

NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Ninth Annual General Meeting** of the Members of Bizotic Commercial Limited ("company") will be held on **Tuesday, 30th September, 2025 at 03:00 P.M.** at the registered office of the company situated at **15, Ashwamegh Warehouses, Ujala Circle, Sarkhej, Dascroi, Ahmedabad, Gujarat - 382210 India** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business.

ORDINARY BUSINESS:

1. Adoption of the Financial Statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2025 together with the reports of the Board of Directors ("the Board") and the Statutory Auditors thereon.

To consider and if thought fit to pass with or without modifications, the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT the audited Balance Sheet for the Financial Year ended on 31st March, 2025, Statement of Profit and Loss, Cash Flow Statement and Notes thereon for the Financial Year ended on 31st March, 2025 together with Auditor's Report and Board's Report thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. Appointment of Ms. Inderpreet Kaur Gulati (DIN: 09213754) director, liable to retire by rotation and being eligible, offer herself for re-appointment:

To appoint a director in place of **Ms. Inderpreet Kaur Gulati (DIN: 09213754)**, who retires by rotation and being eligible, seeks reappointment.

Explanation: Based on the terms of appointment, executive directors and the non-executive and non-independent directors are subject to retirement by rotation. **Ms. Inderpreet Kaur Gulati (DIN: 09213754)** Director, whose directorships is liable to retire at the ensuing AGM, being eligible, seek reappointment. The Board has recommended their reappointment as director.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to reappoint **Ms. Inderpreet Kaur Gulati (DIN: 09213754)** as Director, who is liable to retire by rotation and being eligible offers herself for reappointment be and hereby re-appointed as Director.”

SPECIAL BUSINESS

3. Increase in Authorised Share Capital and Alteration of the Capital clause in Memorandum of Association of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Section 13, 61 and 64, read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and the rules framed thereunder, the consent of the members be and is hereby accorded to increase the Authorised Equity Share Capital of the Company from the existing Rs. 9,00,00,000 (Rupees Nine Crores Only), divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each to Rs. 11,27,00,000/- (Rupees Eleven Crores Twenty-Seven Lakhs Only), divided into 1,12,70,000 (One Crore Twelve Lakhs Seventy Thousand) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each ranking pari passu in all respect with the Existing Shares of the Company.”

“RESOLVED FURTHER THAT, the Memorandum of Association of the Company be altered in the following manner i.e.

V. The Authorised Equity Share Capital of the Company is Rs. 11,27,00,000/- (Rupees Eleven Crores Twenty-Seven Lakhs Only) divided into 1,12,70,000 (One Crore Twelve Lakhs Seventy Thousand) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as

may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. Issuance of Equity Shares on a Preferential Issue to person(s) and/or entity(ies) belonging to “Non-Promoter Category” on a preferential basis:

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(s) 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**the “Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s), or re-enactment(s) thereof for the time being in force), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, **as amended (“SEBI ICDR Regulations”)**; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the listing agreements entered into by the Company with the Stock Exchange(s) i.e., BSE Limited (**“BSE”**), where the Equity Shares of the Company having face value of Rs. 10.00/- (Rupees Ten Only) each (**“Equity Shares”**) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), and/ or any other competent authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**), to the extent applicable, and the enabling provisions of the Memorandum of Association (**“MOA”**) and Articles of Association (**“AOA”**) of the Company, and subject to such approvals, consents, permissions, and sanctions as may be necessary or required, and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Shareholders of the Company (**“Shareholders”**) be and is hereby accorded to the Board to create, issue, offer and allot, at such time or times, and in one or more tranches, **up to 7,68,000 (Seven Lakhs Sixty-Eight Thousand)** fully paid-up Equity Shares of the Company of face value of Rs. 10.00/-

each, at a price of Rs. 290.00/- (Rupees Two Hundred-Ninety only) per equity share (including premium of Rs. 280.00/- {Rupees Two Hundred Eighty only}) per equity share, payable in cash (hereinafter referred to as the “Issue Price”), aggregating up to Rs. 22,27,20,000/- (Rupees Twenty-Two Crores Twenty-Seven Lakhs Twenty Thousand only) (amounts round off nearby zero), which shall not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”) and the valuation report received from M/s. Procurve Valux Private Limited, Registered Valuer entity, to the Proposed Allottees belonging to the “Non-Promoter” category, for consideration in cash, on a preferential issue on a private placement basis (“**Preferential Issue**”) on such terms and conditions as may be determined by the Board and stipulated in the explanatory statement annexed hereto, and in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares proposed to be issued
1.	Shilpa Rajesh Mehta	Non-Promoter	5,600
2.	Amee Nishant Kothari	Non-Promoter	4,000
3.	Mulshanker Amrutilal Rajyaguru (HUF)	Non-Promoter	11,200
4.	Dhirajbhai V Khant (HUF)	Non-Promoter	3,200
5.	Vishal K Jadia (HUF)	Non-Promoter	3,200
6.	Rajpara Vimal A	Non-Promoter	2,400
7.	Raghavendra K P (HUF)	Non-Promoter	5,600
8.	Ashok Kumar Bansilal Kanjanai	Non-Promoter	8,800
9.	Amit S Maheta	Non-Promoter	19,200
10.	Bhavin Vinod Chandra Shah (HUF)	Non-Promoter	4,000
11.	Rashi Arpan Shah	Non-Promoter	5,600
12.	Sweety Hardik Shah	Non-Promoter	5,600
13.	Shah Mahi Hareshbhai	Non-Promoter	9,600
14.	Kunjal Sanjay Kumar Mehta	Non-Promoter	12,800
15.	Doshi Alka Pragneh	Non-Promoter	29,600
16.	Manoj Lachaamandas Rohra	Non-Promoter	34,400
17.	Chaudhary Subhamkumar Eshwarbhai	Non-Promoter	4,000
18.	Chaudhary Asha Ben Eshvarbhai	Non-Promoter	4,000
19.	Chavda Ronakkumar Natuji	Non-Promoter	4,000
20.	Sita Ben Chaudhary	Non-Promoter	4,000
21.	Binalben Ketan Kumar Sanghavi	Non-Promoter	4,000
22.	Diya Gandhi	Non-Promoter	2,400
23.	Yeshaben Prashank Kumar Kothari	Non-Promoter	4,800
24.	Savitaben Chiman Bhai Patel	Non-Promoter	4,000
25.	Ashsish Ramesh Chandra Patel (HUF)	Non-Promoter	3,200

26.	Ketan Rameshchandra Patel	Non-Promoter	3,200
27.	Ketan Rameshchandra Patel (HUF)	Non-Promoter	3,200
28.	Sangita Ketan Patel	Non-Promoter	3,200
29.	Keyur M Shah	Non-Promoter	2,400
30.	Dishaben Vasani	Non-Promoter	4,000
31.	Helly Jayeshbhai Raval	Non-Promoter	2,400
32.	Umesh Agarwal	Non-Promoter	32,000
33.	Umesh Agarwal (HUF)	Non-Promoter	32,000
34.	Sanjaykumar	Non-Promoter	9,600
35.	Shreeyansh Edutrade LLP	Non-Promoter	1,72,800
36.	Tushar Goyal	Non-Promoter	4,000
37.	Aayush Beri	Non-Promoter	17,600
38.	IDG Constructions Private Limited	Non-Promoter	86,400
39.	S G Import Export Company	Non-Promoter	93,600
40.	Naman Bharatbhai Shah (HUF)	Non-Promoter	4,000
41.	Surekhaben Dineshkumar Sheth	Non-Promoter	20,800
42.	Anilkumar Mahendrakumar Morakhiya (HUF)	Non-Promoter	10,400
43.	Muktibhai Jasrajbhai Doshi (HUF)	Non-Promoter	3,200
44.	Divy Nirav Shah	Non-Promoter	17,600
45.	Gandhi Amitkumar Shantilal	Non-Promoter	6,400
46.	Viditi Jainam Vora	Non-Promoter	6,400
47.	Mohit Agarwal	Non-Promoter	12,000
48.	Suresh Murjani (HUF)	Non-Promoter	8800
49.	Shah Nishi Smit	Non-Promoter	9,600
50.	Amisha Ashish Kumar Patel	Non-Promoter	3,200
	Total		7,68,000

“RESOLVED FURTHER THAT, pursuant to the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the purpose the of determining the floor price for the issue and allotment of Equity Shares on Preferential basis is fixed as **Friday, 29th August, 2025 (“Relevant Date”)** i.e., being 30 days prior to the date of the Annual General Meeting (“AGM”) at which this special resolution is proposed to be passed.”

“RESOLVED FURTHER THAT, the minimum price of the Equity Shares to be issued shall not be less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations. The Equity Shares of the Company have been frequently traded as on the Relevant Date and, since the proposed allotment exceeds five percent (5%) of the post-issue fully diluted share capital of the Company, a valuation report dated Wednesday, 3rd September, 2025 has been obtained from **M/s. Procurve Valux Private Limited, Ahmedabad,** Registration No. IBBI/RV-E/02/2025/218, a **Registered**

Valuer Entity, and the price of the Equity Shares has been determined after taking into account the said valuation report.”

(The valuation report is available for inspection at the Registered Office of the Company during the business hours on any working days and the same can also access at Company’s website i.e. <https://www.bizoticgroup.com/investor.php>).

