

BIJOY HANS LIMITED

CIN: L51909AS1985PLC002323

Date: 30.07.2025

To,

Department of Corporate Services,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

Ref: Bijoy Hans Limited (Scrip Code: BSE 524723).

Sub: Notice of the 40th Annual General Meeting and submission of Annual Report for the financial year 2024-2025.

Dear Sir/Madam,

We wish to inform you that the 40th Annual General Meeting (the 'AGM') of the Members of the Company will be held on **Monday, August 25, 2025 at 03:00 P.M** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

The schedule of remote e-voting facility is set out as under:

Event	Day, Date, Time
Commencement of Remote E-Voting	Friday – 22 nd August, 2025 at 9:00 A.M
End of remote E-Voting	Sunday – 24 th August, 2025 at 5:00 P.M

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of the AGM for the financial year 2024-2025, which is also being sent through electronic mode, only to those Members whose email addresses are registered with the Company/ Depository Participant(s). The same is also being made available on the Company's website at www.bijoyhans.net.

Kindly take the same on record.

Thanking You,

For Bijoy Hans Limited

GUINEA

AGRAWAL

 Digitally signed by GUINEA
AGRAWAL
Date: 2025.07.30 12:44:52 +05'30'

Name: Guinea Agrawal

Designation: Company Secretary and Compliance Officer.

Membership Number: A 60654

BIJOY HANS LIMITED
CIN: L51909AS1985PLC002323
40TH ANNUAL REPORT
2024-2025

INDEX

Particulars	Page Nos.
Corporate Information	2-3
Notice of Annual General Meeting	4-40
Director's Report	41-50
Management Discussion and Analysis Report – Annexure I	51-52
Secretarial Audit Report – Annexure II and other certificates	53-61
Independent Auditor's Report	62-72
Balance Sheet	73
Statement of Profit & Loss Account	74
Cash Flow Statement	75
Statement of changes in Equity	76
Notes on Financial Statements	77-94

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri Ashok Kumar Patawari (Re-designated on 28 th July, 2025)	Non-Executive Non-Independent
Sri Ashim Kumar Patawari	Non-Executive Non-Independent
Smt Shweta Patawari (Resigned on 28 th July, 2025)	Non-Executive Non-Independent
Sri Salil Sriram Shetty (Appointed on 13 th August, 2024)	Non-Executive Independent Director
Amit Jawarimal Dugar (Resigned on 28 th July, 2025)	Non-Executive Independent Director
Dhaval Kumar Pravinkumar Mashru (Appointed on 26 th December, 2024)	Non-Executive Non - Independent Director
Kaushal Uttam Shah (Appointed on 26 th May, 2025)	Managing Director, Chairman
Sanjay Kumar Baid (Resigned on 28 th July, 2025)	Non-Executive Independent Director
Brijesh Jugalkishor Biyani (Appointed w.e.f 28 th July, 2025)	Additional Non-Executive Independent Director
Rahul Ravindra Mayur (Appointed w.e.f 28 th July, 2025)	Additional Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL

Ms Richi Patawari	Chief Financial Officer (Resigned on 28 th July, 2025)
Abhiram R (Appointed on 28 th July, 2025)	Chief Financial Officer
Mrs. Guinea Agrawal (Appointed on 01 st June, 2025)	Company Secretary
Manisha Agarwala (Resigned with effect from 30 th May, 2025)	Company Secretary and Compliance Officer
Sri Kaushal Uttam Shah (Appointed on 26 th May, 2025)	Managing Director

STATUTORY AUDITOR

M/s Rajesh Surana & Co. Chartered Accountants Address: Room No. #303, Annapurna Plaza, 3rd Floor, S. S. Road, fancy Bazar, Guwahati - 781 001. Email id: rajeshsurana_ca@yahoo.co.in Mobile: 94350 – 16875 Resigned on 28th July, 2025 <u>New Statutory Auditor</u> M/s. Khire Khandekar and Kirloskar Chartered Accountants Address: Flat No. A-3, Lara Residency, Mayur Colony, Off Karve Road, Kothrud, Pune – 411029
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Email id: mandarkhire@gmail.com
Mobile No: 94238-71912
Appointed on 28th July, 2025

SECRETARIAL AUDITOR

M/s. SKGK & Associates LLP
Practising Company Secretary
Address: Anandi, S. No 43, Plot No. 101, Navsahyadri Society, Near Manoj Tathwade Garden, Karve Nagar, Pune – 411 052.
Email: csgaurav@vmls.in, cspratibha@vmls.in
Contact: 9890037738

INTERNAL AUDITOR

Aslesh Ramchandra Parannawar,
Chartered Accountant (Membership No.: 130228)
Address: Ramleela”, Plot No. 68, T. K. Patil Housing Society, Samruddhinagar, Sangli – 416 416
Email id: aslesh.p@rediffmail.com
Mobile No; 9860545402

BANKER TO THE COMPANY

IDBI Bank	Union Bank of India
Bank of Baroda	ICICI Bank

REGISTERED OFFICE OF THE COMPANY

H P Brahmachari Road, Rehabari, Guwahati 781 008 (Assam)
Ph: +91 7066670199
Email: compliance@arvayahealth.com

REGISTRAR & SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt Ltd,
23, R. N. Mukherjee Road, 5th Floor, Kolkata 700 017
Ph: 033 22482248
Fax: 033 22435029
e-mail: mdpldc@yahoo.com

LISTED ON

BSE Limited	Calcutta Stock Exchange Limited
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NOTICE OF THE MEETING

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF BIJOY HANS LIMITED WILL BE HELD ON MONDAY, 25TH DAY OF AUGUST, 2025 AT 03:00 PM THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors (the Board) and Auditors thereon and to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statement of the Company for the year ended 31st March, 2025 and the Report of the Directors and the Auditors thereon, placed before the Meeting, be and are hereby considered and adopted.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses incurred in connection hereto.”

ITEM NO. 2 - TO APPOINT A DIRECTOR IN PLACE OF MR. DHAVALKUMAR PRAVINKUMAR MASHRU (DIN: 10786675), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

“RESOLVED THAT, Mr. Dhavalkumar Pravinkumar Mashru (DIN: 10786675), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses incurred in connection hereto.”

Special Business

ITEM NO. 3 - APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY.

Appointment of M/s. Khire Khandekar and Kirloskar Chartered Accountants as Statutory Auditors and, in this regard, 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 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Khire Khandekar and Kirloskar, Chartered Accountants, with Firm Registration Number 105148W, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Rajesh Surana & Co., Chartered Accountants (Firm Registration No.: 325658E), (pursuant to change in control and management of the company) at a remuneration as may be mutually agreed to, between the Board of Directors and Khire Khandekar and Kirloskar, Chartered Accountants, to hold office of Statutory Auditors of the Company for a term of 5 years, i.e. from the conclusion of this Annual General Meeting till the Annual General meeting to be held in year 2030.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses incurred in connection hereto.”

ITEM NO. 4 - APPOINTMENT OF M/S. SKGK & ASSOCIATES LLP, AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), Section 204 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the ‘Board’), M/s. SKGK & Associates LLP,, (Peer Review Certificate No. 3443/2023) be and are hereby appointed as the Secretarial Auditors of the Company for an Audit period of five consecutive years commencing from FY 2025-26 until FY 2029-30, on such remuneration as may be mutually agreed upon between the Board and the Secretarial Auditors.

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

ITEM NO. 5 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015:

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis the approval and based on the recommendation of Audit Committee and the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly

constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board for entering into and / or carrying out Material Related Transaction(s)/ contracts / arrangements or modification(s), alteration or amendments of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with following, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2025-2026 and shall be valid up to the date of next AGM on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis;

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial Year
1.	Agri One India Ventures LLP	Promoter of the Company.	As per Section 188 and RPT policy of the Company	10,00,00,000	2025-2026
2.	UG Patwardhan Services Private Limited	Promoter of the Company	As per Section 188 and RPT policy of the Company	10,00,00,000	2025-2026
3.	Kaushal Uttam Shah	Promoter of the Company	As per Section 188 and RPT policy of the Company	10,00,00,000	2025-2026
4.	GTT Data Solutions Limited	The company belongs to same Promoter Group	As per Section 188 and RPT policy of the Company	10,00,00,000	2025-2026
5.	SMCV Management Services Private Limited	The company belongs to same Promoter Group	As per Section 188 and RPT policy of the Company	10,00,00,000	2025-2026
6.	Pankaj Ramesh Samani.	Promoter of the Company through Agri One India Ventures LLP	As per Section 188 and RPT policy of the Company	10,00,00,000	2025-2026

RESOLVED FURTHER THAT the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

ITEM NO: 6 - INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of The Companies Act, 2013; including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 50,00,00,000/- (Rupees Fifty Crore Only).

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

ITEM NO. 7 - AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013; read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 50,00,00,000/- (Rupees Fifty Crore Only).

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to negotiate and settle terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

“RESOLVED FURTHER THAT all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

ITEM NO. 8: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of The Companies Act, 2013; read with The Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company or any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested up to an aggregate sum of ₹ 50,00,00,000/- (Rupees Fifty Crore Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 9 – RE-DESIGNATE MR. KAUSHAL UTTAM SHAH (DIN: 02175130) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), in this regard from time to time, other applicable laws and pursuant to the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded to re-designate **Mr. Kaushal Uttam Shah, (DIN: 02175130), as Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 28th July, 2025 till 27th July 2030, (both days inclusive)**, who was appointed by the Board of Directors as an Additional Director with effect from 26th May, 2025 and re-designated on Board meeting held on 28th July, 2025, who shall be liable to retire by rotation and on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years or during such financial years when the loss or inadequacy arises, whichever is lower), with liberty to the

Board of Directors of the Company (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and as may be agreed to between the Company and Mr. Kaushal Uttam Shah provided that such alteration or variation, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V to the Act;

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Kaushal Uttam Shah be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT any of the Directors of the Company or the Chief Compliance Officer or the Company Secretary of the Company be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, expedient or desirable in this regard.”

ITEM NO. 10 - APPOINTMENT OF MR. BRIJESH JUGALKISHOR BIYANI - (DIN: 10763751) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Brijesh Jugalkishor Biyani (DIN: 10763751), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from 28th July, 2025, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 28th July, 2025 to 27th July, 2030.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 11 - APPOINTMENT OF DR. RAHUL RAVINDRA MAYUR - (DIN: 09203474) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Rahul Ravindra Mayur (DIN: 09203474), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from 28th July,

2025, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **28th July, 2025 to 27th July, 2030.**”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place : Guwahati
Date : 28-07-2025

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

SD/-

GUINEA AGRAWAL
Company Secretary
Membership: A60654

NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) in respect of item no. 3 and 11 as mentioned in the above notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. A proxy need not be a member of the Company.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company’s registered office not less than 48 hours before the commencement of the meeting. A proxy for the AGM is enclosed.
4. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate shares not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
5. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
6. The Register of Members and Share transfer books of the company will remain closed from 18th August, 2025 to 24th September, 2025 (both days inclusive) for the year ended 31st March, 2025.
7. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
8. Members holding shares in physical form are requested to address all correspondence to the Company’s Registrar and Share Transfer Agents, Maheshwari Datamatics Pvt Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700001.
9. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased members are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the Registrar and Transfer Agent of the Company.
10. In terms of sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the notice of 40th AGM and the annual report, including financial statements, boards’ report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars, notice of the 40th AGM along with the Annual Report 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Members who wish to obtain hard copy of the Annual Report can send a request for the same at email ID - compliance@arvayahealth.com mentioning Folio No/ DP ID and Client ID. Members may note that the Notice and Annual Report for F.Y.2024-2025 will also be available on the Company’s website www.bijoyhans.net and website of the Stock Exchange i.e., **BSE Limited**.
11. Further, those members who have not updated their email addresses in the Demat account/Folio may get their email address and mobile number registered with Company’s Registrar and Transfer Agent, Maheshwari Datamatics Pvt. Ltd. for receiving the Notice of AGM and Annual Report along with the Login ID and Password by sending an email to the RTA at their email ID: mdpldc@yahoo.com.
12. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated all the shareholders holding shares in physical form to update the PAN, KYC details, Nomination, Contact details, Bank A/c details and Specimen Signature for the respective folios. Pursuant to aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. The abovementioned details can be updated by submitting the forms, as may be applicable, to the Company’s RTA. The prescribed forms are available at <https://www.bijoyhans.net/mandatory-furnishing-of-pan-kyc-details> and on RTA’s website at <https://www.mdpl.in>.

13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.
Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
14. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant (s) in case the shares are held by them in electronic form and with Integrated in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
15. M/s. Pooja Gala & Associates, a Practicing Company Secretary (Membership No. 69393), has been appointed as “Scrutinizer” to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.

