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 38th Annual General Meeting of the Members of Bijoy Hans Limited will be held at its Registered office at H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam) on Friday, 29th September, 2023 at 11 A.M. to transact the following businesses:-

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, 2023 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, 2023 and the Report of the Directors and the Auditors thereon, placed before the Meeting, be and are hereby considered and adopted."

Item No.2 – **Appointment of Director**

To appoint Mr. Ashok Kumar Patawari (DIN: 00154286), Director retiring by rotation, eligible for reappointment and pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013. Mr. Ashok Kumar Patawari (DIN: 00154286) who retires by rotation at this Meeting be and is hereby reappointed as Director of the Company."

Item No.3 – **Appointment of Auditors**

To appoint Auditors and to fix their remuneration and in this connection to pass, with or without modification, the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 and all other provisions, if any, of the Companies Act, 2013, M/s Rajesh Surana & Co., Chartered Accountants, Guwahati (Membership No. 062977) be and are hereby appointed as Auditors of the Company, in place of

M/s. Mahendra Pareek & Co. who has retired in terms of Section 139 of the Companies Act, 2013, to hold office for a period of 5 years from the conclusion of this Annual General Meeting of the Company, on a remuneration to be mutually agreed upon between the Board of Directors of the

Company and the Auditors."

SPECIAL BUSINESS:

Item No.4 - Appointment of Shri Sanjay Kumar Baid as an Independent Director of the

Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company, and on recommendations of the Nomination and Remuneration Committee and that of the Board, Shri Sanjay Kumar Baid (DIN: 00496383), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 04, 2023, who meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from August 04, 2023 till August 03, 2028, and that he shall not be liable to retire by rotation".

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

Place: Guwahati

Date : 26th August, 2023

Manisha Agarwala Company Secretary

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NOTES

- 1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") in respect of item no. 4 as mentioned in the above notice is annexed hereto.
- 2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. A proxy need not be a member of the Company.
- 3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy for the AGM is enclosed.
- 4. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate shares not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
- 5. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
- 6. The Register of Members and Share transfer books of the company will remain closed from 23rd September, 2023 to 29th September, 2023 (both days inclusive) for the year ended 31st March, 2023.
- 7. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
- 8. Members holding shares in physical form are requested to address all correspondence to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Pvt Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata 700001.
- 9. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased members are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the Registrar and Transfer Agent of the Company.
- 10. In terms of sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the notice of 38th AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars, Notice of the 38th AGM along with the Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Members who wish to obtain hard copy of the Annual Report can send a request for the same at email ID ash_ashim@yahoo.co.in mentioning Folio No/ DP ID and Client ID. Members may note that the Notice and Annual Report for F.Y.2022-23 will also be available on the Company's website www.bijoyhans.net and website of the Stock Exchange i.e., BSE Limited.

- 11. Further, those members who have not updated their email addresses in the Demat account/Folio may get their email address and mobile number registered with Company's Registrar and Transfer Agent, Maheshwari Datamatics Pvt. Ltd. for receiving the Notice of AGM and Annual Report alongwith the Login ID and Password by sending an email to the RTA at their email ID: mdpldc@yahoo.com.
- 12. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated all the shareholders holding shares in physical form to update the PAN, KYC details, Nomination, Contact details, Bank A/c details and Specimen Signature for the respective folios. Pursuant to aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. The abovementioned details can be updated by submitting the forms, as may be applicable, to the Company's RTA. The prescribed forms are available at https://www.bijoyhans.net/mandatory-furnishing-of-pan-kyc-details and on RTA's website at https://www.mdpl.in.
- 13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR 4.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant (s) in case the shares are held by them in electronic form and with Integrated in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.

15. 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 26th September, 2023 (10:00 am) and ends on 28th September, 2023 (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 22nd September, 2023 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) 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		

- (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.
- 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.
- 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.
- 16. 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 28th September, 2023, upto 5:00 pm without which the vote shall not be treated as valid.
- 17. 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 22nd September, 2023. A person who is not a member as on Cut-off date should treat this notice for information purpose only.
- 18. 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 11th August, 2023.
- 19. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd September, 2023. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

- 20. 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 22nd September, 2023 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 21. 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. 22nd September, 2023 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.
- 22. 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.
- 23. 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.

AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA THE PARTICULARS IN RESPECT OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/REAPPOINTED AT THIS AGM ARE GIVEN BELOW:

Name of Director	Mr. Ashok Kumar	Shri Sanjay Kumar
	Patawari	Baid
DIN	00154286	00496383
Age	67 years	52 years
Date of Appointment	13/06/1989	04/08/2023
Qualification	Graduate	B.com, LLB, CS, Cost
		Accountant
Expertise in specific areas	Accounts and Finance	Accounts, Finance and
		legal matters
Details of Shares in the company	138300	Nil
Relationship with other Directors/ KMPs	Father of Ashim Kumar	Nil
	Patawari & Richi Patawari	
Terms and conditions of appointment/	Liable to retire by rotation	Not liable to retire by
reappointment		rotation
No. of meetings of Board attended	6	Nil
List of companies in which outside	Nil	Nil
directorships held as on		
31 st March, 2023		

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice dated August 26, 2023.