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of equity shares on preferential basis to the Proposed Allottees shall be subject to the following terms and conditions, in addition to such other conditions as may be prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed on the Stock Exchange, subject to receipt of necessary regulatory approvals and permissions, as the case may be;
- b. The Equity Shares to be issued and allotted shall be fully paid-up and shall rank pari-passu in all respects with the existing Equity Shares of the Company from the date of allotment thereof, subject to the requirements of all applicable laws and provisions of the Memorandum of Association and Articles of Association of the Company;
- c. The Equity Shares to be allotted shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations. In addition to such prescribed lock-in, the said Equity Shares, along with any subsequent issuances arising therefrom (including Bonus Shares, if any), shall remain locked-in for such further period as may be mutually agreed upon by the Company and the Proposed Allottees;
- d. The pre-preferential allotment shareholding, if any, of the Proposed Allottee(s) in the Company shall also be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- e. Each of the proposed Investors shall be required to bring in 100.00% of the consideration, payable in cash, for the Equity Shares on or before the date of allotment. The consideration shall be paid from the respective bank accounts of the Proposed Allottee(s);
- f. The consideration so received towards the allotment of the Equity Shares shall be kept by the Company in a separate bank account until utilized in accordance with applicable law;

- g. The Equity Shares shall be issued and allotted in dematerialized form only and within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where such allotment is subject to receipt of any approval or permission from regulatory authorities, the allotment shall be completed within fifteen (15) days from the date of receipt of the last of such approvals/permissions, or within such extended period as may be permitted under the SEBI (ICDR) Regulations, as amended from time to time;
- h. The total number of Equity Shares offered, issued, and allotted shall not exceed the number of shares approved by the members.

The Company shall procure the listing and trading approvals for the said Equity Shares from BSE Limited in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules, and regulations.

Without prejudice to the above, the issue of the Equity Shares shall also be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Companies Act, 2013, annexed to the notice convening the meeting, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to issue and allot such Equity Shares in accordance with the provisions of the Articles of Association ("AOA") of the Company, and such shares shall rank pari-passu in all respect, including entitlement for dividend, with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT, subject to receipt of such approvals as may be required under applicable laws, consent of the Members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and to issue a private placement offer-cum-application letter in Form PAS-4 to the Proposed Allottees in accordance with Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, after passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from BSE Limited ("BSE"), within the timelines prescribed under applicable laws."

"RESOLVED FURTHER THAT, the Company hereby takes note of the certificate received from the Practicing Company Secretary certifying that the proposed issue of Equity Shares is being made in compliance with the SEBI (ICDR) Regulations."

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Director, Committee of the Board, or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, or expedient, including without limitation: issuing clarifications, resolving questions of doubt, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents (including the appointment of agencies, intermediaries, and advisors for the issue), filing requisite documents with the Registrar of Companies, Depositories, Stock Exchange, and other regulatory authorities, and to take such steps as may be incidental, consequential, or ancillary in this connection. The decision of the Board in this regard shall be final and conclusive.”

“RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board, any Director(s), or Officer(s) of the Company, including the authority to make necessary filings with the Stock Exchange and other regulatory authorities, execution of documents, representation before governmental authorities, and appointment of Consultants, Professional Advisors, and Legal Advisors, for giving effect to the above resolution.”

“RESOLVED FURTHER THAT, all actions already taken by the Board in connection with any of the matters referred to in or contemplated by the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects, as if the same had been done with the authority of the Members.”

5. Issue of Warrants, convertible into Equity shares to person(s) and/or entity(ies) belonging to “Promoter and Promoter Group Category” on a preferential basis:

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s), or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), as amended from time to time, and the listing agreement(s) entered into by the Company with Stock Exchange(s) i.e., BSE Limited (**"BSE"**), where the Equity Shares of the Company having a face value of ₹10/- (Rupees Ten only) each (**"Equity Shares"**) are listed, and subject to all other applicable rules, regulations, guidelines, circulars, notifications and clarifications issued by the Ministry of Corporate Affairs (**"MCA"**), the Securities and Exchange Board of India (**"SEBI"**), and/or any other competent regulatory authority from time to time (collectively referred to as **"Applicable Regulatory Authorities"**), and in accordance with the enabling provisions of the Memorandum of Association (**"MOA"**) and Articles of Association (**"AOA"**) of the Company, and subject to such approvals, consents, permissions, and sanctions as may be necessary or required from time to time from the Applicable Regulatory Authorities and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, and sanctions, which may be agreed to by the Board of Directors of the Company (the **"Board"**, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, **up to 24,55,200 (Twenty-Four Lakhs Fifty-Five Thousand Two Hundred) Convertible Warrants ("Warrants")** of face value of Rs. 10.00/- (Rupees Ten only) each, for cash, entitling the Proposed Allottee(s)/Warrant holders (**"Proposed Allottees"**) to exercise option to convert and get allotted, in one or more tranches, one Equity Share of Rs. 10.00/- each fully paid-up against each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, **at a price of Rs. 290.00/- (Rupees Two Hundred Ninety only) each {including a premium of Rs. 280.00/- each}** (**"Warrant Issue Price"**), aggregating to not more than Rs. 71,20,08,000/- (**Rupees Seventy-One Crores Twenty Lakhs Eight Thousand only**), which price is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (**"Floor Price"**) and as per the valuation report of M/s. Procurve Valux Private Limited, Registered Valuer Entity."

"RESOLVED FURTHER THAT, the Warrants shall be offered and issued on a preferential basis (**"Preferential Issue"**) to the Proposed Allottees, who belong to the "Promoter and Promoter Group" category, for consideration in cash, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations, the Act, and other applicable laws."

Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be issued
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1.	Sangita Annmol Aggarwala	Promoter	2,52,000
2.	Bizotic Dynamics Private Limited	Promoter Group	2,00,000
3.	Bizotic India Private Limited	Promoter Group	4,03,200
4.	Bizotic Industries Private Limited	Promoter Group	6,00,000
5.	Bizotic Nexus Private Limited	Promoter Group	10,00,000
Total			24,55,200

“RESOLVED FURTHER THAT, pursuant to the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price of the Convertible Warrants to be issued on Preferential basis is fixed as **Friday, 29th August, 2025 (“Relevant Date”)** being 30 days prior to the date of the Annual General Meeting (“AGM”) at which this special resolution is proposed to be passed.”

“RESOLVED FURTHER THAT, the minimum price of the Equity Shares arising upon conversion of the Warrants shall not be less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations. The Equity Shares of the Company have been frequently traded as on the Relevant Date and, since the proposed allotment exceeds five percent (5%) of the post-issue fully diluted share capital of the Company, a valuation report dated Wednesday, 3rd September, 2025 has been obtained from M/s. Procurve Valux Private Limited, Ahmedabad, Registration No. IBBI/RV-E/02/2025/218, a Registered Valuer Entity, and the issue price been determined after taking into account the said valuation report.”

(The valuation report is available for inspection at the Registered Office of the Company during business hours on any working day and the same can also access at Company’s website i.e., <https://www.bizoticgroup.com/investor.php>).

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of Warrants on preferential basis to the Proposed Allottees, and the Equity Shares to be issued upon exercise of the option attached to the Warrants, shall be subject to the following terms and conditions, in addition to such other conditions as may be prescribed under applicable laws:

- a. Amount payable on Allotment of Warrants shall be 25.00% of the issue price per warrant and the balance amount i.e. 75.00% of issue price per warrant, shall be paid at the time of allotment of the Equity shares pursuant to exercise of option to convert the Warrants into Equity Shares;
- b. The said Warrant(s) shall be issued and allotted in dematerialized form only and within a maximum period of fifteen (15) days from the date of passing of

the Special Resolution by the Members, provided that where such allotment is subject to receipt of any approval or permission from regulatory authorities, the allotment of warrants shall be completed within fifteen (15) days from the date of receipt of the last of such approvals/permissions, or within such extended period as may be permitted under the SEBI (ICDR) Regulations, as amended from time to time;

- c. The Equity Shares allotted on conversion of the Warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company;
- d. The tenure of warrants shall not exceed 18 (Eighteen) months from the date of allotment of the warrants;
- e. The proposed allottees of warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) for every warrant, within a period of 18 (Eighteen) months from the date of allotment of such warrants and upon exercise of the option by proposed allottees, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees;
- f. In case, the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (Eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically;
- g. The said warrants by itself, until exercise of conversion option into Equity Shares allotted, does not give any rights to the warrant holder with respect to that of the Shareholders of the Company;
- h. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI (LODR) Regulations and the Securities Contracts (Regulation) Rules, 1957;
- i. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by

SEBI or any other statutory authority as the case may be including any modifications thereof from time to time;

- j. Upon exercise of the option by the allottee to convert the Warrants into Equity shares within a period of 18 (Eighteen) months, the Equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of SEBI (ICDR) Regulations;
- k. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations and allotted equity shares shall be listed on the stock exchange where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals.

Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under Chapter V of SEBI ICDR Regulations;

The pre-preferential allotment shareholding, if any, of the Proposed Allottee(s) in the Company shall also be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

- l. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations.
- m. The total number of Convertible Warrants and Equity Shares offered, issued, and allotted shall not exceed the number of shares approved by the members.

Without prejudice to the above, the issue of the Equity Shares pursuant to conversion of warrants, shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association (“AOA”) of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Convertible Warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.”

“RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from BSE Limited (“BSE”), within the timelines prescribed under the applicable laws.”

