

***BIJOY HANS LIMITED***

***ANNUAL REPORT***  
***2016-2017***

# 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.com  
CIN No.: L51909AS1985PLC002323

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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>	Manisha Agarwala
<b>Auditor</b>	M/s Mohanlal Sharma & 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 32<sup>nd</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, 2017.

### 1. FINANCIAL RESULTS:-

PARTICULARS	2016-17 (Rs)	2015-16 (Rs)
Profit before depreciation & tax	-579825	189920
Less: Depreciation	744759	742820
Less : Provision for income tax	-	-
Add : Deferred Tax Benefit	-35753	14341
Profit for the year	<b>(1360337)</b>	<b>(538559)</b>
Add: Last year Balance	16981381	17519940
Less : Adjustment for Depreciation	-	-
Balance carried over to next year	15621044	16981381

### 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, 2017.

### 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, 2017.

# BIJOY HANS LIMITED

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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, 2017 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, 2017 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 Ashok Kumar Patawari, Managing Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

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

During the year under review, Manisha Agarwala was appointed as the Company Secretary of the Company with effect from 12<sup>th</sup> August, 2016.

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## **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 2017, 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. STATUTORY AUDITORS**

As per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Mohanlal Sharma & Co., Chartered Accountants, having held office as Auditor for a period of more than 10 years prior to the commencement of the Companies Act, 2013, were eligible to be appointed as Auditors for a period of three more years and were accordingly appointed by the Members in the 29<sup>th</sup> Annual General Meeting of the Company held on 30.09.2014 for a period of three more years, i.e., until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company. Accordingly the Statutory Auditors of the Company, M/s Mohanlal Sharma & Co., Chartered Accountants hold office till the conclusion of the ensuing Annual General Meeting of the Company.

The Board of Directors of the Company has recommended the appointment of M/s Jain Patni & Associates, Chartered Accountants, (Registration No.328795E), as the Statutory Auditors of the Company for a term of 5 (five) years (subject to ratification by members at every Annual General Meeting), to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company.

M/s Jain Patni & Associates, Chartered Accountants, have expressed their willingness to be appointed as Statutory Auditors of the Company. They have further confirmed that the said appointment, if made, would be within the prescribed limit u/s 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment. Accordingly, their appointment as Statutory Auditors of the Company from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company, is placed for your approval.

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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 : 17<sup>th</sup> July, 2017

**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 31.03.2017

*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) <b>Category-wise Share Holding</b>										
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
<b>(1) Indian</b>										
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>
<b>(2) Foreign</b>										
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>B. Public</b>										
<b>I. Institutions</b>										
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%

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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%

