



BIZOTIC
COMMERCIAL LIMITED



9th Annual Report 2024 - 2025



**Flagship
Brands**

YARD
BRANDS AT DISCOUNT

URBAN UNITED
A COMPLETE MEN'S WEAR BRAND

15 Ashwamegh Warehouses, Ujala Circle, Sarkhej,
Ahmedabad, Dascroi, Gujarat - 382210, India.



CHAIRMAN'S MESSAGE

Dear Shareholders,

Welcome to **Bizotic Commercial Group**, a dynamic conglomerate that excels across a diverse array of industries, catering to the evolving needs of our customers with unparalleled dedication and expertise.

At the helm of Bizotic Commercial Group is a visionary team of directors and promoters, each bringing a wealth of experience and insight. Our leadership remains committed to driving innovation, fostering sustainable growth, and delivering consistent value to all our stakeholders.

I extend my heartfelt appreciation to all our investors for your unwavering support, which has played a vital role in making Bizotic stock one of the best-performing stocks since listing. Your confidence has helped create substantial wealth for all of us as shareholders. As we look ahead, I am truly excited about what the future holds for us.

Bizotic Commercial Limited is engaged in manufacturing, designing, and marketing readymade garments under the brand name **URBAN UNITED & YARD**. Urban United & Yard is one of India's fastest-growing men's apparel brands in the retail sector under its parent company Bizotic Commercial Limited. Since our establishment, we have developed from a distributor to a retailer and are one of the leading names in the industry. Company also open new store of 16,000 Sq.ft in the Ahmedabad with the brand name **YARD**.

We offer a fashionable range of menswear garments in its **Exclusive Brand Outlets (EBOs)** to provide international quality garments for men at reasonable prices. The pocket-friendly aspect ensures that the clothing our products are easily accessible to customers without compromising the quality.

Our Purpose: Our purpose is to create attire and items that surround you with confidence and inspire you to keep winning.

Our Role: To empower you to succeed by offering garments that look great, fit perfectly, and help you be your best every day.

Our **fabric wholesale division** continues to be a benchmark of excellence in the textile industry. We proudly offer an extensive and curated selection of premium-quality fabrics, meticulously sourced from across the globe. Catering to fashion designers, boutique owners, and apparel manufacturers, our collection meets diverse production needs while sparking creativity and innovation.

With **25+ retail wear outlets across India**, we are proud to serve the modern gentleman with a seamless shopping experience that combines style, quality, and affordability. Every store reflects our commitment to sartorial sophistication, ensuring each visit is a memorable journey.

This year, the Company demonstrated robust revenue growth, reflecting the success of our strategic initiatives and our relentless commitment to excellence. Despite a challenging market environment, we recorded a significant improvement in revenue compared to the previous year, driven by strong performance across key business segments and sustained customer demand.

Looking to the future, we remain focused on our core priorities - **innovation, customer satisfaction, and operational excellence**. We are confident that our ongoing investments in **research and development**, combined with our unwavering dedication to quality, will drive long-term growth and success.

In conclusion, I would like to express my sincere gratitude to:

-  **Our shareholders** for their continued trust and support,
-  **Our employees** for their dedication and hard work, and
-  **Our partners** for their loyalty and collaboration.

Together, we will continue building on our strong foundation and reach even greater heights.

Thank you for being a part of the journey of **Bizotic Commercial Limited**.

Warm Regards,

Sanjay Mahavirprasad Gupta
Managing Director
(DIN: 07610448)

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Sanjay Mahavirprasad Gupta	Chairman & Managing Director
Ms. Inderpreet Kaur Gulati	CFO & Executive Director
Mr. Hareshkumar Shamjibhai Suthar	Non-Executive Independent Director
Ms. Avani Ashwinkumar Shah	Non-Executive Independent Director
Ms. Juhi Sawajani	Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL:

Mr. Sanjay Mahavirprasad Gupta	Managing Director
Ms. Inderpreet Kaur Gulati	CFO
Ms. Bhavika Jain	Company Secretary

STATUTORY AUDITORS:

M/s. J. Singh & Associates
Chartered Accountants
Ahmedabad

SECRETARIAL AUDITOR:

Jinang Shah & Associates
Company Secretary
Ahmedabad

INTERNAL AUDITORS:

M/s. Kaswala & Dixit
Chartered Accountants
Ahmedabad

COMMITTEES OF THE BOARD:

- ❖ Audit Committee
- ❖ Nomination and Remuneration Committee
- ❖ Stakeholders Relationship Committee

STOCK EXCHANGE WHERE COMPANY'S SHARES ARE LISTED

BSE Limited

REGISTERED OFFICE:

15, Ashwamegh Warehouses,
Ujala Circle, Sarkhej, Dascroi,
Ahmedabad - 382210, Gujarat, India.

CIN: L74999GJ2016PLC094934

EMAIL ID- bizoticcommercialindia@gmail.com

WEBSITE: www.bizoticgroup.com



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.	Amee Nishant Kothari	4,000	0.05
3.	Mulshanker Amrutilal 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.	Sweety 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.	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 Lachaamandas 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 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.	Sweety 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.	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 Lachaamandas 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.	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 Amrutlal 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.	Sweetie 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.	Kunjai 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 Eshvarbhai	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:

- 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;
- Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- 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;
- 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 Only) 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 Corporate Purpose	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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click

	on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
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	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then 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	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	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

DIRECTOR'S REPORT

To,
The Members,
BIZOTIC COMMERCIAL LIMITED

Your directors have pleasure in presenting their **NINTH** Annual Report of the company along with audited accounts for the year ended on 31st March, 2025. During the year the company earned a net profit of **Rs. 428.61 Lakh**. We hope that we will be able to achieve better results in the next financial year.

