

BIJOY HANS LIMITED

CIN: L51909AS1985PLC002323

Date: November 24, 2025

To, Corporate Relationship Department BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code 524723	To, The Secretary The Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700 001 Scrip Code: 012097
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Sub: Corrigendum to the Notice of 1st Extra Ordinary General Meeting (Meeting No.01/2025-26) of the Shareholders of Bijoy Hans Limited ("The Company") to be held on 28th November, 2025.

Dear Sir/Madam,

This is in continuation to the Notice of the Extra Ordinary General Meeting of the Company dated November 04, 2025 ("**EGM Notice**"), which has already been emailed to the shareholders of the Company on November 06, 2025. A Corrigendum is being issued today to inform the Shareholders to whom the Notice of EGM has been emailed regarding changes in the Explanatory Statement. A copy of detailed Corrigendum is enclosed herewith. The said Corrigendum is also being published in the respective newspapers in Assamese and English language and also being uploaded on the website of the Company at <https://www.bijoyhans.net/>.

Except as detailed in the attached Corrigendum, all other items of the EGM Notice along with Explanatory Statement dated November 04, 2025, shall remain unchanged.

Please note that on and from the date hereof, the EGM Notice dated November 04, 2025 shall always be read collectively with this Corrigendum.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we kindly request you to take into record the above submissions.

This is for your information and records.

Thanking you,
Yours Faithfully

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

**Kaushal Uttam Shah
Managing Director
DIN: 02175130**

Encl: a/a

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CORRIGENDUM IN CONTINUATION TO THE NOTICE AND EXPLANATORY STATEMENT ATTACHED THERETO DATED NOVEMBER 04, 2025, CONVENING THE EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, NOVEMBER 28, 2025

An Extraordinary General Meeting (“EGM”) of the Members of Bijoy Hans Limited (“Company”) is scheduled to be held on Friday, November 28, 2025, at 03:00 PM (IST) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”).

The Notice of the EGM dated November 04, 2025 (“EGM Notice”) was dispatched to all the shareholders of the Company on November 06, 2025, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities Exchange Board of India (“SEBI”). This corrigendum is being issued to give notice to amend / provide clarification and additional details as mentioned herein and pursuant to the provisions of SEBI (LODR) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company through this communication wishes to bring to the notice of the Shareholders, following changes in the said EGM Notice. The following changes shall be considered and substituted in the original EGM Notice Dated November 04, 2025

This corrigendum is being issued to give notice to provide details of resolution which was erroneously missed out without any malafide intentions and deletion of resolution. The proposed resolutions along with its explanatory statement are provided:

1. In the resolution no. 6 of EGM Notice, para 5 of the resolution shall be replaced and read as under:

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted under the proposed preferential issue shall be subject to lock-in *(over and above, and not in derogation of, the minimum lock-in requirements prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended)* as under :

- ☐ **40%** of the Equity Shares shall be locked-in for a period of **Four (4) years** from the date of allotment;
- ☐ **40%** of the Equity Shares shall be locked-in for a period of **Three (3) years** from the date of allotment; and
- ☐ **20%** of the Equity Shares shall be locked-in for a period of **Two (2) year** from the date of allotment;

2. Subsequent to the dispatch of the EOGM Notice, Ms. Kiran Kabra, (DIN: 01735354), a proposed Women Independent Director has backed out from the position of additional Director due to her health issues

Accordingly, the Board of Directors has decided to withdraw the said agenda item no. 9 from the business to be transacted at the EOGM. Hence, considering withdrawal of agenda no. 9, resolution no. 10, 11 and 12 shall be renumbered and read as resolution no., 9,10, and 11

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In EGM notice and explanatory statement annexed to EGM Notice, Agenda Item No. 9 i.e. Appointment of Ms. Kiran Sudhir Kabra (DIN: 01735354) as Women Independent Director of the company, be and is hereby DELETED.

Hence, considering withdrawal of explanatory statement to agenda no. 9, item no. 10, 11 and 12 shall be renumbered and read as item no., 9,10, and 11.

3. In the Explanatory statement of Item No. 6, para 2 of Point No. 14 shall be replaced and read as under:

Further, the Equity Shares to be issued and allotted under the proposed preferential issue shall be subject to lock-in (*over and above, and not in derogation of, the minimum lock-in requirements prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended*) as under :

- ☐ **40%** of the Equity Shares shall be locked-in for a period of **Four (4) years** from the date of allotment;
- ☐ **40%** of the Equity Shares shall be locked-in for a period of **Three (3) years** from the date of allotment; and
- ☐ **20%** of the Equity Shares shall be locked-in for a period of **Two (2) year** from the date of allotment;

4. In the EGM Notice, resolution No. 5 shall be replaced and read as under:

Acquisition of Tec-Pool Solutions Private Limited and approval of Material Related Party Transactions with SMCV Management Services Private Limited

