

# BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)  
Tel: +91-9435048987, Email: ash\_ashim@yahoo.co.in, Website: www.bijoyhans.net  
CIN No. L51909AS1985PLC002323

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December 26, 2024

To,  
**BSE Limited**

Phiroze Jeejeebhoy Towers, Dalal Street, Fort,  
Mumbai - 400 001, Maharashtra, India.

**Script Symbol:** BIJHANS | **Script Code:** 524723 | **ISIN:** INE491D01017

**Subject:** Disclosure of events pursuant to Regulation 29(1)(d) read with 29(2) and Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI LODR Regulations"**) read with circular dated July 13, 2023 bearing reference no.: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 and circular dated November 11, 2024 bearing reference no.: SEBI/HO/CFD/PoD2/CIR/P/0155 issued by Securities and Exchange Board of India (**"SEBI Circulars"**).

**Reference:** Prior intimation dated December 21, 2024 made under Regulation 29(1)(d) read with 29(2) of SEBI LODR Regulations.

Dear Sir/Madam,

With reference to the captioned subject, we hereby inform that the board of directors of Bijoy Hans Limited (**"Company"** or **"Target Company"**) at their director's board meeting held today has, inter alia, considered and approved matters listed below:

- Appointment of Mr. Dhavalkumar Pravinkumar Mashru (DIN: 10786675) as a non-executive director of the Company for the period of 5 (five) years, subject to requisite shareholders' approval:** (Refer **Annexure - A** herein for terms & profile of appointment)
- Increase in the authorised equity share capital and alteration of the capital clause of the memorandum of association of the Company:**

The authorized equity share capital of the Company is increased from INR 3,25,00,000 (Indian Rupees Three Crores Twenty Five Lakhs Only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand) equity shares of INR 10/- (Indian Rupees Ten Only) each to INR 10,00,00,000 (Indian Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) equity shares of INR 10/- (Indian Rupees Ten Only) each, by creation and addition of additional 67,50,000 (Sixty Seven Lakhs Fifty Thousand) equity shares of INR 10/- (Indian Rupees Ten) each in the existing authorized equity share capital of the Company and related amendment in the Memorandum of Association of the Company, subject to necessary approval of the members of the Company and other regulatory authorities, as applicable.

- Share purchase agreement entered into by the Company and others in relation to the sale of the equity shares of the Target Company held by the promoters of the company viz. (A) Ashim Kumar Patawari, (B) Ashok Kumar Patawari, (C) Shweta Patawari (collectively referred to as "Existing Promoters" or "Sellers"):**

The Company, Existing Promoters, Ugpatwardhan Services Private Limited (**"Acquirer No. 1"**), Kaushal Uttam Shah (**"Acquirer No. 2"**), Agri One India Ventures LLP (**"Acquirer No. 3"**), Shantanu Surpure (**"Acquirer No. 4"**) have entered into a Share Purchase Agreement dated December 26, 2024 (**"Promoter's SPA"**) for the acquisition of 2,04,800 (Two Lakhs Four Thousand Eight Hundred) equity shares of the Target Company, representing 6.83% (Six point Eighty Three percent) of the present total paid-up equity share capital of the Target Company along the management rights and control of the Target Company. The shares will be acquired from the Sellers by the Acquirers for a consideration of INR 12.50/- (Indian Rupees Twelve Point Fifty Paise Only) per equity share, aggregating to INR 25,60,000 (Indian

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Rupees Twenty-Five Lakhs Sixty Thousand Only), subject to and in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) and further subject to customary conditions precedent stated in the Promoter’s SPA and requisite approvals, including from the Securities and Exchange Board of India (“SEBI”). Upon consummation of the Promoter’s SPA and fulfillment of other regulatory requirements, the Acquirers shall gain control over the Target Company and will be classified as the promoters of the Target Company. Accordingly, the Existing Promoters shall cease to be the promoters of the Target Company subject to requisite compliance in terms of SEBI LODR Regulations and SEBI SAST Regulations.

The Acquirers will jointly issue an open offer to acquire equity shares from the public shareholders of the Target Company in accordance with SEBI SAST Regulations.

Below is the table summarizing the details of sale and acquisition of equity shares of the Target Company:

Name of Seller	Name of Acquirer	Equity Shares	Consideration (In Rs.)
Ashim Kumar Patawari	UG Patwardhan Services Private Limited	49,200	6,15,000
Ashim Kumar Patawari	Kaushal Uttam Shah	14,300	1,78,750
Ashok Kumar Patawari	Kaushal Uttam Shah	20,900	2,61,250
Ashok Kumar Patawari	Agri One India Ventures LLP	49,200	6,15,000
Ashok Kumar Patawari	Shantanu Surpure	68,200	8,52,500
Shweta Patawari	Kaushal Uttam Shah	3,000	37,500
	<b>Total</b>	<b>2,04,800</b>	<b>25,60,000</b>

The specific details which are required to be disclosed in terms of the SEBI Circulars are disclosed in **Annexure – B**.

#### 4. Issuance of equity shares of the Company by way of preferential issue to the proposed allottees who are proposed to become the promoter / members of the promoter group of the Company:

Subject to successful completion of acquisition under the SPA and open offer (as defined in business item no. 3), issuance of up to 45,00,000 (Forty Five Lakhs) fully paid-up equity shares of the Company having face value of ₹10/- (Indian Rupees Ten) each (“**Pref. Issue EQ Shares**”) at an issue price of ₹12.50/- (Indian Rupees Twelve point Fifty Paise Only) each (“**Issue Price**”) aggregating up to ₹ 5,62,50,000/- (Indian Rupees Five Crores Sixty Two Lakhs Fifty Thousand Only) (“**Issue Size**”) to persons, being proposed promoters of the Company, subject to completion of acquisition and open offer as stated in below business item (“**Proposed Allottees**”) by way of preferential issue in accordance with the provisions of Section 42 and Section 62 of the Companies Act, 2013, as amended (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (“**Rules**”), Chapter V of Securities And Exchange Board Of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), SEBI LODR Regulations and such other acts/rules/regulations as maybe applicable and subject to necessary approval of the members of the Company and other regulatory authorities including BSE Limited (“**BSE**”) and Registrar of Companies as maybe applicable (“**Preferential Issue**”).