1. FINANCIAL PERFORMANCE AT A GLANCE

The company has made a **Net Profit** of **Rs. 428.61 Lakh** for the Financial Year ended on 31st March, 2025.

Sr. No.	Particulars	2024 - 25 (Amount in Lakh.)	2023 - 24 (Amount in Lakh.)
01	Sales	11,194.68	7142.60
02	Profit before exceptional, extraordinary items and Taxation	628.92	403.14
03	Extraordinary items	-	-
04	Profit Before Tax	628.92	403.14
05	Current tax	100	100
06	Differed tax	100.30	-5.24
07	Net Profit / Loss (After I. Tax)	428.61	308.38

2. OPERATIONAL PERFORMANCE

During under the review, the total turnover of the Company for the year ended on 31st March, 2025 of **Rs. 11,194.68 Lakhs** compared to **Rs. 7142.60 Lakhs** achieved during the previous year. So, the turnover increased by approximately **56.73%**. The **Net Profit** for the year also increased significantly, reaching **Rs. 428.61 lakhs** as against **Rs. 308.38 lakhs** in the previous year, marking a growth of approximately **38.99%**.

3. TRANSFER TO GENERAL STATUTORY RESERVE

During the financial year 2024-25 the Company has transferred **Rs. 428.61 Lakhs** to Reserves and Surplus

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

The Company is engaged in Manufacturing and trading business of men's readymade garments and fabrics on wholesale as well as retail basis. There was no change in the nature of business of the Company during the Financial Year 2024-25.

5. DIVIDEND

With a view of expanding the business, your directors do not recommend any dividend for the year.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The provisions of Section 125(2) of the Companies Act, 2013 are not applicable, as no dividend was declared or paid during the previous financial year

7. MATERIAL CHANGES AND COMMITMENTS:

There were no material changes in the Company during the period 2024 - 25.

8. LISTING WITH STOCK EXCHANGE:

During the period under review, Bizotic Commercial Limited was listed on the **BSE SME Platform of the BSE Limited**. The company has paid the Annual Listing Fees for the year 2025-26 to BSE Limited.

9. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION

No material orders were passed by any court, tribunal, or other authority during the period under review.

10. DETAILS IN RESPECT TO ADEQUACY OF INTERNAL CONTROLS

The Company has built adequate internal control systems towards achieving efficiency and effectiveness in operations, optimum utilization of resources, cost

reduction and effective monitoring thereof as well as compliance with all applicable laws.

The internal control mechanisms comprise a well-defined organization structure, documented policy guidelines, pre-determined authority levels and processes commensurate with size and capacity of the organization, faster decision making and fixing the level of responsibility.

The senior management members meet frequently and undertake extensive checks and report to management. The Board reviews the internal reports and periodically reviews the adequacy of internal controls.

11. HOLDING COMPANY

The Company does not have any Holding Company.

12. DETAILS OF HOLDING SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The company does not have any holding, Subsidiary, Joint Ventures and Associates Company.

13. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

This Clause is not applicable to the company.

14. INDEPENDENT DIRECTOR

The Company has complied with the definition of Independence according to the provisions of Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also obtained declarations from all Independent Directors pursuant to Section 149(7) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All Independent Directors have provided declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. PUBLIC DEPOSITS

During the year under review, Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014 made there-under and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet and also on the date of this Report.

16. SHARE CAPITAL

A. AUTHORIZED SHARE CAPITAL

During the year under review, there was **no change** in authorized share capital of the Company.

The authorized share capital of the Company **remained at Rs. 9,00,00,000, divided into 90,00,000 equity shares of Rs. 10/- each.**

As on the end of the financial year i.e. 31st March, 2025, the authorized share capital of the Company **was Rs. 9,00,00,000 divided in to 90,00,000 equity shares of Rs. 10/- each.**

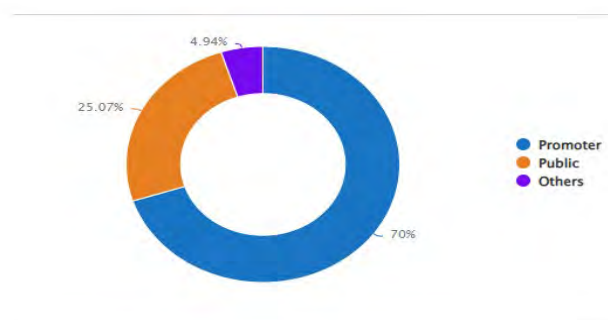
B. PAID-UP SHARE CAPITAL

During the year under review, there was **no change** in paid-up share capital of the Company.

The paid-up share capital of the company **remained at ₹8,04,00,000 divided in to 80,40,000 equity shares of ₹10/- each.**

As on the end of the financial year i.e. 31st March, 2025, the paid-up share capital of the Company was **₹8,04,00,000 divided by the 80,40,000 equity share of ₹10/- each.**

Shareholding as on 31.03.2025:



C. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

During the year, the company has not issued any equity shares with differential rights pursuant to Section 43 of the Companies Act, 2013 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014, therefore, no disclosure is required to be given.

D. ISSUE OF EMPLOYEE STOCK OPTIONS

During the year, the company has not issued any stock options to its employees pursuant to Section 62(1)(b) read with Rule 129(9) of the Companies (Share Capital and Debentures) Rules, 2014, therefore, no disclosure is required to be given.

E. ISSUE OF SWEAT EQUITY SHARES

During the year, the company has not issued any sweat equity shares pursuant to Section 54 of the Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014, therefore, no disclosure is required to be given.

F. PURCHASE OF ITS OWN SECURITIES BY THE COMPANY

During the year, the company has not purchased its own securities pursuant to Section 68 of the Companies Act, 2013 read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014, therefore, no disclosure is required to be given.