Item No. 4: Appointment of Shri Sanjay Kumar Baid, as an Independent Director

Pursuant to Section 161 of the Act, the Board, on August 04, 2023, appointed Shri Sanjay Kumar Baid (DIN: 00496383) as an Additional Director in the capacity of Non-Executive, Independent Director of the Company for a term of 5 (Five) years w.e.f August 04, 2023 to August 03, 2028 (both days inclusive) subject to the approval of the shareholders through a special resolution.

In the opinion of the Board, Shri Sanjay Kumar Baid fulfils the conditions specified in the said Act and the rules made thereunder for appointment as Independent Director and that he is independent of the management. He is not debarred by virtue of any order of Securities and Exchange Board of India or any other such authority from holding office as a Director.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The Nomination and Remuneration Committee ("NRC") has previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Shri Sanjay Kumar Baid. In the opinion of the Board, he fulfils the conditions for independence specified in the Act, the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Shri Sanjay Kumar Baid's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

A brief profile of Shri Sanjay Kumar Baid is given below:

Shri Sanjay Kumar Baid, aged about 52 years, is B.Com [Accountancy], LLB, Practising Company Secretary and also a qualified Cost Accountant.

He is a fellow member of the Institute of Company Secretaries of India and has been in practice for about 23 years.

He has been providing consultancy on Corporate Laws in the North Eastern part of India and his diversified clients include Companies engaged in Financial Sector, Hospitality Sector, Medical Sector, Manufacturing Sector, Trading Sector, Service Sector etc.

The letter of appointment of Shri Sanjay Kumar Baid as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to the date of AGM and during the meeting hours.

The resolution seeks the approval of members for the appointment of Shri Sanjay Kumar Baid as an Independent Director of the Company for a term of 5 (Five) years effective August 04, 2023 to August 03, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder and Listing Regulations including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the Listing Regulations, the approval of the Members is sought for the appointment of Shri Sanjay Kumar Baid as an Independent Director of the Company, as a special resolution.

No Director, Key Managerial Personnel or their relatives except Shri Sanjay Kumar Baid, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

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

Place: Guwahati

Date : 26th August, 2023

Manisha Agarwala

Company Secretary

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

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

: L51909AS1985002323

BIJOY HANS LIMITED

CIN

Name of the Company

Registered Office H P Brahmachari Road, Rehabari, Guwahati 781 008 Name of the Member(s) Folio No./Client ID *DP ID E-mail ID Registered Address *Applicable for Investors holding shares in electronic form. shares of the Company hereby appoint: I / We being the member(s) of ___ Name: Address: Signature E-mail ID Or Failing him/her 2 Name: Signature Address: E-mail ID Or Failing him/her 3 Name: Address: Signature E-mail ID Or Failing him/her

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the AGM of the Company, to be held on Friday, the 29th September, 2023 at 11:00 AM at its registered office at H P Brahmachari Road, Rehabari, Guwahati 781 008 and at any adjournment thereof in respect of such resolutions as are indicated below:

**I/We wish my/our above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution Proposed	Optio	onal
Ordinary Business :		For	Against
1.	To consider and adopt the Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2.	To appoint Mr. Ashok Kumar Patawari (DIN: 00154286), Director retiring by rotation, eligible for reappointment		
3.	To appoint M/s Rajesh Surana & Co. as Auditors of the Company and to fix their remuneration.		
Special Business :		For	Against
1.	Appointment of Shri Sanjay Kumar Baid as an Independent Director of the Company		

Signed thisday of2023	
Signature of member:	Affix
Signature of the Proxy Holder(s):	Revenue Stamp

Notes:

- 1. This form should be signed across the stamp as per specimen signature registered with the company.
- 2. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 Hours before the commencement of the meeting.
- 3. A proxy need not be a member of the Company.
- 4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 5. **This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 6. Appointing a proxy does not prevent a member from attending the meeting in person if he wishes so.
- 7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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

ATTENDANCE SLIP

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

(38th Annual General Meeting – 29th September, 2023)

I/We hereby record my/our presence at the Annual General Meeting of "**Bijoy Hans Limited**" held on Friday, 29th September, 2023 at 11:00 AM at H P Brahmachari Road, Rehabari, Guwahati 781 008.

Full Name of the mem	ber (IN BLOCK LETTERS): _	
Address:		
Folio No	, D P ID No	, Client ID No
No. of shares held:		
Full Name of Proxy (I	n BLOCK LETTERS):	
Member/Proxy(s) Sign	nature:	

(Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)