“RESOLVED FURTHER THAT, the Company hereby takes note of the certificate received from the Practicing Company Secretary certifying that the proposed issue of Equity Shares is being made in compliance with the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Director, Committee of the Board, or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, or expedient, including without limitation: issuing clarifications, resolving questions of doubt, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents (including the appointment of agencies, intermediaries, and advisors for the issue), filing requisite documents with the Registrar of Companies, Depositories, Stock Exchange, and other regulatory authorities, and to take such steps as may be incidental, consequential, or ancillary in this connection. The decision of the Board in this regard shall be final and conclusive.”

“RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board, any Director(s), or Officer(s) of the Company, including the authority to make necessary filings with the Stock Exchange and other regulatory authorities, execution of documents, representation before governmental authorities, and appointment of Consultants, Professional Advisors, and Legal Advisors, for giving effect to the above resolution.”

“RESOLVED FURTHER THAT, all actions already taken by the Board in connection with any of the matters referred to in or contemplated by the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects, as if the same had been done with the authority of the Members.”

6. Appointment of Secretarial Auditor:

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 Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), **CS JINANG DINESHKUMAR SHAH**, a Practicing Company Secretaries, Proprietor of **M/S JINANG SHAH & ASSOCIATES** be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 (five) consecutive years, **from Financial Year 2025-26 to Financial Year 2029-2030** (‘the Term’), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).”

"RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors to avail or obtain, from the Secretarial Auditor, such other services, certificates, or reports as the Secretarial Auditor may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or

expedient to give effect to this resolution and for matters connected therewith or incidental thereto.

7. Appointment of M/S. J. Singh & Associates Chartered Accountants, (FRN: 110266W) As Statutory Auditors

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, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, **M/S. J. SINGH & ASSOCIATES CHARTERED ACCOUNTANTS, (FRN: 110266W)**, be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. **From F.Y 2024-2025 To F.Y 2028-29** at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time."

"RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for rendering such other services, certificates, or reports as the Statutory Auditor may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Board."

**For and on behalf of the Board of Directors,
BIZOTIC COMMERCIAL LIMITED**

SANJAY MAHAVIRPRASAD GUPTA
Managing Director
(DIN: 07610448)

Registered Office:
15, Ashwamegh Warehouses,
Ujala Circle, Sarkhej, Dascroi,
Ahmedabad - 382210, Gujarat, India

Place: Ahmedabad

Date: 03.09.2025

Contact No. +91 79849 71501

Email: bizoticcommercialindia@gmail.com

Website: www.bizoticgroup.com

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3:

Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Equity Share Capital of the Company from Rs. 9,00,00,000 (Rupees Nine Crores Only), divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each to Rs. 11,27,00,000/- (Rupees Eleven Crores Twenty-Seven Lakhs Only), divided into 1,12,70,000 (One Crores Twelve Lakhs Seventy Thousand) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

The proposed increase in Authorised Equity Share Capital requires the approval of members in Annual General Meeting. Consequently, upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Equity Share Capital.

The Memorandum of Association of the Company is open for inspection of the members at the registered office of the Company during the normal business hours at any time up to the date of the Annual General Meeting and at the meeting.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of an Ordinary Resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 4:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (**the “Act”**) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “SEBI LODR Regulations”**), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. equity shares by way of private

placement on a preferential basis to the person(s) and/ or entity(ies) belong to “Non-Promoter” category.

The Board, at its meeting held on Wednesday, 3rd September, 2025, has, subject to the approval of the Members and such other approvals as may be required, approved raising of funds up to Rs. 22,27,20,000/- (Rupees Twenty-Two Crores Twenty-Seven Lakhs Twenty Thousand only) by way of issuance of up to 7,68,000 (Seven Lakhs Sixty-Eight Thousand) fully paid-up equity shares of the Company of face value of Rs.10.00/- each, (“Equity Shares”) at a price of Rs. 290.00/- (Rupees Two Hundred Ninety only) per share, including securities premium of Rs. 280.00/- (Rupees Two Hundred Eighty Only only) per share, (“Issue Price”), for a cash consideration, to the proposed allottee(s) (as detailed in the resolution), each belonging to the “Non-Promoter” category, by way of preferential issue on a private placement basis (“Preferential Issue”).

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottee(s).

The allottee(s) have confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**), to subscribe to the equity shares to be issued pursuant to the Preferential Issue.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for raising the funds by issuance of Equity Shares on a preferential basis in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

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

The Board, pursuant to its resolutions dated Wednesday, 3rd September, 2025, for raising of funds through a preferential issue and considering the report provided by the registered valuer Entity on the pricing of shares, has approved the same.

Accordingly, the Board has approved the issue of 7,68,000 (Seven Lakhs Sixty-Eight Thousand) fully paid-up Equity Shares, each having a face value of Rs. 10.00/- (Rupees Ten only), at an issue price of Rs. 290.00/- (Rupees Two Hundred Ninety

only) per Equity Share, including a premium of Rs. 280.00/- (Rupees Two Hundred Eighty only) per Equity Share, for consideration in cash. The said issue price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, and the issue shall be made on a preferential basis.

2. *The Objects of the issue:*

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

- a. To meet the Working Capital requirements of the Company (hereinafter referred to as “**Working Capital requirements**”);
- b. Store Set-up and Furniture Cost;
- c. Upto 25.00% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which shall include, inter alia, meeting ongoing business exigencies and contingencies, corporate expenses, and/or any other purpose permissible under applicable laws, in such manner and proportion as may be decided by the Board from time to time (hereinafter referred to as “**General Corporate Purposes**”).

(Collectively referred to as the “**Objects**”)

Utilization of Issue Proceeds:

The proposed utilisation of the Issue Proceeds for the above Objects is as under:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Amount in Rupees)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	To meet working capital requirement of the Company	15,20,40,000	Within 12 months from receipt of funds for the Equity shares. (as set out herein)
2.	To Store Set-up and Furniture Cost	1,50,00,000	
3.	General Corporate Purpose	5,56,80,000	
Total		22,27,20,000	

3. *Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:*

The Company has agreed to issue up to 7,68,000 (Seven Lakhs Sixty-Eight

Thousand) fully paid-up Equity Shares of the Company, having a face value of Rs. 10.00/- (Rupees Ten Only) each, at a price of Rs. 290.00/- (Rupees Two Hundred Ninety Only) per Equity Share, (including premium of Rs. 280.00/- {Rupees Two Hundred Eighty Only}) per Equity share, the said issue price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.

4. Basis on which the price has been arrived at:

The Equity Shares of the Company are listed and traded on the BSE Limited. The equity shares of the Company are frequently traded in terms of the Regulation 164 of the SEBI ICDR Regulations.

Accordingly, the computation of the price per Equity Shares has been determined as follow:

The Floor Price of Rs. 285.69/- per Equity Share has been determined in accordance with the pricing formula prescribed under SEBI ICDR Regulations for Preferential Issue, being higher of the following:

- a. The 90 trading days volume-weighted average price ("VWAP") of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 202.46/- per equity share;
- b. The 10 trading days volume-weighted average price ("VWAP") of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 285.69/- per equity share;

Further, in terms of Regulation 166A of SEBI ICDR Regulations, since the proposed preferential issue, exceeds five percent (5%) of the post-issue share capital of the Company, the price has also been determined based on the valuation report issued by a registered Valuer Entity. Accordingly, the floor price of Rs. 290.00/- (Rupees Two Hundred Ninety only) has been determined in line with the prescribed formula and the said valuation report.

The issue price has been fixed at Rs. 290.00/- (Rupees Two Hundred Ninety only) per Equity Share, which is not less than the floor price computed in accordance with Chapter V of the SEBI (ICDR) Regulations.

The Valuation report dated Wednesday, 3rd September, 2025, issued by the Registered Valuer Entity, shall remain available for inspection by the Members of the Company at the Registered Office during business hours on any working day between 11:00 A.M. and 5:00 P.M. up to the date of the AGM.

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

The price per Equity Share to be issued has been fixed at Rs. 290.00/- (Rupees Two Hundred Ninety only), comprising a face value of Rs. 10.00/- (Rupees Ten only) and a premium of Rs. 280.00/- (Rupees Two Hundred Eighty only) per Equity Share.

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

The “**Relevant Date**”, as per Chapter V of the SEBI ICDR Regulations, for the determination of the issue price of the Equity Shares to be issued, is **Friday, 29th August, 2025**, being 30 days prior to the date of Annual General Meeting (“AGM”).

Explanation: Where the Relevant Date falls on a weekend or a holiday, the day preceding such weekend or holiday shall be reckoned as the relevant date.

Note: In this case, the 30th day prior to the AGM falls on Sunday, 31st August, 2025 (a weekend). Accordingly, the Relevant Date has been reckoned as Friday, 29th August, 2025.