17. AUDITORS

STATUTORY AUDITORS

During the financial year 2024-25, **M/s D G M S & Co., Chartered Accountants (FRN: 112187W)** resigned from the position of Statutory Auditors of the Company. Their resignation was accepted by the Board of Directors with effect from **25th October, 2024**. The Board places on record its sincere appreciation for the professional services rendered by M/s D G M S & Co. during their association with the Company.

Pursuant to the applicable provisions of the Companies Act, 2013, the members of the Company, through postal ballot passed on 9th January, 2025, approved the

appointment of **M/s J SINGH & ASSOCIATES, Chartered Accountants (FRN: 110266W)** as the Statutory Auditors of the Company for a period of one year to conduct the statutory audit for the financial year 2024-25. The remuneration of the Statutory Auditors shall be as mutually agreed upon between the Board of Directors and the Auditors, in addition to the reimbursement of applicable taxes and actual out-of-pocket expenses incurred in connection with the audit of the accounts of the Company.

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 the financial year 2024-2025 to financial year 2028-29** at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time."

AUDITORS' REPORT

All observations made in the Auditors' Report and notes forming part of the Financial Statements are self-explanatory and do not call for any further comments. The Statutory Auditors have not made any qualifications or reservations in their Independent Auditors' Report.

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Act. The Company has received an unmodified opinion in the Auditors' Report for the financial year 2024-25.

SECRETARIAL AUDITOR

Pursuant to the 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**, 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 consecutive years, **from the financial year 2025-26 to the 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).

The Secretarial Audit Report are self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimers except the following observations:

- **Ms. Shivani Maheshkumar Vyas** having Membership No.: A49742 was resigned from the post of Company Secretary & Compliance Officer of the Company w.e.f. **30th April, 2024** and **Mr. Ankitkumar Chaudhary** having Membership No: A72281 was appointed as the Company Secretary & Compliance Officer of the Company w.e.f. **24th September, 2024**. This caused delay in filling the vacancy of the Company Secretary & Compliance Officer of the Company within the stipulated time of three months as provided in the Regulation 6(1A) of the LODR Regulations.

Board's Explanation:

With regards to filling the vacancy of the Compliance Officer & Company Secretary of the Company beyond the stipulated period of 3 months. The Company has made continuous efforts for finding another suitable candidate for the post of the Compliance Officer & Company Secretary of the Company.

The Secretarial Audit Report MR-3 (Annexure-II) has been filed with the Stock Exchange and is also disclosed on the website of the Company at www.bizoticgroup.com

18. WEBSITE

In compliance with the Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the Company has maintained a functional website namely www.bizoticgroup.com containing information about the Company.

19. EXTRACT OF ANNUAL RETURN

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 (including amendments thereof) notified by MCA, the Annual Return of the Company for the financial year ended March 31, 2025, is hosted on the website of the Company at www.bizoticgroup.com

20. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company has been duly constituted in accordance with the applicable provisions of the Companies Act, 2013.

There were changes in the composition of Board & KMP during the year and from the end of financial year 2025 up to the date of this report.

The resignation of **Ms. Shivani Maheshkumar Vyas**, Company Secretary, was accepted on **30th April, 2024**. Subsequently, **Mr. Ankitkumar Chaudhary** was appointed as the Company Secretary and Compliance Officer of the Company with effect from **24th September, 2024**. And further the resignation of **Mr. Ankitkumar Chaudhary** was accepted on **28th February, 2025**.

As on 31st March, 2025, The Board of Directors and Key Managerial Personnel consists of following members: -

Sr. No	Name	Designation	DIN/PAN	Date of Appointment
1.	Inderpreet Kaur Gulati	CFO	AJZPG1780F	31/01/2023
2.	Inderpreet Kaur Gulati	Director	09213754	30/09/2022
3.	Sanjaykumar Mahavirprasad Gupta	Chairman & Managing Director	07610448	29/12/2016
4.	Hareshkumar Shamjibhai Suthar	Non-Executive Independent Director	08388083	31/12/2022
5.	Avani Ashwinkumar Shah	Non-Executive Independent Director	09608898	31/12/2022
6.	Juhi Sawajani	Non-Executive Independent Director	09811893	31/12/2022

As on the date of this Report, the Board of Directors of the Company comprises 5 (Five) Directors, which includes 3 (Three) Non-Executive Independent Directors, 1 (One) Executive Director, and 1 (One) Managing Director.

In addition, the Key Managerial Personnel (KMPs) of the Company include 1 (One) Managing Director, 1 (One) Chief Financial Officer (CFO), and 1 (One) Company Secretary and Compliance Officer.

The following changes occurred in the Key Managerial Personnel and Board composition during the year under review:

- **Ms. Shivani Maheshkumar Vyas**, Company Secretary and Compliance Officer of the Company, resigned with effect from **30th April, 2024**.
- **Mr. Ankitkumar Chaudhary** was appointed as the Company Secretary and Compliance Officer with effect from **24th September, 2024**. Further he resigned from the said position with effect from **28th February, 2025**,
- **Mr. Mohit Kailashchandra Agarwal** was appointed as the Non-Executive Director with effect from **24th August, 2022** and resigned from the said position with effect from **1st January, 2025**.
- **Ms. Bhavika Jain** was appointed as Company Secretary and Compliance Officer of the Company with effect from **23rd May, 2025**.

21. DIRECTOR RETIRING BY ROTATION

Mr. Inderpreet Kaur Gulati (DIN: 09213754) Executive Director and is retiring by rotation at the ensuing Annual General Meeting. Being eligible, they offer herself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

22. MEETINGS OF BOARD OF DIRECTORS

The Company conducted 11 (Eleven) Board Meetings during the financial year under review. The intervening gap between any two consecutive Board Meetings did not exceed 120 days, in compliance with the provisions of Section 173(1) of the Companies Act, 2013.