NSDL e-Voting System – For e-voting and Joining Virtual meetings.

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bijoyhans.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 22nd August 2025 at 09:00 A.M. and ends on Sunday, 24th August, 2025 at 05:00P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th August, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th August, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote

	e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. 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. 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open

the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspoojagala@gmail.com <**Please mention the e-mail ID of Scrutinizer**> with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 (compliance@arvayahealth.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (compliance@arvayahealth.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (compliance@arvayahealth.com). The same will be replied by the company suitably.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Members who need assistance before or during the AGM can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000

Place : Guwahati
Date : 28-07-2025

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

SD/-

GUINEA AGRAWAL
Company Secretary
Membership: A60654

EXPLANATORY STATEMENT

In conformity with the provisions of Sections 102 of the Companies Act, 2013 ('the Act'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 3 to 11 of the accompanying Notice dated **28th July, 2025** should be taken as forming part of this Notice.

ITEM NO. 3 – APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY.

The Board of Directors at its meeting held on **28th July, 2025** as per the recommendation of the Audit Committee and pursuant to the provisions of section 139(8) under Companies Act, 2013, appointed M/S Khire Khandekar and Kirloskar (Firm Registration No. 105148W), Chartered Accountants as the Statutory Auditors to fill the casual vacancy caused due to resignation of Rajesh Surana & Co., Chartered Accountants (Firm Registration No.: 325658E), Chartered Accountants subject to the approval by the members in the ensuing Annual General Meeting of the Company, at such remuneration plus out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Company has received consent letter and eligibility certificate from M/S Khire Khandekar and Kirloskar (Firm Registration No. 105148W), Chartered Accountants, Pune to act as Statutory Auditor of the Company in place of Rajesh Surana & Co., Chartered Accountants (Firm Registration No.: 325658E), Chartered Accountants, along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly consent of the members is sought for passing Ordinary Resolution for Appointment of Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in way concerned or interested, financially or otherwise, in the Resolutions at Item No: 3. The Board recommends the Resolution at Item No.: 3 for approval of the Members.

ITEM NO. 4 - APPOINTMENT OF M/S SKGK & ASSOCIATES LLP AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Third Amendment Regulations dated December 12, 2024 and Regulation 24A (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. The Company may appoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

It is proposed to appoint **M/S. SKGK & Associates LLP**, Practicing Company Secretary, as Secretarial Auditors of the Company for an Audit period of five consecutive years commencing from 2025-26 till 2029-30, at a remuneration not exceeding Rs.1,00,000 p.a. (Rupees One Lakh only), excluding applicable GST and out-of-pocket expenses incurred during the course of the Secretarial Audit, payable for the financial year 2025–26, and subject to revision in subsequent years, as may be mutually agreed upon, between the Board of Directors of the Company and the Secretarial Auditors. The firm has confirmed its eligibility and provided the necessary documents, including the consent letter, peer review certificate, and eligibility confirmation.

The Board and the Audit Committee, while considering the appointment of M/s **SKGK & Associates LLP** as Secretarial Auditors of the Company, evaluated the firm's credentials, expertise to manage secretarial audits in the sector that the Company operates, its professional standing, technical competence,

and the diversity of its client portfolio. Based on this assessment, M/s **SKGK & Associates LLP** was found to be well-qualified to conduct the Secretarial Audit for the Company.

Based on the approval of the Audit Committee, the Board recommends the Resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary None of the Directors, KMPs and or their respective relatives, are in any way, concerned or interested, financially or otherwise in this Resolution.

ITEM NO 5 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

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.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, 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 (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution.

Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis

The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 28th July, 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.

Moreover, the estimated value of the transaction(s) with following parties relating to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2025-2026 are likely

to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76), 2(77) of The Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2 (zd) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Shareholders' approval sought for the Material Related Party Transactions to be entered for the FY 2025-26 as given in Item No. 5 shall be valid up to the date of next AGM.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 5

None of the Directors or Key Managerial Personnel / Promoter except Kaushal Shah (Promoter and Director) Agri One India Ventures LLP (Promoter of the company) U G Patwardhan Services Private Limited (promoter of the Company) of the Company are deemed to be concerned or interested in resolution no. 5 of this Notice to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No.5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

Information required to be disclosed in the Explanatory Statement for Item Nos. 5 pursuant to the SEBI Master Circular No. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No	DESCRIPTION	PARTICULARS
1.	Name of the related party	Agri One India Ventures LLP
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter of the company. It holds 24.40% shareholding in the company. .
3.	Type of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements

4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	FY 25-26
5.	Particulars of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements
6.	Value of the proposed transaction	INR 10,00,00,000
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Designated partner: Pankaj Ramesh Samani And Sheetal Pankaj Samani
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (And for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Percentage of the listed entity's annual turnover for the immediately preceding financial year(march, 2025), that is represented by the value of the proposed transaction: 2133.37%
Following additional disclosures to be made in case of loans, inter - corporate deposits, advances or investments made or given		
9.	(i) details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the Internal accruals / proceeds from capital expansion through permissible issues / loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
	(i) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure.	Nature of Indebtedness – Loan from companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder. Cost of funds – As may be mutually agreed. Tenure – As may be mutually agreed.
	(ii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.
10.	Justification as to why the RPT is in the interest of the listed entity.	The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.

11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	Not Applicable

Sr. No	DESCRIPTION	PARTICULARS
1.	Name of the related party	Mr. Kaushal Uttam Shah
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter & Executive Director of the Company. He holds 7.11% shareholding in the Company.
3.	Type of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	FY 25-26
5.	Particulars of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements f) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.
6.	Value of the proposed transaction	INR 10,00,00,000
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Not Applicable
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (And for a RPT involving a subsidiary, such percentage calculated on the basis of the	Percentage of the listed entity's annual turnover for the immediately preceding financial year(march, 2025), that is represented by the value of the proposed transaction: 2133.37%

	subsidiary's annual turnover on a standalone basis shall be additionally provided)	
Following additional disclosures to be made in case of loans, inter - corporate deposits, advances or investments made or given		
9.	(i) details of the source of funds in connection with the proposed transaction,	<u>NA</u>
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure.	<u>NA</u>
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	<u>NA</u>
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.
10.	Justification as to why the RPT is in the interest of the listed entity.	The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	Not Applicable

Sr. No	DESCRIPTION	PARTICULARS
1.	Name of the related party	Ugpatwardhan Services Private Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter of the company. It holds 24.40% shareholding in the company. .
3.	Type of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business

		objectives /requirements
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	FY 25-26
5.	Particulars of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements
6.	Value of the proposed transaction	INR 10,00,00,000
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Not Applicable
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (And for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Percentage of the listed entity's annual turnover for the immediately preceding financial year(march, 2025), that is represented by the value of the proposed transaction: 2133.37%
Following additional disclosures to be made in case of loans, inter - corporate deposits, advances or investments made or given		
9.	(i) details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the Internal accruals / proceeds from capital expansion through permissible issues / loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure.	Nature of Indebtedness – Loan from companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder. Cost of funds – As may be mutually agreed. Tenure – As may be mutually agreed.
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.
10.	Justification as to why the RPT is in the	The Company works closely with its related

	interest of the listed entity.	parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	Not Applicable

Sr. No	DESCRIPTION	PARTICULARS
1.	Name of the related party	SMCV Management Services Private Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Body Corporate in which UGPatwardhan Services Private Limited, Promoter of the Company holds more than 20% of equity share capital..
3.	Type of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	FY 25-26
5.	Particulars of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements
6.	Value of the proposed transaction	INR 10,00,00,000
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Director Of Smcv Management Services Private Limited Is Pankaj Ramesh Samani
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (And for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual	Percentage of the listed entity's annual turnover for the immediately preceding financial year(march, 2025), that is represented by the value of the proposed transaction: 2133.37%

	turnover on a standalone basis shall be additionally provided)	
Following additional disclosures to be made in case of loans, inter - corporate deposits, advances or investments made or given		
9.	(i) details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the Internal accruals / proceeds from capital expansion through permissible issues / loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure.	Nature of Indebtedness – Loan from companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder. Cost of funds – As may be mutually agreed. Tenure – As may be mutually agreed.
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.
10.	Justification as to why the RPT is in the interest of the listed entity.	The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	Not Applicable

Sr. No	DESCRIPTION	PARTICULARS
1.	Name of the related party	Mr. Pankaj Ramesh Samani.
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter of the company through Agri One India Ventures LLP which holds 24.40% shareholding in the Company. Mr. Pankaj holds 50% in the LLP.
3.	Type of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including

		interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	FY 25-26
5.	Particulars of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements f) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.
6.	Value of the proposed transaction	INR 10,00,00,000
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Not Applicable
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (And for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Percentage of the listed entity's annual turnover for the immediately preceding financial year(march, 2025), that is represented by the value of the proposed transaction: 2133.37%
Following additional disclosures to be made in case of loans, inter - corporate deposits, advances or investments made or given		
9.	(i) details of the source of funds in connection with the proposed transaction,	<u>NA</u>
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure.	<u>NA</u>
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of	<u>NA</u>

	security and	
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.
10.	Justification as to why the RPT is in the interest of the listed entity.	The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	Not Applicable

Sr. No	DESCRIPTION	PARTICULARS
1.	Name of the related party	GTT Data Solutions Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Company has same promoter Group
3.	Type of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	FY 25-26
5.	Particulars of the proposed transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives /requirements
6.	Value of the proposed transaction	INR 10,00,00,000
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Director of GTT Data Solutions Limited Is Pankaj Ramesh Samani (Promoter in Bijoy Hans Limitd through Agri One Ventures LLP) and Kaushal Uttam Shah, Director and promoter in Bijoy Hans Limited as well as

		GTT Data Solutions Limited.
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (And for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Percentage of the listed entity's annual turnover for the immediately preceding financial year(march, 2025), that is represented by the value of the proposed transaction: 2133.37%
Following additional disclosures to be made in case of loans, inter - corporate deposits, advances or investments made or given		
9.	(i) details of the source of funds in connection with the proposed transaction,	The financial assistance is provided/ would be provided from the Internal accruals / proceeds from capital expansion through permissible issues / loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure.	Nature of Indebtedness – Loan from companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder. Cost of funds – As may be mutually agreed. Tenure – As may be mutually agreed.
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.
10.	Justification as to why the RPT is in the interest of the listed entity.	The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
12.	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
13.	Any other information that may be relevant.	Not Applicable

ITEM NO. 6 - INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.

As per the provisions of Section 180(1)(c) of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed ₹ 50,00,00,000/- (Rupees Fifty Crore Only) from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) in the ordinary course of business.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 (1)(c) of The Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution set out at Item No. 6 of accompanying notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

ITEM NO. 7 - AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub-section (2) & (3) of Section 186 of The Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to

- a. Give any loan to any person or other body corporate;
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

Your company is growing and therefore in order to capitulate the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to Section 186 of The Companies Act, 2013 over and above the limit as specified in the resolution No. 7. None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 7 of accompanying notice.

ITEM NO. 8 - AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

As per Section 185 of The Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that:

- a. Special Resolution is passed by the Company in the general meeting
- b. The loans are utilized by the borrowing company for its principal business activities.

The Loan amount to the extent of ₹ 50,00,00,000/- (Rupees Fifty Crore Only) to be lent and will be used by the borrowing company for the purpose of its principle business activity.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 8 of accompanying notice.

ITEM NO. 9 - TO RE-DESIGNATE MR. KAUSHAL UTTAM SHAH (DIN: 02175130) AS MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY.

The Board of Directors in their Meeting held on 26th May, 2025 has appointed as Additional director and Board of Director in their meeting held on 28th July, 2025 has approved the re-designate Mr. **Kaushal Uttam Shah**, (DIN: 02175130), as Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 28th July, 2025 till 27th July, 2030, (both days inclusive), subject to approval of members, on the terms of remuneration mentioned herein below. The same has been recommendation of the Nomination & Remuneration Committee on the terms and conditions including remuneration as mentioned below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

In consideration of the performance of his duties, the Managing Director shall be entitled to receive remuneration as stated herein below: -

Salary: Salary has been approved as Rs.1,00,000/- (Rupees One lac) per month or Rs. 12,00,000/- (Rupees Twelve Lacs)/- per annum and will be subject to revision from time to time by Remuneration Committee/ Board of Directors.

In addition to above, the director of the company is also entitled to perquisites as under:

- i. **Commission:** Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
- ii. Reimbursement of actual travelling expenses for proceeding on leave from Vadodara to any place in India and return there from once a year in respect of him and family.
- iii. Free use Company's car with driver for company's business.
- iv. Free Telephone facility at residence and Mobile Telephone but personal long-distance calls will be billed to the Managing Director.
- v. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- vi. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.