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Name of the Proposed Allottee	Maximum No. of Equity Shares / Upto	Maximum Amount/Upto (INR.)	Pre-preferential allotment shareholding (%)	# Post-preferential allotment shareholding (%)
Kaushal Uttam Shah	8,40,000	1,05,00,000	0.28%	11.24%
UGPatwardhan Services Private Limited	18,30,000	2,28,75,000	0.61%	24.49%
Agri One India Ventures LLP	18,30,000	2,28,75,000	0.61%	24.49%
<b>Total</b>	<b>45,00,000</b>	<b>5,62,50,000</b>	<b>1.50%</b>	<b>60.22%</b>

# Assuming that all equity shares are allotted.

Further to Board has authorized **Mr. Dhavalkumar Pravinkumar Mashru (DIN: 10786675)** a **non-executive director** to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

The specific details which are required to be disclosed in terms of the SEBI Circulars are disclosed in **Annexure – C**.

5. Sale, transfer of office owned by the Company at Genstar Commercial Complex, 314/3<sup>rd</sup> Floor, Kanch pada, Malad West, Mumbai – 400064 and execution of “Agreement of Sale, transfer of office” to Mr. Ashok Kumar Patawari, Promoter/ Managing Director of the Company and Ms. Sushila Devi Patawari, Promoter of the Company.

Sale, transfer of car’s owned by the Company to Ms. Sweta Patawari, Director/ Promoter and Mr. Ashim Patawari, Director/Promoter and Mr. Ashok Kumar Patawari, Managing Director/ Promoter of the Company.

Further, please note that the proposed transaction is subject to fulfillment of certain conditions precedent including shareholders’ approval.

The specific details which are required to be disclosed in terms of the SEBI Circulars are disclosed in **Annexure – D**.

6. Appointment of M/s Pooja Gala & Associates, Practicing Company Secretaries to act the scrutinizer for purpose of conducting e-Voting Process in fair and transparent manner for extra-ordinary general meeting.
7. Appointment of FCS Neha Yogesh Apte, SNA & Associates, Company Secretaries, Pune to issue compliance Certificates in this regard
8. Convene an Extra Ordinary General Meeting of the members of the Company on 24<sup>th</sup> January 2024 for seeking requisite members approval in relation to the aforesaid matters, as applicable.

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The meeting of the board of directors of the Company commenced at 2:30 PM and concluded at 3:50 PM

Kindly take the same on record of your esteemed Exchange and disseminate it on your website.

**For Bijoy Hans Limited**

**Manisha** Digitally signed by  
Manisha Agarwala  
**Agarwala** Date: 2024.12.26  
15:56:17 +05'30'

**Manisha Agarwala**  
**Company Secretary & Compliance Officer**

*Enclosure: As stated above*

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## Annexure – A

### Profile of director:

Mr. Dhavalkumar Mashru is not related to the promoter or members of the promoter group of the Company.

Mr. Dhavalkumar Mashru is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

A.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Mr. Dhavalkumar Mashru has been appointed as an additional non-executive director of the Company.
B.	Date of appointment / reappointment /cessation (as applicable) & term of appointment/ re-appointment	Mr. Dhavalkumar Mashru's appointment shall be effective from 26 <sup>th</sup> December 2024 for a term of five years with subject to the members' approval.
C.	Brief profile (in case of appointment)	Mr. Dhavalkumar Mashru holds an MBA from Yashwantrao Chavan Maharashtra Open University.  He is a versatile professional with a strong background in training, management, banking and entrepreneurship. He has handled responsibilities like GM & National Marketing Coordinator. Currently he is serving as a Director at Mount Carmel School in Latur and also works as a Soft Skills Trainer with Bajaj Finance Ltd. His career includes leadership roles in business development, administration, recovery and training across various sectors such as finance, agritech, and bio-fertilizers.
D.	Disclosure of relationships between directors (in case of appointment of a director).	None

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## Annexure - B

Disclosure in terms of SEBI Circulars in relation to the share purchase agreement entered into to acquire the equity shares and control of the Company:

<b>Name(s) of parties with whom the agreement is entered</b>	Bijoy Hans Limited, Ashim Kumar Patawari, Ashok Kumar Patawari, Shweta Patawari, Ugpawardhan Services Private Limited, Kaushal Uttam Shah, Agri One India Ventures LLP, Shantanu Surpure																								
<b>Purpose of entering into the agreement</b>	To record the terms of sale and purchase of 2,04,800 (Two Lacs Four Thousand Eight Hundred) equity shares of the Target Company which represents 6.83% (Six point Eighty Three) percent of the total paid-up equity share capital of the Target Company held by the Existing Promoters to the Acquirers for a consideration of INR 12.50/- (Indian Rupees Twelve point Fifty paisa) per equity share of the Target Company which aggregates to INR 25,60,000 (Indian Rupees Twenty Five Lacs Sixty Thousand only), subject to customary conditions precedent stated in the Promoter's SPA and subject to requisite approval including from Securities and Exchange Board of India.																								
<b>Shareholding, if any, in the entity with whom the agreement is executed</b>	<p>The parties to the Promoter's SPA are individual, except for Ugpawardhan Services Private Limited ("Acquirer No. 1") and Agri One India Ventures LLP ("Acquirer No. 3").</p> <p>Shareholding pattern of Acquirer No. 1 is as below:</p> <table border="1"><thead><tr><th>Name of the Shareholder</th><th>Number of Equity shares held</th><th>% in the paid-up capital</th></tr></thead><tbody><tr><td>Gangadharrao Madhavrao Patwardhan</td><td>55000</td><td>50</td></tr><tr><td>Gopalraje Gangadharrao Patwardhan</td><td>55000</td><td>50</td></tr><tr><td><b>TOTAL</b></td><td><b>110000</b></td><td><b>100</b></td></tr></tbody></table> <p>Shareholding pattern of Acquirer No. 3 is as below:</p> <table border="1"><thead><tr><th>Name of the partner</th><th>Capital Contribution</th><th>% in P&amp;L</th></tr></thead><tbody><tr><td>Pankaj Ramesh Samani</td><td>50000</td><td>50</td></tr><tr><td>Sheetal Pankaj Samani</td><td>50000</td><td>50</td></tr><tr><td><b>TOTAL</b></td><td><b>100000</b></td><td><b>100</b></td></tr></tbody></table>	Name of the Shareholder	Number of Equity shares held	% in the paid-up capital	Gangadharrao Madhavrao Patwardhan	55000	50	Gopalraje Gangadharrao Patwardhan	55000	50	<b>TOTAL</b>	<b>110000</b>	<b>100</b>	Name of the partner	Capital Contribution	% in P&L	Pankaj Ramesh Samani	50000	50	Sheetal Pankaj Samani	50000	50	<b>TOTAL</b>	<b>100000</b>	<b>100</b>
Name of the Shareholder	Number of Equity shares held	% in the paid-up capital																							
Gangadharrao Madhavrao Patwardhan	55000	50																							
Gopalraje Gangadharrao Patwardhan	55000	50																							
<b>TOTAL</b>	<b>110000</b>	<b>100</b>																							
Name of the partner	Capital Contribution	% in P&L																							
Pankaj Ramesh Samani	50000	50																							
Sheetal Pankaj Samani	50000	50																							
<b>TOTAL</b>	<b>100000</b>	<b>100</b>																							
<b>Significant terms of the agreement (in brief)</b>	NIL																								