Sr. No.	Type of Meeting	Date of Meeting
1.	Board Meeting	30.05.2024
2.	Board Meeting	18.06.2024
3.	Board Meeting	07.09.2024
4.	Board Meeting	24.09.2024
5.	Board Meeting	25.10.2024
6.	Board Meeting	20.11.2024
7.	Board Meeting	23.11.2024
8.	Board Meeting	13.12.2024
9.	Board Meeting	18.01.2025

10.	Board Meeting	04.02.2025
11.	Board Meeting	06.03.2025

23. MEMBER'S MEETING

The Company had conducted 02 (Two) General Meetings of the shareholders during financial year under review

Sr. No.	Type of Meeting	Date of Meeting
1.	Annual General Meeting	30.09.2024
2.	Extra-Ordinary General Meeting by Postal Ballot	09.01.2025

24. COMMITTEE MEETING

As on 31st March, 2025, the Board had three Committees namely, Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee. The Composition of all the Committees is in line with the requirement of the Act. During the year, all the recommendations made by the Committees were approved by the Board.

I. AUDIT COMMITTEE:

The Audit Committee is having following member.

SR NO.	NAME	DIN	POSITON IN COMMITTEE	NATURE OF DIRECTORSHIP
1	Mr. Haresh Suthar	08388083	Non-Executive and Independent Director	Chairman
2	Ms. Juhi Sawajani	09811893	Non-Executive and Independent Director	Member
3	Ms. Inderpreet Kaur Gulati	09213754	Director and CFO	Member

The terms of reference of the Audit Committee are in conformity with the provisions of Section 177 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. During the year under review, Four Audit Committee Meetings was held which was attended by all the members of Audit Committee

Sr. No.	Type of Meeting	Date of Meeting
1.	Meeting of Audit Committee	30.05.2024
2.	Meeting of Audit Committee	07.09.2024
3.	Meeting of Audit Committee	10.12.2024
4.	Meeting of Audit Committee	04.02.2025

II. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is having following member.

SR NO.	NAME	DIN	POSITON IN COMMITTEE	NATURE OF DIRECTORSHIP
1	Mr. Haresh Suthar	08388083	Non-Executive and Independent Director	Chairman
2	Ms. Avani Ashwinkumar Shah	09608898	Non-Executive and Independent Director	Member
3	Ms. Juhi Sawajani	09811893	Non-Executive and Independent Director	Member

The terms of reference of the Nomination and Remuneration Committee are in conformity with the provisions of Section 178 of the Companies Act, 2013 and Rules made thereunder. During the year under review, two meetings of Nomination and Remuneration Committee were held. which were attended by all the members of Nomination and Remuneration Committee.

Sr. No.	Type of Meeting	Date of Meeting
1.	Meeting of Nomination and Remuneration Committee	30.05.2024
2.	Meeting of Nomination and Remuneration Committee	10.12.2024

III. STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is having following member.

SR NO.	NAME	DIN	POSITION IN COMMITTEE	NATURE OF DIRECTORSHIP
1	Ms. Juhi Sawajani	09811893	Non-Executive and Independent Director	Chairman
2	Ms. Avani Ashwinkumar Shah	09608898	Non-Executive and Independent Director	Member
3	Ms. Inderpreet Kaur Gulati	09213754	Director and CFO	Member

The terms of reference of the Stakeholder's Relationship Committee are in conformity with the provisions of the Companies Act, 2013 and Rules made thereunder. During the year under review, one meetings of Stakeholder's Relationship Committee were held which were attended by all the members of Nomination and Remuneration Committee.

Sr. No.	Type of Meeting	Date of Meeting
1.	Meeting of Stakeholder's Relationship Committee	30.05.2024
2.	Meeting of Stakeholder's Relationship Committee	10.12.2024

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and therefore no disclosure is required to be made.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company has entered into any contract or arrangements with the Related Parties during the year under Section 188 read with section 2 (76) of the Companies Act, 2013.

Accordingly, the disclosure of such transactions in Form AOC-2, pursuant to Section 134(3)(h) of the Act, is applicable and is provided separately, forming an integral part of this Report-**Annexure-IV**

27. REMUNERATION PAID TO DIRECTORS & PARTICULARS OF EMPLOYEES:

A) **Executive Directors:** The remuneration paid to the Executive Directors for the financial year ended on 31st March 2025 is as follows:

- Mr. Sanjay Mahavirprasad Gupta, Managing Director: Salary of ₹12,00,000 ;
- Ms. Inderpreet Kaur Gulati, Chief Financial Officer (CFO): Salary of ₹1,50,000

B) **Non-Executive Directors:** The Company has paid sitting fees for attending the meetings of the Board and/or Committees thereof, to all Non-executive Directors, namely:

- Ms. Juhi Sawajani- Non-Executive Independent Director of the Board: Rs. 48,000 (Forty-Eight Thousand)
- Ms. Avani Ashwinkumar Shah - Non-Executive Independent Director: Rs. 48,000 (Forty-Eight Thousand)
- Mr. Hareshkumar Shamjibhai Suthar - Non-Executive Independent Director: Rs. 48,000 (Forty-Eight Thousand)

Non-executive Directors did not have any other material pecuniary relationship or transaction vis-à-vis the Company during the year except as stated above.

Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

- Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year ended on 31st March, 2025: **NIL**

- The percentage increase in remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in the financial year 2024-25: **NIL**
- Percentage increase in median remuneration of employees in the financial year 2024- 25: **NIL**
- The number of permanent employees on the rolls of the Company as at March 31, 2025: **45**

Affirmation that the remuneration is as per the remuneration policy of the company: Pursuant to Rule 5(1)(Xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of the Company.

28. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE STATUTORY AUDITORS OR SECRETARIAL AUDITOR IN THEIR REPORT

These were no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report.