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### (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
<b>1</b>	<b>KEDAR KUMAR KABRA</b>						
	At the beginning of the year	01-04-16		24,000	0.80%	24,000	0.80%
	Changes during the year			-	0.00%	24,000	0.80%
	At the end of the year	31-03-17		24,000	0.80%	24,000	0.80%
<b>2</b>	<b>NIRANJAN KUMAR RAJESH KUMAR</b>						
	At the beginning of the year	01-04-16		24,000	0.80%	24,000	0.80%
	Changes during the year			-	0.00%	24,000	0.80%
	At the end of the year	31-03-17		24,000	0.80%	24,000	0.80%
<b>3</b>	<b>PANKAJ J BHAYANI</b>						
	At the beginning of the year	01-04-16		20,000	0.67%	20,000	0.67%
	Changes during the year			-	0.00%	20,000	0.67%
	At the end of the year	31-03-17		20,000	0.67%	20,000	0.67%
<b>4</b>	<b>ANIL INVESTMENTS</b>						
	At the beginning of the year	01-04-16		20,000	0.67%	20,000	0.67%
	Changes during the year			-	0.00%	20,000	0.67%
	At the end of the year	31-03-17		20,000	0.67%	20,000	0.67%
<b>5</b>	<b>RAINBOW DIGITAL SERVICES P LTD</b>						
	At the beginning of the year	01-04-16		18,400	0.61%	18,400	0.61%
	Changes during the year			-	0.00%	18,400	0.61%
	At the end of the year	31-03-17		18,400	0.61%	18,400	0.61%
<b>6</b>	<b>SUNANDA DEVI TOSNIWAL</b>						
	At the beginning of the year	01-04-16		18,000	0.60%	18,000	0.60%
	Changes during the year			-	0.00%	18,000	0.60%
	At the end of the year	31-03-17		18,000	0.60%	18,000	0.60%
<b>7</b>	<b>KAUSLYA DEVI TOSHNIWAL</b>						
	At the beginning of the year	01-04-16		18,000	0.60%	18,000	0.60%
	Changes during the year			-	0.00%	18,000	0.60%
	At the end of the year	31-03-17		18,000	0.60%	18,000	0.60%
<b>8</b>	<b>G S B COMFIN PVT LIMITED</b>						
	At the beginning of the year	01-04-16		16,500	0.55%	16,500	0.55%
	Changes during the year			-	0.00%	16,500	0.55%
	At the end of the year	31-03-17		16,500	0.55%	16,500	0.55%
<b>9</b>	<b>RATAN LAL SOGNAI</b>						
	At the beginning of the year	01-04-16		15,000	0.50%	15,000	0.50%
	Changes during the year			-	0.00%	15,000	0.50%
	At the end of the year	31-03-17		15,000	0.50%	15,000	0.50%
<b>10</b>	<b>SONIKA KARAMCHANDANI</b>						
	At the beginning of the year	01-04-16		15,000	0.50%	15,000	0.50%
	Changes during the year			-	0.00%	15,000	0.50%
	At the end of the year	31-03-17		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	01-04-16		138,300	4.61%	138,300	4.61%
	Changes during the year			-	0.00%	138,300	4.61%
	At the end of the year	31-03-17		138,300	4.61%	138,300	4.61%
2	<b>ASHIM KUMAR PATAWARI</b>						
	At the beginning of the year	01-04-16		63,500	2.12%	63,500	2.12%
	Changes during the year			-	0.00%	63,500	2.12%
	At the end of the year	31-03-17		63,500	2.12%	63,500	2.12%
3	<b>SHWETA PATAWARI</b>						
	At the beginning of the year	01-04-16		3,000	0.10%	3,000	0.10%
	Changes during the year			-	0.00%	3,000	0.10%
	At the end of the year	31-03-17		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	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	869,728.00	-	-	869,728.00
* Reduction	-	-	-	-
Net Change	869,728.00	-	-	869,728.00
<b>Indebtedness at the end 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>	869,728.00	-	-	869,728.00

### 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	1.05	3.45
	(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	1.05	3.45

**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: 17th July, 2017

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

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

# BIJOY HANS LIMITED

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## ANNEXURE II

### Form No. MR-3

#### **SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March 2017**

*[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 31<sup>st</sup> March 2017 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 31<sup>st</sup> March 2017 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

## BIJOY HANS LIMITED

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(c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

However following are not applicable to the Company during the reporting period:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (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. (Secretarial Standards 1 and 2 are 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.

**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.

## BIJOY HANS LIMITED

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**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.

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 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 : 11<sup>th</sup> July, 2017

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 : 11<sup>th</sup> July, 2017**

**(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 30.05.2016, 12.08.2016, 19.09.2016, 17.10.2016, 04.11.2016, 25.11.2016, 16.01.2017 and 11.02.2017.

## 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 30.05.2016, 12.08.2016, 04.11.2016 and 11.02.2017 during the financial year ending 31<sup>st</sup> March, 2017. 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 Director of whom one is the Independent Director. The remuneration payable to the Managing Director as recommended by the remuneration committee is determined by the Board subject to the approval of the shareholders.

## 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 once on 27.03.2017 during the financial year ending 31<sup>st</sup> March, 2017.

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
Twenty Ninth AGM	2014	30/09/2014	Tuesday	11 AM
Thirtieth AGM	2015	30/12/2015	Wednesday	10 AM
Thirty First AGM	2016	20/09/2016	Tuesday	11 AM

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

### 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, 2017 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.com](http://www.bijoyhans.com).

## 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-Second Annual General Meeting of the company will be held on 28<sup>th</sup> August, 2017 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 Oct 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 25.08.2017 to 27.08.2017.

