

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

Notice is hereby given that the extra-ordinary general meeting of the members of **Bijoy Hans Limited (“Company”)** is scheduled to be held at the registered office of the company at H.P. Brahmachari Road Rehabari, Kamrup, Guwahati, Assam, India, 781008 on **Friday, January 24, 2025** at 11.30 a.m. (IST), to transact the following business:

1. Increase in the authorized equity share capital and alteration of the capital clause of the memorandum of association of the Company:

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61, Section 64 and all other applicable provisions, if any, under the Companies Act, 2013 read with applicable rules notified thereunder (**“Act”**) (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions of the Memorandum of Association and Articles of Association of Bijoy Hans Limited (**“Company”**) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company 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.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause [V] thereof by the following new Clause [V] as under:

“The Authorised Share Capital of the Company is 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 with power to increase or reduce the same in shares of several classes permissible under the Act and to attach or withdraw thereto respectively such preferential, qualified or special rights, privileges and conditions as may be determined under the provisions of law in force for time being and to vary, modify, abrogate and deal with any such rights, privileges and conditions in the manner provided in the law, for the time being in force”

RESOLVED FURTHER THAT Mr. Dhavalkumar Pravinkumar Mashru (DIN: 10786675) director of the Company be and are hereby authorized to sign and submit required e-forms with the Registrar of Companies, Ministry of Company Affairs, and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

2. 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:

“RESOLVED THAT pursuant to the provisions of Section 23, Section 42, Section 62, to the extent applicable and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) (**“Act”**), enabling provisions of the Memorandum of Association and Articles of Association of Bijoy Hans Limited (**“Company”**) and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR Regulations”**), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and other competent authorities including BSE Limited, The Calcutta Stock Exchange Limited (**“CSE – India”**) (**“Stock Exchange”**) and subject to (a) requisite increase in authorised share capital of the Company as stated in resolution / item no. 1 above, (b) acquisition of equity shares 2,04,800 (Two Lakhs Four Thousand Eight Hundred) equity shares of the Company, representing 6.83% (Six point Eighty Three percent) of the present total paid-up equity share capital of the Company along the management rights and control of the Company from the existing promoters and members of the promoter group in terms of the share purchase agreement dated 26th December 2024 and subject to compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**), (c) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (d) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches, up to 45,00,000 (Forty Five Lakhs) fully paid up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each (**“Pref. Issue EQ Shares”**), at an issue price of INR 10/- (Indian Rupees Ten Only) per equity share (**“Issue Price”**), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration of up to INR 5,62,50,000/- (Indian Rupees Five Crores Sixty Two Lakhs Fifty Thousand Only) (**“Issue Size”**) to persons listed below (**“Proposed Allottees”**), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (**“Preferential Issue”**).

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

The details of the Proposed Allottees and proposed allotments details are as under:

Name	Maximum number of Pref. Issue EQ Shares (Qty)	Issue Size (In INR)	Pre-issue holding of equity shares (As on 26/12/2024)		Post-issue holding of equity shares #	
			Qty	%	Qty	%
Kaushal Uttam Shah	8,40,000	1,05,00,000	38,200	1.27%	8,78,200	11.71%
UGPatwardhan Services Private Limited	18,30,000	2,28,75,000	49,200	1.64%	18,79,200	25.06%
Agri One India Ventures LLP	18,30,000	2,28,75,000	49,200	1.64%	18,79,200	25.06%
Total	45,00,000	5,62,50,000	1,36,600	4.55%	46,36,600	61.83%

Shareholding of the proposed allottees after allotment of equity shares under the Preferential Issue and acquisition of equity shares of the company under the share purchase agreement.

RESOLVED FURTHER THAT the ‘relevant date’ for the purpose of determination of the floor price for issue of the Pref. Issue EQ Shares under the Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Tuesday, December 24, 2024 (“Relevant Date”)**, being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Preferential Issue .