The provisions relating to submission of Secretarial Audit Report is applicable to the Company and forms part of this Annual Report in **Annexure-II**.

Auditor's Comments:

Ms. Shivani Maheshkumar Vyas tendered her resignation on **30th April, 2024** from the post of Company Secretary of the company.

Mr. Ankitkumar Chaudhary has been appointed as company secretary and compliance officer of the company in the meeting held on **24th September, 2024**.

This caused delay in filling the vacancy of the Company Secretary & Compliance Officer of the Company within the stipulated time of three months as provided in the Regulation 6(1A) of the LODR Regulations.

Board's Explanation:

Auditor's observation is self-explanatory and does not require any further explanation from the Board. With regards to filling the vacancy of the Compliance Officer & Company Secretary of the Company beyond the stipulated period of 3 months.

The Company has made continuous efforts for finding another suitable candidate for the post of the Compliance Officer & Company Secretary of the Company.

29. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company does not meet the criteria for CSR as prescribed under section 135 and schedule VII of the Act and the rules prescribed there under. Hence, the disclosure of the details about the policy developed and implemented by The Company on CSR initiatives taken during the financial year is not applicable.

30. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company informed the members that:

- (i) In the preparation of the annual accounts for the Financial Year ended on 31st March, 2025. the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period,
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively; and
- (vi) internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively

31. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company has in place adequate internal financial controls with reference to financial statements. The Company's internal control systems, including internal financial controls, are commensurate with the nature of its business and the size and complexity of its operations and the same are adequate and operating effectively. These systems are periodically tested and no reportable material weakness in the design or operation was observed. The Audit Committee reviews adequacy and effectiveness of the Company's internal control system including internal financial controls.

32. SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SEBI SCORES Portal and makes every effort to resolve all investor complaints received through SCORES portal or otherwise within the statutory time limit from the receipt of the complaint. During the financial year 2024-25, the Company received **1 (One)** investor complaint through the SCORES portal, which has been **resolved within the prescribed timeframe**.

33. GREEN INITIATIVE

In compliance with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.bizoticgroup.com

34. CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirement of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company as well as consequences of disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company's shares.

The Insider Trading Policy of the Company covering the "Code of practices and procedures for Fair disclosures of unpublished price sensitive information" is available on the website www.bizoticgroup.com.

35. STRUCTURED DIGITAL DATABASE (SDD)

Maintenance of Structured Digital Database ("SDD") has been mandatory since April 1, 2019 in view of the relevant provisions under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations'). The Company Have Installed SDD Services. The Company regularly updates entries in this software and submitted report quarterly to stock exchanges under Regulation 3(5) & (6) of SEBI PIT Regulations.

36. INSOLVENCY AND BANKRUPTCY CODE, 2016

The Details of Application Made or Any Proceeding Pending Under the Insolvency and Bankruptcy Code, 2016 during the Year Along With Their Status as At the End of the Financial Year

During the financial year 2024-25, **no application was made**, nor was any proceeding initiated or pending under the Insolvency and Bankruptcy Code, 2016 by any Financial and/or Operational Creditors against the Company.

As on the date of this report, **there are no applications or proceedings pending** against the Company under the Insolvency and Bankruptcy Code, 2016.

37. BOARD EVALUTION

This year too, the Board of Directors went through an elaborate process of evaluating its own effectiveness. Accordingly, formal evaluation of Board's, it's Committee and Directors performance is carried out annually. This was designed to ensure, amongst other things, that the Board, its Committees and each Director continue to contribute effectively.

As per Section 134(3)(p) of the Act, a statement indicating the manner in which formal annual evaluation was made by the Board of their performance and that of its Committees and individual Directors, has to be furnished to the Members as part of the Board's Report.

As per provisions of Section 178(2) of the Act, Nomination and Remuneration Committee shall specify the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out. Further, the Independent Directors, as part of their mandate under Schedule IV of the Act, need to make an evaluation of performance of the Board, its Committee and constituents of the Board apart from their self-evaluation. Under this process, a structured questionnaire was prepared after taking into consideration inputs received from the Directors, setting out parameters of evaluation; the questionnaire for evaluation is to be filled in, consolidated and discussed with the Chairman. The evaluation by the Independent Directors has been undertaken at the time of appointment. The Board of Directors undertook evaluation of Independent Directors at their meeting held on 10th December, 2024 and 04th February, 2025 and placed on its record that the Independent Directors have the requisite qualification, expertise and track record for performing their duties as envisaged under the Law, and they add value in the decision-making process of the Board.

The criteria for evaluation of performance of Directors, the Board as a whole and the Board's Committee, as specified by Nomination and Remuneration Committee was done.

38. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

➤ ENERGY CONSERVATION

- i. The steps taken or impact on conservation of energy- The operations of your Company are not energy intensive. However,

adequate measures have been initiated to reduce energy consumption.

- ii. The steps taken by the company for utilizing alternate sources of energy - The operations of your Company are not energy intensive.
- iii. The capital investment on energy conservation equipment's- NIL

➤ **TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION**

- i. The efforts made towards technology absorption -**NONE**.
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution - **NOT APPLICABLE**.
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year
 - a) The details of technology imported- **NONE**
 - b) The year of import- **NOT APPLICABLE**
 - c) Whether the technology been fully absorbed- **NOT APPLICABLE**
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof - **NOT APPLICABLE**
- iv. The expenditure incurred on Research and Development -**NIL**

39. PARTICULARS OF EMPLOYEES

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 relating to median employee's remuneration is made available at the corporate office of the Company during working hours for a period of twenty-one (21) days before the date of the meeting.

40. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the aforesaid Act, including constitution of the Internal Complaints Committee. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this Policy. The Policy is gender neutral. We are pleased to inform you that no complaints pertaining to sexual harassment were received during the Financial Year 2024-25.