- vii. Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- viii. Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including air-fare, boarding/lodging expenses for patient and attendant.
- ix. Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.
- x. Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- xi. **Valuation of Perquisites:** Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- xii. **Minimum remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.
- xiii. **Computation of ceiling:** The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.
- xiv. The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination & Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.
- xv. The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 month notice in writing.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of the Director	Kaushal Uttam Shah
Father name	Uttam Kalyanji Shah
DIN	02175130
Date of Birth:	25-12-1977
Date of first appointment on Board:	26-05-2025
Brief Resume Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	Kaushal Uttam Shah is son of Uttam Kalyanji Shah and is an Indian resident, aged 46 years. He holds a degree of Chartered Accountant from Institute of Chartered Accountants of India and has an experience of more than 23 years in the field of Commodities and Capital Markets.
Shareholding in the Company as on 30 th June, 2025 (including shareholding as a beneficial owner)	Kaushal Uttam Shah holds 8,40,000 Equity Shares comprising of 11.20%.
Relationship with other Directors and Key Managerial Personnel	No Relationship with the Other Directors of the Company
Directorships held as on date of this Notice (excluding this Company, foreign companies and Section 8 companies)	1. GTT Data Solutions Limited - Director 2. Itarium Technologies India Private Limited. – Nominee Director 3. Ukkhimji Foods Private Limited -Director 4. Sangli-Miraj Commercial Ventures Private

	Limited -Director 5. Smcv Enterprise LLP - Partner 6. Nuevo Landmark Realty LLP – Partner.
Chairmanship/ Membership of Board Committees as on date of this Notice	GTT Data Solutions Limited – Director 1. Member in Nomination and Remuneration Committee. 2. Chairman in Stakeholders Relationship Committee. 3. Member in Right Issue Committee
Listed entities from which resigned in past three years	N. A

Except Mr. Kaushal Uttam Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

ITEM NO. 10 - APPOINTMENT OF BRIJESH JUGALKISHOR BIYANI - (DIN: 10763751) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

At the Board Meeting of the Company held on 28th July, 2025 the Board had appointed Mr. **Brijesh Jugalkishor Biyani - (DIN: 10763751)** as an Additional Non-Executive Independent Director w.e.f. 28th July, 2025 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Brijesh Jugalkishor Biyani - (DIN: 10763751)** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director.

The appointment of **Brijesh Jugalkishor Biyani - (DIN: 10763751)** shall be effective upon approval by the members in the Meeting. Mr. **Brijesh Jugalkishor Biyani - (DIN: 10763751)** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief resume of Mr. Brijesh Jugalkishor Biyani

I, Brijesh Jugalkishor Biyani, born on 22nd September 1973, am an Indian national with over three decades of professional experience, underpinned by a strong academic background. I hold a degree in Pharmacy (1992), which has provided me with a solid foundation in pharmaceutical sciences, healthcare ethics, and regulatory frameworks. This knowledge, along with my deep exposure to industry practices, enables me to contribute effectively in areas such as corporate governance, healthcare compliance, product regulation, risk management, and stakeholder accountability. I seek to serve as an Independent Director, offering objective, informed, and value-driven insights to the Board, especially in sectors like healthcare, biotech, and allied industries.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of the Director	Brijesh Jugalkishor Biyani
Director Identification No.	10763751
Date of Birth	22-09-1973
Age	51 years

Nationality	Indian
Date of Appointment or reappointment on the Board	28-07-2025
Qualifications	Diploma In pharmacy.
Brief Profile & Experience	I, Brijesh Jugalkishor Biyani, born on 22nd September 1973, am an Indian national with over three decades of professional experience, underpinned by a strong academic background. I hold a degree in Pharmacy (1992), which has provided me with a solid foundation in pharmaceutical sciences, healthcare ethics, and regulatory frameworks. This knowledge, along with my deep exposure to industry practices, enables me to contribute effectively in areas such as corporate governance, healthcare compliance, product regulation, risk management, and stakeholder accountability. I seek to serve as an Independent Director, offering objective, informed, and value-driven insights to the Board, especially in sectors like healthcare, biotech, and allied industries.
Expertise in specific functional area	Health
Number of shares held in the Company as on date of this AGM Notice	Nil
Number of Board Meetings attended during the year	Nil
Last drawn remuneration	Nil
List of the directorships held in other companies as on date of this AGM notice	Malu Medico Private Limited
Chairman/Member in the Committees of the other companies in which he is Director	Nil
Listed entities from which has/she has resigned in the past three years	Nil
Relationships between Directors inter-se.	There is no relationship with any director or KMP.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	This knowledge, along with my deep exposure to industry practices, enables me to contribute effectively in areas such as corporate governance, healthcare compliance, product regulation, risk management, and stakeholder accountability.

**** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

Accordingly, the Board commends the Special Resolution as set out in item No. 10 of the accompanying notice.

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

ITEM NO. 11 - APPOINTMENT OF RAHUL RAVINDRA MAYUR - (DIN: 09203474) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

At the Board Meeting of the Company held on 28th July, 2025 the Board had appointed Mr. Rahul Ravindra Mayur - (DIN: 09203474) as an Additional Non-Executive Independent Director w.e.f. 28th July, 2025 of the Company with immediate effect. In terms of Section 161(1) of the Act, Rahul Ravindra Mayur - (DIN: 09203474) holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director.

The appointment of Mr. Rahul Ravindra Mayur - (DIN: 09203474) shall be effective upon approval by the members in the Meeting. Mr. Mr. Rahul Ravindra Mayur - (DIN: 09203474) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief resume of Mr. Rahul Ravindra Mayur (DIN: 09203474), aged 49 years, is a qualified medical professional with an MBBS degree (1998) and an MD in Pathology (2003). He has over 23 years of rich experience in the field of Clinical Pathology. Dr. Mayur is an Indian national and resides at 9, Anant Housing Society, Near M. J. College, In Front of Orion High School, Jalgaon – 425001. He can be contacted at 9422003438 or via email at drmayurrahul@gmail.com. His expertise and integrity are expected to bring valuable insights to the Board.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of the Director	Rahul Ravindra Mayur
Director Identification No.	09203474
Date of Birth	05/05/1975
Age	50
Nationality	Indian
Date of Appointment or reappointment on the Board	28 July, 2025
Qualifications	MBBS and MD
Brief Profile & Experience	Dr. Rahul Ravindra Mayur (DIN: 09203474), aged 49 years, is a qualified medical professional with an MBBS degree (1998) and an MD in Pathology (2003). He has over 23 years of rich experience in the field of Clinical Pathology. Dr. Mayur is an Indian national and resides at 9, Anant Housing Society, Near M. J. College, In Front of Orion High School, Jalgaon – 425001. He can be contacted at 9422003438 or via email at drmayurrahul@gmail.com. His expertise and integrity are expected to bring valuable insights to the Board
Expertise in specific functional area	Health
Number of shares held in the Company as on date of this AGM Notice	Nil
Number of Board Meetings attended during the year	Nil

Last drawn remuneration	Nil
List of the directorships held in other companies as on date of this AGM notice	Bluecompass Diversified Services Private Limited
Chairman/Member in the Committees of the other companies in which he is Director	Nil
Listed entities from which has/she has resigned in the past three years	Nil
Relationships between Directors inter-se.	There is no relationship with any director or KMP.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	His expertise and integrity are expected to bring valuable insights derived from his medical base and management skills.

** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Accordingly, the Board commends the Special Resolution as set out in item No. 11 of the accompanying notice.

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

Place : Guwahati
Date : 28-07-2025

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

SD/-
GUINEA AGRAWAL
Company Secretary
Membership: A60654

DIRECTORS' REPORT

To

The Members,

BIJOY HANS LIMITED

Your directors are pleased to present the 40th Annual Report of your Company together with the Audited Statement of Accounts and the Auditor's Report for the financial year ended, 31st March, 2025.

HIGHLIGHTS OF PERFORMANCE

PARTICULARS	(Rs. In Hundreds)	
	2024-25 (Rs)	2023-24 (Rs)
Turnover	46,874.03	58,340.72
Profit/ (Loss) before Interest, Depreciation & Taxation (PBIDT)	33378.68	-6195.82
Interest	950.80	641.09
Profit/ (Loss) before Depreciation & Taxation (PBDT)	34329.48	-6,836.91
Depreciation	2,443.11	4,821.77
Profit/ (Loss) before Tax and Extraordinary Items (PBTE)	-36,772.59	-11,658.68
Extraordinary items	55,859.22	0
Profit/ (Loss) before Tax (PBT)	19,086.63	-11,658.68
Provision for Taxation/ (Deferred Tax)	2800.85	63.15
Profit/ (Loss) after Tax (PAT)	13,612.04	-11,721.83
Other Comprehensive Income	0	0
Total Comprehensive Income	13,612.04	-11,721.83

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS & FUTURE OUTLOOK:

During the year, there was change in the control & management of the Company. The new management intends to start healthcare business activities, subject to all necessary approvals. Since the Open offer was completed on 03rd July, 2025, hence new management will take necessary steps to start new business activities.

The Board was informed that, there is change in the Management & Control of the Company pursuant to Open Offer under SEBI (SAST) Regulations, 2011 which was handled by Swaraj Shares & Securities Private Limited, Merchant Bankers, open offer was closed on 03rd July, 2025.

The Acquirers namely 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) has made an open offer for acquisition of up to 19,50,010 (Nineteen Lakh Fifty Thousand Ten) Equity Shares, representing 26% (Twenty-sixty Percent) of the Voting Share Capital of Bijoy Hans Limited, at an offer price of Rs. 12.50/- (Rupees Twelve and Fifty paise Only) per Equity Share, to the Public Shareholders of the Target Company. Since the Acquirers has kept the 100% consideration in the escrow account and open offer was completed, hence as per SEBI (SAST) Regulations, 2011, the board & management was changed on 28th July, 2025.

The Acquirers are acquiring the management control of the Company from the existing board of directors under SEBI (SAST), Regulations, 2011 & amended from time to time, pursuant to open offer. The change in the control & management of the Company will have effect in the re-constitution of Board & maintaining Corporate Office at Pune, where the new management team will be situated

SHARE CAPITAL

The Paid-up Share Capital of the Company, comprising Equity Shares, is Rs. 3,00,00,210 as on 31st March, 2025.

The company had proposed to issue 45,00,000 (Forty-Five Lakhs) fully paid-up equity shares of the Company having face value of ₹10/- (Indian Rupees Ten) each at an issue price of ₹12.50/- (Indian Rupees Twelve Point Fifty Paise Only) each aggregating up to ₹ 5,62,50,000/- (Indian Rupees Five Crores Sixty-Two Lakhs Fifty Thousand Only) to persons, being proposed promoters of the Company. The company had called an extra-ordinary general meeting for the above purpose on 24th January, 2025.

The Company had received in principle approval from BSE Limited for issue of 45,00,000 Equity shares of Rs. 10/- each at an issue price not less than Rs. 12.50/- on a preferential basis on March 10, 2025 and from CSE Limited on May 12, 2025.

The Company had allotted 45,00,000 equity shares pursuant to preferential issue on 27th May, 2025. Further the Listing approval was filed with both the exchanges, and approval for the same is awaited.

EXTRACT OF ANNUAL RETURN

A copy of Annual Return as required under The Companies Act, 2013 has been placed on the Company's website viz of the Company at www.bijoyhans.net.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board are held at least once in a quarter inter-alia to review the quarterly results of the Company and to discuss and decide on various business policies strategies and other businesses. During the year under review, Board of Directors of the Company met 10 (Ten) times, and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations. The Board meetings held on 30.05.2024; 26.07.2024; 13.08.2024; 21.08.2024; 08.10.2024; 09.11.2024; 26.12.2024; 07.01.2025; 04.02.2025; 24.03.2025.

Details of the attendance of the Directors at the Board meetings held during the year ended 31st March 2025 are as follows:

Name of the Director	Number of Board Meetings	
	Held	Attended
Ashok Kumar Patawari	10	10
Ashim Kumar Patawari	10	10
Shweta Patawari	10	10
Dhaval Kumar Pravinkumar Mashru	4	4
Amit Jawarimal Dugar	8	8
Salil Sriram Shetty	8	8
Kumar Baid	10	10

ACCOUNTING POLICIES AND PROCEDURES

The Company has adopted the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015, for preparation and presentation of these Financial Statements.

The financial statements provide a true and fair view of the state of affairs of the Company and are compliant with the accounting standards notified in the Companies Act, 2013.

DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Directors of the Company hereby confirm, to the best of their knowledge and belief that-

- a. In preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- b. The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company, for that period.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors have prepared the Annual Accounts on a going concern basis.
- e. The Directors had laid down internal financial controls to be followed by the Company which are adequate and operating effectively and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT OF DECLARATION BY AN INDEPENDENT DIRECTOR(S)

Independent Directors of Company have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent Director during the year.