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

### 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, 2017. 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, 2017

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares	% of Share Holdings
Upto 500	1814	56.71	659307	21.98
501-1000	912	28.51	741800	24.73
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, 2017

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:** Ashok Kumar Patawari  
Bijoy Hans Limited  
H P Brahmachari Road, Rehabari  
Guwahati – 781008, Assam

### **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 2016-17.

Place : Guwahati  
Date : 11/07/2017

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, 2017 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 : 11/07/2017  
Place : Guwahati

**Richi Patawari**  
Chief Financial Officer

**Ashok Kumar Patawari**  
Managing Director

## **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. 155.44 lacs (PY Rs. 69.98 lacs). The Profit/(Loss) was Rs (13.60 lacs) {PY Rs.(5.38 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 2017, 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, 2017 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 **MOHANLAL SHARMA & CO.**  
*CHARTERED ACCOUNTANTS*  
FIRM REGISTRATION NO. 323282E

Guwahati  
The 30<sup>th</sup> day of May, 2017

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

# BIJOY HANS LIMITED

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## INDEPENDENT AUDITORS' REPORT

To  
The Members of  
**BIJOY HANS LIMITED**

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

We have audited the accompanying standalone financial statements of BIJOY HANS LIMITED ('the Company'), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **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 the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone 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 financial statements.

# BIJOY HANS LIMITED

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## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31 March 2017 and its Statement of profit and loss, of the (*loss*) for the year ended on that date and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
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 purposes 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 the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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 Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company does not have any pending litigations which would impact its financial position.
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses .

## BIJOY HANS LIMITED

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- iii. there were no amount which is required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. the Company has provided requisite disclosures in its financial statements as to holdings as well as dealing in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the company as applicable – Refer Note No. 19 of the Standalone Financial Statements.

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

Guwahati  
The 30<sup>th</sup> day of May, 2017

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

## BIJOY HANS LIMITED

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**ANNEXURE A TO THE AUDITORS' REPORT REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF 'BIJOY HANS LIMITED', GUWAHATI FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

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:

- i. In respect of its Fixed Assets:
  - (a). The Company has maintained proper records showing full particulars and situation of fixed assets.
  - (b). As explanation to us, the Fixed Assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, have regard to the size of the Company and the nature of the assets. No material discrepancies were noticed on such physical verification.
  - (c) In respect of Immovable Properties that have been owned and disclosed as fixed assets in the financial statements of the company, the title deeds are in the name of the company.
- ii. The Inventory has been physically verified by the management during the year. In our opinion the frequency of verification is reasonable; no material discrepancies were noticed on physical verification of inventory, as reported by the management of the Company.
- iii. 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.
- iv. In our opinion and according to the information and explanations given to us, the company has not granted any security in terms of section 185 and 186 of the Companies Act 2013.
- v. The Company has not accepted any deposits from the public hence the directives issued by Reserve Bank of India and the provisions of Section 73, 74, 75 & 76 or any other relevant provisions of the Act.
- vi. The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost accounts and records under section 148(1) of the Companies Act,2013.
- vii. According to the information and explanations given to us and the records of the Company's Branch examined by us, in our opinion, the Company's Branch is regular in depositing the undisputed statutory dues including VAT, CST, INCOME TAX etc. with the statutory authorities. There is no statutory dues e.g. VAT, CST, INCOME TAX etc., as at 31/03/2017, which have not been deposited on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, government, banks. The company has not issued debenture, hence reporting requirements related thereto are not applicable.

## BIJOY HANS LIMITED

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- ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. The company has also not availed any term loan, hence the reporting requirements under this clause are not applicable.
- x. Based on the records examined and audit procedures adopted by us and information and explanations furnished by the management to us, we state that the company has not been involved in any kind of frauds nor any such fraud on the company has been done by its officers or employees as reported to us or noticed by us during the course of our audit.
- xi. According to the records of the Company examined by us and the information and explanation given to us, the Company does not provide for any managerial remuneration under section 197 read with Schedule V of the Companies Act 2013.
- xii. The company is not a Nidhi company and hence reporting under clause (xii) of the CARO 2016 order is not applicable.
- xiii. According to the records of the Company examined by us and the information and explanation given to us, the transaction with related party are in compliance with section 177 & 188 of the Companies Act, 2013 and the details have been disclosed in the Financial statements as required by applicable accounting standards.
- xiv. During the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the company.
- xv. In our opinion, the Company has not entered into any such non-cash transactions with directors or the persons connected with him under the provisions of section 192 of the Companies Act, 2013.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India act, 1934.