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Pref. Issue EQ Shares under the Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

- The Pref. Issue EQ Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- The Issue Price is not less than the floor price determined on the basis of the final valuation report dated 26th December 2024 issued by CMA Suman Kumar Verma, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/03/2020/12916;
- The Pref. Issue EQ Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Pref. Issue EQ Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;
- The Pref. Issue EQ Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

e. The pre-preferential shareholding, if any, of the Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and

f. The Pref. Issue EQ Shares to be allotted to the Proposed Allottees shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated 30th December 2024 issued by FCS Neha Yogesh Apte, SNA & Associates Company Secretaries, Pune, certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT as required under the provisions of Regulation 166(A)(1) of SEBI ICDR Regulations, a certificate dated 26th December 2024 is obtained from CMA Suman Kumar Verma, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/03/2020/12916

RESOLVED FURTHER THAT as required under the provisions of Regulation 166(A)(2) of SEBI ICDR Regulations committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated [26th December 2024] has unanimously recommended to issue the equity shares to the Proposed Allottees.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Preferential Issue ("**Offer Document**") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Pref. Issue EQ Shares under the Preferential Issue, subject to the provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Pref. Issue EQ Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Pref. Issue EQ Shares, (b) making applications to the Stock Exchange for obtaining in-principle approval and filing other requisite documents with the Stock Exchange, (c) filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory authorities, (d) filing of requisite documents with the depositories, (e) opening of special bank account in terms of the Section 42 of the Act, (f) issue and allotment of the Pref. Issue EQ Shares, (g) listing of Pref. Issue EQ Shares, (h) to resolve and settle any questions and difficulties that may arise in the preferential offer/issue and (i) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including 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.”

3. Appointment of a Non-Executive Director to the Board of the Company;

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

“RESOLVED THAT pursuant to the provisions of Section 152, Section 161, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr Dhavalkumar Pravinkumar Mashru (DIN: 10786675) , who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th December 2024 and who holds office until the conclusion of this Extraordinary General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**BY AND ON BEHLAF OF
BIJOY HANS LIMITED**

Sd/-

Dhavalkumar Pravinkumar Mashru
DIN: 10786675
Date: 26/12/2024
Place: Guwahati

Notes:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the Extra-Ordinary General Meeting pursuant to Section 102 of the Companies Act, 2013 (“Act”), is annexed hereto and forms part of the Notice.
2. The Company will conduct the EGM at its Registered Office, i.e., H P Brahmachari Road, Rehabari, Guwahati 781 008 Assam, India which shall be the venue of the meeting.
3. In view of the ‘Green Initiatives in Corporate Governance’ introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).

4. In accordance with the requirement of the MCA Circulars and the SEBI Circulars on General Meetings, the Notice is being sent only through e-mail to those Shareholders whose email-ids are registered with the Company or the Registrar & Share Transfer Agent (“RTA”), M/s. Maheshwari Datamatics Pvt Ltd or the Depository Participants (“DP”), through electronic means only. The Notice of the EGM of the Company shall be available on the Company’s website at www.bijoyhans.net and on the website of the Stock Exchange where the equity shares of the Company are listed.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

6. The corporate members are requested to send a certified true copy of the board resolution pursuant to Section 113 of the Act, authorizing their representatives. The same can be sent through email to compliance788@gmail.com

7. Route map is provided with the notice.

8. The attendance of the Members attending the EGM at the registered office shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. To support the ‘Green Initiative’, Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.

10. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

11. Non-resident Indian shareholders are requested to inform about the following immediately to the concerned Depository Participant:

- a. The change in the residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners as at the end of the business hours) maintained by the depositories as on the cut-off date Friday, the **17th January, 2025** shall only be entitled to vote at the meeting.

13. The Board has appointed M/s Pooja Gala & Associates, Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the e-voting process in a fair and transparent.