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<b>special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.</b>	
<b>Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship</b>	No
<b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length</b>	No
<b>In case of issuance of shares to the parties, details of issue price, class of shares issued</b>	Not applicable under the Promoter's SPA
<b>Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.</b>	Upon consummation of the Promoter's SPA and subject to regulatory approvals and conditions, including applicable requirements of the SEBI SAST Regulations, the current promoters shall cease to exercise control over the Target Company and the Acquirers herein shall be classified as promoters of the Target Company.
<b>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s)</b> i. Name of parties to the agreement ii. Nature of the agreement iii. Date of execution of the agreement iv. Details of amendment and impact thereof or reasons of termination and impact thereof	Not applicable

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Disclosure under paragraph 5A of Part A of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

<b>If the listed entity is a party to the agreement</b>																						
<b>i. Details of the counterparties (including name and relationship with the listed entity)</b>	Bijoy Hans Limited, Ashim Kumar Patawari, Ashok Kumar Patawari, Shweta Patawari are the present promoters of the Target Company.																					
<b>If listed entity is not a party to the agreement</b>																						
<b>i. name of the party entering into such an agreement and the relationship with the listed entity</b>	Not applicable, since Bijoy Hans Limited is a party to the Promoter's SPA.																					
<b>ii. details of the counterparties to the agreement (including name and relationship with the listed entity)</b>																						
<b>iii. date of entering into the agreement</b>																						
<b>Purpose of entering into the agreement</b>	To record the terms of sale and purchase of 2,04,800 (Two Lacs Four Thousand Eight Hundred) equity shares of the Target Company which represents 6.83% (Six point Eighty Three) percent of the total paid-up equity share capital of the Target Company held by the Existing Promoters to the Acquirers for an consideration of INR 12.50/- (Indian Rupees Twelve point Fifty paisa) per equity share of the Target Company which aggregates to INR 25,60,000 (Indian Rupees Twenty Five Lacs Sixty Thousand only), subject to customary conditions precedent stated in the Promoter's SPA and subject to requisite approval including from Securities and Exchange Board of India.																					
<b>Shareholding, if any, in the entity with whom the agreement is executed</b>	<p>The parties to the Promoter's SPA are individual, except for Ugpatwardhan Services Private Limited ("Acquirer No. 1") and Agri One India Ventures LLP ("Acquirer No. 3").</p> <p>Shareholding pattern of Acquirer No. 1 is as below:</p> <table border="1"><thead><tr><th>Name of the Shareholder</th><th>Number of Equity shares held</th><th>% in the paid-up capital</th></tr></thead><tbody><tr><td>Gangadharrao Madhavrao Patwardhan</td><td>55000</td><td>50</td></tr><tr><td>Gopalraje Gangadharrao Patwardhan</td><td>55000</td><td>50</td></tr><tr><td><b>TOTAL</b></td><td><b>110000</b></td><td><b>100</b></td></tr></tbody></table> <p>Shareholding pattern of Acquirer No. 3 is as below</p> <table border="1"><thead><tr><th>Name of the partner</th><th>Capital Contribution</th><th>% in P&amp;L</th></tr></thead><tbody><tr><td>Pankaj Ramesh Samani</td><td>50000</td><td>50</td></tr><tr><td>Sheetal Pankaj</td><td>50000</td><td>50</td></tr></tbody></table>	Name of the Shareholder	Number of Equity shares held	% in the paid-up capital	Gangadharrao Madhavrao Patwardhan	55000	50	Gopalraje Gangadharrao Patwardhan	55000	50	<b>TOTAL</b>	<b>110000</b>	<b>100</b>	Name of the partner	Capital Contribution	% in P&L	Pankaj Ramesh Samani	50000	50	Sheetal Pankaj	50000	50
Name of the Shareholder	Number of Equity shares held	% in the paid-up capital																				
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	Samani		
	<b>TOTAL</b>	<b>100000</b>	<b>100</b>
<b>Significant terms of the agreement (in brief)</b>			
<b>Extent and the nature of impact on management or control of the listed entity</b>	The Acquirers will acquire control over the Target Company and will be classified as a promoter of the Target Company on the consummation of the Promoter's SPA and the Existing Promoters shall cease to be the 'promoters' of Target Company in accordance with the applicable provisions of SEBI LODR Regulations and SEBI SAST Regulations. The Acquirers shall jointly give an open offer to acquire equity shares from the public shareholders of the Target Company in accordance with SEBI SAST Regulations.		
<b>Details and quantification of the restriction or liability imposed upon the listed entity</b>	None		
<b>Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship</b>	No		
<b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"</b>	No		
<b>In case of issuance of shares to the parties, details of issue price, class of shares issued</b>	Not applicable under the Promoter's SPA		
<b>Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.</b>	None		
<b>in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):</b>	None		
<b>i. Name of parties to the agreement</b>	Not applicable		
<b>ii. Nature of the agreement</b>	Not applicable		
<b>iii. Date of execution of the agreement</b>	Not applicable		
<b>iv. Details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)</b>	Not applicable		
<b>v. Reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)</b>	Not applicable		

