Agents, Niche Technologies Pvt Ltd., 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017.
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.

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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 34th Annual General Meeting and the Annual Report for 2019 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 Section 108 of the Companies Act, 2013, read with 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).

II. The facility for voting through ballot paper shall also be made available at the AGM and members attending the Meeting who have not already cast their vote by remote e-Voting or who do not have access to the e-Voting facility shall be able to exercise their right at the meeting.

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

- (i) The remote e-Voting period commences on 25th September, 2019 (10:00 am) and ends on 27th September, 2019 (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 21st September, 2019 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.

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (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.
 - 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.

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- (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. 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 27th September, 2019, 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 21st September, 2019. 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 9th August, 2019.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2019. 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 21st September, 2019 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.
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. 21st September, 2019 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.

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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 Bombay Stock Exchange.

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

Item No. 3

In accordance with Section 149(10) and (11) of the Companies Act, 2013, Sri Raj Kumar Harlalka (DIN: 00594512), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company. Sri Raj Kumar Harlalka (DIN: 00594512) was appointed as Independent Director of the Company at the Annual General Meeting held on September 30, 2014, in accordance with the provisions of the Companies Act, 2013, for a period of five years to hold office up to the conclusion of the 34th Annual General Meeting. His term of office as Independent Director will accordingly cease on the conclusion of the forthcoming Annual General Meeting.

Based on the skills, experience, knowledge and performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board has proposed the reappointment of Sri Raj Kumar Harlalka (DIN: 00594512) as Independent Director of the Company for a period of 5 years commencing from the conclusion of the 34th Annual General Meeting to the conclusion of the 39th Annual General Meeting.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of Sri Raj Kumar Harlalka (DIN: 00594512) for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Sri Raj Kumar Harlalka (DIN: 00594512) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for reappointment of Sri Raj Kumar Harlalka (DIN: 00594512) as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri Raj Kumar Harlalka (DIN: 00594512) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Raj Kumar Harlalka (DIN: 00594512) as an Independent Director, for approval by the shareholders of the Company.

Except Sri Raj Kumar Harlalka (DIN: 00594512), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

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INFORMATION IN RESPECT OF DIRECTORS BEING REAPPOINTED IN TERMS OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of Director	Ms. Shweta Patawari	Sri Raj Kumar Harlalka
DIN	06935613	00594512
Age	33 years	61 years
Date of Appointment	14/08/2014	08/01/2008
Qualification	Graduate	Graduate
Expertise in specific areas	Human Resource Management	Industrialist
Details of Shares in the company	3000	0
Relationship with other Directors/ KMPs	Wife of Ashim Kumar Patawari	None
Terms and conditions of appointment/ reappointment	Liable to retire by rotation	Term of 5 years. Not liable to retire by rotation
No. of meetings of Board attended	4	5
List of companies in which outside directorships held as on 31st March, 2019	Nil	1. Swaraj Beverages Private Limited 2. Jagdambay Enterprises (India) Private Limited

By Order of the Board

Place : Guwahati
Date : 23rd August, 2019

Manisha Agarwala
Company Secretary