In the opinion of the Board, all the Independent Directors are well experienced business leaders. Their vast experience shall greatly benefit the Company. Further, they possess integrity and relevant proficiency which will bring tremendous value to the Board and to the Company.

FAMILIARIZATION PROGRAMMES

The Members of the Board of the Company have been provided opportunities to familiarize themselves with the Company, its Management, and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations, and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Senior management personnel of the Company present to the Board Members on a periodical basis, briefing them on the operations of the Company, plans, strategy, risks involved, new initiatives, etc., and seek their opinions and suggestions on the same. In addition, the Directors are briefed on their specific responsibilities and duties that may arise from time to time.

The Statutory Auditors and Internal Auditors of the Company presents to the Board of Directors on Financial Statements and Internal Controls including presentation on regulatory changes from time to time.

The detail policy on the familiarization programme is available on the website at www.bijoyhans.net.

MEETING OF INDEPENDENT DIRECTORS

A separate meeting of the Independent Directors was held on 30th March, 2023; as per the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of Listing Regulations; in which the following matters were considered:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors.
- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non- Executive Directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

BOARD'S COMMENTS ON THE STATUTORY AUDITOR'S REPORT AND IN THE REPORT OF THE SECRETARIAL AUDITOR

The Statutory Auditors have issued an Audit Report with unmodified opinion on the Financial Results of the Company for the year ended 31st March, 2025 and there were no qualifications, reservations, adverse remarks or disclaimers in the said report and also in the Secretarial Audit Report.

LOANS, GUARANTEES AND INVESTMENTS

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

RELATED PARTY DISCLOSURE

All the related party transactions entered into during the financial year ended 31st March, 2025 were on arm's length price and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further there was no materially significant related party transaction during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel and other designated person which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

STATE OF THE COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The Company is engaged in the business of Pharmaceutical, Medical and cosmetics goods. There has been no change in the business of the company during the financial year ended 31st March, 2025.

TRANSFER TO RESERVES

Your Board has considered appropriate not to transfer any amount to the General Reserves of the Company.

DIVIDEND

In view of the planned business growth, your directors deem it proper to preserve the resources of the Company and therefore, do not propose any dividend for the financial year ended 31st March, 2025.

RISK MANAGEMENT

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

ANNUAL EVALUATION BY THE BOARD

The evaluation framework for assessing the performance of Directors companies of the following key areas:

- i) Attendance of Board and Committee Meetings.
- ii) Quality of contribution to Board deliberations.
- iii) Strategic perspectives or inputs regarding future growth of Company and its performance.
- iv) Providing perspectives and feedback going beyond information provided by the management.
- v) Commitment to Shareholders and other stakeholder interests.

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors.

A member of the Board will not participate in the discussion of his/ her evaluation.

DIRECTORS

Sr. No.	DIN/PAN	Name of Director	Designation	Original date of Appointment	Date of Cessation
1	00154286	Ashok Kumar Patawari	Managing Director	13/06/1989	NA
2	01972489	Ashim Kumar Patawari	Director	08/01/2008	NA
3	06935613	Shweta Patawari	Director	14/08/2014	28-07-2025
4	00496383	Sanjay Kumar Baid	Director	04/08/2023	28-07-2025
5	07424136	Salil Sriram Shetty	Director	13/08/2024	NA
6	01641205	Amit Jawarimal Dugar	Director	13/08/2024	28-07-2025
7	10786675	Dhaval Kumar Pravinkumar Mashru	Director	26/12/2024	NA

KEY MANAGERIAL PERSONNEL

The following functioned as Key Managerial Personnel during the year:

Sr. No.	Name	Designation
1	Ashok Kumar Patawari	Managing Director
2	Richi Patawari	Chief Financial Officer
3	Guinea Agrawal (Appointed on 01 st June, 2025)	Company Secretary
4	Manisha Agarwala (Resigned on 30 th May, 2025)	Company Secretary and Compliance Officer

DEPOSITS

The Company has not accepted any deposit from the public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE TRIBUNAL, COURTS AND REGULATORS

There are no significant and material orders passed by the Tribunals, Courts and regulators that would impact the going concern status of the Company and its future operation.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial Statements. An independent firm of Chartered Accountants serves as an internal auditor to execute the internal audit functions. The management and the Audit Committee of the Board observe and then recommend corrective measures following such audits to improve business operations.

CORPORATE SOCIAL RESPONSIBILITY

It is not obligatory on the part of your Company to have a Corporate Social Responsibility Policy/Committee since your Company's net worth, turnover and net profit during the financial year ended on 31st March, 2025 is below the threshold limits as specified in Section 135 of the Companies Act 2013.

AUDIT COMMITTEE

The Board of Directors has constituted an Audit Committee which consists of 3 (Three) Non-Executive Directors of whom two are Independent Directors possessing the requisite experience and expertise. The composition of the Audit Committee is as follows:

Audit Committee as on date of this report;

DIN	Name	Designation	Position in Committee
07424136	Salil Sriram Shetty	Non-Executive, Independent Director	Chairperson
10763751	Brijesh Jugalkishor Biyani	Non-Executive, Independent Director	Member
02175130	Kaushal Uttam Shah	Managing Director	Member

All recommendations of the Audit Committee were duly accepted by the Board and there were no instances of any disagreements between the Committee and the Board during the year.

NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors has constituted a Nomination and Remuneration Committee which consists of 3 (Three) Non-Executive Directors possessing the requisite experience and expertise.

During the year under review, Two Nomination and Remuneration Committee meeting was held on 13th August, 2024, 26th December 2024.

The composition of the Nomination and Remuneration Committee is as follows:

Nomination and Remuneration Committee as on date of this report;

DIN	Name	Designation	Position in Committee
10763751	Brijesh Jugalkishor Biyani	Non-Executive, Independent Director	Chairperson
09203474	Rahul Ravindra Mayur	Non-Executive, Independent Director	Member
07424136	Salil Sriram Shetty	Non-Executive, Independent Director	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has constituted a Stakeholders Relationship Committee. The Committee looks into the grievances of security holders of the Company. During FY 2024-2025, No complaints from investors were received on any matters.

Stakeholders Relationship Committee as on date of this report;

DIN	Name	Designation	Position in Committee
09203474	Rahul Ravindra Mayur	Non-Executive, Independent Director	Chairperson
07424136	Salil Sriram Shetty	Non-Executive, Independent Director	Member
02175130	Kaushal Uttam Shah	Managing Director	Member

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has put in place a Vigil Mechanism Policy in accordance with Section 177(10) of the Companies Act, 2013 for the Directors and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behavior, violation of the Company's Code of Conduct or Ethics Policy, and any other event which would adversely affect the interests of the business of the Company.

The details of the policy may be viewed at the official website of the Company at www.bijoyhans.net. It is affirmed that no Personnel has been denied access to the Audit Committee.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, no case of sexual harassment was reported.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is annexed hereto as "Annexure I".

CORPORATE GOVERNANCE CERTIFICATE

Your Company is exempted from complying with the Corporate Governance provisions under Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, since the Company's share capital and net worth was less than the specified threshold as on the last day of the previous financial year.

SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has, during the year, complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

DEMATERIALISATION OF SECURITIES

The shares of the Company are compulsorily traded in dematerialized form for all shareholders. 8.35% of the total number of shares stand dematerialized as on 31st March, 2025. Letters have been sent to all shareholders holding shares in physical mode informing them that as per revised Regulation 40 of SEBI (LODR) Regulations 2015, shares will be transferred only in dematerialized mode effective from 1st April, 2019 and the shareholders have been requested to dematerialize their existing shares in physical form.

AUDITORS

M/s Rajesh Surana & Co., Chartered Accountants (Firm Regn No. 325658E), was appointment as auditors of the company to hold office for a period of 5 years from the conclusion of 38th Annual General Meeting of the Company on a remuneration to be mutually agreed upon between the Board of Directors of the Company. However, the company has appointed Khire Khandekar and Kirloskar, Chartered Accountants, with Firm Registration Number 105148W from the conclusion of this Annual General Meeting till the Conclusion of Annual General Meeting to be held in year 2030.

SECRETARIAL AUDIT

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014, M/s Pooja Gala & Associates, Peer Reviewed Practicing Company Secretary (Peer review No. 5760/2024), were appointed as Secretarial Auditor of the Company to issue to report for the financial year 2024- 2025. The Secretarial Audit Report is annexed as Annexure II and forms part of this report.

INTERNAL AUDITOR

Mr. Aslesh Ramchandra Parannawar, Chartered Accountant (Membership No.: 130228) has been appointed as Internal Auditor by complying with the provisions of Section 138 of The Companies Act, 2013 read with Rule 13 of The Companies (Accounts) Rules, 2014.

LISTING OF EQUITY SHARES

The Company's equity shares are listed on The BSE Limited (Scrip Code: 524723) and CSE Ltd (Script Code: 012097).

HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES AS PER THE COMPANIES ACT, 2013

The Company does not have any holding, subsidiary, joint venture and associate companies as per the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of The Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company. Hence, there is no need to develop CSR policy and to take initiative thereon.

CODE OF CONDUCT

The Company has laid down a code of conduct which has been effectively adopted by the Board Members and Senior Management Code of Conduct Personnel of the Company.

The detail policy on the Code of Conduct is available on the website at www.bijoyhans.net.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the company occurred between the end of the financial year to which these financial statements relates and the date of this report.

ACKNOWLEDGEMENTS

Your directors would like to place on record their sincere appreciation for the assistance and cooperation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors of
BIJOY HANS LIMITED

Place: Guwahati
Date: 28-07-2025

Sd/-
Kaushal Uttam Shah
Managing Director
DIN: 02175130

Sd/-
Dhavalkumar Pravinkumar Mashru
Director
DIN: 01972489

ANNEXURE I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Para B of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates disclosure under specific heads which are given in the following paragraphs and which continue to be followed in the usual course of the Company's business over the years in discussions amongst the Directors, Key Managerial Personnel and other Management Personnel.

(a) INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company is mainly engaged in the business of trading in bulk drugs, pharmaceutical, cosmetics and investment. The years ahead will be decisive for the pharmaceutical industry with only cost-effective companies surviving. Development of markets with great emphasis on penetration of the rural markets is the need of the hour. Since health care is dependent of the people served, India's huge population of more than a billion people represents a big opportunity. The middle-income group in this vast base is also as large as 300 million.

(b) INDUSTRY OPPORTUNITIES, THREATS, RISKS AND CONCERNS

In the recent past, this industry has remained stagnant with the market demand showing remote possibilities of hiking in the near future. Moreover, the increase in the number of players in this industry has risen a situation of cut throat competition and "survival of the fittest". The industry is facing a tough competition in price from neighboring countries like China who is exporting the basic raw materials required by the pharmaceutical industries at very low price in comparison to domestic prices.

(c) BUSINESS PERFORMANCE AND SEGMENT REPORTING

The Company is into single reportable segment only. Since the industry is facing an intense price pressure, the company has been working towards increasing its volumes and reducing costs in order to increase profitability.

(d) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACIES

Internal audit is conducted by the Internal Audit team and the internal auditors who cover all avenues which the Company has explored. The day-to-day operations of the Company are being looked after by the Managing Director. The Company has the following committees to overview the operations;

- a) Audit Committee of the Board of Directors
- b) Shareholders/Investors Grievance Committee

The Company has adequate internal control system, procedures, checks designed to provide reasonable assurance on achievement of the objective relating to efficiency and effectiveness of operations, reliability of financial reporting and compliance with the applicable laws and regulations.

(e) DISCUSSION ON THE FINANCIAL AND OPERATIONAL PERFORMANCE

During the financial year the total revenue was Rs. 46.87 lacs (PY Rs. 58.34 lacs). The Profit/(Loss) was Rs 13.61 lacs {PY Rs. (-11.72 lacs)}.

(f) HUMAN RESOURCE

Human Resource is a highly valued asset at Bijoy Hans Limited. The company seeks to attract, retain and nurture technical and managerial talent in its operations to create, sustain and enhance an environment that brings out the best in our people with emphasis on learning, training, development and career progression.

(g) STATEMENT

Certain statements in this report relating to Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may be different from what has been envisaged.