14. The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorized in this regard

15. The results declared along with the report of the scrutinizer shall be placed on the Company’s website at www.bijoyhans.net immediately after the result is declared by the Chairman/Authorized Person and simultaneously communicated to the Stock Exchange

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

16. The Instructions of Shareholders For Remote E-Voting:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i). The voting period begins on <21st January, 2025 at 09:00 A.M> and ends on <23rd January, 2025 at 05:00 P.M>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (17th January, 2025) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
----------------------	--------------

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
 Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
 CIN NO: L51909AS1985PLC002323

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on “Shareholders” module.
 3. Now enter your User ID

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ash_ashim@yahoo.co.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ash_ashim@yahoo.co.in/mdpldc@yahoo.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

Route map of registered office

Address: H.P. Brahmachari Road Rehabari, Kamrup, Guwahati, Assam, India, 781008

google.com/maps/place/Bijoy+Hans+Limited/@26.1779948,91.7491486,17z/data=!3m1!4m6!3m5!1s0x375a5a2a2dd3dd43:0x73166458d92809b8!8m...

Gmail YouTube Corporate Internet... Corporate Netbank... https://listingcompl... Adobe Acrobat All Bookmarks

Bijoy Hans Limited

Restaurants Hotels Things to do Transit Parking Pharmacies ATM

HS Rd Tribail Ln Manipuri Rd GS Rd

Hotel Starline 3.7★ (1672) 3-star hotel
Hotel Pragati 4.1★ (3069) 4-star hotel
Nepali Mandir Hindu temple devoted to Radha Krishna
TRENDS Get stylish Up to 70% off
The Ormate 4.2★ (1867) 3-star hotel
Apsara
MMTC-PAMP Exclusive Brand Store - Guwahati LBMA Certified Gold & Silver
SG - Flagship Showroom Guwahati Sportswe

Bijoy Hans Limited

Directions Save Nearby Send to phone Share

5QH2+5MX, H P Brahmachari Rd, Manipuri Rajbari, Rehabari, Guwahati, Assam 781008

bijoyhans.net

0361 251 2373

Activate Windows Go to Settings to activate Windows

Layers

Map data ©2024 India Terms Privacy Send Product Feedback 100 m

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 42, 62 AND ALL OTHER APPLICABLE SECTIONS OF THE COMPANIES ACT, 2013 AND CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018:

Item No. 1: Increase in the authorised equity share capital and alteration of the capital clause of the memorandum of association of the Company

The present authorised equity share capital of the Company is 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).

Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company. The resolution is therefore proposed at Item No. 1 of the Notice to increase the Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommend passing of the resolution at item no. 1 of the accompanying notice for the approval of the Members of the Company.

Item No. 2: 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:

The Board of the Company has approved issuance of up to 45,00,000 (Forty Five Lakhs) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten) each (**“Pref. Issue EQ Shares”**) at an issue price of INR 12.50/- (Indian Rupees Twelve point Fifty Paise Only) each (**“Issue Price”**) aggregating up to INR 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”**), The Calcutta Stock Exchange Limited (**“CSE – India”**) and Registrar of Companies as maybe applicable (**“Preferential Issue”**).

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

The disclosure required in terms of provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

1. Particulars of the offer including date of passing of Board resolution:

The Board of the Company in its meeting held on Thursday, December 26, 2024 approved issuance of up to 45,00,000 (Forty Five Lakhs) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten) each (“**Pref. Issue EQ Shares**”) at an issue price of INR 12.50/- (Indian Rupees Twelve point Fifty Paise Only) each (“**Issue Price**”) aggregating up to INR 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 may be applicable and subject to necessary approval of the members of the Company and other regulatory authorities including BSE Limited (“**BSE**”), The Calcutta Stock Exchange Limited (“**CSE – India**”) and Registrar of Companies as may be applicable (“**Preferential Issue**”).

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	1.27%	11.71%
UGPatwardhan Private Limited	18,30,000	2,28,75,000	1.64%	25.06%
Agri One India Ventures LLP	18,30,000	2,28,75,000	1.64%	25.06%
Total	45,00,000	5,62,50,000	4.55%	61.83%

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	11.71%
2	UGPatwardhan Private Limited	18,79,200	25.06%
3	Agri One India Ventures LLP	18,79,200	25.06%
	Total	46,36,600	61.83%

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

2. Objects of the preferential issue:

2.1. The proceeds from the Preferential Issue are intended to be used by the Company for the purpose of business expansion, funding working capital requirements and general corporate purposes and for any other purpose as may be decided and approved by the Board.

3. Kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:

3.1. The Company propose to issue in one or more tranches up to 45,00,000 (Forty Five Lakhs) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at an issue price of INR 10/- (Indian Rupees Ten Only) per equity share, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations for an aggregate consideration of up to INR 5,62,50,000/- (Indian Rupees Five Crores Sixty Two Lakhs Fifty Thousand Only).

4. Basis on which the price has been arrived at along with report of the registered valuer:

The following provisions of the Companies Act, 2013 read with Rules notified thereunder and the Chapter V of the SEBI ICDR Regulations prescribes certain requirements to be followed by the Company for determination of the issue price:

4.1. In terms of the Chapter V of the SEBI ICDR Regulations, the equity shares of the Company are infrequently traded as on the Relevant Date viz. Tuesday, December 24, 2024 accordingly, the floor price of the equity shares of the Company is required to be determined as per provisions of Regulation 165 of the SEBI ICDR Regulations, which requires that the price determined by the Company shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

4.2. Regulation 166A(1) of the SEBI ICDR Regulations provides that any preferential issue, which results in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price, Accordingly, the Company has valuation report dated 26th December 2024 issued by, CMA Suman Kumar Verma, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/03/2020/12916. A copy of valuation report is uploaded on the website of the Company at www.bijoyhans.net

4.3. In terms of Regulation 166A(2) of the SEBI ICDR Regulations preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated 26th December 2024 has recommended to issue the equity shares to the Proposed Allottees

4.4. As per Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the price of shares or other securities to be issued on preferential basis shall not be less than the price determined on the basis of valuation report of a registered valuer.

In view of the above provisions, the Company had engaged the services of a registered valuer namely CMA Suman Kumar Verma, an independent registered valuer for Securities and Financial Assets and

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

having Registration No. IBBI/RV/03/2020/12916 (“**Registered Valuer**”) to determine the fair value of the equity shares of the Company. As per the final Valuation Report issued by the Registered Valuer on 26th December 2024, the fair value of the equity shares of the Company is in negative. However, in terms of provisions of the Companies Act, a company cannot issue the shares at discount viz. below the face value. Further, it is mutually agreed between the parties the issue price of the equity shares of the Company to be issued to the Proposed Allottees shall be higher of (i) the floor price for issue of the equity shares as determined as per provisions of the SEBI ICDR Regulations and other applicable laws; and (ii) ₹ 10/- (Indian Rupees Ten) per equity share. Therefore, the equity shares are proposed to be issued at an issue price of ₹ 10/- (Indian Rupees Ten) per equity share. The Valuation Report shall be available for inspection by the Members on the request and the same may be accessed on the Company's website at www.bijoyhans.net.

5. Name and address of valuer who performed valuation:

5.1. CMA Suman Kumar Verma, an independent registered valuer having Registration No. IBBI/RV/03/2020/12916 (“**Registered Valuer**”) has performed the valuation. His address is Lane No.10, Indra Park, Palam Colony, New Delhi, 110045, India.

6. The price or price band at/within which the allotment is proposed:

6.1. Pref. Issue EQ Shares are proposed to be issued at an Issue Price of INR 12.50/- (Indian Rupees Twelve and Fifty paise Only) per equity share.

7. Relevant Date with reference to which the price has been arrived at:

7.1. The ‘relevant date’ for the purpose of determination of the floor price for issue of the Pref. Issue EQ Shares under the Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Tuesday, December 24, 2024** (“**Relevant Date**”), being the date 30 (Thirty) days (excluding holidays in adherence with proviso to reg. 161 of the SEBI ICDR Regulations) prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Preferential Issue.

8. The class or classes of persons to whom the allotment is proposed to be made:

8.1. The Pref. Issue EQ Shares are proposed to be issued and allotted to Proposed Allottees comprising of (a) Individuals, (b) Body Corporate viz. company and limited liability partnership. The Pref. Issue EQ Shares are proposed to be issued to the proposed promoters and members of the promoter group of the Company.¹

9. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

9.1. The existing promoters, directors or key managerial personnel or senior management of the Company are not going to subscribe under the preferential issue. However, the Proposed Allottees shall become the promoters of the Company subject to compliance and requisite approval in terms of SEBI SAST Regulations and SEBI LODR Regulations.