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

GUWAHATI  
The 30<sup>th</sup> day of May, 2017

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

# BIJOY HANS LIMITED

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## **Annexure B to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of Bijoy Hans Limited ('the Company') as of 31<sup>st</sup> March 2017 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**

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**

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 applicable to an audit of Internal Financial Controls and, 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.

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 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.

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

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

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

## BIJOY HANS LIMITED

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- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) 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
- (3) 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**

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**

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 2017, 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.

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

Guwahati  
The 30<sup>th</sup> day of May, 2017

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

**BIJOY HANS LIMITED**

GUWAHATI

**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2017**

<b>PARTICULARS</b>	<b>NOTE NO.</b>		<b>As at 31<sup>st</sup> March, 2017</b>		<b>As at 31<sup>st</sup> March, 2016</b>
<b><u>EQUITY AND LIABILITIES</u></b>			(₹)		(₹)
<b><u>SHARE HOLDERS' FUND</u></b>					
SHARE CAPITAL	2	30,000,210		30,000,210	
RESERVE & SURPLUS	3	<u>15,621,044</u>		<u>16,981,381</u>	
			45,621,254		46,981,591
<b><u>SHORT TERM BORROWINGS</u></b>					
ICICI Bank ( Car Loan)			869,728		-
<b><u>CURRENT LIABILITIES</u></b>		4			
a) Trade Payables		326,653		208,768	
b) Short Term Provisions		<u>-</u>		<u>-</u>	
			326,653		208,768
		<b>TOTAL ₹</b>	<b><u>46,817,635</u></b>		<b><u>47,190,359</u></b>
<b><u>ASSETS</u></b>					
<b><u>NON-CURRENT ASSETS</u></b>					
FIXED ASSETS					
i) Tangible Assets	5	9,060,924		8,603,773	
NON CURRENT INVESTMENTS	6	1,784,732		1,929,962	
LONG TERM LOANS & ADVANCES	7	35,140		35,140	
DEFERRED TAX ASSETS	8	<u>298,122</u>		<u>333,875</u>	
			11,178,918		10,902,750
<b><u>CURRENT ASSETS</u></b>					
a) Inventories		1,643,411		1,010,487	
b) Cash & Cash Equivalents	9	25,114,613		29,388,256	
c) Trade Receivables	10	1,069,569		737,359	
d) Short Term Advances	11	1,541,295		1,532,325	
e) Other Current Assets	12	<u>6,269,829</u>		<u>3,619,182</u>	
			35,638,717		36,287,609
		<b>TOTAL ₹</b>	<b><u>46,817,635</u></b>		<b><u>47,190,359</u></b>

SIGNIFICANT ACCOUNTING POLICIES 1

*The accompanying notes are integral part of the Financial Statements.*

NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1 ~ 19

In terms of our report of even date.