For and on behalf of the Board of Directors of
BIJOY HANS LIMITED

Place: Guwahati
Date: 28-07-2025

Sd/-
Kaushal Uttam Shah
Managing Director
DIN: 02175130

Sd/-
Dhavalkumar Pravinkumar Mashru
Director
DIN: 01972489

ANNEXURE II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Bijoy Hans Limited
H.P. Brahmachari Road Rehabari, Kamrup, Guwahati,
Assam, India, 781008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bijoy Hans Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on our verification of the **Bijoy Hans Limited** (Name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Bijoy Hans Limited** ("The Company") for the financial year ended 31st March, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **the Company is listed with Bombay Stock Exchange and Calcutta Stock Exchange ltd.**
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Applicable to the company during the period of Audit.**

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; - **Applicable to the company during the period of Audit.**

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Applicable to the company during the period of Audit.**

The company had proposed to issue 45,00,000 (Forty-Five Lakhs) fully paid-up equity shares of the Company having face value of ₹10/- (Indian Rupees Ten) each at an issue price of ₹12.50/- (Indian Rupees Twelve Point Fifty Paise Only) each aggregating up to ₹ 5,62,50,000/- (Indian Rupees Five Crores Sixty-Two Lakhs Fifty Thousand Only) to persons, being proposed promoters of the Company. The company had called an extra-ordinary general meeting for the above purpose on 24th January, 2025.

The Company had received in principle approval from BSE Limited for issue of 45,00,000 Equity shares of Rs. 10/- each at an issue price not less than Rs. 12.50/- on a preferential basis on March 10, 2025 and from CSE Limited on May 12, 2025.

The Company had allotted 45,00,000 equity shares pursuant to preferential issue on 27th May, 2025. Further the Listing approval was filed with both the exchanges, and approval for the same is awaited.

(e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable to the company during the period of Audit.**

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the company during the period of Audit.**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable to the company during the period of Audit**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable to the company during the period of Audit.**

We have also examined compliance with the applicable clauses of the following:

(a) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Stock Exchange(s) and Calcutta Stock Exchange Limited (CSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable and there are no other specific observations requiring any qualification on non-compliance.:

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has done the following events:

1. The Company has given the clarification to BSE Limited on 24th April, 2024 for delay in submission of proceedings of 38th Annual General Meeting of the Company held on 29th September 2023.
2. The Company in its Board meeting held on 12th February, 2024 have appointed M/s Shruti Agarwala & Company as Secretarial Auditor of the Company for Financial Year 2023-2024. However, the Company in its Meeting held on 26th July, 2024 has appointed M/s Pooja Gala & Associates as Secretarial Auditor of the Company in place of Shruti Agarwala & Associates.
3. The Company in its Board Meeting held on 13th August, 2024 have appointed Salil Sriram Shetty (DIN: 07424136) and Amit Jawarimal Dugar (DIN: 01641205) as additional Independent Director of the company with effect from 13th August, 2024.
4. The Company had received the Notice of revocation of suspension of securities by CSE limited on September 09, 2024 and the same was intimated to BSE Limited on 25th September, 2024.
5. Mr. Raj Kumar Harlalka (DIN: 00594512) has tendered his resignation as Non-Executive Independent Director of the company w.e.f. 20th September, 2024 and the same was approved by the Board of Directors in their meeting held on 08th October, 2024.
6. The Company in its Board Meeting held 26th December, 2024 have appointed Mr. Dhavalkumar Pravinkumar Mashru (DIN: 10786675) as a non-executive director of the Company, subject to requisite shareholders' approval, which has taken the approval from the shareholders in the EGM held on 24th January, 2025.
7. The Company had increased the authorized share capital 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. The company had called an extra-ordinary general meeting for the above purpose on 24th January, 2025.

8. The company had proposed to issue 45,00,000 (Forty-Five Lakhs) fully paid-up equity shares of the Company having face value of ₹10/- (Indian Rupees Ten) each at an issue price of ₹12.50/- (Indian Rupees Twelve Point Fifty Paise Only) each aggregating up to ₹ 5,62,50,000/- (Indian Rupees Five Crores Sixty-Two Lakhs Fifty Thousand Only) to persons, being proposed promoters of the Company. The company had called an extra-ordinary general meeting for the above purpose on 24th January, 2025.

The Company had received in principle approval from BSE Limited for issue of 45,00,000 Equity shares of Rs. 10/- each at an issue price not less than Rs. 12.50/- on a preferential basis on March 10, 2025 and from CSE Limited on May 12, 2025.

The Company had allotted 45,00,000 equity shares pursuant to preferential issue on 27th May, 2025. Further the Listing approval was filed with both the exchanges, and approval for the same is awaited.

9. Public Announcement to the Public shareholders of the Company made by Swaraj Shares and Securities Private Limited (acting as Merchant Banker to the issue on behalf of the Acquirers) on 26th December, 2024 - 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), the 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 Bijoy Hans Limited.
10. Detailed Public Statement to the Public Shareholders of the Bijoy Hans Limited made by Swaraj Shares and Securities Private Limited on 31st December, 2024 - Open Offer made by M/s UG 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), the 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 Bijoy Hans Limited.
11. The Company had submitted the Notice of Extra-ordinary general meeting to be held on 24th January, 2025 to BSE Limited on 31st December, 2024 for (1) Increase in the authorized equity share capital and alteration of the capital clause of the memorandum of association of the Company. (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. (3) Appointment of a Non-Executive Director to the Board of the Company.
12. Submission of Draft Letter of Offer to the Public Shareholders of the Bijoy Hans Limited was submitted by Swaraj Shares and Securities Private Limited on 03rd January, 2025 - Open Offer made by M/s UG 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), the 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 Bijoy Hans Limited.
13. The Open Offer opened on 13th June, 2025 and closed on 03rd July, 2025. There was zero response in the open offer and no shares were tendered in the Open offer.
14. Outcome of Extra-ordinary general meeting of the company held on 24th January, 2025 was submitted to the exchange on 24th January, 2025.

15. The Company has issued Postal ballot notice dt. 07th January, 2025 to take the shareholder's approval for sale of property/ Assets owned by the Company to promoters and director pursuant to Section 180, 188 and other applicable provisions, which were passed on E-voting end dt. 08th February, 2025.

16. The Meeting of independent directors of the company was held on 28th March, 2025.

For Pooja Gala & Associates
(Practicing Company Secretary)

Sd/-

Pooja Amit Gala
ACS No: 69393
COP No: 25845
ICSI UDIN: A069393G000874560
Peer Review Number: 5760/2024

Date: 28-07-2025

Place: Thane

This report is to be read with the letter which is annexed as **Annexure A** and forms an integral part of this report.

Disclaimer: - We have conducted the assignment by examining the secretarial records and management undertaking given to us by the company etc. received by way of electronic mode from the company and was randomly verified by us. The management has confirmed that the records submitted to us are True and Correct. This report is limited to statutory compliances on law / regulations / guidelines listed in our report which have been complied by the company pertaining to financial year 24-25. We are not commenting on the statutory compliances whose due dates are extended by Registrars from time to time or still there is time line to comply with such compliances.

Annexure A'

To,
The Members,
Bijoy Hans Limited
H.P. Brahmachari Road Rehabari, Kamrup, Guwahati,
Assam, India, 781008

My report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have conducted our audit by examining various records and documents including minutes, registers, certificates and other records physical mode from the company. I state that I have verified the physical original documents and records. The management has confirmed that the records provided to us for audit are true and correct.
3. Further, my audit report is limited to the verification and reporting on the statutory compliances on laws/regulations/guidelines listed in our report and the same pertain to the financial year ended on 31st March, 2025. Our reporting does not include on statutory compliances whose dates are extended by Ministry of Corporate Affairs/SEBI/RBI, as the case may be, from time to time and accordingly such extended time limits remain beyond the date of our audit report.
4. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices we followed provide a reasonable basis for our opinion.
5. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
8. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Pooja Gala & Associates
(Practicing Company Secretary)**

Sd/-

**Pooja Amit Gala
ACS No: 69393
COP No: 25845
ICSI UDIN: A069393G000874560
Peer Review Number: 5760/2024
Date: 28-07-2025
Place: Thane**

CODE OF CONDUCT DECLARATION

Declaration as required under Schedule V Part D of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As provided under Schedule V of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the Financial Year ended 31st March, 2025.

**On behalf of the Board of Directors
Bijoy Hans Limited**

**Place: Guwhati
Date: 28-07-2025**

**Sd/-
Kaushal Uttam Shah
Executive Director
DIN: 02175130**

**Sd/-
Dhavalkumar Pravinkumar Mashru
Non-Executive Non-Independent Director
DIN: 10786675**

CEO/CFO Compliance Certificate

(Regulation 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We hereby certify that:

- a) We have reviewed Audited Financial Statements and the Cash Flow Statement for the Financial Year ended 31st March, 2025 and that to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For Bijoy Hans Limited

SD/-
Mr. Kaushal Uttam Shah
Managing Director
DIN: 02175130

SD/-
Mr. Abhiram R
Chief Financial Officer

Place: Guwahati
Date: 28-07-2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of Bijoy Hans Limited
CIN: L51909AS1985PLC002323

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Bijoy Hans Limited** (CIN **L51909AS1985PLC002323**) and having registered office at **H.P. BRAHMACHARI ROAD REHABARI, Kamrup, GUWAHATI, Assam, India, 781008** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Details of Directors:

Sr. No	Name of Director	DIN	Date of Appointment	Date of Cessation
1	Ashok Kumar Patawari	00154286	13-06-1989	
2	Raj Kumar Harlalka	00594512	08-01-2008	20-09-2024
3	Ashim Kumar Patawari	01972489	08-01-2008	-
4	Shweta Patawari	06935613	14-08-2014	-
5	Sanjay Kumar Baid	00496383	04-08-2023	-
6	Salil Sriram Shetty	07424136	13-08-2024	-
7	Amit Jawarimal Dugar	01641205	13-08-2024	
8	Dhaval Kumar Pravinkumar Mashru	10786675	26-12-2024	

*Mr. Raj Kumar Harlalka (DIN: 00594512) has resigned from post of Director on 20th September, 2024.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Pooja Gala & Associates**
(Practicing Company Secretary)

Sd/-
Pooja Amit Gala
ACS: 69393/ COP: 25845
Peer Reviewed Unit No: - 5760/2024
ICSI UDIN: A069393G000874582
Place: Thane
Date: 28-07-2025

INDEPENDENT AUDITORS' REPORT

To The Members of
BIJOY HANS LIMITED

Report on the audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of BIJOY HANS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), statement of cash flows and the statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, its cash flows and the Changes in Equity for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the other information. The other information comprises the information included in the Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The management is also responsible for overseeing the company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c. The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure “B”
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i) The Company does not have any pending litigations as at 31st March 2025 which would impact on its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts as at 31st March 2025.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2025.
 - iv) a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person/ entity, including foreign entities (‘Intermediaries’), with the understanding, whether recorded in writing or otherwise, that the Intermediary has, whether directly or indirectly lend or invest in other security or the like on behalf of the Ultimate Beneficiaries; persons or entities identified in any manner whatsoever by or on behalf of the Company(“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person/ entity, including foreign entities, that the company has directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on our audit procedures which we have considered reasonable and appropriate in the circumstances and according to the information and explanations provided to us by the Management in this regard, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub-clause (i) and (ii) contain any material misstatement.

- v) No dividend has been declared or paid during the year by the company.
- vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31st March, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For RAJESH SURANA & CO.
Chartered Accountants
(Registration No. 0325658E)

SD/-
CA Rajesh Surana
Place: Guwahati - 781001
Proprietor
Date: The 26th day of May, 2025
Membership No. 062977

UDIN:25062977BMKUOS4045

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH – 1 OF THE AUDITORS REPORT OF EVEN DATE)

- I.
- a. In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
 - b. As explained to us, the physical verification of these Property, Plant and Equipment is being conducted by the management at reasonable intervals, which in our opinion is reasonable having regard to the size of the Company and the nature of the Property, Plant and Equipment. According to the information and explanations given to us no material discrepancies were noticed on such physical verification.
 - c. Based on the information and explanation given to us, the title deeds of immovable properties included in Property, Plant and Equipment's are held in the name of the Company.
 - d. According to the information and explanations given to us, the Company has not revalued its property, plant and equipment (including Rights of Used assets) and its intangible assets. Accordingly, the requirements under paragraph 3 (i)(d) of the Order are not applicable to the Company.
 - e. According to the information and explanations given to us, no proceedings has been initiated or pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3 (i) (e) of the Order are not applicable to the Company.
- II.
- a. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
- b. According to the information and explanations provided to us and based on the verification, the requirements under paragraph 3(ii)(b) of the Order is not applicable to the Company.
- III.
- a) According to the information and explanations given to us, the Company has not made any investments in any Company and not provided any guarantee or security or granted any loans or advances in the nature of loan, secured or unsecured, to the companies, firms, Limited Liability Partnership or any other parties. Accordingly, the requirements under paragraph 3(iii)(a) and subclause (b) to (f) are not applicable to the Company.
- IV.
- According to the information and explanations given to us, the Company has not either directly or indirectly granted any loan to any of its Directors or to any other persons in which the Directors is interested, in accordance with the provisions of Section 185 of the Act, and the Company not made investments through more than two layers of investment companies in accordance with the provisions of Section 186 of the Act. Accordingly, the requirements under paragraph 3(iv) of the Order are not applicable to the Company.
- V.
- In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year to which the provisions of Section 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the

extent notified. Accordingly, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.