41. RISK MANAGEMENT

Risk Management is the process of identification, assessment and promotion of asks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company ensures risks are identified by the Company and its mitigation process/measures are formulated in the areas from time to time, as may be required.

42. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has a 'Whistle Blower Policy'/'Vigil Mechanism' in place. The objective of the Vigil Mechanism is to provide the employees, Directors, customers, contractors and other stakeholders of the Company an impartial and fair avenue to raise concerns and seek their redressal, in line with the Company's commitment to the highest possible standards of ethical, moral and legal business conduct and fair dealings with all its stakeholders and constituents and its commitment to open communication channels. The Company is also committed to provide requisite safeguards for the protection of the persons who raise such concerns from reprisals or victimization, for whistle blowing in good faith. The Board of Directors affirms and confirms that no personnel have been denied access to the Audit Committee.

The Policy contains the provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

43. COMPLIANCE WITH THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The Company has complied with all the applicable and effective secretarial standards issued by the Institute of Company Secretaries of India (SS-1 & SS-2) and notified by the Central Government.

44. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 "OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT"

No matters of actual or alleged fraud have been reported by the auditors under sub-section (12) of Section 143 of the Companies Act, 2013.

45. HUMAN RESOURCES:

The Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts, it is ensuring that employees are aligned on common objectives and have the right information on business evolution.

46. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS

The provisions of Section 149 pertaining to the appointment of Independent Directors are apply to the Company. Ms. Avani Ashwinkumar Shah, Ms. Juhi Sawajani and Mr. Hareshkumar Shamjibhai Suthar were appointed as Independent and Non- Executive Director of the company with effect from 31st December, 2022.

The Independent Directors met on 10th December, 2024 and 04th February,2025, inter-alia, to discuss the quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties. All the Independent Directors were present at the Meeting.

47. DISCLOSURE, AS TO WHETHER MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013, IS REQUIRED BY THE COMPANY AND ACCORDINGLY SUCH ACCOUNTS AND RECORDS ARE MADE AND MAINTAINED

The provisions of Section 148(1) of the Companies Act 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the maintenance of cost records is not mandated for the products manufactured by the Company.

48. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year under review, the Company has not filed any application nor as having any pending proceedings under the Insolvency and Bankruptcy Code, 2016.

49. CORPORATE GOVERNANCE:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions.

Since the equity share capital of your Company is listed exclusively on the SME Platform of BSE, the Company is exempted from compliance with Corporate Governance requirements, and accordingly the reporting requirements like Corporate Governance Report, Business Responsibility Report etc. are not applicable to the Company.

50. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

This Clause is not applicable to the company.

51. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the Company's operations forms part of this Annual Report above referred report is being placed herewith here with at **Annexure -III**.

52. OTHER DISCLOSURES/REPORTING:

The Directors state that disclosure or reporting is required in respect of the following items as there is an events/instances/transactions occurred on these items during the year under review:

Material changes and commitments as the Company continues to maintain its strong position on the BSE platform, reflecting the sustained trust and confidence of its stakeholders and investors over the years.

- a) Details relating to deposits covered under Chapter V of the Act;
- b) Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Act);
- c) Significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future; and
- d) Details in respect of frauds reported by the Auditors under section 143(12) other than those which are reportable to the Central Government, as there were no such frauds reported by the Auditors

53. CAUTIONARY STATEMENTS:

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

54. ACKNOWLEDGEMENT

We thank our customers, vendors, investors, service providers and bankers for their support during the year, without the respective contributions of which, the Company would not have been able to reach the current position. We are humble in acknowledging the participation and involvement of each one of them, and due to the existence of several such parties, your directors do not intend making any special mention of any one or few of them, but however, expect the continued co-operation and involvement with company's activities in the future as well. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, leadership, co-operation and support.

Your directors wish to thank the Government Authorities and the various Government Agencies for their support and valuable guidance provided to the Company and look forward to their continued support in the future.

**For and on Behalf of the Board of Directors of
BIZOTIC COMMERCIAL LIMITED**

**SANJAYKUMAR MAHAVIRPRASAD GUPTA
MANAGING DIRECTOR**

DIN: 07610448

PLACE: AHMEDABAD

DATE: 03.09.2025

ANNEXURE-I

DECLARATION CODE OF CONDUCT

This is to confirm that the Bizotic Commercial Limited (the “Company”) has adopted a Code of Conduct for KMPs, Directors and Senior Management Personnel, which is available on the website of the Company at <https://bizoticgroup.com/>

I, **Mr. Sanjay Mahavirprasad Gupta, Managing Director** of the Company, hereby declare that all the KMPs, Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2025.

For BIZOTIC COMMERCIAL LIMITED

**SANJAY MAHAVIRPRASAD GUPTA
MANAGING DIRECTOR
DIN: 07610448**

**PLACE: AHMEDABAD
DATE: 03.09.2025**

ANNEXURE-II

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2025

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

To,
The Members,
Bizotic Commercial Limited
CIN No.: L74999GJ2016PLC094934
Ahmedabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bizotic Commercial Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under as applicable during the financial year 2024-25;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **(Not applicable to the Company during the Audit Period);**

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as applicable during the financial year 2024-25
- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (up to May 14, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective May 15, 2015);
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective October 28, 2014): **NOT APPLICABLE**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **NOT APPLICABLE**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**; and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**;

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

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 01st July, 2015;
- ii. The Listing Agreements entered into by the Company with BSE Limited pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015 made effective 1st December 2015;

We further report that

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Standards etc. mentioned above subject to the following observations:

The resignation of **Ms. Shivani Maheshkumar Vyas**, Company Secretary, was accepted with effect from **30th April, 2024**.