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

The pre-issue shareholding pattern of the Company as on 30th June, 2025 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group’s Shareholding				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	56,27,600	70.00	56,27,600	63.89
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	56,27,600	70.00	56,27,600	63.89
2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00
D	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00

	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) + (A)(2)	56,27,600	70.00	56,27,600	63.89
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Financial Institutions/ Banks	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0.00	0	0.00
(e)	Insurance Companies	0	0.00	0	0.00
(f)	Foreign Portfolio Investors	0	0.00	0	0.00
(g)	Foreign Institutional Investors	0	0.00	0	0.00
(h)	Foreign Venture Capital Investors	0	0.00	0	0.00
(i)	Any Other - Foreign Body Corporate	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00
B	Public Shareholding				
2	Non-institutions				
(a)	Bodies Corporate	4,000	0.05	90,400	1.03
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	15,27,500	19.00	17,33,900	19.69
II	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	5,65,600	7.03	6,82,400	7.75
(c)	Non Resident Indians (NRIs)	68,000	0.85	68,000	0.77
(d)	Any Other (specify)				
	- Clearing Member	4,000	0.05	4,000	0.05
	- Hindu Undivided Family	1,68,900	2.10	2,60,900	2.96
	- Limited Liability Partnership	74400	0.93	2,47,200	2.81
	- Firms	0	0.00	93,600	1.06
	Sub-Total (B)(2)	24,12,400	30.00	31,80,400	36.11
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	24,12,400	30.00	31,80,400	36.11
	TOTAL (A)+(B)	80,40,000	100.00	88,08,000	100.00
(C)	Non-Promoter - Non-Public				
1	Shares held by Custodian for GDRs & ADRs	0	0.00	0	0.00
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	0	0.00	0	0.00
	Sub-Total (C):	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	80,40,000	100.00	88,08,000	100.00

**Considered after allotment of Equity shares in cash*

Note:

1. The post-issue shareholding pattern in the above table has been prepared on the assumption that the Proposed Allottees will subscribe to and be allotted all the Equity Shares. In the event that, for any reason, the Proposed Allottees do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table will undergo corresponding changes.
2. It has further been assumed that the shareholding of the Company in all other categories will remain unchanged.
3. The Company will ensure compliance with all applicable laws and regulations, including the SEBI ICDR Regulations, at the time of allotment of Equity shares.

8. Name and address of valuer who performed valuation:

Considering that the proposed allotment constitutes more than 5% of the post-issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the issue price of RS. 290.00/- (Rupees Two Hundred Ninety only) per Equity Share to the Proposed Allottees has been determined on the basis of the Valuation Report dated **Wednesday, 3rd September, 2025**, issued by **M/s. Procurve Valux Private Limited**, Registered Valuer Entity, Ahmedabad, bearing Registration No. IBBI/RV-E/02/2025/218, in accordance with Regulation 166A of the SEBI (ICDR) Regulations ("**Valuation Report**").

The Valuation Report shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the AGM and will also be available on the Company's website at <https://www.bizoticgroup.com/investor.php>.

9. Amount which the Company intends to raise by way of such securities:

Up to Rs. 22,27,20,000/- (Rupees Twenty-Two Crores Twenty-Seven Lakhs Twenty Thousand Only) (amounts round off nearby zero).

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity shares are proposed to be issued on a preferential basis, for a consideration in cash, at an issue price of Rs. 290.00/- (Rupees Two Hundred Ninety Only) per equity share, in accordance with Regulation 164 of SEBI ICDR Regulations, to the Proposed Allottees.

The Equity shares to be issued shall rank pari-passu in all respect, including entitlement to dividend and voting rights, with the existing Equity Shares of the Company, from the date of allotment.

The issue does not involve any creation of charge on the assets of the Company; hence, the principal terms of assets charged as securities are not applicable.

The issue shall be completed within the timelines prescribed under the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013, as amended from time to time.

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

The proposed allotment, if approved, shall be made to the persons identified as the proposed allottee(s), falling under the “Non-Promoter” Category of the Company.

12. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Equity Shares shall be offered exclusively to the Proposed Allottees. None of the Promoters, Directors, or Key Managerial Personnel (“KMP”) of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

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

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity shares on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

14. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

The Proposed Allottees are as under:

Sr. No.	Name of the Proposed Allottees	No. of Equity shares proposed to be issued	% of post preferential
1.	Shilpa Rajesh Mehta	5,600	0.06
2.	Amees Nishant Kothari	4,000	0.05
3.	Mulshanker Amrutlal Rajyaguru (HUF)	11,200	0.13
4.	Dhirajbhai V Khant (HUF)	3,200	0.04

5.	Vishal K Jadia (HUF)	3,200	0.04
6.	Rajpara Vimal A	2,400	0.03
7.	Raghavendra K P (HUF)	5,600	0.06
8.	Ashok Kumar Bansilal Kanjanai	8,800	0.10
9.	Amit S Maheta	19,200	0.22
10.	Bhavin Vinod Chandra Shah (HUF)	4,000	0.05
11.	Rashi Arpan Shah	5,600	0.06
12.	Sweety Hardik Shah	5,600	0.06
13.	Shah Mahi Hareshbhai	9,600	0.11
14.	Kunjal Sanjay Kumar Mehta	12,800	0.15
15.	Doshi Alka Pragneh	29,600	0.34
16.	Manoj Lachaamandas Rohra	34,400	0.39
17.	Chaudhary Subhamkumar Eshwarbhai	4,000	0.05
18.	Chaudhary Asha Ben Eshvarbhai	4,000	0.05
19.	Chavda Ronakkumar Natuji	4,000	0.05
20.	Sita Ben Chaudhary	4,000	0.05
21.	Binalben Ketan Kumar Sanghavi	4,000	0.05
22.	Diya Gandhi	2,400	0.03
23.	Yeshaben Prashank Kumar Kothari	4,800	0.05
24.	Savitaben Chiman Bhai Patel	4,000	0.05
25.	Ashish Ramesh Chandra Patel (HUF)	3,200	0.04
26.	Ketan Rameshchandra Patel	3,200	0.04
27.	Ketan Rameshchandra Patel (HUF)	3,200	0.04
28.	Sangita Ketan Patel	3,200	0.04
29.	Keyur M Shah	2,400	0.03
30.	Dishaben Vasani	4,000	0.05
31.	Helly Jayeshbhai Raval	2,400	0.03
32.	Umesh Agarwal	32,000	0.36
33.	Umesh Agarwal (HUF)	32,000	0.36
34.	Sanjaykumar	9,600	0.11
35.	Shreeyansh Edutrade LLP	1,72,800	2.81
36.	Tushar Goyal	4,000	0.05
37.	Aayush Beri	17,600	0.20
38.	IDG Constructions Private Limited	86,400	0.98
39.	S G Import Export Company	93,600	1.06
40.	Naman Bharatbhai Shah (HUF)	4,000	0.05
41.	Surekhaben Dineshkumar Sheth	20,800	0.24
42.	Anilkumar Mahendrakumar Morakhiya (HUF)	10,400	0.12
43.	Muktibhai Jasrajbhai Doshi (HUF)	3,200	0.04
44.	Divy Nirav Shah	17,600	0.20
45.	Gandhi Amitkumar Shantilal	6,400	0.07
46.	Viditi Jainam Vora	6,400	0.07
47.	Mohit Agarwal	12,000	0.17
48.	Suresh Murjani (HUF)	8800	0.10
49.	Shah Nishi Smit	9,600	0.11
50.	Amisha Ashish Kumar Patel	3,200	0.04
	Total	7,68,000	9.60

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

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of the Equity Shares under the Preferential Allotment.

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

During the Financial Year 2024-25, no preferential allotment of securities has been made by the Company to any person.

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

Not Applicable

18. *Lock-in Period:*

The proposed allotment of the Equity Shares shall be subject to lock-in requirements in accordance with the SEBI ICDR Regulations, as follow:

- **Promoter and Promoter Group Category:** 18 (Eighteen) months from the date of trading approval;
- **Public Category:** 6 (Six) months from the date of trading approval.

In addition to the above, the said Equity Shares, together with any further issuance of shares such as Bonus Shares arising therefrom in future, shall remain locked-in for such further period as may be mutually agreed upon by the Company and the Proposed Allottees.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottee(s) shall also be locked-in as per the provisions of the SEBI ICDR Regulations, i.e., from the Relevant Date up to a period of 90 trading days from the date of trading approval.

19. *Listing:*

The Company shall make an application to the Stock Exchange on which its existing Equity Shares are listed, for the listing and trading approval of the Equity Shares proposed to be allotted pursuant to the preferential issue.

The Equity Shares, once allotted, shall rank pari-passu in all respects with the existing Equity Shares of the Company, including rights in respect of dividend, voting, and all other entitlements as may be applicable.

20. *The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:*

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Shilpa Rajesh Mehta	Non-Promoter	N.A.	0	0.00	5,600	5,600	0.06
2.	Amees Nishant Kothari	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
3.	Mulshanker Amrutlal Rajyaguru (HUF)	Non-Promoter	Mulshanker Amrutlal Rajyaguru	0	0.00	11,200	11,200	0.13
4.	Dhirajbhai V Khant (HUF)	Non-Promoter	Dhirajbhai V Khant	0	0.00	3,200	3,200	0.04
5.	Vishal K Jadia (HUF)	Non-Promoter	Jadia Vishal K	0	0.00	3,200	3,200	0.04
6.	Rajpara Vimal A	Non-Promoter	N.A.	0	0.00	2,400	2,400	0.03
7.	Raghavendra K P (HUF)	Non-Promoter	Raghavendra K P	0	0.00	5,600	5,600	0.06
8.	Ashok Kumar Bansilal Kanjanai	Non-Promoter	N.A.	0	0.00	8,800	8,800	0.10
9.	Amit S Maheta	Non-Promoter	N.A.	0	0.00	19,200	19,200	0.22
10.	Bhavin Vinod Chandra Shah (HUF)	Non-Promoter	Bhavin V Shah	0	0.00	4,000	4,000	0.05
11.	Rashi Arpan Shah	Non-Promoter	N.A.	0	0.00	5,600	5,600	0.06
12.	Sweetie Hardik Shah	Non-Promoter	N.A.	0	0.00	5,600	5,600	0.06
13.	Shah Mahi Hareshbhai	Non-Promoter	N.A.	0	0.00	9,600	9,600	0.11
14.	Kunjali Sanjay Kumar Mehta	Non-Promoter	N.A.	0	0.00	12,800	12,800	0.15
15.	Doshi Alka Pragneh	Non-Promoter	N.A.	0	0.00	29,600	29,600	0.34
16.	Manoj Lachamandas Rohra	Non-Promoter	N.A.	0	0.00	34,400	34,400	0.39