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## Annexure – C

Disclosure in terms of SEBI Circulars in relation to the proposed preferential issue of equity shares:

Type of securities proposed to be issued	Fully paid-up equity shares
Type of issuance	Preferential issue
Total number of securities proposed to be issued or the total amount for which the securities will be issued	Kindly refer to the below table.
Additional details in case of preferential issue	
names of the investors	Kindly refer to the below table.
post allotment of securities	
in case of convertibles	Not applicable

Shareholding of the proposed allottees after allotment of equity shares under the preferential issue:

Name of the Proposed Allottee	Maximum No. of Equity Shares / Upto	Maximum Amount/Upto (INR.)	Pre-preferential allotment shareholding (%)	# Post-preferential allotment shareholding (%)
Kaushal Uttam Shah	8,40,000	1,05,00,000	0.51%	11.24%
UGPatwardhan Private Limited	18,30,000	2,28,75,000	0.66%	24.49%
Agri One India Ventures LLP	18,30,000	2,28,75,000	0.66%	24.49%
<b>Total</b>	<b>45,00,000</b>	<b>5,62,50,000</b>	<b>1.82%</b>	<b>60.22%</b>

# Assuming that all equity shares are allotted.

Shareholding of the proposed allottees after allotment of equity shares under the preferential issue and acquisition of shares under the Share Purchase Agreement:

Sr. No.	Name of Proposed Allottees	No. of equity shares	%
1	Kaushal Uttam Shah	8,78,200	11.75%
2	UGPatwardhan Private Limited	18,79,200	25.15%
3	Agri One India Ventures LLP	18,79,200	25.15%
	<b>Total</b>	<b>46,36,600</b>	<b>62.05%</b>

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## Annexure – D

The details as required under Regulation 30 of the Listing Regulations read with paragraph 1.4 of part A of Annexure I of the Disclosure Circular are set out below:

Sr. No	Particulars	Details
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	N.A
2.	Date on which the agreement for sale has been entered into	Sale of Office agreement: 19/12/2024
3.	The expected date of completion of sale/disposal	Subject to fulfillment of conditions precedent as agreed between the parties including receipt of shareholders' approval, the proposed transaction is expected to be completed by end of March 2025.
4.	Consideration received from such sale/ disposal	Sale of Office: Rs. 86,00,000/- Sale of Car's: Rs. 5,43,500/-
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Sale of Office: Mr. Ashok Kumar Patawari, Promoter/ Managing Director of the Company and Ms. Sushila Devi Patawari, Promoter of the Company Sale of Car's: Ms. Sweta Patawari, Director/ Promoter and Mr. Ashim Patawari, Director/Promoter and Mr. Ashok Kumar Patawari, Managing Director/ Promoter of the Company.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes - The proposed transaction at "arm's length".
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	The aforesaid sale, transfer and assignment is through a deed of assignment and is outside the scheme of arrangement. The Company shall seek the approval of its shareholders, as required under Regulation 37A of the Listing Regulations.
8.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	The proposed transaction envisages the sale of the office owned by the Company, and does not envisage a slump sale of all assets and liabilities of the Company.

Manisha Agarwala  
Digitally signed by Manisha Agarwala  
Date: 2024.12.26 15:56:52 +05'30'

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CIN No. L51909AS1985PLC002323

Dated: 27/12/2024

To  
**The BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001, Maharashtra

**Script Symbol:** BIJHANS | **Script Code:** 524723 | **ISIN:** INE491D01017

**Sub: Corrigendum to Outcome of the Board Meeting of the Company held on 26<sup>th</sup> December, 2024.**

Dear Sir/ Madam,

This has reference to the Outcome of Board Meeting of the Company filed with you under our letter dated 26<sup>th</sup> December, 2024, outcome for convene an Extra Ordinary General Meeting of the members of the Company on 24th January, 2025 for seeking requisite members approval in relation to the aforesaid matters, as applicable.

Please take a note that the company inadvertently missed to mention the below details:

- 1) Extra Ordinary General Meeting (“EGM”) of the Company will be held on Friday, 24<sup>th</sup> January, 2025 at 11:30 A.M. (IST) at the registered office of the Company at H.P. Brahmachari Road Rehabari, Kamrup, Guwahati- 781008, Assam.
- 2) Approved the Notice of Extra Ordinary General Meeting (“EGM”) and other related documents forming the part of EGM to be sent to shareholders in relation to;
  - i) To Increase in the authorized equity share capital and alteration of the capital clause of the memorandum of association of the Company;
  - ii) To Issuance of equity shares of the Company by way of preferential issue to the proposed allottees who are proposed to become the promoter / members of the promoter group of the Company;
  - iii) Appointment of a Non-Executive Director to the Board of the Company;

For Sale/ transfer of Assets it will be considered in the next board meeting to approve the notice of postal ballot.

Except above, there is no change in the Outcome of Board meeting of the Company, which was held on 26<sup>th</sup> December, 2024.

Kindly take the same on record of your esteemed Exchange and disseminate it on your website.

Thanking you.

Yours faithfully  
For **BIJOY HANS LIMITED**

**Manisha**  
**Agarwala**  
Digitally signed by  
Manisha Agarwala  
Date: 2024.12.27  
16:23:52 +05'30'

**Manisha Agarwala**  
Company Secretary & Compliance Officer  
M. No. 38446

# BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)  
Tel: +91-9435048987, Email: ash\_ashim@yahoo.co.in, Website: www.bijoyhans.net  
CIN No. L51909AS1985PLC002323

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December 26, 2024

To,  
The Listing Department,  
The Calcutta Stock Exchange Ltd  
7, Lyons Range, Dalhousie,  
Kolkata-700001, West Bengal

**Scrip Code: 012097**

**Subject:** Disclosure of events pursuant to Regulation 29(1)(d) read with 29(2) and Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**") read with circular dated July 13, 2023 bearing reference no.: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 and circular dated November 11, 2024 bearing reference no.: SEBI/HO/CFD/PoD2/CIR/P/0155 issued by Securities and Exchange Board of India ("**SEBI Circulars**").