Non-Compliance under LODR Regulations

This resulted in a delay in filling the vacancy of the Company Secretary and Compliance Officer of the Company within the stipulated time of three months as prescribed under Regulation 6(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thereafter, **Mr. Ankitkumar Chaudhary** was appointed as the Company Secretary and Compliance Officer of the Company with effect from **24th September, 2024**. Subsequently, his resignation was accepted with effect from **28th February, 2025**, and Further, **Ms. Bhavika Jain** was appointed as the Company Secretary and Compliance Officer of the Company with effect from **23rd May, 2025**.

During the year under review, the Company has duly paid the Annual Listing Fees to BSE Limited.

We further report that:

As per **Regulation 33** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to submit its half-yearly financial statements to the stock exchange(s) within **45 days** from the end of the relevant period. However, the Company delayed the filing of its financial statements for the half-year ended **September 30, 2024**, by **6 (six) days**, submitting the same on **November 20, 2024**, instead of the prescribed due date of **November 14, 2024**.

We further report that:

The Board of Directors of the Company is duly constituted with an appropriate balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 and other applicable regulations. The details of such changes are as under:

Cessation of Director:

Mr. Mohit Kailashchandra Agarwal (DIN: 06425687) **ceased to hold office** with effect from **1st January, 2025**.

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

The resolution was carried with the unanimous consent of the members present, and there were no dissenting shareholders; accordingly, no dissenting views were recorded.

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

We further report that during the Audit Period, the company had no specific events/ actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards etc.

For **JINANG SHAH & ASSOCIATES**

JINANG DINESHKUMAR SHAH

Practising Company Secretary

Proprietor

Membership No. F10649

COP NO.14215

UDIN: F010649G001161898

Peer Review No: 1858/2022

Place: Ahmedabad

Date: 03.09.2025

**ANNEXURE - A
TO SECRETARIAL AUDIT REPORT**

To,
The Members,
BIZOTIC COMMERCIAL LIMITED
CIN No.: L74999GJ2016PLC094934
Ahmedabad

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **JINANG SHAH & ASSOCIATES**

JINANG DINESHKUMAR SHAH
Practising Company Secretary
Proprietor
Membership No. F10649
COP NO.14215
UDIN: F010649G001161898

PLACE: AHMEDABAD
DATE: 03.09.2025

ANNEXURE-III

MANAGEMENT DISCUSSION

The management of the Company is pleased to present its report on the business environment & industry scenario, industry risks and opportunities and Company's performance during the financial year 2024-25.

GLOBAL ECONOMY:

The global economy in FY 2024-25 witnessed a steady but cautious recovery amidst persistent inflationary pressures, geopolitical conflicts, and supply chain realignments. The global textile and apparel market reached an estimated valuation of US \$1,027 billion and is projected to grow at a CAGR of 3.8%, reaching US \$1,445 billion by 2032. This growth is driven by factors such as population expansion, higher disposable incomes, rising demand for functional and eco-friendly fabrics, and the integration of smart technologies in textile manufacturing. Consumers continue to prioritize personalization, sustainability, and digital experiences in their fashion choices, reshaping global supply chains and product innovation strategies.

INDIAN ECONOMY:

India remained a beacon of growth with one of the fastest-growing major economies, supported by strong domestic consumption, digital infrastructure advancements, and robust policy reforms. The Indian textile and apparel sector continues to be a major contributor to the country's economy, accounting for approximately 2.3% of the GDP and providing employment to over 45 million people. With exports worth US \$35.58 billion in FY 2023, the sector has demonstrated resilience and competitiveness despite global headwinds. Government schemes such as the Production Linked Incentive (PLI), PM MITRA parks, RoSCTL, and National Technical Textiles Mission (NTTM) have provided crucial support for infrastructure, innovation, and export enhancement.

OPPORTUNITIES AND CHALLENGES:

The textile industry is undergoing transformative changes, presenting both significant opportunities and complex challenges. Opportunities lie in the growing demand for men's fashion in Tier II and III cities, the increasing penetration of organized retail

and e-commerce, the expansion of domestic consumption, and rising awareness around sustainable clothing. The Indian government's continued push for self-reliance and investment in textile hubs also provides a conducive environment for scale and innovation. However, the industry faces challenges such as fluctuating raw material prices, intense global competition, currency volatility, rapidly changing fashion cycles, and heightened customer expectations. Navigating these challenges requires agility, innovation, and robust operational controls.

COMPANY STRENGTHS:

Bizotic Commercial Limited has established itself as a distinctive brand in men's apparel under the "Urban United" label. The company's hybrid business model - combining outsourced manufacturing with in-house design, retailing, and distribution - allows for cost-efficiency and scalability. With a retail presence in Rajasthan, Bihar, and other states through 20+ outlets (including 4 company-owned stores), the company is focused on expanding its footprint into Gujarat and Madhya Pradesh. The company's strengths lie in its agile operations, youthful brand positioning, quality-focused supply chain, customer-centric designs, and a leadership team with deep industry expertise. Bizotic's consistent financial performance, backed by prudent fiscal management and operational leverage, underscores its long-term growth potential.

HUMAN RESOURCES:

Bizotic Commercial Ltd. is part of a dynamic and progressive group that actively fosters a challenging work environment and encourages Entrepreneurship. With trust being the critical part of our business belief, we lay a strong emphasis on integrity, teamwork, innovation, performance and partnership. Our professional staff with diverse backgrounds brings varied talent, knowledge and experience to the Group, helping our businesses to remain competitive, achieve greater success and newer milestones. Our management team and board of directors are resolved to do what, we believe, is best for our shareholders, clients and associates.

