

Wednesday, June 11, 2025

To,  
Board of Directors,  
M/s Bijoy Hans Limited  
HP Brahmachari Road, Rehabari,  
Guwahati - 781008, Assam, India

**Subject : Submission of Recommendation of IDC to the Public Shareholders of the M/s Bijoy Hans Limited.**

**Reference : Open Offer made by M/s U G Patwardhan Services Private Limited (Acquirer 1), Mr. Kaushal Uttam Shah (Acquirer 2), M/s Agri One India Ventures LLP (Acquirer 3), And Mr. Shantanu Surpure (Acquirer 4), (hereinafter collectively referred to as 'Acquirers') for acquisition of up to 19,50,010 Offer Shares, representing 26.00% of the Expanded Voting Share Capital from the Public Shareholders of M/s Bijoy Hans Limited.**

Dear Sir/Ma'am,

We would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments ('SEBI (SAST) Regulations'), Swaraj Shares and Securities Private Limited, has been appointed as the Manager to the Offer ('Manager'), by M/s U G Patwardhan Services Private Limited ('Acquirer 1'), Mr. Kaushal Uttam Shah ('Acquirer 2'), M/s Agri One India Ventures LLP ('Acquirer 3'), and Mr. Shantanu Surpure ('Acquirer 4'), collectively referred to as the Acquirers. The Acquirers have announced an Open Offer in compliance with the provisions of Regulations 3 (1) and 4 and such other applicable regulations of the SEBI (SAST) Regulations, for the acquisition of up to 19,50,010 Offer Shares representing 26.00% of the Expanded Voting Share Capital of Bijoy Hans Limited ('Target Company') from its Public Shareholders. The Offer Price of ₹12.50/- per Offer Share has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹2,43,75,125.00/-, that will be offered to the Public Shareholders who validly tender their Offer Shares.

This Offer is triggered in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the following stated Agreements:

1. Share Purchase Agreement dated Thursday, December 26, 2024, wherein the Acquirers have agreed to acquire 2,04,800 Sale Shares, representing 2.73% of the Expanded Voting Share Capital of the Target Company from the Selling Promoters Shareholders, namely being, Mr. Ashim Kumar Patawari (Selling Promoter Shareholder 1), Mr. Ashok Kumar Patawari (Selling Promoter Shareholder 2), Mrs. Shweta Patawari (Selling Promoter Shareholder 3) at a Negotiated Price of ₹12.50/- per Sale Share, aggregating to an amount of ₹2,43,75,125.00/-, payable subject to the terms and conditions specified in the said Share Purchase Agreement;
2. Share Subscription Agreement dated Thursday, December 26, 2024, executed by the Acquirer 1, Acquirer 2, and Acquirer 3 (who are the proposed preferential issue allottees) and the Target Company, for an issue of 45,00,000 Equity Shares representing 60.00% of the Expanded Voting Share Capital, at an negotiated price of ₹12.50/- per Equity Share, aggregating to a total investment of ₹5,62,50,000.00/-, proposed to be infused in the Target Company subject to the terms and conditions specified in the Share Subscription Agreement.

In this regard, and in compliance with the provisions of Regulations 26(7) of the SEBI (SAST) Regulations, the Recommendations of the IDC dated Tuesday, June 10, 2025, for the aforesaid Offer has been published today, i.e., Wednesday, June 11, 2025 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) and Daandin Barata (Assami Daily) (Guhwati Editions) ('Newspapers') ('Recommendations of the IDC') and a copy of one of the said e-Newspaper has been enclosed herewith for your kind perusal. We kindly request you to upload the Recommendations of the IDC on your website at the earliest.

Thank you for your attention to this matter.  
Yours faithfully,

For Swaraj Shares and Securities Private Limited

Mr. Pankaj Banerjee  
(Director)

Enclosure: As above  
E-mail: [info@swarajshares.com](mailto:info@swarajshares.com)

**Swaraj Shares and Securities Private Limited**

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