**Reference:** Prior intimation dated December 21, 2024 made under Regulation 29(1)(d) read with 29(2) of SEBI LODR Regulations.

Dear Sir/Madam,

With reference to the captioned subject, we hereby inform that the board of directors of Bijoy Hans Limited ("**Company**" or "**Target Company**") at their director's board meeting held today has, inter alia, considered and approved matters listed below:

- Appointment of Mr. Dhavalkumar Pravinkumar Mashru (DIN: 10786675) as a non-executive director of the Company for the period of 5 (five) years, subject to requisite shareholders' approval:** (Refer Annexure - A herein for terms & profile of appointment)
- Increase in the authorised equity share capital and alteration of the capital clause of the memorandum of association of the Company:**

The authorized equity share capital of the Company is increased from INR 3,25,00,000 (Indian Rupees Three Crores Twenty Five Lakhs Only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand) equity shares of INR 10/- (Indian Rupees Ten Only) each to INR 10,00,00,000 (Indian Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) equity shares of INR 10/- (Indian Rupees Ten Only) each, by creation and addition of additional 67,50,000 (Sixty Seven Lakhs Fifty Thousand) equity shares of INR 10/- (Indian Rupees Ten) each in the existing authorized equity share capital of the Company and related amendment in the Memorandum of Association of the Company, subject to necessary approval of the members of the Company and other regulatory authorities, as applicable.

- Share purchase agreement entered into by the Company and others in relation to the sale of the equity shares of the Target Company held by the promoters of the company viz. (A) Ashim Kumar Patawari, (B) Ashok Kumar Patawari, (C) Shweta Patawari (collectively referred to as "Existing Promoters" or "Sellers"):**

The Company, Existing Promoters, Ugpwardhan Services Private Limited ("**Acquirer No. 1**"), Kaushal Uttam Shah ("**Acquirer No. 2**"), Agri One India Ventures LLP ("**Acquirer No. 3**"), Shantanu Surpure ("**Acquirer No. 4**") have entered into a Share Purchase Agreement dated December 26, 2024 ("**Promoter's SPA**") for the acquisition of 2,04,800 (Two Lakhs Four Thousand Eight Hundred) equity shares of the Target Company, representing 6.83% (Six point Eighty Three percent) of the present total paid-up equity share capital of the Target Company along the management rights and control of the Target Company. The

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CIN No. L51909AS1985PLC002323

shares will be acquired from the Sellers by the Acquirers for a consideration of INR 12.50/- (Indian Rupees Twelve Point Fifty Paise Only) per equity share, aggregating to INR 25,60,000 (Indian Rupees Twenty-Five Lakhs Sixty Thousand Only), subject to and in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”) and further subject to customary conditions precedent stated in the Promoter’s SPA and requisite approvals, including from the Securities and Exchange Board of India (“**SEBI**”). Upon consummation of the Promoter’s SPA and fulfillment of other regulatory requirements, the Acquirers shall gain control over the Target Company and will be classified as the promoters of the Target Company. Accordingly, the Existing Promoters shall cease to be the promoters of the Target Company subject to requisite compliance in terms of SEBI LODR Regulations and SEBI SAST Regulations.

The Acquirers will jointly issue an open offer to acquire equity shares from the public shareholders of the Target Company in accordance with SEBI SAST Regulations.

Below is the table summarizing the details of sale and acquisition of equity shares of the Target Company:

Name of Seller	Name of Acquirer	Equity Shares	Consideration (In Rs.)
Ashim Kumar Patawari	UG Patwardhan Services Private Limited	49,200	6,15,000
Ashim Kumar Patawari	Kaushal Uttam Shah	14,300	1,78,750
Ashok Kumar Patawari	Kaushal Uttam Shah	20,900	2,61,250
Ashok Kumar Patawari	Agri One India Ventures LLP	49,200	6,15,000
Ashok Kumar Patawari	Shantanu Surpure	68,200	8,52,500
Shweta Patawari	Kaushal Uttam Shah	3,000	37,500
<b>Total</b>		<b>2,04,800</b>	<b>25,60,000</b>

The specific details which are required to be disclosed in terms of the SEBI Circulars are disclosed in **Annexure – B**.

#### 4. Issuance of equity shares of the Company by way of preferential issue to the proposed allottees who are proposed to become the promoter / members of the promoter group of the Company:

Subject to successful completion of acquisition under the SPA and open offer (as defined in business item no. 3), issuance of up to 45,00,000 (Forty Five Lakhs) fully paid-up equity shares of the Company having face value of ₹10/- (Indian Rupees Ten) each (“**Pref. Issue EQ Shares**”) at an issue price of ₹12.50/- (Indian Rupees Twelve point Fifty Paise Only) each (“**Issue Price**”) aggregating up to ₹ 5,62,50,000/- (Indian Rupees Five Crores Sixty Two Lakhs Fifty Thousand Only) (“**Issue Size**”) to persons, being proposed promoters of the Company, subject to completion of acquisition and open offer as stated in below business item (“**Proposed Allottees**”) by way of preferential issue in accordance with the provisions of Section 42 and Section 62 of the Companies Act, 2013, as amended (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (“**Rules**”), Chapter V of Securities And Exchange Board Of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), SEBI LODR Regulations and such other acts/rules/regulations as maybe applicable and subject to necessary approval of the members of the Company and other regulatory authorities including BSE Limited (“**BSE**”) and Registrar of Companies as maybe applicable (“**Preferential Issue**”).