For and on behalf of the Board

for **MOHANLAL SHARMA & CO.**

CHARTERED ACCOUNTANTS

*Firm Registration No.323282E*

Ashok Kumar Patawari, Managing Director

DIN: 00154286

**(SUNIL SHARMA)**

PARTNER

M.No.:057307

Guwahati

30th May,2017

Ashim Kumar Patawari, Director

DIN: 01972489

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

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2017	YEAR ENDED 31.03.2016
<b>I. REVENUE</b>		(₹)	(₹)
Revenue from Operation	13	13,261,135	4,249,057
Other Income	14	2,283,188	2,749,863
<b>II. TOTAL REVENUE</b>		15,544,323	6,998,920
<b>III. EXPENSES</b>			
Purchase of Stock-In-Trade		12,246,912	3,122,821
Changes in Inventories of Goods in Trade	15	(852,924)	(250,281)
Employee Benefit Expenses	16	1,711,000	1,261,000
Depreciation	5	744,759	742,820
Finance Cost	17	39,111	8,088
Other Expenses	18	2,963,482	2,667,372
<b>IV. TOTAL EXPENSES</b>		16,852,340	7,551,820
<b>V. PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (III-IV)</b>		(1,308,017)	(552,900)
<b>VI. EXCEPTIONAL ITEMS</b>		16,567	-
<b>VII. PROFIT/(LOSS) BEFORE TAX (V-VI)</b>		(1,324,584)	(552,900)
<b>VIII. TAX EXPENSE</b>			
Current Tax		-	-
Deferred Tax Benefit		35,753	(14,341)
<b>IX. PROFIT FOR THE YEAR (VII-VIII)</b>		(1,360,337)	(538,559)
<b><u>EARNING PER SHARE</u> (Basic)</b>		-0.45	-0.18

SIGNIFICANT ACCOUNTING POLICIES 1

*The accompanying notes are integral part of the Financial Statements.*

NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1 ~ 19

In terms of our report of even date  
for **MOHANLAL SHARMA & CO.**

CHARTERED ACCOUNTANTS

*Firm Registration No.323282E*

For and on behalf of the Board

Ashok Kumar Patawari, Managing Director  
DIN: 00154286

**(SUNIL SHARMA)**

PARTNER

M.No.:057307

Guwahati  
30th May,2017

Ashim Kumar Patawari, Director  
DIN: 01972489

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

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

	2016-17	2015-16
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit before Tax, Extraordinary Items and Interest	(1,324,584)	(552,900)
<i>Adjustments for :</i>		
Depreciation	744,759	742,820
Dividend	-	(5,652)
Profit on Sale of Mutual Fund	(32,544)	-
<b>Operating Profit before change in Working Capital</b>	<b>(612,369)</b>	<b>184,268</b>
<i>Adjustments for :</i>		
Long term Advances	-	-
Non Current Investment	145,230	-
Inventories	(632,924)	(235,281)
Trade receivables	(332,210)	19,389
Other Current Assets	(2,650,647)	(9,827)
Short term Loans & Advances	(8,970)	(1,515,960)
Current Liabilities	117,885	10,299
Provision for Taxation	-	-
<b>Cash generated from Operations</b>	<b>(3,974,005)</b>	<b>(1,547,112)</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Fixed Assets Purchased	(1,352,552)	(727,500)
Value of Fixed Assets Sold	150,642	114,404
Profit on Mutual Fund Sold	32,544	-
Dividend Received	-	5,652
<b>Net Cash used in Investing Activities</b>	<b>(1,169,366)</b>	<b>(607,444)</b>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>	Nil	Nil
Car Loan from ICICI Bank	869,728	
<b>Net Cash from Financing Activities</b>	<b>869,728</b>	Nil
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>(4,273,643)</b>	<b>(2,154,556)</b>
Cash & Cash Equivalents at the beginning of the Year	29,388,256	31,542,812
Cash & Cash Equivalents at the end of the Year	25,114,613	29,388,256

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

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

***For and on behalf of the Board***

(Ashok Kumar Patawari, Managing Director)  
DIN: 0154286

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

Guwahati  
30th May, 2017

(Ashim Kumar Patawari, Director)  
DIN: 01972489

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2017**

**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, 2017**

	<b>As at 31.3.2017</b>	<b>As at 31.3.2016</b>
	(₹)	(₹)
<b>NOTE '2' : SHARE CAPITAL</b>		
<b>AUTHORISED SHARE CAPITAL</b>		
32,50,000 Equity shares of Rs.10/- each <i>[Previous Year: 32,50,000 Equity shares of Rs.10/- each]</i>	32,500,000	32,500,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP:</b>		
3000021 Equity shares of Rs.10/- each fully paid up <i>[Previous Year 3000021 Equity shares of Rs.10/- each fully paid up]</i>	30,000,210	30,000,210
<b>TOTAL ₹</b>	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 '3' : RESERVE & SURPLUS**

a) Surplus in statement of Profit and Loss

Balance as per last account	16,981,381	17,519,940	
<i>Add:</i> Profit/(Loss) for the year	(1,360,337)	(538,559)	
<b>TOTAL ₹</b>	15,621,044	16,981,381	