17.	Chaudhary Subhamkumar Eshwarbhai	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
18.	Chaudhary Asha Ben Eshvarbhai	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
19.	Chavda Ronakkumar Natuji	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
20.	Sita Ben Chaudhary	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
21.	Binalben Ketan Kumar Sanghavi	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
22.	Diya Gandhi	Non-Promoter	N.A.	0	0.00	2,400	2,400	0.03
23.	Yeshaben Prashank Kumar Kothari	Non-Promoter	N.A.	0	0.00	4,800	4,800	0.05
24.	Savitaben Chiman Bhai Patel	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
25.	Ashsish Ramesh Chandra Patel (HUF)	Non-Promoter	Ashish Rameshchandra Patel	0	0.00	3,200	3,200	0.04
26.	Ketan Rameshchandra Patel	Non-Promoter	N.A.	0	0.00	3,200	3,200	0.04
27.	Ketan Rameshchandra Patel (HUF)	Non-Promoter	Ketan Rameshchandra Patel	0	0.00	3,200	3,200	0.04
28.	Sangita Ketan Patel	Non-Promoter	N.A.	0	0.00	3,200	3,200	0.04
29.	Keyur M Shah	Non-Promoter	N.A.	0	0.00	2,400	2,400	0.03
30.	Dishaben Vasani	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
31.	Helly Jayeshbhai Raval	Non-Promoter	N.A.	0	0.00	2,400	2,400	0.03
32.	Umesh Agarwal	Non-Promoter	N.A.	0	0.00	32,000	32,000	0.36
33.	Umesh Agarwal (HUF)	Non-Promoter	Umesh Agarwal	0	0.00	32,000	32,000	0.36
34.	Sanjaykumar	Non-Promoter	N.A.	0	0.00	9,600	9,600	0.11
35.			Dina Gupta	74,400	0.93	2,47,200	2,47,200	2.81

	Shreeyansh Edutrade LLP	Non-Promoter	Ritesh Kamal Kishore Hada					
36.	Tushar Goyal	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
37.	Aayush Beri	Non-Promoter	N.A.	0	0.00	17,600	17,600	0.20
38.	IDG Constructions Private Limited	Non-Promoter	Dina Gupta Jitendra Kumar	0	0.00	86,400	86,400	0.98
39.	S G Import Export Company	Non-Promoter	Dina Gupta Jitendra Kumar	0	0.00	93,600	93,600	1.06
40.	Naman Bharatbhai Shah (HUF)	Non-Promoter	Naman Bharatbhai Shah	0	0.00	4,000	4,000	0.05
41.	Surekhaben Dineshkumar Sheth	Non-Promoter	N.A.	0	0.00	20,800	20,800	0.24
42.	Anilkumar Mahendrakumar Morakhiya (HUF)	Non-Promoter	Anilkumar Mahendrakumar Morakhiya	0	0.00	10,400	10,400	0.12
43.	Muktibhai Jasrajbhai Doshi (HUF)	Non-Promoter	Muktibhai Jasrajbhai Doshi	0	0.00	3,200	3,200	0.04
44.	Divy Nirav Shah	Non-Promoter	N.A.	0	0.00	17,600	17,600	0.20
45.	Gandhi Amitkumar Shantilal	Non-Promoter	N.A.	0	0.00	6,400	6,400	0.07
46.	Viditi Jainam Vora	Non-Promoter	N.A.	0	0.00	6,400	6,400	0.07
47.	Mohit Agarwal	Non-Promoter	N.A.	3,300	0.04	15,300	15,300	0.17
48.	Suresh Murjani (HUF)	Non-Promoter	Suresh Chandumal Murjani	0	0.00	8,800	8,800	0.10
49.	Shah Nishi Smit	Non-Promoter	N.A.	0	0.00	9,600	9,600	0.11
50.	Amisha Ashish Kumar Patel	Non-Promoter	N.A.	0	0.00	3,200	3,200	0.04
	Total			77,700	0.97	7,68,000	8,45,700	9.60

* Considered after allotment of Equity shares in cash

21. The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is as below:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Shilpa Rajesh Mehta	Non-Promoter	N.A.	0	0.00	5,600	5,600	0.06
2.	Amees Nishant Kothari	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
3.	Mulshanker Amrutlal Rajyaguru (HUF)	Non-Promoter	Mulshanker Amrutlal Rajyaguru	0	0.00	11,200	11,200	0.13
4.	Dhirajbhai V Khant (HUF)	Non-Promoter	Dhirajbhai V Khant	0	0.00	3,200	3,200	0.04
5.	Vishal K Jadia (HUF)	Non-Promoter	Jadia Vishal K	0	0.00	3,200	3,200	0.04
6.	Rajpara Vimal A	Non-Promoter	N.A.	0	0.00	2,400	2,400	0.03
7.	Raghavendra K P (HUF)	Non-Promoter	Raghavendra K P	0	0.00	5,600	5,600	0.06
8.	Ashok Kumar Bansilal Kanjanai	Non-Promoter	N.A.	0	0.00	8,800	8,800	0.10
9.	Amit S Maheta	Non-Promoter	N.A.	0	0.00	19,200	19,200	0.22
10.	Bhavin Vinod Chandra Shah (HUF)	Non-Promoter	Bhavin V Shah	0	0.00	4,000	4,000	0.05
11.	Rashi Arpan Shah	Non-Promoter	N.A.	0	0.00	5,600	5,600	0.06
12.	Sweetie Hardik Shah	Non-Promoter	N.A.	0	0.00	5,600	5,600	0.06
13.	Shah Mahi Hareeshbhai	Non-Promoter	N.A.	0	0.00	9,600	9,600	0.11
14.	Kunjal Sanjay Kumar Mehta	Non-Promoter	N.A.	0	0.00	12,800	12,800	0.15
15.	Doshi Alka Pragneh	Non-Promoter	N.A.	0	0.00	29,600	29,600	0.34
16.	Manoj Lachamandas Rohra	Non-Promoter	N.A.	0	0.00	34,400	34,400	0.39
17.	Chaudhary Subhamkumar Eshwarbhai	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
18.	Chaudhary Asha Ben Eshwarbhai	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05

19.	Chavda Ronakkumar Natuji	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
20.	Sita Ben Chaudhary	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
21.	Binalben Ketan Kumar Sanghavi	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
22.	Diya Gandhi	Non-Promoter	N.A.	0	0.00	2,400	2,400	0.03
23.	Yeshaben Prashank Kumar Kothari	Non-Promoter	N.A.	0	0.00	4,800	4,800	0.05
24.	Savitaben Chiman Bhai Patel	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
25.	Ashsish Ramesh Chandra Patel (HUF)	Non-Promoter	Ashish Rameshchandra Patel	0	0.00	3,200	3,200	0.04
26.	Ketan Rameshchandra Patel	Non-Promoter	N.A.	0	0.00	3,200	3,200	0.04
27.	Ketan Rameshchandra Patel (HUF)	Non-Promoter	Ketan Rameshchandra Patel	0	0.00	3,200	3,200	0.04
28.	Sangita Ketan Patel	Non-Promoter	N.A.	0	0.00	3,200	3,200	0.04
29.	Keyur M Shah	Non-Promoter	N.A.	0	0.00	2,400	2,400	0.03
30.	Dishaben Vasani	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
31.	Helly Jayeshbhai Raval	Non-Promoter	N.A.	0	0.00	2,400	2,400	0.03
32.	Umesh Agarwal	Non-Promoter	N.A.	0	0.00	32,000	32,000	0.36
33.	Umesh Agarwal (HUF)	Non-Promoter	Umesh Agarwal	0	0.00	32,000	32,000	0.36
34.	Sanjaykumar	Non-Promoter	N.A.	0	0.00	9,600	9,600	0.11
35.	Shreeyansh Edutrade LLP	Non-Promoter	Dina Gupta Ritesh Kamal Kishore Hada	74,400	0.93	2,47,200	2,47,200	2.81
36.	Tushar Goyal	Non-Promoter	N.A.	0	0.00	4,000	4,000	0.05
37.	Aayush Beri	Non-Promoter	N.A.	0	0.00	17,600	17,600	0.20
38.	IDG Constructions Private Limited	Non-Promoter	Dina Gupta Jitendra Kumar	0	0.00	86,400	86,400	0.98
39.	S G Import Export Company	Non-Promoter	Dina Gupta Jitendra Kumar	0	0.00	93,600	93,600	1.06
40.	Naman Bharatbhai Shah (HUF)	Non-Promoter	Naman Bharatbhai Shah	0	0.00	4,000	4,000	0.05