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Name of the Proposed Allottee	Maximum No. of Equity Shares / Upto	Maximum Amount/Upto (INR.)	Pre-preferential allotment shareholding (%)	# Post-preferential allotment shareholding (%)
Kaushal Uttam Shah	8,40,000	1,05,00,000	0.28%	11.24%
UGPatwardhan Services Private Limited	18,30,000	2,28,75,000	0.61%	24.49%
Agri One India Ventures LLP	18,30,000	2,28,75,000	0.61%	24.49%
<b>Total</b>	<b>45,00,000</b>	<b>5,62,50,000</b>	<b>1.50%</b>	<b>60.22%</b>

# Assuming that all equity shares are allotted.

Further to Board has authorized **Mr. Dhavalkumar Pravinkumar Mashru (DIN: 10786675)** a **non-executive director** to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

The specific details which are required to be disclosed in terms of the SEBI Circulars are disclosed in **Annexure – C**.

5. Sale, transfer of office owned by the Company at Genstar Commercial Complex, 314/3<sup>rd</sup> Floor, Kanch pada, Malad West, Mumbai – 400064 and execution of “Agreement of Sale, transfer of office” to Mr. Ashok Kumar Patawari, Promoter/ Managing Director of the Company and Ms. Sushila Devi Patawari, Promoter of the Company.

Sale, transfer of car’s owned by the Company to Ms. Sweta Patawari, Director/ Promoter and Mr. Ashim Patawari, Director/Promoter and Mr. Ashok Kumar Patawari, Managing Director/ Promoter of the Company.

Further, please note that the proposed transaction is subject to fulfillment of certain conditions precedent including shareholders’ approval.

The specific details which are required to be disclosed in terms of the SEBI Circulars are disclosed in **Annexure – D**.

6. Appointment of M/s Pooja Gala & Associates, Practicing Company Secretaries to act the scrutinizer for purpose of conducting e-Voting Process in fair and transparent manner for extra-ordinary general meeting.
7. Appointment of FCS Neha Yogesh Apte, SNA & Associates, Company Secretaries, Pune to issue compliance Certificates in this regard
8. Convene an Extra Ordinary General Meeting of the members of the Company on 24<sup>th</sup> January 2024 for seeking requisite members approval in relation to the aforesaid matters, as applicable.

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The meeting of the board of directors of the Company commenced at 2:30 PM and concluded at 3:50 PM.

Kindly take the same on record of your esteemed Exchange and disseminate it on your website.

**For Bijoy Hans Limited**

**Manisha** Digitally signed  
by Manisha  
Agarwala  
**Agarwala** Date: 2024.12.26  
15:57:34 +05'30'

**Manisha Agarwala**  
**Company Secretary & Compliance Officer**

*Enclosure: As stated above*



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## Annexure – A

### Profile of director:

Mr. Dhavalkumar Mashru is not related to the promoter of members of the promoter group of the Company.

Mr. Dhavalkumar Mashru is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

A.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Mr. Dhavalkumar Mashru has been appointed as an additional non-executive director of the Company.
B.	Date of appointment / reappointment /cessation (as applicable) & term of appointment/ re-appointment	Mr. Dhavalkumar Mashru's appointment shall be effective from 26 <sup>th</sup> December 2024 for a term of five years with subject to the members' approval.
C.	Brief profile (in case of appointment)	Mr. Dhavalkumar Mashru holds an MBA from Yashwantrao Chavan Maharashtra Open University.  He is a versatile professional with a strong background in training, management, banking and entrepreneurship. He has handled responsibilities like GM & National Marketing Coordinator. Currently he is serving as a Director at Mount Carmel School in Latur and also works as a Soft Skills Trainer with Bajaj Finance Ltd. His career includes leadership roles in business development, administration, recovery and training across various sectors such as finance, agritech, and bio-fertilizers.
D.	Disclosure of relationships between directors (in case of appointment of a director).	None

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## Annexure - B

Disclosure in terms of SEBI Circulars in relation to the share purchase agreement entered into to acquire the equity shares and control of the Company:

<b>Name(s) of parties with whom the agreement is entered</b>	Bijoy Hans Limited, Ashim Kumar Patawari, Ashok Kumar Patawari, Shweta Patawari, Ugpawardhan Services Private Limited, Kaushal Uttam Shah, Agri One India Ventures LLP, Shantanu Surpure																								
<b>Purpose of entering into the agreement</b>	To record the terms of sale and purchase of 2,04,800 (Two Lacs Four Thousand Eight Hundred) equity shares of the Target Company which represents 6.83% (Six point Eighty Three) percent of the total paid-up equity share capital of the Target Company held by the Existing Promoters to the Acquirers for a consideration of INR 12.50/- (Indian Rupees Twelve point Fifty paisa) per equity share of the Target Company which aggregates to INR 25,60,000 (Indian Rupees Twenty Five Lacs Sixty Thousand only), subject to customary conditions precedent stated in the Promoter's SPA and subject to requisite approval including from Securities and Exchange Board of India.																								
<b>Shareholding, if any, in the entity with whom the agreement is executed</b>	<p>The parties to the Promoter's SPA are individual, except for Ugpawardhan Services Private Limited ("Acquirer No. 1") and Agri One India Ventures LLP ("Acquirer No. 3").</p> <p>Shareholding pattern of Acquirer No. 1 is as below:</p> <table border="1"><thead><tr><th>Name of the Shareholder</th><th>Number of Equity shares held</th><th>% in the paid-up capital</th></tr></thead><tbody><tr><td>Gangadharrao Madhavrao Patwardhan</td><td>55000</td><td>50</td></tr><tr><td>Gopalraje Gangadharrao Patwardhan</td><td>55000</td><td>50</td></tr><tr><td><b>TOTAL</b></td><td><b>110000</b></td><td><b>100</b></td></tr></tbody></table> <p>Shareholding pattern of Acquirer No. 3 is as below:</p> <table border="1"><thead><tr><th>Name of the partner</th><th>Capital Contribution</th><th>% in P&amp;L</th></tr></thead><tbody><tr><td>Pankaj Ramesh Samani</td><td>50000</td><td>50</td></tr><tr><td>Sheetal Pankaj Samani</td><td>50000</td><td>50</td></tr><tr><td><b>TOTAL</b></td><td><b>100000</b></td><td><b>100</b></td></tr></tbody></table>	Name of the Shareholder	Number of Equity shares held	% in the paid-up capital	Gangadharrao Madhavrao Patwardhan	55000	50	Gopalraje Gangadharrao Patwardhan	55000	50	<b>TOTAL</b>	<b>110000</b>	<b>100</b>	Name of the partner	Capital Contribution	% in P&L	Pankaj Ramesh Samani	50000	50	Sheetal Pankaj Samani	50000	50	<b>TOTAL</b>	<b>100000</b>	<b>100</b>
Name of the Shareholder	Number of Equity shares held	% in the paid-up capital																							
Gangadharrao Madhavrao Patwardhan	55000	50																							
Gopalraje Gangadharrao Patwardhan	55000	50																							
<b>TOTAL</b>	<b>110000</b>	<b>100</b>																							
Name of the partner	Capital Contribution	% in P&L																							
Pankaj Ramesh Samani	50000	50																							
Sheetal Pankaj Samani	50000	50																							
<b>TOTAL</b>	<b>100000</b>	<b>100</b>																							