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

**NOTE '4' : CURRENT LIABILITIES**

a) Trade Payables

For Expenses & Others.	184,972	171,744	
Statutory Dues	141,681	37,024	
	326,653	208,768	

b) Short Term Provision

For Income Tax	-	-	
	-	-	
<b>TOTAL ₹</b>	326,653	208,768	

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

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

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH,2017**

**NOTE '5': FIXED ASSETS**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2016	ADDITIONS/ TRANSFER DURING THE YEAR	SOLD/IMPAIRED DURING THE YEAR	AS AT 31.03.2017	UPTO 31.03.2016	FOR THE YEAR ENDED 31.03.2017	DEPRECIATION ADJUSTMENT ON ASSETS SOLD	UPTO 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
<b>TANGIBLE ASSETS:</b>										
<b>(OWN ASSETS)</b>										
Property at Jaipur (freehold)	2,677,770	-	-	2,677,770	-	-	-	-	2,677,770	2,677,770
Office Premises at Malad, Mumbai	6,583,270	-	-	6,583,270	1,972,368	224,027	-	2,196,395	4,386,875	4,610,902
Furniture & Fixture at Malad Office	1,122,305	-	-	1,122,305	936,274	61,260	-	997,534	124,771	186,031
Furniture & Fixtures	636,604	-	-	636,604	545,264	19,595	-	564,859	71,745	91,340
Typewriter	19,033	-	-	19,033	18,081	-	-	18,081	952	952
Refrigerator	97,955	-	-	97,955	93,057	-	-	93,057	4,898	4,898
Fax Machine	73,976	-	-	73,976	70,277	-	-	70,277	3,699	3,699
Computer	257,433	-	-	257,433	244,561	5,701	-	250,262	7,171	12,872
Air Conditioner	187,973	-	-	187,973	164,391	9,624	-	174,015	13,958	23,582
Maruti Car (Esteem)	531,120	-	-	531,120	504,564	-	-	504,564	26,556	26,556
Honda civic car	754,971	-	754,971	-	568,597	35,732	604,329	-	-	186,374
Chevrolet Spark car	291,390	-	-	291,390	219,457	23,673	-	243,130	48,260	71,933
Verna Car	756,879	-	-	756,879	718,584	444	-	719,028	37,851	-
Electrical Installation	113,735	-	-	113,735	108,048	-	-	108,048	5,687	38,295
Television	47,190	-	-	47,190	35,138	5,453	-	40,591	6,599	5,687
EPABX	27,000	-	-	27,000	25,650	-	-	25,650	1,350	12,052
Mobile Phone	160,152	16,000	-	176,152	126,391	20,533	-	146,924	29,228	1,350
Laptop HP	25,500	-	-	25,500	19,636	-	-	19,636	5,864	33,761
Car (Xcent)	727,500	-	-	727,500	117,645	190,479	-	308,124	419,376	5,864
CCTV Camera	-	56,100	-	56,100	-	18,942	-	18,942	37,158	609,855
Hyundai Creta Car	-	1,280,452	-	1,280,452	-	129,296	-	129,296	1,151,156	
<b>TOTAL ₹</b>	<b>15,091,756</b>	<b>1,352,552</b>	<b>754,971</b>	<b>15,689,337</b>	<b>6,487,983</b>	<b>744,759</b>	<b>604,329</b>	<b>6,628,413</b>	<b>9,060,924</b>	<b>8,603,773</b>
<i>Figures for the previous year</i>	<i>14,971,256</i>	<i>727,500</i>	<i>607,000</i>	<i>15,091,756</i>	<i>6,237,759</i>	<i>742,820</i>	<i>-</i>	<i>6,980,579</i>	<i>8,603,773</i>	<i>8,733,497</i>