41.	Surekhaben Dineshkumar Sheth	Non-Promoter	N.A.	0	0.00	20,800	20,800	0.24
42.	Anilkumar Mahendrakumar Morakhiya (HUF)	Non-Promoter	Anilkumar Mahendrakumar Morakhiya	0	0.00	10,400	10,400	0.12
43.	Muktibhai Jasrajbhai Doshi (HUF)	Non-Promoter	Muktibhai Jasrajbhai Doshi	0	0.00	3,200	3,200	0.04
44.	Divy Nirav Shah	Non-Promoter	N.A.	0	0.00	17,600	17,600	0.20
45.	Gandhi Amitkumar Shantilal	Non-Promoter	N.A.	0	0.00	6,400	6,400	0.07
46.	Viditi Jainam Vora	Non-Promoter	N.A.	0	0.00	6,400	6,400	0.07
47.	Mohit Agarwal	Non-Promoter	N.A.	3,300	0.04	15,300	15,300	0.17
48.	Suresh Murjani (HUF)	Non-Promoter	Suresh Chandumal Murjani	0	0.00	8,800	8,800	0.10
49.	Shah Nishi Smit	Non-Promoter	N.A.	0	0.00	9,600	9,600	0.11
50.	Amisha Ashish Kumar Patel	Non-Promoter	N.A.	0	0.00	3,200	3,200	0.04
	Total			77,700	0.97	7,68,000	8,45,700	9.60

** Considered only after allotment of equity shares in cash*

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

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

The Current and proposed status of the Proposed Allottees post the preferential issue is as follow:

Sr. No.	Proposed Allottee subscribing to the Shares	No. of Shares to be allotted	*Post issue shareholding		Current Status	Proposed Status
			No. of Shares	% of Shareholding		
1.	Shilpa Rajesh Mehta	5,600	5,600	0.06	Non-Promoter	Non-Promoter
2.	Amees Nishant Kothari	4,000	4,000	0.05	Non-Promoter	Non-Promoter
3.	Mulshanker Amrutilal Rajyaguru (HUF)	11,200	11,200	0.13	Non-Promoter	Non-Promoter
4.	Dhirajbhai V Khant (HUF)	3,200	3,200	0.04	Non-Promoter	Non-Promoter

5.	Vishal K Jadia (HUF)	3,200	3,200	0.04	Non-Promoter	Non-Promoter
6.	Rajpara Vimal A	2,400	2,400	0.03	Non-Promoter	Non-Promoter
7.	Raghavendra K P (HUF)	5,600	5,600	0.06	Non-Promoter	Non-Promoter
8.	Ashok Kumar Bansilal Kanjanai	8,800	8,800	0.10	Non-Promoter	Non-Promoter
9.	Amit S Maheta	19,200	19,200	0.22	Non-Promoter	Non-Promoter
10.	Bhavin Vinod Chandra Shah (HUF)	4,000	4,000	0.05	Non-Promoter	Non-Promoter
11.	Rashi Arpan Shah	5,600	5,600	0.06	Non-Promoter	Non-Promoter
12.	Sweetty Hardik Shah	5,600	5,600	0.06	Non-Promoter	Non-Promoter
13.	Shah Mahi Hareshbhai	9,600	9,600	0.11	Non-Promoter	Non-Promoter
14.	Kunjal Sanjay Kumar Mehta	12,800	12,800	0.15	Non-Promoter	Non-Promoter
15.	Doshi Alka Pragneh	29,600	29,600	0.34	Non-Promoter	Non-Promoter
16.	Manoj Lachaamandas Rohra	34,400	34,400	0.39	Non-Promoter	Non-Promoter
17.	Chaudhary Subhamkumar Eshwarbhai	4,000	4,000	0.05	Non-Promoter	Non-Promoter
18.	Chaudhary Asha Ben Eshwarbhai	4,000	4,000	0.05	Non-Promoter	Non-Promoter
19.	Chavda Ronakkumar Natuji	4,000	4,000	0.05	Non-Promoter	Non-Promoter
20.	Sita Ben Chaudhary	4,000	4,000	0.05	Non-Promoter	Non-Promoter
21.	Binalben Ketan Kumar Sanghavi	4,000	4,000	0.05	Non-Promoter	Non-Promoter
22.	Diya Gandhi	2,400	2,400	0.03	Non-Promoter	Non-Promoter
23.	Yeshaben Prashank Kumar Kothari	4,800	4,800	0.05	Non-Promoter	Non-Promoter
24.	Savitaben Chiman Bhai Patel	4,000	4,000	0.05	Non-Promoter	Non-Promoter
25.	Ashsish Ramesh Chandra Patel (HUF)	3,200	3,200	0.04	Non-Promoter	Non-Promoter
26.	Ketan Rameshchandra Patel	3,200	3,200	0.04	Non-Promoter	Non-Promoter
27.	Ketan Rameshchandra Patel (HUF)	3,200	3,200	0.04	Non-Promoter	Non-Promoter
28.	Sangita Ketan Patel	3,200	3,200	0.04	Non-Promoter	Non-Promoter
29.	Keyur M Shah	2,400	2,400	0.03	Non-Promoter	Non-Promoter
30.	Dishaben Vasani	4,000	4,000	0.05	Non-Promoter	Non-Promoter

31.	Helly Jayeshbhai Raval	2,400	2,400	0.03	Non-Promoter	Non-Promoter
32.	Umesh Agarwal	32,000	32,000	0.36	Non-Promoter	Non-Promoter
33.	Umesh Agarwal (HUF)	32,000	32,000	0.36	Non-Promoter	Non-Promoter
34.	Sanjaykumar	9,600	9,600	0.11	Non-Promoter	Non-Promoter
35.	Shreeyansh Edutrade LLP	1,72,800	2,47,200	2.81	Non-Promoter	Non-Promoter
36.	Tushar Goyal	4,000	4,000	0.05	Non-Promoter	Non-Promoter
37.	Aayush Beri	17,600	17,600	0.20	Non-Promoter	Non-Promoter
38.	IDG Constructions Private Limited	86,400	86,400	0.98	Non-Promoter	Non-Promoter
39.	S G Import Export Company	93,600	93,600	1.06	Non-Promoter	Non-Promoter
40.	Naman Bharatbhai Shah (HUF)	4,000	4,000	0.05	Non-Promoter	Non-Promoter
41.	Surekhaben Dineshkumar Sheth	20,800	20,800	0.24	Non-Promoter	Non-Promoter
42.	Anilkumar Mahendrakumar Morakhiya (HUF)	10,400	10,400	0.12	Non-Promoter	Non-Promoter
43.	Muktibhai Jasrajbhai Doshi (HUF)	3,200	3,200	0.04	Non-Promoter	Non-Promoter
44.	Divy Nirav Shah	17,600	17,600	0.20	Non-Promoter	Non-Promoter
45.	Gandhi Amitkumar Shantilal	6,400	6,400	0.07	Non-Promoter	Non-Promoter
46.	Viditi Jainam Vora	6,400	6,400	0.07	Non-Promoter	Non-Promoter
47.	Mohit Agarwal	12,000	15,300	0.17	Non-Promoter	Non-Promoter
48.	Suresh Murjani (HUF)	8800	8,800	0.10	Non-Promoter	Non-Promoter
49.	Shah Nishi Smit	9,600	9,600	0.11	Non-Promoter	Non-Promoter
50.	Amisha Ashish Kumar Patel	3,200	3,200	0.04	Non-Promoter	Non-Promoter
	Total	7,68,000	8,45,700	9.60		

** Considered only after allotment of equity shares in cash*

23. Practicing Company Secretary's Certificate:

A certificate issued by CS Jinang Dineshkumar Shah, Practicing Company Secretary, confirming that the proposed issue of Equity Shares is in compliance with the provisions of the SEBI ICDR Regulations, will be available for inspection by the Members at the Annual General Meeting. The certificate is also accessible on the Company's website at <https://www.bizoticgroup.com/investor.php>.

24. Undertaking:

- a. Neither the Company nor any of its Directors and/or Promoters has been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Accordingly, the disclosures required under the Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable;
- b. Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- c. The Company is in compliance with the conditions for continuous listing and is eligible to make the present preferential issue under Chapter V of the SEBI ICDR Regulations;
- d. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days immediately preceding the Relevant Date;
- e. The Company shall re-compute the price of the securities to be allotted under the preferential allotment, if so required, in terms of the provisions of SEBI ICDR Regulations, including Regulation 166 thereof. In the event the amount payable on account of such re-computation is not paid within the prescribed time, the securities so allotted shall continue to remain under lock-in until such amount is paid.

Since the Company's Equity Shares have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price or submit the undertaking specified under the applicable provisions of the SEBI ICDR Regulations.

The approval of the Members is sought to enable the Board to issue and allot Equity Shares on a preferential basis, to the extent and in the manner set out in the accompanying resolution and explanatory statement.

Except for the Proposed Allottees, none of the Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends passing of the Special Resolution set out in Item No. 4 of this Notice, for approval of the Members.

Item No. 5:

In accordance with Section(s) 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (**the "Act"**) and the Companies (Prospectus and Allotment

of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “SEBI LODR Regulations”**), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. warrants convertible into equity shares (**“Warrants”**) by way of private placement on a preferential basis to the person(s) and/ or entity(ies) belong to “Promoter and Promoter Group” category.