VI. As informed and explained to us, maintenance of cost records has not been prescribed by the Central Government under Section 148(1) (d) of the Companies Act, 2013. Accordingly, the provisions of Clause (vi) of paragraph 3 of the Order are not applicable to the Company.

VII. In respect of statutory dues:

a. The Company is regular in depositing with appropriate authorities undisputed statutory dues including Employees' State Insurance, Income Tax, Sales Tax, GST, Cess and other material statutory dues applicable to the company.

b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, and Cess were outstanding as at March 31, 2025 for a period of more than six months from date they became payable.

VIII. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax assessment of the company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the order is not applicable to the company.

IX. The Company does not have any loans or borrowings and repayment to lenders during the year, Accordingly, the provision stated in paragraph 3(ix) (a) to (f) of the order, is not applicable to the company.

X. (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company

XI. (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company.

(b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the financial statement for the year ended March 31, 2025, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.

(c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.

XII. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.

- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports issued by internal auditors during our audit.
- XV. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to Company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- XVI. (a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi)(a) of the Order are not applicable to the Company.
- (b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.
- (d) The Company does not have any CIC as a part of its group. Hence, the provisions stated in paragraph clause 3 (xvi)(d) of the Order are not applicable to the Company.
- XVII. Based on the overall review of financial statements, the Company has not incurred any cash losses during the year and in the immediately preceding financial year the Company has incurred cash losses of Rupees (In hundred) 6,836.91.
- XVIII. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.
- XIX. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 1.33 to the financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- XX. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company.
- XXI. The reporting under clause 3(xxi) of the order is not applicable in respect of audit of financial statements. Accordingly, no comments in respect of the said clause have been included in the report.

For RAJESH SURANA & CO.
Chartered Accountants
(Registration No. 0325658E)

SD/-
CA Rajesh Surana
Place: Guwahati - 781001
Proprietor
Date: The 26th day of May, 2025
Membership No. 062977

UDIN:25062977BMKUOS4045

ANNEXURE B TO THE INDEPENDENT AUDITORS REPORT

(REFERRED TO IN PARAGRAPH – 2 OF THE AUDITORS REPORT OF EVEN DATE)

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

We have audited the internal financial controls over financial reporting of Bijoy Hans Limited ('the Company') as of 31 March, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For RAJESH SURANA & CO.
Chartered Accountants
(Registration No. 0325658E)

SD/-
CA Rajesh Surana
Place: Guwahati - 781001
Proprietor
Date: The 26th day of May, 2025
Membership No. 062977
UDIN:25062977BMKUOS4045

BIJOY HANS LIMITED				
BALANCE SHEET AS AT 31 st MARCH, 2025				
			Amount in Rupees Hundred)	
	PARTICULARS	NOTE NO.	As at 31 st March, 2025	As at 31 st March, 2024
I.	ASSETS			
	(1) NON-CURRENT ASSETS			
	(a) Property, Plant & Equipment and Intangible Assets	2	-	39,692.32
	(b) Financial Assets			
	(i) Non Current Investments	3	13,000.00	38,142.87
	(ii) Long Term Loans & Advances	4	47,747.00	83,127.00
	(c) Deferred Tax Assets	5	-	2,800.85
	(d) Other Non Current Assets		-	-
			60,747.00	1,63,763.04
	(2) CURRENT ASSETS			
	(a) Inventories	6	-	5,169.55
	(b) Financial Assets			
	(i) Cash & Cash Equivalents	7	2,70,555.34	1,62,543.51
	(ii) Trade Receivables	8	-	7,890.24
	(c) Short Term Advances	9	25,249.91	5,776.39
	(d) Other Current Assets	10	2,403.66	4,104.28
			2,98,208.91	1,85,483.97
	TOTAL ASSETS		3,58,955.91	3,49,247.01
II.	EQUITY AND LIABILITIES			
	(1) EQUITY			
	(a) Equity Share Capital	11	3,00,002.10	3,00,002.10
	(b) Other Equity		52,787.91	39,175.88
			3,52,790.01	3,39,177.98
	(2) LIABILITIES			
	CURRENT LIABILITIES			
	(a) Financial Liabilities			
	(i) Long Term Borrowings			
	ICICI Bank (Against hypothecation of Car)		-	6,057.81
	(b) Trade Payables		-	-
	(c) Other current Liabilities	12	6,165.90	4,011.22
	(d) Short Term Provisions		-	-
			6,165.90	10,069.03
	TOTAL EQUITIES AND LIABILITIES		3,58,955.91	3,49,247.01
	Matrital Accounting Policies and Notes on Financial Statements	1		
	The accompanying notes form an integral part of the Financial Statements			
	As per our report of even date			For and on behalf of Board
	For RAJESH SURANA & CO.			SD/-
	Chartered Accountants			Ashok Kumar Patawari, Managing Director
	Firm Registration No. 0325658E			DIN: 00154286
	SD/-			Ashim Kumar Patawari, Director
	CA RAJESH SURANA			DIN: 01972489
	Proprietor			
	M.No.: 062977			SD/-
				Manisha Agarwala, Company Secretary
	Place: Guwahati - 781001			
	Date : The 26th day of May , 2025			SD/-
				Richi Patawari, Chief Financial Officer

Bijoy Hans Limited
Annual Report 2024-2025

BIJOY HANS LIMITED					
STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 ST MARCH, 2025					
				Amount in Rupees Hundred)	
PARTICULARS		NOTE NO.		YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2024
I.	Revenue from Operations	13		27,894.45	27,986.11
II.	Other Income	14		18,979.58	30,354.61
III.	Total Revenue (I + II)			46,874.03	58,340.72
IV.	Expenses				
	a) Purchase of Stock-In-Trade			16,732.10	23,071.33
	b) Changes in Inventories of Goods in Trade	15		5,169.55	(1,603.48)
	c) Employee Benefit Expenses	16		15,630.00	16,278.00
	d) Depreciation	2		2,443.11	4,821.77
	e) Finance Cost	17		950.80	641.09
	f) Other Expenses	18		42,721.06	26,790.69
	Total Expenses			83,646.62	69,999.40
V.	Profit/ (Loss) before Exceptional Items and Tax (III - IV)			(36,772.59)	(11,658.68)
VI.	Exceptional Items				
	Profit on sale of Property Plant & Equipments			55,859.22	-
VII.	Profit/ (Loss) before tax (V - VI)			19,086.63	(11,658.68)
VIII.	Tax Expenses				
	(1) Current Tax			-	-
	(2) Deferred Tax			2,800.85	63.15
	(3) Income Tax relating to earlier years			2,673.74	-
IX.	Profit/ (Loss) for the year (VII - VIII)			13,612.04	(11,721.83)
X.	Other Comprehensive Income				
	Items that will not be reclassified to profit or loss in subsequent periods			-	-
	Net other comprehensive income for the period			-	-
XI.	Total Comprehensive Income/ (Loss) for the period (IX + X)			13,612.04	(11,721.83)
XII.	Earnings per share				
	Basic & Diluted			0.45	-0.39
Material Accounting Policies and Notes on Financial Statements		1			
The accompanying notes form an integral part of the Financial Statements					
As per our report of even date					
For RAJESH SURANA & CO.					For and on behalf of the Board
Chartered Accountants					
Firm Registration No. 0325658E					SD/-
					Ashok Kumar Patawari, Managing Director
	SD/-				DIN: 00154286
CA RAJESH SURANA					SD/-
Proprietor					Ashim Kumar Patawari, Director
M.No.: 062977					DIN: 01972489
Place: Guwahati - 781001					SD/-
Date : The 26th day of May, 2025					Manisha Agarwala, Company Secretary
					Richi Patawari, Chief Financial Officer

BIJOY HANS LIMITED		
<u>CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025</u>		
	(Amount in Rupees Hundred)	
	2024-25	2023-24
<u>A. CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit before Tax, Extraordinary Items and Interest	19,086.63	(11,658.68)
<i>Adjustments for :</i>		
Depreciation	2,443.11	4,821.77
Profit on sale on sale of Property, Plant and Equipment	(55,859.22)	-
Assets written off	623.41	
Operating Profit before change in Working Capital	(33,706.07)	(6,836.91)
<i>Adjustments for :</i>		
Non Current Investments	25,142.87	(17,690.04)
Long Term Loans & Advances	35,380.00	(3,529.70)
Inventories	5,169.55	(1,603.48)
Trade receivables	7,890.24	1,163.57
Other Current Assets	1,700.62	(308.07)
Other Non Current Assets	-	-
Short term Loans & Advances	(19,473.51)	(397.58)
Current Liabilities	2,154.68	(45.28)
Cash generated from Operations	24,258.38	(29,247.50)
Exceptional Items	-	-
Direct Tax Paid	(2,673.74)	
Net Cash used in Operating Activities	21,584.64	(29,247.50)
<u>B. CASH FLOW FROM INVESTING ACTIVITIES</u>		
Property, Plant and Equipment Purchased	-	(101.69)
Value of Property, Plant and Equipment Sold	92,485.00	31,969.23
Net Cash used in Investing Activities	92,485.00	31,867.54
<u>C. CASH FLOW FROM FINANCING ACTIVITIES</u>		
Net Cash from Financing Activities	(6,057.81)	(1,633.31)
NET INCREASE/(DECREASE) IN CASH & CASH	1,08,011.83	986.73
EQUIVALENTS (A+B+C)		
Cash & Cash Equivalents at the beginning of the Year	1,62,543.51	1,61,556.78
Cash & Cash Equivalents at the end of the Year	2,70,555.34	1,62,543.51
The cash flow statement has been prepared under the Indirect Method as set out in the Accounting		
Standard 3-"Cash Flow Statements".		
<i>As per our report of even date</i>		For and on behalf of the Board
For RAJESH SURANA & CO.		SD/-
Chartered Accountants		Ashok Kumar Patawari, Managing Director
<i>Firm Registration No. 0325658E</i>		DIN: 00154286
SD/-		Ashim Kumar Patawari, Director
CA RAJESH SURANA		DIN: 01972489
Proprietor		Manisha Agarwala, Company Secretary
M.No.: 062977		SD/-
Place: Guwahati - 781001		Richi Patawari, Chief Financial Officer
Date : The 26th day of May, 2025		

BIJOY HANS LIMITED			
STATEMENT OF CHANGES IN EQUITY AS ON 31ST MARCH, 2025			
A. Equity share capital (Equity Shares of Rs. 10/- each issued, subscribed and fully paid up)			
Particulars	No of Shares	Amount	
At the beginning of the year	30,00,021	3,00,00,210	
Changes in equity share capital	-	-	
As at March 31, 2025	30,00,021	3,00,00,210	
Shares held by the Promoters' at the end of year		% of Change	
S. No Promoters Name	No. of Shares	% of Total Shares	during the Year
01. Ashim Kumar Patawari	63,500	2.117	-
02. Ashok Kumar Patawari	1,38,300	4.610	-
03. Shweta Patawari	3,000	0.100	-
04. Sushila Devi Patawari	27,500	0.917	-
Total	2,32,300	7.744	-
B. Other equity			
Particulars	Reserves and surplus	Other Comprehensive Income	Total other equity
	Retained earnings	Remeasurement of defined benefit , liabilities / assets	
Balance as at 1st April, 2023	50,897.71	-	50,897.71
Profit for the year FY 2023-24	-11,721.84	-	-11,721.84
Other comprehensive income	-	-	-
Balance at March 31, 2024	39,175.87	-	39,175.87
Profit for the year FY 2024-2025	13,612.04		13,612.04
Other comprehensive income	-		
Balance at March 31, 2025	52,787.91		52,787.91
The accompanying notes form an integral part of the Financial Statements			
As per our report of even date			
			For and on behalf of the Board
For RAJESH SURANA & CO.			
Chartered Accountants			
Firm Registration No. 0325658E			SD/-
SD/-			Ashok Kumar Patawari, Managing Director
			DIN: 00154286
CA RAJESH SURANA			
Proprietor			SD/-
M.No.: 062977			Ashim Kumar Patawari, Director
			DIN: 01972489
Place: Guwahati - 781001			
Date : The 26th day of May , 2025			SD/-
			Manisha Agarwala, Company Secretary
			SD/-
			Richi Patawari, Chief Financial Officer

Notes to financial statements for the year ended March 31, 2025

1. MATERIAL ACCOUNTING POLICIES :

1.1 Basis of Accounting

The financial statements have been prepared to comply in all material aspects with the applicable accounting principles in India, the applicable accounting standards notified under section 133 of the Companies Act 2013 and other relevant provisions thereof. The accounts of the company are prepared under the historical cost convention using the accrual method of accounting. The accounting policies applied for preparing the financial statements are consistent with those of the previous year.

Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There are no new standards or amendments to the existing standards that are notified impacting the financial statements of the Company.

1.2 Revenue Recognition

Sales are recognised upon raising of invoice and transfer of significant risk and rewards of the ownership to the buyer. Interest income is accounted for on receipt basis. Dividend income on investments is accounted for when the right to receive the payment is established.

1.3 Expenditure

Expenses are accounted for on accrual basis and provision is made on estimate for all known liabilities and losses.

1.4 Property Plant & Equipment & Depreciation

Property Plant & Equipment are stated at cost less accumulated depreciation. The company capitalises all direct costs relating to the acquisition and installation of Property Plant & Equipment. Depreciation on Property Plant & Equipment is provided on WDV method on pro rata basis at the rates specified in the schedule II of the Companies Act 2013. At each balance sheet date the company reviews the carrying value of its Property Plant & Equipment for any possible impairment. No impairment was observed during the year under review.

1.4A De-recognition:

All items of Property Plant & Equipment (PPE) is de-recognised on disposal, or when no future economic benefit or expected from use. Gain or loss arising from derecognition of PPE measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the statement of Profit and Loss where the asset is de recognised.

1.5 Inventories

Inventories are Valued at Cost or Net Realisable Value whichever is lower, on FIFO basis.

1.6 Investments

Investments are long term- non current investment. These are stated at cost of acquisition. Any diminution in value, which is of permanent nature is recognised by charging the estimated loss to the statement of Profit and loss. Any diminution in value of temporary nature is not recognised.

1.7 Employee Benefits

The provisions of the PF and ESI Act are not applicable to the company as the number of employees are below the prescribed statutory limit. Termination benefits are recognised as an expense as and when incurred.

1.8 Taxation

Current tax is the amount of tax payable in respect of taxable income for the year as determined in accordance with provisions of the Income tax Act 1961 as applicable for the year. Deferred tax is recognised on timing difference, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1.9 Cash and Cash Equivalents.

Cash and cash equivalents includes cash in hand, demand deposits with banks and other short term highly liquid investments with original maturities of three months or less.

1.10 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit for the period attributable to the shareholders by weighted average number of equity shares outstanding during the period.

1.11 Others

a) The figures for the previous year have been regrouped/ rearranged, wherever necessary, to make them compatible and comparable to the figures for the current year, which are grouped as per requirement of the Schedule III to the Companies Act 2013.

b) Contingent liabilities are recognised and disclosed when there is a possible present obligation arising from a past event which may result in estimatable outflow of resources to settle the obligation in terms with the requirement of Accounting Standard -29. However, there were no such liabilities.

c) Accounting policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles.

Notes to financial statements for the year ended March 31, 2025

Additional Information required to be given pursuant to Schedule III of the Companies Act, 2013.

1.12 Contingent Liabilities and Commitments

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Claims against the Company not acknowledged as Debt	NIL	NIL
(ii) Gurantees given by the Company	NIL	NIL
(iii) Other money for which the Company is contingently liable	NIL *	NIL *
(iv) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	NIL	NIL
(v) Other Commitments	NIL	NIL

*Note: The amount does not include any demand that may be raised by Income Tax, Sales Tax, Service Tax or any other authority during routine/completion of assessment proceedings.

1.13 In the opinion of the Board of Directors of the Company, the value on realization of current assets, loans and advances shall not be less than at what they are stated in the Balance Sheet.

1.14 Details of transactions in Foreign Currency

Amount in INR

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a) Expenditure in Foreign Currency	-	-
b) Earnings in Foreign Currency	-	-
[*Note: The above figures have been stated on accrual basis and not on cash basis]		

1.15 The amounts disclosed under the Financial Statements have been rounded off to nearest rupee except as stated otherwise under any particular note.

Disclosure under various Accounting Standards that are applicable to the Company

1.16 The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

1.17 Related Party Disclosures as required in accordance with Accounting Standard-18:

a.	List of Related Parties	
i.	Key Management Personnel ('KMP')	Ashok Kumar Patawari
		Ashim Kumar Patawari
		Shweta Patawari
		Richi Patawari
ii.	Entities over which Key Management Personnel or their Relatives exercise significant influence	NA
iii.	Individuals exercising significant influence	Ashok Kumar Patawari
		Ashim Kumar Patawari
		Shweta Patawari
		Richi Patawari
iv	Relative of Key Management Personnel	Sushila Devi Patawari

b. Transactions with related parties: Amount in Rupees
Hundred)

Particulars	Current Year		Previous Year	
	Key Management Personnel	Relative of Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
Sushila Devi Patawari (Rent)	-	750.00	-	1,500.00
Sushila Devi Patawari (Sale of Property Plant & Equipment))	-	43,000.00	-	-
Sushila Devi Patawari (Sale of furniture)	-	250.00	-	-
Ashok Kumar Patwari (Electricity Charges)	2,206.90	-	1,911.90	-
Ashok Kumar Patwari ((Sale of Property Plant & Equipment))	43,000.00	-	-	-
Ashok Kumar Patwari (Sale of Furniture)	250.00	-	-	-
Ashok Kumar Patwari (Sale of Vehicle)	385.00	-	-	-
Ashim Kumar Patawari (Sale of Vehicle)	650.00	-	-	-
Shweta Patawari (Sale of Vehicle)	4,400.00	-	-	-
Richie Patawari (Salary)	2,400.00	-	2,400.00	-

c. Balance outstanding with related parties:

Name of the party	Amount Outstanding as on 31 March 2025	Amount Outstanding as on 31 March 2024
Other Current Liabilities	-	-

1.18 Earnings per Share (EPS)

The earnings considered in ascertaining the Company's EPS comprises the profit available for shareholders (i.e. profit after tax and statutory/ regulatory appropriations). The number of shares used in computing EPS is the weighted average number of shares outstanding during the period.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net Profit attributable to shareholders	13,612.03	(11,721.83)
Weighted average number of Equity shares outstanding during the period (in nos.)	30,00,021	30,00,021
Earnings per Share		
- Basic (in Rupees)	0.45	(0.39)
- Diluted (in Rupees)	0.45	(0.39)
Nominal Value of Equity Shares (Face value/share)	10	10

1.19 Taxation

The Company has carried out its tax computation in accordance with Accounting Standard 22 "Accounting for Taxes on Income" based on timing differences in the book profits as per Companies Act, 2013 and taxable income as per Income Tax Act, 1961. Accordingly, during the year the Timing Difference has resulted into creation of Deferred Tax Assets as follows:

Particulars	Opening Balance	Debited / (Credited) to Statement of Profit & Loss	Balance as on 31st March 2025
Tax impact of difference between carrying amount of PPE in the Financial Statements and the Income Tax Return.	2,800.85	2,800.85	-
	2,800.85	2,800.85	-

1.20 Other information to the Financial Statements

Based on the information available with the Company, the balance due to Micro & Small Enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is Rs. Nil and no interest during the period has been paid or is payable under the terms of MSMED Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the period end together with interest paid/ payable as required under the Act have not been given.

1.21 The operating cycle of the Company has been considered as 12 months for the purpose of current and non-current classification in the financial statements.

1.22 Ageing & Completion schedules of Capital Work in Progress:

The Company has no capital work in progress nor there is any intangible asset under development.

1.23 Borrowings on the security of Current Assets:

There are no borrowings by the Company from bank or financial institutions on the security of its current assets.

1.24 Relationship with Struck Off Companies:

The Company does not have any transaction with the Company which in the knowledge of the Company has been struck off under the provisions of the Companies Act, 2013.

1.25 Charge Registration and Satisfaction:

There are no charges pending for registration or satisfaction by the Company with the Registrar of Companies beyond the statutory period.

1.26 Compliance with the Number of Layers:

No such compliance is applicable to the Company as it has no invement in downstream companies.

1.27 Details of Crypto Currency or Virtual Currency:

The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

1.28 Wilful defaulter declaration:

The Company has not been declared as wilful defaulter by any bank or financial institutions or other lender.

1.29 Revaluation of Property Plant & Equipment:

The Company has not revalued its Property, Plant & Equipment or intangible assets during the year.

1.30 Undisclosed Income:

The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year the assessment under the Income Tax Act, 1961.

1.31 Foreign Exchange Earnings:

The Company does not have any foreign exchange earnings.

1.32 Details of Benami Property:

There is no proceeding initiated or pending against the Company as at 31st March 2025 under Prohibition of Benami Property Transaction Act, 1988(as amended in 2016).

NOTE '2' : PROPERTY, PLANT & EQUIPMENT

NOTE 17: PROPERTY, PLANT & EQUIPMENT															Amount in Rupees Hundred)		
PARTICULARS	GROSS BLOCK							DEPRECIATION							NET BLOCK		
	As at 1st April, 2023	Additions/ Adjustments	Deductions/ Adjustments	As at 1st April, 2024	Additions/ Adjustments	Deductions/ Adjustments	As at 31st March, 2025	As at 1st April, 2023	For the Year	Additions/ (Deductions) Adjustments	As at 1st April, 2024	For the year	Additions/ (deductions) Adjustments	As at 31st March, 2025	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
<u>TANGIBLE ASSETS:</u>																	
(OWN ASSETS)																	
Property at Jaipur (freehold)	31,969.23	-	(31,969)	0.00	-	-	-	-	-		-	-		-		-	31,969.23
Air Conditioner	2,557.43	-	-	2,557.43	-	2,557.43	-	2,344.68	61.12		2,405.80	25.17	(2,430.97)	-	-	151.63	212.75
Car (Maruti Esteem)	5,311.20	-	-	5,311.20	-	5,311	-	5,045.64	-		5,045.64	-	(5,046)	-	-	265.56	265.56
Car Chevrolet	2,913.90			2,913.										-			

Bijoy Hans Limited
Annual Report 2024-2025

Spark		-	-	90	-	2,913.90	-	2,815.87	-		2,815.87	-	(2,815.87)	-	-	98.03	98.03	
Car Hyundai Creta	12,804.52	-	-	12,804.52	-	12,804.52	-	11,587.31	380.13		11,967.44	161.15	(12,128.59)	-	-	837.08	1,217.21	
Car Verna	7,568.79	-	-	7,568.79	-	7,569	-	7,190.28	-		7,190.28	-	(7,190.28)	-	-	378.51	378.51	
Car Xcent	0.00	-	-	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	
Car Tata Nexon	11,273.56	-	-	11,273.56	-	11,273.56	-	3,231.81	2,511.44	-	5,743.25	1,093.05	(6,836.30)	-	-	5,530.31	8,041.75	
CCTV Camera	561.00	-	-	561.00	-	561	-	532.94	-		532.94	-	(532.94)	-	-	28.06	28.06	
Computer	3,217.64	-	-	3,217.64	-	3,217.64	-	2,892.18	196.20		3,088.38	52.15	(3,140.53)	-	-	129.26	325.46	
Electrical Installation	1,137.35	-	-	1,137.35	-	1,137	-	1,080.48	-		1,080.48	-	(1,080.48)	-	-	56.87	56.87	
EPABX	270.00	-	-	270.00	-	270	-	256.50	-		256.50	-	(256.50)	-	-	13.50	13.50	
Fax Machine	739.76	-	-	739.76	-	740	-	702.77	-		702.77	-	(702.77)	-	-	36.99	36.99	
Furniture & Fixture at Mumbai	11,223.05	-	-	11,223.05	-	11,223	-	10,661.74	-		10,661.74	-	(10,661.74)	-	-	561.31	561.31	
Furniture & Fixtures	6,366.04	-	-	6,366.04	-	6,366	-	6,047.81	-		6,047.81	-	(6,047.81)	-	-	318.23	318.23	
Laptop HP	255.00	-	-	255.00	-	255	-	213.55	-		213.55	-	(213.55)	-	-	41.45	41.45	

Bijoy Hans Limited
Annual Report 2024-2025

													5)				5	
Mobile Phone	2,359.73	-	-	2,359.73		2,360	-	2,206.07	29.56		2,235.63	4.56	(2,240.19)	-	-	124.10	153.66	
Office Premises at Mumbai	65,832.70	-	-	65,832.70	-	65,832.70	-	33,295.97	1,580.79		34,876.76	1,079.58	(35,956.34)	-	-	30,955.94	32,536.73	
Refrigerator	979.55	101.69	-	1,081.24	-	1,081	-	930.57	40.32		970.89	27.45	(998.34)	-	-	110.35	48.98	
Television	471.90	-	-	471.90	-	472	-	448.50	-		448.50	-	(448.50)	-	-	23.40	23.40	
Typewriter	190.33	-	-	190.33	-	190	-	180.81	-		180.81	-	(180.81)	-	-	9.52	9.52	
H P Laptop	443.98	-	-	443.98	-	443.98	-	399.57	22.21		421.78	-	(421.78)	-	-	22.20	44.41	
Total Rs	1,68,446.66	101.69	(31,969.23)	1,36,579.12	-	1,36,579.12	-	92,065.05	4,821.77	-	96,886.82	2,443.11	(99,329.93)	-		39,692.32	76,381.61	
i) Property, Plant and Equipment are valued at cost of acquisition as reduced by depreciation.																		
ii) Depreciation is provided on pro-rata basis, under the WDV value method in accordance with the rates specified in Schedule II to the Companies Act, 2013.																		