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,2017**

	<b>As at 31.3.2017</b>	<b>As at 31.3.2016</b>
	(₹)	(₹)
<b><u>NOTE '6' : NON CURRENT INVESTMENTS</u></b>		
<i>Long-term (At Cost )</i>		
<b>A. QUOTED SHARES</b>		
GMR Infra Ltd.	227,215	227,215
(2000 Shares of Rs 1/- ; Previous year : 2000 shares)		
ISI Bars Ltd.	172,820	172,820
(5000 Shares of Rs1/- ; Previous year : 5000 shares)		
Power Grid Ltd.	-	145,230
(1000 Shares of Rs10/- ; Previous year : 1000 shares)		
Religare Ltd.	161,213	161,213
(250 Shares of Rs10/- ; Previous year : 250 shares)		
Reliance industries Ltd	225,170	225,170
(124 Shares of Rs.10/- ; Previous year : 124 shares )		
Ruby Mills Ltd.	206,714	206,714
(200 Shares of Rs.10/- ; Previous year : 200 shares)		
Tata Tele Services Ltd.	291,600	291,600
(5000 Shares of Rs.10/- ; Previous year : 5000 shares)		
TOTAL (A)	1,284,732	1,429,962
<b>B. BONDS</b>		
Indian Railways Finance Corporation ( <i>Tax Free Bonds</i> )	500,000	500,000
TOTAL (B)	500,000	500,000
<b>TOTAL NON CURRENT INVESTMENTS (A+B) ₹</b>	<b>1,784,732</b>	<b>1,929,962</b>
<i>Fair Market Value of Quoted Investments</i>	444,076	531,663
<i>The diminution in the market value is temporary in nature due to market volatility, hence not recognised.</i>		

**NOTE '7' : LONG-TERM LOANS AND ADVANCES**

*(Unsecured and Considered Good)*

Security Deposits	35,140	35,140
TOTAL ₹	35,140	35,140

**NOTE '8' : DEFERRED TAX ASSET**

Deferred Tax asset on Timing difference between  
book and tax depreciation

	298,122	333,875
TOTAL ₹	298,122	333,875

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

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH,2017**

	<b>As at 31.3.2017 (₹)</b>	<b>As at 31.3.2016 (₹)</b>
<b><u>NOTE '9' : CASH AND CASH EQUIVALENTS</u></b>		
Cash in hand	327,752	372,236
<u>Balances with Scheduled Banks :</u>		
In Current Accounts	2,484,168	1,824,965
In Term Deposit Account	19,847,677	25,847,677
Accrued Interest on TD	2,455,016	1,343,378
TOTAL ₹	25,114,613	29,388,256

*The interest accrued on term deposit is payable along with the maturity of the deposit, which is due within 12 months, hence the same has been considered as cash equivalent.*

**NOTE '10' : TRADE RECEIVABLE**

*(unsecured; Considered Good)*

Outstanding for a period exceeding six

months from due date

Others

	38,983	38,983
	1,030,586	698,376
	1,069,569	737,359

**NOTE '11' : SHORT TERM ADVANCES**

*(Unsecured and Considered Good)*

MKBK Pharma

S. P. Electricals

Prepaid Expenses

	25,000	25,000
	1,500,000	1,500,000
	16,295	7,325
TOTAL ₹	1,541,295	1,532,325

**NOTE '12' : OTHER CURRENT ASSETS**

*(Unsecured and Considered Good)*

Income Tax

Other Advances

	466,444	526,358
	5,803,385	3,092,824
TOTAL ₹	6,269,829	3,619,182

**NOTE '13' : REVENUE FROM OPERATION**

Sale of Medicines

	13,261,135	4,249,057
	13,261,135	4,249,057

**NOTE '14' : OTHER INCOME**

Interest received / accrued on deposits

Dividend on Shares

Profit on sale of Fixed Assets

Profit on Sale of Shares

Round Off

	2,250,644	2,680,835
	-	5,652
	-	63,374
	32,544	-
	-	2
TOTAL ₹	2,283,188	2,749,863

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

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH,2017**

<b><u>NOTE '15' : CHANGES IN INVENTORIES OF STOCK IN TRADE</u></b>	<b>for the year ended on 31.3.2017</b>	<b>for the year ended on 31.3.2016</b>
Opening Stock	790,487	540,206
Closing Stock	1,643,411	790,487
	<u>(852,924)</u>	<u>(250,281)</u>