The Board, at its meeting held on Wednesday, 3rd September, 2025, has subject to the approval of the Members and such other approvals as may be required, has approved the proposed preferential issue of **up to 24,55,200 (Twenty-Four Lakhs Fifty-Five Thousand Two Hundred) Convertible Warrants (“Warrants”)** of Rs. 10.00/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holders to exercise option to convert and get allotted one Equity Share of face value of Rs. 10.00/- (Rupees Ten Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, **at a price of Rs. 290.00/- (Rupees Two Hundred Ninety Only) each (including premium of Rs. 280.00/- each {Rupees Two Hundred Eighty Only})** (hereinafter referred to as the **“Warrant Issue Price”**), aggregating to **not exceeding Rs. 71,20,08,000/- (Rupees Seventy-One Crores Twenty Lakhs Eight Thousand Only)** (amounts round off nearby zero) to the Proposed Allottee(s) for a consideration in cash, (as detailed in the resolution), each belonging to the “Promoter and Promoter Group” category, by way of preferential issue on a private placement basis (**“Preferential Issue”**).

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottee(s).

The allottee(s) have confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**), to subscribe to the equity shares to be issued pursuant to the Preferential Issue.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for raising the funds by issuance of Equity Shares on a preferential basis in the manner detailed hereafter.

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

The Board, pursuant to its resolutions dated Wednesday, 3rd September, 2025, for raising of funds through a preferential issue and considering the report provided by the Registered valuer Entity on the pricing of shares, has approved the same.

Accordingly, the Board has approved the issue of 24,55,200 (Twenty-Four Lakhs Fifty-Five Thousand Two Hundred) Convertible Warrants at a price of Rs. 290.00/- (Rupees Two Hundred Ninety Ony) each (including a premium of Rs. 280.00/- {Rupees Two Hundred Eighty only}) each, for consideration in cash, to person(s) and/or entity(ies) belonging to “Promoter and Promoter Group” category. The said issue price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, and the issue shall be made on a preferential basis.

2. The Objects of the issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

- a. To meet working capital requirements of the Company (referred to below as “**Working Capital requirements**”);
- b. Store Set-up and Furniture Cost;
- c. Up to 25.00% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”).

(Collectively referred to below as the “**Objects**”)

Utilization of Issue Proceeds:

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	To meet working capital requirement of the Company	48,40,06,000	Within 12 months from receipt of funds for the warrants (as set out herein)
2.	Store Set-up and Furniture Cost	5,00,00,000	

3.	General Purpose	Corporate	17,80,02,000	
		Total	71,20,08,000	

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (Eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilised for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

3. **Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:**

The Company has agreed to issue up to 24,55,200 (Twenty-Four Lakhs Fifty-Five Thousand Two Hundred) convertible warrants at a price of Rs. 290.00/- (Rupees Two Hundred Ninety Only) each (including a premium of Rs. 280.00/- {Rupees Two Hundred Eighty Only}). The said issue price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.

4. **Basis on which the price has been arrived at:**

The Equity Shares of the Company are listed and traded on the BSE Limited. The equity shares of the Company are frequently traded in terms of the Regulation 164 of the SEBI ICDR Regulations.

Accordingly, the computation of the price per Equity Shares has been determined as follow:

The Floor Price of Rs. 285.69/- each has been determined in accordance with the pricing formula prescribed under SEBI ICDR Regulations for Preferential Issue of Convertible warrants, being higher of the following:

- a. The 90 trading days volume-weighted average price ("VWAP") of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 202.46/- per equity share;
- b. The 10 trading days volume-weighted average price ("VWAP") of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 285.69/- per equity share;

Further, in terms of Regulation 166A of SEBI ICDR Regulations, since the proposed preferential issue, exceeds five percent (5%) of the post-issue share capital of the Company, the price has also been determined based on the valuation

report issued by a registered Valuer Entity. Accordingly, the issue price of Rs. 290.00/- (Rupees Two Hundred Ninety only) has been determined in line with the prescribed formula and the said valuation report.

The issue price has been fixed at Rs. 290.00/- (Rupees Two Hundred Ninety only) each, which is not less than the floor price computed in accordance with Chapter V of the SEBI (ICDR) Regulations.

The Valuation report dated Wednesday, 3rd September, 2025, issued by the Registered Valuer Entity, shall remain available for inspection by the Members of the Company at the Registered Office during business hours on any working day between 11:00 A.M. and 5:00 P.M. up to the date of the AGM.

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

The price per warrant to be issued has been fixed at Rs. 290.00/- (Rupees Two Hundred Ninety only) each, comprising a face value of Rs. 10.00/- (Rupees Ten only) each and a premium of Rs. 280.00/- (Rupees Two Hundred Eighty only) each.

Kindly refer to the above-mentioned point no. 4 for the basis of determination of the price.

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

The “**Relevant Date**” as per Chapter V of the SEBI ICDR Regulations, for the determination of the issue price for convertible warrants to be issued, is **Friday, 29th August, 2025**, being 30 days prior to the date of Annual General Meeting (“AGM”).

Explanation: Where the Relevant Date falls on a weekend or a holiday, the day preceding such weekend or holiday shall be reckoned as the relevant date.

Note: In this case, the 30th day prior to the AGM falls on Sunday, 31st August, 2025 (a weekend). Accordingly, the Relevant Date has been reckoned as Friday, 29th August, 2025.

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

The pre issue shareholding pattern of the Company as on 30th June, 2025 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				

1	Indian				
(a)	Individuals/ Hindu Undivided Family	56,27,600	70.00	58,79,600	52.20
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Bodies Corporate	0	0.00	22,03,200	19.56
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	56,27,600	70.00	80,82,800	71.76
2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00
D	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	56,27,600	70.00	80,82,800	71.76
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Financial Institutions/ Banks	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0.00	0	0.00
(e)	Insurance Companies	0	0.00	0	0.00
(f)	Foreign Portfolio Investors	0	0.00	0	0.00
(g)	Foreign Institutional Investors	0	0.00	0	0.00
(h)	Foreign Venture Capital Investors	0	0.00	0	0.00
(i)	Any Other - Foreign Body Corporate	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00
B	Public Shareholding				
2	Non-institutions				
(a)	Bodies Corporate	4,000	0.05	90,400	0.80
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	15,27,500	19.00	17,33,900	15.39
II	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	5,65,600	7.03	6,82,400	6.06
(c)	Non-Resident Indians (NRIs)	68,000	0.85	68,000	0.60
(d)	Any Other (specify)				
	- Clearing Member	4,000	0.05	4,000	0.04
	- Hindu Undivided Family	1,68,900	2.10	2,60,900	2.32
	- Limited Liability Partnership	74400	0.93	2,47,200	2.19
	- Firms	0	0.00	93,600	0.83
	Sub-Total (B)(2)	24,12,400	30.00	31,80,400	28.24
(B)	Total Public Shareholding (B)= (B)(1) +(B)(2)	24,12,400	30.00	31,80,400	28.24
	TOTAL (A)+(B)	80,40,000	100.00	1,12,63,200	100.00
(C)	Non-Promoter - Non-Public				
1	Shares held by Custodian for GDRs & ADRs	0	0.00	0	0.00

2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	0	0.00	0	0.00
	Sub-Total (C):	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	80,40,000	100.00	1,12,63,200	100.00

**The post-preferential shareholding has been calculated after considering the proposed allotment of 76,80,000 Equity Shares as mentioned in Agenda No. 4, along with the allotment of 24,55,200 Equity Shares pursuant to the conversion of warrants under this application.*

Note:

1. The post-issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares pursuant to the conversion of warrants. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and/ or are not allotted the Equity shares pursuant to the conversion of warrants, the shareholding pattern in the above table would undergo corresponding changes.
2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.

8. **Name and address of valuer who performed valuation:**

Considering that the proposed allotment constitutes more than 5% of the post-issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the issue price of Rs. 290.00/- (Rupees Two Hundred Ninety Only) per warrant, or equity shares to be issued and allotted consequent to conversion of warrants into Equity shares, to the proposed allottees has been determined on the basis of the Valuation Report dated **Wednesday, 3rd September, 2025**, issued by M/s. Procurve Valux Private Limited, Registered Valuer Entity, Ahmedabad, bearing Registration No. IBBI/RV-E/02/2025/218, in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**").

The Valuation Report shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the AGM and will also be available on the Company's website at <https://www.bizoticgroup.com/investor.php>.

9. **Amount which the Company intends to raise by way of such securities:**

Up to Rs. 71,20,08,000/- (Rupees Seventy-One Crores Twenty Lakhs Eight Thousand Only) (amounts round off nearby zero).

10. **Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.**

Convertible Warrants and equity share to be issued and allotted consequent to conversion of warrants into Equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 290.00/- (Rupees Two Hundred Ninety Only) per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees.

The Equity shares being issued and allotted consequent to conversion of warrants into equity shares shall be pari-passu with the existing Equity shares of the Company.

The issue does not involve any creation of charge on the assets of the Company; hence, the principal terms of assets charged as securities are not applicable.

The issue shall be completed within the timelines prescribed under the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013, as amended from time to time.

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

The proposed allotment, if approved, shall be made to the persons identified as the proposed allottee(s), falling under the “Promoter and Promoter Group” category of the Company.

12. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Convertible Warrants shall be offered only to the Proposed Allottees. Except for Ms. Sangita Annmol Aggarwala, M/s. Bizotic Dynamics Private Limited, M/s. Bizotic India Private Limited, M/s. Bizotic Industries Private Limited, and M/s. Bizotic Nexus Private Limited, who form part of the Promoter and Promoter Group Category, none of the other Promoters, Directors or Key Managerial Personnel (“KMP”) of the Company intend to subscribe to any of the Convertible Warrants proposed to be issued under the Preferential Allotment.