10. The proposed time within which the allotment shall be completed:

¹ Subject to compliance and requisite approval in terms of SEBI SAST Regulations and SEBI LODR Regulations.

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

10.1. The Pref. Issue EQ Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

11. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
 Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
 CIN NO: L51909AS1985PLC002323

UBO Details:

The details of the Proposed Allottees and proposed allotments details are as under:

Name	Maximum number of Pref. Issue EQ Shares (Qty)	Issue Size (In INR)	Ultimate beneficiary owner, if any	PAN	% of UBO Holding	Pre-issue holding of equity shares (As on 26/12/2024)		Post-issue holding of equity shares #	
						Qty	%	Qty	%
Kaushal Uttam Shah	8,40,000	1,05,00,000	Not Applicable	ADWPS1773K	NA	38200	1.27	8,78,200	11.71%
UGPatwardhan Services Private Limited	18,30,000	2,28,75,000	Gangadharrao Madhavrao Patwardhan	ABGPP9853M	50%	49200	1.64	18,79,200	25.06%
			Gopalraje Gangadharrao Patwardhan	ABGPP9852L	50%				
Agri One India Ventures LLP	18,30,000	2,28,75,000	Pankanj Ramesh Smani	AEWPS0556H	50%	49200	1.64	18,79,200	25.06%
			Sheetal Pankaj Samani	ATHPS5623F	50%				
Total	45,00,000	5,62,50,000				1,36,600	4.55%	46,36,600	61.83%

Shareholding of the proposed allottees after allotment of equity shares under the Preferential Issue and acquisition of equity shares of the company under the share purchase agreement.

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

12. The change in control, if any, in the Company that would occur consequent to the preferential offer:

12.1. The allotment under Preferential Issue will result into change in control of the Company, accordingly, the Proposed Allottees shall be the promoter / members of the promoter group of the Company.

12.2. Regulation 166A(1) of the SEBI ICDR Regulations provides that any preferential issue, which results in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price, Accordingly, the Company has valuation report dated 26th December 2024, CMA Suman Kumar Verma, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/03/2020/12916. A copy of valuation report is uploaded on the website of the Company at www.bijoyhans.net .

12.3. In terms of Regulation 166A(2) of the SEBI ICDR Regulations preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated 26th December 2024 has recommended to issue the equity shares to the Proposed Allottees. A copy of independent director's resolution is uploaded on the website of the Company at www.bijoyhans.net.

13. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

13.1. The Company has not allotted securities to any persons on preferential basis during the current financial year 2024-25.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

14.1. Not applicable, since the Pref. Issue EQ Shares shall be issued for cash consideration.

15. The pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category	Pre-Issue*		Post Issue#	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A.	Promoter and Promoter Group Shareholders				
1.	Indian				
a)	Individuals / HUF	2,32,300	7.74	9,46,400	12.62
b)	Bodies Corporate	0	0.00	37,58,400	50.11
c)	Others	0	0.00	0	0
	Sub-total (A1)	2,32,300	7.74	47,04,800	62.73
2.	Foreign			68,200	0.91
a)	Bodies Corporate	0	0.00	0	0
	Sub-total (A2)	0	0.00	0	0

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
 Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
 CIN NO: L51909AS1985PLC002323

Sr. No.	Category	Pre-Issue*		Post Issue#	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
	Total Promoters and Promoters Group (A = A1 + A2)	2,32,300	7.74	47,04,800	62.73
B.	Non-Promoter / Public Shareholders				
1.	Institutional Investors				
2.	Non-institution	2708641	90.29		
a)	Bodies corporate	59070	1.97		
b)	Directors and relatives	-	-	27,500	0.37
c)	Indian public	-	-		
d)	Others (including NRIs)	10			
	Total Non-Promoter / Public Shareholders (B)	27,67,721	92.26	27,67,721	36.90
	Grand Total (A+B)	30,00,021	100.00	75,00,021	100.00

*As per BENPOS received from Depository as on 20th December 2024.