**NOTE '16' : EMPLOYEE BENEFIT EXPENSES**

Salaries	1,636,500	1,164,000
Bonus	74,500	97,000
TOTAL ₹	<u>1,711,000</u>	<u>1,261,000</u>

**NOTE '17' : FINANCE COST**

Bank Charges	9,643	8,088
Interest on Car Loan	29,468	-
TOTAL ₹	<u>39,111</u>	<u>8,088</u>

**NOTE '18' : OTHER EXPENSES**

Rent	150,000	150,000
Electricity Expenses	200,143	194,127
Telephone Expenses	93,665	93,448
Printing & Stationery	179,473	184,552
Postage & Courier	139,991	140,085
Donation	-	12,100
General Expenses	78,128	66,643
Shop Establishment Charges	1,920	1,920
Rates and Taxes	22,250	18,280
Listing Fees	229,000	238,988
Filing Fees	10,200	9,600
Legal & Consultancy Fees	23,725	10,000
Auditors' Remuneration	100,625	77,650
Repairs & Maintenance	291,251	154,025
Travelling & Conveyance Expenses	236,645	178,126
Advertisement & Sales Promotion	302,379	309,725
Carriage Outwards	222,186	183,309
Entertainment Expenses	23,973	33,060
Vehicle Running & Maintenance Expenses	400,299	306,456
Insurance Charges	67,060	37,926
Internet Expense	13,199	13,017
Product Permission Charges	4,575	3,676
Central Depository Service Charges	25,230	29,640
E-voting expenses	7,365	7,328
Professional Fees	85,000	125,000
Registrar & Share Transfer Expense	55,200	57,250
Interest	-	26,491
Registration Expense	-	2,500
Bad Debts	-	2,450
TOTAL ₹	<u>2,963,482</u>	<u>2,667,372</u>

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

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH,2017**

**NOTE 19 : DISCLOSURES AS TO HOLDINGS AS WELL AS DEALING IN SPECIFIED BANK NOTES (SBN) DURING THE PERIOD FROM 8TH NOVEMBER,2016 TO 30TH DECEMBER, 2016 :**

<u>PARTICULARS</u>	<u>SBNs</u>	<u>Other denomination notes</u>	<u>Total (₹)</u>
Closing Balance as at 8 November 2016	1,400,000	426,978	1,826,978
<u>Add:</u> Permitted Receipts	-	103,113	103,113
<u>Less:</u> Permitted Payments	-	208,450	208,450
<u>Less:</u> Amount deposited in Banks	1,400,000	-	1,400,000
Closing Cash in hand as on 30.12.2016			321,641

Explanation : For the purposes of this clause, the term 'Specified Bank Notes Shall have the same meaning provided in the notification of the Govt. of India, in the Ministry of finance, department of Economic Affairs number S.O. 3407(E) dated the 8th November, 2016.

**NOTE: OTHER MATTERS**

	<b>for the year ended on 31.3.2017</b>	<b>for the year ended on 31.3.2016</b>
<b>a. <u>AUDITORS' REMUNERATION :</u></b>		
For Auditing Services	71,650	71,650
For Tax Matters	6,000	6,000
<i>(Inclusive of Service Tax)</i>		
TOTAL ₹	77,650	77,650
<b>b. <u>RELATED PARTY DISCLOSURE</u></b>		
Rent paid for Mumbai Office to Smt. Sushila Devi Patawari, relative of key managerial person ₹150,000/- (previous year ₹ 1,50,000/-)		
<b>c.</b> CIF Value of imports : NIL ( previous year : NIL)		
<b>d.</b> Expenditure in Foreign Currency ; NIL (previous year : NIL)		
<b>e.</b> Earnings in Foreign Exchange ; NIL (previous year: NIL)		

In terms of our report of even date

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

For and on behalf of the Board

(Ashok Kumar Patawari, Mng.Director)

**(SUNIL SHARMA)**

PARTNER  
M.No.:057307

Guwahati  
30th May, 2017

(Ashim Kumar Patawari, Director)