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

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the convertible warrants on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the said warrants; provided, however, that where the such allotment of warrants is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

Further, upon exercise of the option by the allottee(s) to convert the warrants within a period of 18 months from the date of allotment, the equity shares arising from such conversion, shall be allotted within a period of fifteen (15) days from the date of such option, in compliance with provisions of Regulation 162(2) of ICDR Regulations.

14. The names of the Proposed Allottee and the percentage of post-preferential offer capital that may be held by them:

The Proposed Allottees are as under:

Sr. No.	Name of Proposed Allottee	No. of Convertible Warrants proposed to be issued	% of post-preferential*
1.	Sangita Annmol Aggarwala	2,52,000	52.19
2.	Bizotic Dynamics Private Limited	2,00,000	1.78
3.	Bizotic India Private Limited	4,03,200	3.58

4.	Bizotic Industries Private Limited	6,00,000	5.33
5.	Bizotic Nexus Private Limited	10,00,000	8.88
Total		24,55,200	71.75

**The post-preferential shareholding has been calculated after considering the proposed allotment of 76,80,000 Equity Shares as mentioned in Agenda No. 4, along with the allotment of 24,55,200 Equity Shares pursuant to the conversion of warrants under this application.*

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

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants and the equity shares issued upon their conversion.

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

During the Financial Year 2024-25, no preferential allotment of securities has been made by the Company to any person.

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

Not Applicable

18. Lock-in Period:

The proposed allotment of the Equity Shares to be issued and allotted pursuant to conversion of warrants, shall be subject to a lock-in as per the requirements in accordance with the SEBI ICDR Regulations.

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity shares pursuant to the issued and allotted conversion of warrants, shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

In case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, shall be locked-in as per the requirements of ICDR Regulations i.e. from the relevant date upto a period of 90 trading days from the date of allotment of such securities.

19. Listing:

The Company shall make an application to the Stock Exchange on which its existing Equity Shares are listed, for listing and trading approval of the Equity Shares proposed to be issued and allotted pursuant to the conversion of aforementioned warrants.

The Equity shares to be issued and allotted pursuant to conversion of warrants, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects including rights in respect of dividend, voting, and all other entitlements as may be applicable.

20. The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Sangita Anmol Aggarwala	Promoter	N.A.	56,25,800	72.18	2,52,000	58,77,800	52.19
2.	Bizotic Dynamics Private Limited	Promoter Group	N.A.	0	0.00	2,00,000	2,00,000	1.78
3.	Bizotic India Private Limited	Promoter Group	N.A.	0	0.00	4,03,200	4,03,200	3.58
4.	Bizotic Industries Private Limited	Promoter Group	N.A.	0	0.00	6,00,000	6,00,000	5.33
5.	Bizotic Nexus Private Limited	Promoter Group	N.A.	0	0.00	10,00,000	10,00,000	8.88
	Total			56,25,800	72.18	24,55,200	80,81,000	71.75

**The post-preferential shareholding has been calculated after considering the proposed allotment of 76,80,000 Equity Shares as mentioned in Agenda No. 4, along with the allotment of 24,55,200 Equity Shares pursuant to the conversion of warrants under this application.*

21. The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is as below:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding

1.	Sangita Annmol Aggarwala	Promoter	N.A.	56,25,800	72.18	2,52,000	58,77,800	52.19
2.	Bizotic Dynamics Private Limited	Promoter Group	N.A.	0	0.00	2,00,000	2,00,000	1.78
3.	Bizotic India Private Limited	Promoter Group	N.A.	0	0.00	4,03,200	4,03,200	3.58
4.	Bizotic Industries Private Limited	Promoter Group	N.A.	0	0.00	6,00,000	6,00,000	5.33
5.	Bizotic Nexus Private Limited	Promoter Group	N.A.	0	0.00	10,00,000	10,00,000	8.88
	Total			56,25,800	72.18	24,55,200	80,81,000	71.75

**The post-preferential shareholding has been calculated after considering the proposed allotment of 76,80,000 Equity Shares as mentioned in Agenda No. 4, along with the allotment of 24,55,200 Equity Shares pursuant to the conversion of warrants under this application.*

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of convertible warrants and the equity shares issued upon their conversion.

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

The Current and proposed status of the Proposed Allottees post the preferential issue is as follows:

Sr. No.	Name of Proposed Allottee	No. of shares	% of post preferential*	Current Status	Proposed Status
1.	Sangita Annmol Aggarwala	2,52,000	52.19	Promoter	Promoter
2.	Bizotic Dynamics Private Limited	2,00,000	1.78	Promoter Group	Promoter Group
3.	Bizotic India Private Limited	4,03,200	3.58	Promoter Group	Promoter Group
4.	Bizotic Industries Private Limited	6,00,000	5.33	Promoter Group	Promoter Group
5.	Bizotic Nexus Private Limited	10,00,000	8.88	Promoter Group	Promoter Group
	Total	24,55,200	71.75		

**The post-preferential shareholding has been calculated after considering the proposed allotment of 76,80,000 Equity Shares as mentioned in Agenda No. 4, along with the allotment of 24,55,200 Equity Shares pursuant to the conversion of warrants under this application.*

23. Practicing Company Secretary's Certificate:

A certificate issued by CS Jinang Dineshkumar Shah, Practicing Company Secretary, confirming that the proposed issue of Convertible Warrants is in compliance with the provisions of the SEBI ICDR Regulations, will be available for inspection by the Members at the Annual General Meeting. The certificate is also accessible on the Company's website at <https://www.bizoticgroup.com/investor.php>.

24. Undertaking:

- a. Neither the Company nor any of its Directors and/or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Accordingly, the disclosures required under the Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable;
- b. Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- c. The Company is in compliance with the conditions for continuous listing and is eligible to make the present preferential issue under Chapter V of the SEBI ICDR Regulations;
- d. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date;
- e. The Company shall re-compute the price of the securities to be allotted under the preferential allotment, if so required, in terms of the provisions of SEBI ICDR Regulations, including Regulation 166 thereof. In the event of the amount payable on account of such re-computation is not paid within the prescribed time, the securities so allotted shall continue to remain under lock-in until such amount is paid;
- f. The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations;
- g. Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations;
- h. The Company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

Since the Company's Equity Shares have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price or submit the undertaking specified under the applicable provisions of the SEBI ICDR Regulations.

The approval of the Members is sought to enable the Board to issue and allot the warrants ("**Convertible warrants**") on a preferential basis, to the extent and in the manner set out in the accompanying resolution and explanatory statement.

Except for the Proposed Allottees, none of the Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends passing of the Special Resolution set out in Item No.5 of this Notice, for approval of the Members.

NOTES:

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.bizoticgroup.com The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>
7. 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
8. **SCRUTINISER FOR E-VOTING: CS Jinang Dineshkumar Shah**, Proprietor of Jinang Shah and Associates, Practising Company Secretary, Ahmedabad has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

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

The remote e-voting period begins on Saturday, 27th September, 2025 at 9:00 A.M. and ends on Monday, 29th September, 2025 at 5:00 P.M. (IST). 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. Tuesday, 23rd September, 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 Tuesday, 23rd September, 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.	<ol style="list-style-type: none">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.

	<p>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.</p> <p>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</p> <p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
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	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 use 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 https://www.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 22 55 33

- 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 jinang@csjinangshah.com 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 (Pallavi Mahtre, Assistant Manager) at 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 jinang@csjinangshah.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 jinang@csjinangshah.com If you are an Individual shareholder 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM 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 bizoticcommercialindia@gmail.com the same will be replied by the company suitably.
6. Members, who would like to ask questions during the AGM with regard to the resolutions to be placed at the AGM, need to register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, along with their questions/queries to reach the Company's email address i.e. bizoticcommercialindia@gmail.com at least seven (7) days in advance before the start of the meeting i.e. by 23rd September, 2025 by 5.00 P.M Those Members who have registered themselves as speakers shall only be allowed to ask questions during the AGM, on first-come-first-serve basis and subject to availability of time.
7. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / REAPPOINTMENT AS REQUIRED UNDER

Regulation 36 of the SEBI LODR Regulations and applicable Secretarial Standards

Name of the Director	INDERPREET KAUR GULATI
Directors Identification Number (DIN)	09213754
Date of Birth	16-11-1979
Age	45 years
Qualification	<ol style="list-style-type: none"> 1. B. Sc (H) Physics from Delhi University 2. M.F Tech Sustainability Studies 3. G.M.T (Garment Manufacturing Technology) From National Institute of Fashion Technology 4. S.S Mota Singh Public School
Areas of experience	<ol style="list-style-type: none"> 1. Sourcing Associate (2016-2021) 2. Chief Executive Officer (September 2020 – June 2021 (10 Months) 3. Executive Director (April 2021- June 2022) 4. Director at Bizotic (December 2021 – Present)
List of Directorship held in other Companies	-
Designation (at which appointment was made)	Director
Original Date of Appointment	30.09.2022
Listed entities from which the person has resigned in the past three years	Nil

Names of listed entities in which the person also holds the Directorship	Nil
Chairman/ Member of Committees of other Companies	Nil
Chairman/ Member of Committees of the Company	Member in Nomination and Remuneration Committee
Relationship between Directors inter se	Nil
Remuneration last drawn (FY 2024- 25)	NIL
No. of shares held in the Company	100
Remuneration proposed to be paid	NIL
Terms and conditions for appointment	Re-appointment is as per the provisions of the Companies Act, 2013
No. of Board Meetings attended during Financial Year 2024-2025	11