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<b>Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.</b>	NIL
<b>Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship</b>	No
<b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length</b>	No
<b>In case of issuance of shares to the parties, details of issue price, class of shares issued</b>	Not applicable under the Promoter's SPA
<b>Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.</b>	Upon consummation of the Promoter's SPA and subject to regulatory approvals and conditions, including applicable requirements of the SEBI SAST Regulations, the current promoters shall cease to exercise control over the Target Company and the Acquirers herein shall be classified as promoters of the Target Company.
<b>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s)</b> i. Name of parties to the agreement ii. Nature of the agreement iii. Date of execution of the agreement iv. Details of amendment and impact thereof or reasons of termination and impact thereof	Not applicable

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Disclosure under paragraph 5A of Part A of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

<b>If the listed entity is a party to the agreement</b>																			
<b>i. Details of the counterparties (including name and relationship with the listed entity)</b>	Bijoy Hans Limited, Ashim Kumar Patawari, Ashok Kumar Patawari, Shweta Patawari are the present promoters of the Target Company.																		
<b>If listed entity is not a party to the agreement</b>																			
<b>i. name of the party entering into such an agreement and the relationship with the listed entity</b>	Not applicable, since Bijoy Hans Limited is a party to the Promoter's SPA.																		
<b>ii. details of the counterparties to the agreement (including name and relationship with the listed entity)</b>																			
<b>iii. date of entering into the agreement</b>																			
<b>Purpose of entering into the agreement</b>	To record the terms of sale and purchase of 2,04,800 (Two Lacs Four Thousand Eight Hundred) equity shares of the Target Company which represents 6.83% (Six point Eighty Three) percent of the total paid-up equity share capital of the Target Company held by the Existing Promoters to the Acquirers for an consideration of INR 12.50/- (Indian Rupees Twelve point Fifty paisa) per equity share of the Target Company which aggregates to INR 25,60,000 (Indian Rupees Twenty Five Lacs Sixty Thousand only), subject to customary conditions precedent stated in the Promoter's SPA and subject to requisite approval including from Securities and Exchange Board of India.																		
<b>Shareholding, if any, in the entity with whom the agreement is executed</b>	<p>The parties to the Promoter's SPA are individual, except for Ugpatwardhan Services Private Limited ("Acquirer No. 1") and Agri One India Ventures LLP ("Acquirer No. 3").</p> <p>Shareholding pattern of Acquirer No. 1 is as below:</p> <table border="1"><thead><tr><th>Name of the Shareholder</th><th>Number of Equity shares held</th><th>% in the paid-up capital</th></tr></thead><tbody><tr><td>Gangadharrao Madhavrao Patwardhan</td><td>55000</td><td>50</td></tr><tr><td>Gopalraje Gangadharrao Patwardhan</td><td>55000</td><td>50</td></tr><tr><td><b>TOTAL</b></td><td><b>110000</b></td><td><b>100</b></td></tr></tbody></table> <p>Shareholding pattern of Acquirer No. 3 is as below</p> <table border="1"><thead><tr><th>Name of the partner</th><th>Capital Contribution</th><th>% in P&amp;L</th></tr></thead><tbody><tr><td>Pankaj Ramesh Samani</td><td>50000</td><td>50</td></tr></tbody></table>	Name of the Shareholder	Number of Equity shares held	% in the paid-up capital	Gangadharrao Madhavrao Patwardhan	55000	50	Gopalraje Gangadharrao Patwardhan	55000	50	<b>TOTAL</b>	<b>110000</b>	<b>100</b>	Name of the partner	Capital Contribution	% in P&L	Pankaj Ramesh Samani	50000	50
Name of the Shareholder	Number of Equity shares held	% in the paid-up capital																	
Gangadharrao Madhavrao Patwardhan	55000	50																	
Gopalraje Gangadharrao Patwardhan	55000	50																	
<b>TOTAL</b>	<b>110000</b>	<b>100</b>																	
Name of the partner	Capital Contribution	% in P&L																	
Pankaj Ramesh Samani	50000	50																	

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	<table border="1"> <tbody> <tr> <td>Sheetal Pankaj Samani</td> <td>50000</td> <td>50</td> </tr> <tr> <td><b>TOTAL</b></td> <td><b>100000</b></td> <td><b>100</b></td> </tr> </tbody> </table>	Sheetal Pankaj Samani	50000	50	<b>TOTAL</b>	<b>100000</b>	<b>100</b>
Sheetal Pankaj Samani	50000	50					
<b>TOTAL</b>	<b>100000</b>	<b>100</b>					
<b>Significant terms of the agreement (in brief)</b>							
<b>Extent and the nature of impact on management or control of the listed entity</b>	The Acquirers will acquire control over the Target Company and will be classified as a promoter of the Target Company on the consummation of the Promoter's SPA and the Existing Promoters shall cease to be the 'promoters' of Target Company in accordance with the applicable provisions of SEBI LODR Regulations and SEBI SAST Regulations. The Acquirers shall jointly give an open offer to acquire equity shares from the public shareholders of the Target Company in accordance with SEBI SAST Regulations.						
<b>Details and quantification of the restriction or liability imposed upon the listed entity</b>	None						
<b>Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship</b>	No						
<b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"</b>	No						
<b>In case of issuance of shares to the parties, details of issue price, class of shares issued</b>	Not applicable under the Promoter's SPA						
<b>Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.</b>	None						
<b>in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):</b>	None						
<b>i. Name of parties to the agreement</b>	Not applicable						
<b>ii. Nature of the agreement</b>	Not applicable						
<b>iii. Date of execution of the agreement</b>	Not applicable						
<b>iv. Details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)</b>	Not applicable						
<b>v. Reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)</b>	Not applicable						