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 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable provisions, including any amendment(s), modification(s), or reenactment(s) thereof for the time being in force, and in terms of the Company’s Policy on Related Party Transactions, the consent of the members of the Company be and is hereby accorded to enter into a material related party transaction with SMCV Management Services Private Limited, being a related party as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the acquisition of 9,999 equity shares of Tec-Pool Solutions Private Limited (“Investee Company”) from SMCV Management Services Private Limited, for an amount not exceeding ₹12.5 crore, on such terms and conditions as may be mutually agreed upon between the Company and the related party, for a consideration based on a fair valuation to be determined by an independent valuer, and such consideration to be discharged by way of share swap, on such terms and conditions as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the acquisition shall be carried out in one or more tranches, in accordance with the terms of the Share Purchase Agreement to be executed between the parties, and upon completion of the proposed transaction, Tec-Pool Solutions Private Limited shall become a wholly owned subsidiary of Bijoy Hans Limited.

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RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to finalize, negotiate, execute and deliver all such agreements, documents, instruments, deeds and writings as may be deemed necessary or desirable in connection with the aforesaid transaction, and to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for giving effect to this resolution, including making any modifications, alterations, or variations thereto, within the overall limits approved herein.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers herein conferred, to any Director(s) or Officer(s) of the Company, to give effect to this resolution.”

4. In the explanatory statement to EGM Notice, item no.5 shall be replaced and read as

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Bijoy Hans Limited (“the Company”) proposes to acquire the entire shareholding of Tec-Pool Solutions Private Limited (“Investee Company”), thereby making Tec-Pool Solutions Private Limited a wholly owned subsidiary of the Company. Tec-Pool Solutions Private Limited presently has a total of 10,000 equity shares of ₹10 each, held by the following shareholders:

S. No.	Name	No. of equity share held
1.	SMCV MANAGEMENT SERVICES PRIVATE LIMITED	9,999
2.	Prasanna Sanjeev Joshi	1

The acquisition forms part of the Company's strategic investment, consolidation and expansion plan, aimed at strengthening group synergies and enhancing operational and financial efficiencies. The transaction is proposed to be undertaken based on a fair market valuation to be determined by an independent valuer. The consideration for the acquisition of shares shall be in the form of share swap, subject to mutual agreement and execution of agreements between Bijoy Hans Limited, SMCV Management Services Private Limited and Tech-Pool Solutions Private Limited.

As the proposed acquisition involves related parties of the Company, the same falls within the ambit of Related Party Transactions under Section 188 of the Act and Regulation 23 of the SEBI Listing Regulations, thereby requiring approval of shareholders by way of an Ordinary Resolution.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 4th November, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Except, Mr. Kaushal Uttam Shah and UG Patwardhan Services Private Limited, none of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their directorship or shareholding in the associate company (CCL), if any, are concerned or interested,

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financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the shareholders as a Special Resolution.

Information pursuant to SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025:

SL NO	Particulars	Related Party
1	Name of the related party	SMCV Management Services Private Limited
2	Nature of relationship with the company	Yes. The shareholders of SMCV Management Services Pvt Ltd, one of the shareholder of TPSPL, are promoters in Bijoy Hans Limited
3	Type, material terms and particulars of the proposed transaction	Acquisition. The basis of valuation for the proposed transaction is done on a fair market valuation to be determined by an independent valuer
4	Tenure of the proposed transaction	The transaction is expected to be completed within 12 months, subject to completion of condition precedents as detailed in the SPSSA and other regulatory approvals.
5	Value of the proposed transaction	₹ 12,50,00,000/- (Rupees Twelve Crores Fifty Lacs only)
6	Percentage of the company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	NA as Financial prepared till year ended 2025 are standalone Financial statement.
7	a) Details of the source of funds in connection with the proposed transaction	Internal Accruals
	(b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments <ul style="list-style-type: none">Nature of indebtednessCost of funds andTenure	NA
	c)Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	NA
	(d)Purpose for which funds will be utilized	For acquiring shares of its Wholly-Owned Subsidiary (WOS)
8	Justification as to why the RPT is in the interest of the company	The acquisition forms part of the Company's strategic investment consolidation and expansion plan, aimed at strengthening group synergies and enhancing operational, financial, and administrative efficiencies. It is further intended to promote better

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		corporate governance, improve marketing and manufacturing capabilities, and drive business synergies and operational excellence, ultimately leading to improved profitability.
9	Details about valuation, arm's length and ordinary course of business	Valuation is being obtained from Registered valuer done through fair market value. The said transaction is undertaken at arm's length as per the valuation report of IBBI Registered Valuer
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Valuation report of IBBI Registered Valuer IBBI/RV-E/06/2019/10941
11	Any other information relevant or important for the shareholders to take an informed decision	All the transactions are on arm's length basis. All the important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the Shareholders of the Company and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. This Corrigendum will be made available on website of the stock exchange i.e. BSE and CSE and on the website of the Company. All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

**BY ORDER OF THE BOARD OF DIRECTORS
OF BIJOY HANS LIMITED**

Sd/-

Kaushal Uttam Shah
Managing Director
DIN: 02175130