#Computed assuming completion of acquisition of existing promoters shares by the acquirer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), however it may vary upon the open offer announced by the acquirer as per SEBI Takeover Regulations.

16. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

16.1. Currently, the Proposed Allottees are presently not forming part of the promoter or members of the promoter group of the Company, however, they shall become the promoters of the Company pursuant to the share purchase agreement entered to acquire the equity shares of the Company along with allotment under the Preferential Issue. Copy of share purchase agreement is uploaded on the website of the Company at www.bijoyhans.net and copy of same will be available for physical inspection at the registered office of the Company.

17. Lock-in Period:

17.1. The Pref. Issue EQ Shares proposed to be issued to shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential issue shareholding of the Proposed Allottees, if any, shall be under lock-in from the Relevant Date till the expiry of 90 trading days from the date of trading approval.

18. Listing:

18.1. The Company will make an application to BSE/ CSE-India wherein the existing equity shares of the Company are presently listed, for listing of the Pref. Issue EQ Shares that will be issued under Preferential Issue, subject to approval from BSE/ CSE-India. Such Pref. Issue EQ Shares once allotted,

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

shall rank *pari passu* with the then existing equity shares of the Company, including voting rights and dividend.

19. Practicing Company Secretary's Certificate:

19.1. As required under the provisions of Regulation 163(2) of ICDR Regulations, a certificate dated 30th December 2024 issued by FCS Neha Apte, Practicing Company Secretaries, certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations shall be placed before the meeting of the members. The said certificate is also hosted on the website of the Company at www.bijoyhans.net.

20. Disclosure pertaining to willful defaulters/ fraudulent borrower:

20.1. The details pertaining to willful defaulters/ fraudulent borrower are not applicable as none of the Company, its directors or promoters or members of the promoter group are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same.

21. Undertakings / Confirmations:

21.1. The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.

21.2. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.

21.3. Neither the Company nor any of its promoters and/or directors have been declared as wilful defaulter or a fraudulent borrower as defined under the ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.

21.4. Each of Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

21.5. As the equity shares of the Company are listed on BSE/ CSE-India viz. recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective Proposed Allottees.

21.6. The Company is eligible to make a preferential issue under SEBI ICDR Regulations as it has no outstanding dues to the SEBI, the stock exchange or the depositories.

21.7. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange viz. BSE/ CSE- India where the equity shares of the Company are listed.

21.8. This Preferential Issue is in compliance with the Act, Chapter V of the ICDR Regulations and any other rules/regulations/ guideline, if any, prescribed by any other regulatory authorities.

21.9. The approval of the members is being sought to enable the Board to issue and allot the Pref. Issue

BIJOY HANS LIMITED

Regd Office: H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Tel: +91 94350 48987, Email: ash_ashim@yahoo.co.in Website: www.bijoyhans.net
CIN NO: L51909AS1985PLC002323

EQ Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

21.10. None of the Directors / KMP / their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

The Board of Directors recommend passing of the special resolution at item no. 2 of the accompanying notice for the approval of the Members of the Company.

Item No. [3]

The Board at its meeting held on 26th December 2024 , recommends the approval of the Members, to the appointment of Mr. Dhavalkumar Pravinkumar Mashru (DIN: 10786675) who was appointed as an Additional director to the Board, as Non-Executive Director of the Company as set out in the Resolution.

Board places before you the brief profile of Mr. Dhavalkumar Pravinkumar Mashru for your informed decision.

Mr. Dhavalkumar Pravinkumar 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.

Further notice under Section 160 of the Act has been received from Members proposing his/her appointment as a Director of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by him to act as Director, if appointed.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

**BY AND ON BEHALF OF
BIJOY HANS LIMITED**

Sd/-

Dhavalkumar Pravinkumar Mashru

DIN: 10786675

Date: 26/12/2024

Place: Guwahati