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## Annexure – C

Disclosure in terms of SEBI Circulars in relation to the proposed preferential issue of equity shares:

Type of securities proposed to be issued	Fully paid-up equity shares
Type of issuance	Preferential issue
Total number of securities proposed to be issued or the total amount for which the securities will be issued	Kindly refer to the below table.
Additional details in case of preferential issue	
names of the investors	Kindly refer to the below table.
post allotment of securities	
in case of convertibles	Not applicable

Shareholding of the proposed allottees after allotment of equity shares under the preferential issue:

Name of the Proposed Allottee	Maximum No. of Equity Shares / Upto	Maximum Amount/Upto (INR.)	Pre-preferential allotment shareholding (%)	# Post-preferential allotment shareholding (%)
Kaushal Uttam Shah	8,40,000	1,05,00,000	0.51%	11.24%
UGPatwardhan Private Limited	18,30,000	2,28,75,000	0.66%	24.49%
Agri One India Ventures LLP	18,30,000	2,28,75,000	0.66%	24.49%
<b>Total</b>	<b>45,00,000</b>	<b>5,62,50,000</b>	<b>1.82%</b>	<b>60.22%</b>

# Assuming that all equity shares are allotted.

Shareholding of the proposed allottees after allotment of equity shares under the preferential issue and acquisition of shares under the Share Purchase Agreement:

Sr. No.	Name of Proposed Allottees	No. of equity shares	%
1	Kaushal Uttam Shah	8,78,200	11.75%
2	UGPatwardhan Private Limited	18,79,200	25.15%
3	Agri One India Ventures LLP	18,79,200	25.15%
	<b>Total</b>	<b>46,36,600</b>	<b>62.05%</b>

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CIN No. L51909AS1985PLC002323

## Annexure – D

The details as required under Regulation 30 of the Listing Regulations read with paragraph 1.4 of part A of Annexure I of the Disclosure Circular are set out below:

Sr. No	Particulars	Details
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	N.A
2.	Date on which the agreement for sale has been entered into	Sale of Office agreement: 19/12/2024
3.	The expected date of completion of sale/disposal	Subject to fulfillment of conditions precedent as agreed between the parties including receipt of shareholders' approval, the proposed transaction is expected to be completed by end of March 2025.
4.	Consideration received from such sale/ disposal	Sale of Office: Rs. 86,00,000/- Sale of Car's: Rs. 5,43,500/-
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Sale of Office: Mr. Ashok Kumar Patawari, Promoter/ Managing Director of the Company and Ms. Sushila Devi Patawari, Promoter of the Company Sale of Car's: Ms. Sweta Patawari, Director/ Promoter and Mr. Ashim Patawari, Director/Promoter and Mr. Ashok Kumar Patawari, Managing Director/ Promoter of the Company.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes - The proposed transaction at "arm's length".
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	The aforesaid sale, transfer and assignment is through a deed of assignment and is outside the scheme of arrangement. The Company shall seek the approval of its shareholders, as required under Regulation 37A of the Listing Regulations.
8.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	The proposed transaction envisages the sale of the office owned by the Company, and does not envisage a slump sale of all assets and liabilities of the Company.

Manisha Agarwala  
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# BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)  
Tel: +91-9435048987, Email: ash\_ashim@yahoo.co.in, Website: www.bijoyhans.net  
CIN No. L51909AS1985PLC002323

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Dated: 27/12/2024

To  
The Listing Department,  
**The Calcutta Stock Exchange Ltd**  
7, Lyons Range, Dalhousie,  
Kolkata-700001, West Bengal

**Script Code: 012097**

**Sub: Corrigendum to Outcome of the Board Meeting of the Company held on 26<sup>th</sup> December, 2024.**

Dear Sir/ Madam,

This has reference to the Outcome of Board Meeting of the Company filed with you under our letter dated 26<sup>th</sup> December, 2024, outcome for convene an Extra Ordinary General Meeting of the members of the Company on 24th January, 2025 for seeking requisite members approval in relation to the aforesaid matters, as applicable.

Please take a note that the company inadvertently missed to mention the below details:

- 1) Extra Ordinary General Meeting (“EGM”) of the Company will be held on Friday, 24<sup>th</sup> January, 2025 at 11:30 A.M. (IST) at the registered office of the Company at H.P. Brahmachari Road Rehabari, Kamrup, Guwahati- 781008, Assam.
- 2) Approved the Notice of Extra Ordinary General Meeting (“EGM”) and other related documents forming the part of EGM to be sent to shareholders in relation to;
  - i) To Increase in the authorized equity share capital and alteration of the capital clause of the memorandum of association of the Company;
  - ii) To Issuance of equity shares of the Company by way of preferential issue to the proposed allottees who are proposed to become the promoter / members of the promoter group of the Company;
  - iii) Appointment of a Non-Executive Director to the Board of the Company;

For Sale/ transfer of Assets it will be considered in the next board meeting to approve the notice of postal ballot.

Except above, there is no change in the Outcome of Board meeting of the Company, which was held on 26<sup>th</sup> December, 2024.

Kindly take the same on record of your esteemed Exchange and disseminate it on your website.

Thanking you.

Yours faithfully

For **BIJOY HANS LIMITED**

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**Agarwala**  
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**Manisha Agarwala**

Company Secretary & Compliance Officer  
M. No. 38446