					<u>Amount in Rupees Hundred)</u>		
<u>NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025</u>							
					As at		As at
					<u>31.3.2025</u>		<u>31.3.2024</u>
<u>NOTE '3' : NON CURRENT INVESTMENTS</u>							
	<u>Long-term</u>						
	<u>BONDS</u>						
	Indian Railways Finance Corporation (<i>Tax Free Bonds</i>)			5,000.00		5,000.00	
	(At cost price)						
	<u>MUTUAL FUNDS</u>						
	(At cost or market price whichever is higher)						
	Nippon India Balanced Advantage Fund - Growth						
	(Nil) (P Y 2,508.899 Units)			-			5,000.00
	<u>Short term</u>						
	(At cost or market price whichever is higher)						
	<u>BONDS</u>						
	REC Limited Capital Gain Bonds (At cost Price)			8,000.00		8,000.00	
	<u>MUTUAL FUNDS</u>						
	Ipru Business Cycle Fund			-		6,740.76	
	(Nil) (P Y 32,360.8410 Units)						
	Nippon India Banking & Fin Services Fund			-		6,020.98	
	(Nil) (P Y 1,176.8320 Units)						
	SBI Banking & Financial Services Fund			-		6,194.70	
	(Nil) (P Y 18,824.5370 Units)						
	Tata Large & Midcap Fund			-		<u>6,186.43</u>	33,142.87
	(1,335.1560 Units (P Y Nil)						
				-			
					13,000.00		
	TOTAL NON CURRENT INVESTMENTS				13,000.00		38,142.87

<u>NOTE '4' : LONG-TERM LOANS AND ADVANCES</u>			As at 31.03.2025	As at 31.03.2024
<i>(Unsecured and Considered Good)</i>				
Security Deposits			10.00	10.00
Bottomline Enterprises			7,000.00	7,000.00
R M Khambatwala			5,000.00	5,000.00
Air Conditioning Spares Centre			25,000.00	55,000.00
Accrued Interest			10,737.00	16,117.00
		Total	47,747.00	83,127.00
<u>NOTE '5' : DEFERRED TAX ASSET</u>				
Deferred Tax asset on Timing difference between				
book and tax depreciation			-	2,800.85
		Total	-	2,800.85
<u>NOTE '6': INVENTORIES</u>				
Stock of Trading Items			-	5,169.55
		Total	-	5,169.55

				As at 31.3.2025	As at 31.3.2024
<u>NOTE '7': CASH AND CASH EQUIVALENTS</u>					
Cash in hand				3,621.14	2,412.59
<u>Balances with Scheduled Banks :</u>					
In Current Accounts				13,387.46	2,593.05
In Term Deposit Account				2,53,546.74	1,47,687.06
Accrued Interest on Term Deposits				-	9,850.81
		Total		2,70,555.34	1,62,543.51
<i>The interest accrued on term deposit is payable along with the maturity of the deposit, which is due within 12 months, hence the same has been considered as cash equivalent.</i>					
<u>NOTE '8' : TRADE RECEIVABLE</u>					
<i>(unsecured; Considered Good)</i>					
Outstanding for a period exceeding six					

Bijoy Hans Limited
Annual Report 2024-2025

	months from due date				-	430.00
	Others				-	7,460.24
	<i>(unsecured; Considered doubtful)</i>					
	Outstanding for a period exceeding six					
	months from due date				-	-
	Others				-	-
				Total	-	7,890.24

	<u>Trade Receivable Against Schedule as at 31.03.2025</u>						
	Particulars	Outstanding for following periods from due date of payment					
		Less than	6 Months to	1 Year to	2 Year to	3 Year and	Total
		6 Months	1 year	2 year	3 year	More	
	01. Undisputed Trade Receivable						
	Considered Good	-	-	-	-	-	-
	02. Undisputed Trade Receivable						
	Considered Doubtful	-	-	-	-	-	-
	03. Disputed Trade Receivable						
	Considered Good	-	-	-	-	-	-
	04. Disputed Trade Receivable						
	Considered Doubtful	-	-	-	-	-	-
	Total Rs	-	-	-	-	-	-
	<u>Trade Receivable Against Schedule as at 31.03.2024</u>						
	01. Undisputed Trade Receivable						
	Considered Good	7,460.24	-	-	-	-	7,460.24
	02. Undisputed Trade Receivable						
	Considered Doubtful				-		

		-	-	-		-	-
03. Disputed Trade Receivable							
Considered Good		-	-	-	-	-	-
04. Disputed Trade Receivable							
Considered Doubtful		-	-	-	-	-	-
Total Rs	7,460.24	-	-	-	-	-	7,460.24
<u>NOTE '9' : SHORT TERM ADVANCES</u>							
<i>(Unsecured and Considered Good)</i>							
Prepaid Expenses					-		116.50
Accrued Interest					22,075.47		3,530.00
GST Receivable					3,174.44		2,095.57
Om Logistic Limited					-		34.32
				Total	25,249.91		5,776.39

<u>NOTE '10' : OTHER CURRENT ASSETS</u>							
<i>(Unsecured and Considered Good)</i>							
Income Tax					2,403.66		4,104.28
<i>(Unsecured and Considered Doubtful)</i>							
Other Advances					-		-
				Total	2,403.66		4,104.28
<u>NOTE '11' : EQUITY SHARE CAPITAL</u>							
<u>AUTHORISED SHARE CAPITAL</u>							
1,00,00,000 Equity shares of Rs.10/- each							
[Previous Year: 32,50,000 Equity shares of Rs.10/- each]					10,00,000.00		3,25,000.00
<u>ISSUED, SUBSCRIBED & PAID UP:</u>							
3000021 Equity shares of Rs.10/- each fully paid up					3,00,002.10		3,00,002.10
[Previous Year 3000021 Equity shares of Rs.10/- each fully paid up]							
				Total	3,00,002.10		3,00,002.10
<i>i) Reconciliation of the number of shares and amount outstanding</i>							

Bijoy Hans Limited
Annual Report 2024-2025

	<u>PARTICULARS</u>			As st 31st March, 2025		As st 31st March, 2024	
				No. of shares	Amount	No. of shares	Amount
	Balance at the beginning/end of the year			30,00,021	3,00,002.10	30,00,021	3,00,002.10
	ii) None of share holder has been holding more than 5% of aggregate shares in the company during the year						
	as well as during preceding year.						
	<u>NOTE '12' : CURRENT LIABILITIES</u>						
b)	<u>Trade Payables</u>						
	Total outstanding dues of micro,small				-		-
	and medium enterprises						
	Total outstanding dues of creditors						
	other than micro, small and medium enterprises				-		-
	Total outstanding dues of related parties				-		-
	Operational buyers credit/suppliers Credit				-		-
				Total (b)	0.00		0.00
c)	<u>Other Current Liabilities</u>						
	Expenses & Others Payable				6,165.90		4,011.22
				Total (c)	6,165.90		4,011.22
d)	<u>Short Term Provision</u>						
	For Income Tax				-		-
				Total (d)	-		-
				Total (b+c+d)	6,165.90		4,011.22

						<u>Amount in Rupees Hundred)</u>
<u>NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025</u>						
	<u>Trade Payable Against Schedule as at 31.03.2025</u>					
	Particulars	Outstanding for following periods from due date of payment				
		Less than	1 Year to	2 Year to	3 Year and	<u>Total</u>
		1 Year	2 year	3 year	More	
01. MSME	-	-	-	-	-	-

Bijoy Hans Limited
Annual Report 2024-2025

02. Others	-	-	-	-	-	-	-
03. Disputed due MSME	-	-	-	-	-	-	-
04. Disputed due Others	-	-	-	-	-	-	-
Total Rs	0.00	-	-	-	-	-	-
<u>Trade Receivable Against Schedule as at 31.03.2024</u>							
01. MSME	-	-	-	-	-	-	-
02. Others	-	-	-	-	-	-	-
03. Disputed due MSME	-	-	-	-	-	-	-
04. Disputed due Others	-	-	-	-	-	-	-
Total Rs	-	-	-	-	-	-	-

			<u>Amount in Rupees Hundred)</u>	
<u>NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025</u>				
			As on	As on
			<u>31.3.2025</u>	<u>31.3.2024</u>
<u>NOTE '13' : REVENUE FROM OPERATION</u>				
	Sales less Returns and GST		27,534.45	27,986.11
	Scrap Sales		360.00	0.00
		Total	27,894.45	27,986.11
<u>NOTE '14' : OTHER INCOME</u>				
	Interest received / accrued on deposits		16,351.43	15,291.04
	Interest on I T Refund		50.26	44.93
	Profit from sale of Assets		-	8,030.77

Bijoy Hans Limited
Annual Report 2024-2025

	Profit on sale of Mutual Funds		2,577.87		5,843.80
	Fair Value Gain on Investments		-		1,144.07
	Round off		0.02		-
		Total	18,979.58		30,354.61
	<u>NOTE '15' : CHANGES IN INVENTORIES OF STOCK IN TRADE</u>				
	Opening Stock		5,169.55		3,566.07
	Closing Stock		-		5,169.55
		Total	5,169.55		(1,603.48)
	<u>NOTE '16' : EMPLOYEE BENEFIT EXPENSES</u>				
	Salaries		14,940.00		15,708.00
	Bonus		690.00		570.00
		Total	15,630.00		16,278.00
	<u>NOTE '17' : FINANCE COST</u>				
	Bank Charges		42.07		118.96
	Interest on Car Loan		172.61		522.13
	Interest on late payment to CSE		684.99		-
	Interest on P Tax		15.28		-
	Interest on TDS		35.85		-
		Total	950.80		641.09

			<u>Amount in Rupees Hundred)</u>		
<u>NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025</u>					
			As on		As on
			<u>31.3.2025</u>		<u>31.3.2024</u>
<u>NOTE '18' : OTHER EXPENSES</u>					
	Advertisement & Sales Promotion		2,493.00		1,506.40
	Auditors' Remuneration		650.00		650.00
	Bad Debts Written off		430.00		-
	Balances written off		917.49		4.54
	Carriage Outwards		1,152.86		1,154.53
	Certification Charges		250.00		-
	Computer Maintenance		173.60		49.00
	Depository Service Charges		180.00		380.30
	Donation		210.00	-	321.00
	Electricity Expenses		2,850.85		2,526.85
	Entertainment Expenses		735.43		669.16

Bijoy Hans Limited
Annual Report 2024-2025

	E Voting Charges		460.12		510.10
	Filling Fees		5,232.70		72.00
	General Expenses		547.45		635.71
	Insurance Charges		430.66		427.35
	Internet Expense		144.90		81.28
	Listing Fees (BSE)		3,250.00		3,250.00
	Listing Fees (CSE)		472.00		-
	Listing Fees (Arrear) (CSE)		4,314.97		-
	Listing Processing Fees (BSE)		3,000.00		-
	Legal Fees		8.00		16.00
	Local Conveyance		102.14		105.08
	Open Offer Exp to BSE		1,000.00		-
	Postage & Courier		1,392.10		1,525.99
	Printing & Stationery		2,254.16		1,328.92
	Professional Fees		3,245.00		2,915.00
	Processing Fees		10.00		
	Rates and Taxes		207.50		163.70
	Rent		750.00		1,500.00
	Repairs & Maintenance		1,058.60		1,844.81
	Revocation Charges (CSE)		295.00		-
	Software & Renewal Expenses		75.00		105.29
	Telephone Expenses		75.95		71.24
	Travelling & Conveyance Expenses		1,459.48		1,946.20
	Vehicle Running & Maintenance Expenses		2,685.00		2,845.74
	Website Hosting Charges		207.10		184.50
		Total	42,721.06		26,790.69
	<u>NOTE : OTHER MATTERS</u>		As on		As on
			<u>31.3.2025</u>		<u>31.3.2024</u>
a.	<u>AUDITORS' REMUNERATION :</u>				
	For Auditing Services		650.00		650.00
		Total	650.00		650.00