At Bizotic Commercial Limited, we recruit for skill, experience, right attitude, commitment and diversity. However, the one common trait that runs through the DNA of every employee is entrepreneurship. We encourage our employees to act as owners, partners and managers of their individual functions while providing a conducive environment for them to be creative and productive.

HEALTH AND SAFETY:

The company remains committed to ensuring the health, safety, and well-being of all its employees, partners, and customers. Safety protocols are implemented across retail outlets and warehouses, ensuring compliance with occupational health standards and local regulations. Regular safety audits, hygiene checks, and workplace training sessions are conducted to build awareness and mitigate risks. Post-pandemic, the organization continues to emphasize health resilience by maintaining a clean, sanitized work environment and offering support for employee wellness and mental health initiatives.

FOCUS:

Bizotic's strategic focus remains on expanding its retail presence, building a strong pan-India brand identity, and optimizing its supply chain through technology. The company aims to strengthen the "Urban United" brand by catering to the dynamic preferences of young, aspirational Indian men through contemporary designs and affordable pricing. In addition, Bizotic plans to scale its operations through digital retail platforms and enhance customer experience with data-driven insights, streamlined logistics, and strategic franchise partnerships. Product diversification and entry into adjacent apparel categories are also on the horizon.

INTERNAL CONTROL SYSTEMS:

The company has implemented a comprehensive internal control system that ensures accurate financial reporting, compliance with laws and regulations, and efficient operational processes. The internal audit function, under the supervision of the Audit Committee, routinely reviews key risk areas, monitors internal policies, and evaluates the effectiveness of controls. Bizotic also maintains an ERP-based system for inventory, finance, and procurement, enabling transparency and real-time oversight. These controls help mitigate financial, operational, and reputational risks and support the company's long-term strategic objectives.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations, or predictions may be considered

forward-looking statements. These statements are based on current assumptions and business outlooks and are subject to known and unknown risks and uncertainties. Actual results may differ materially from those expressed or implied in such statements due to various external factors, including economic conditions, market fluctuations, regulatory changes, and unforeseen developments. The company assumes no responsibility to publicly update or revise these forward-looking statements.

ANNEXURE-IV

FORM AOC-2 AS ON 31ST MARCH, 2025

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

• Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2025, which were not at arm's length basis. Therefore, no details of contract or arrangements are required to disclose.

• Details of material contracts or arrangement or transactions at arm's length basis:

Name of Related Party	Nature of Relationship	Nature of contracts/ arrangements/ Transaction	Date of approval by Board	Amount Accepted during the year (In Lakhs)
Inderpreet Kaur Gulati	Director & CFO	Director Remuneration	30.05.2024	0.22
Sanjay Mahavirprasad Gupta	Managing Director	Director Remuneration	30.05.2024	19.93
Sangita Aggarwala	Promoter	Unsecured Loan	30.05.2024	107.22
Hareshkumar Suthar	Non-Executive Independent Director	Salary	30.05.2024	0.48

Avani Ashwinkumar Shah	Non- Executive Independent Director	Salary	30.05.2024	0.48
Juhi Sawajani	Non- Executive Independent Director	Salary	30.05.2024	0.48

**For and On Behalf of the Board of Directors of
BIZOTIC COMMERCIAL LIMITED**

**SANJAY MAHAVIRPRASAD GUPTA
MANAGING DIRECTOR
(DIN: 07610448)**

**PLACE: AHMEDABAD
DATE: 03.09.2025**

ANNEXURE-V

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

To,
The Members,
BIZOTIC COMMERCIAL LIMITED
15 Ashwamegh Warehouses, Ujala Circle, Sarkhej,
Ahmedabad, Dascroi, Gujarat-382210, India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **BIZOTIC COMMERCIAL LIMITED** having CIN: **L74999GJ2016PLC094934** and having registered office at 15 Ashwamegh Warehouses, Ujala Circle, Sarkhej, Ahmedabad, Dascroi, Gujarat-382210, India (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY
1	Inderpreet Kaur Gulati	09213754	30/09/2022
2	Sanjaykumar Mahavirprasad Gupta	07610448	29/12/2016
3	Hareshkumar Shamjibhai Suthar	08388083	31/12/2022
4	Avani Ashwinkumar Shah	09608898	31/12/2022
5	Juhi Sawajani	09811893	31/12/2022

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

For **JINANG SHAH & ASSOCIATES**

JINANG DINESHKUMAR SHAH

Practising Company Secretary

Proprietor

Membership No. F10649

COP NO.14215

UDIN: F010649G001161887

Date: 03.09.2025

Place: Ahmedabad

INDEPENDENT AUDITOR'S REPORT

**TO,
THE MEMBERS OF
BIZOTIC COMMERCIAL LIMITED**

Report on the Accounting Standards Financial Statements Opinion

We have audited the accompanying standalone financial statements of financial statements of **BIZOTIC COMMERCIAL LIMITED** ("the Company"), which comprise the Balance Sheet as at **31st March 2025**, the Statement of Profit and Loss and Cash Flow Statement for the period ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at **31st March 2025**, and its profit and its cash flows for the period ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other

information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility for the Financial Statements

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

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease

operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast

significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
 - a. We have sought and obtained all the information and explanations which to

the best of our knowledge and belief were necessary for the purpose of our audit;

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet and Statement of Profit and Loss including Statement of Cash Flow dealt with this report are in agreement with the books of account;
- d. In our opinion, the aforesaid Financial Statement comply with the Accounting Standards specified under Section 133 of Act, read with relevant rule issued thereunder.
- e. On the basis of written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in “Annexure B”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the period is in accordance with the provisions of section 197 of the Act.

- h. With respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - (a) The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note (vii) of Annexure – A to the standalone financial statements
 - (b) The Company did not have any long-term and derivative contracts as at March 2025.
 - (c) There has been no delay in transferring amounts, required to be transferred,

the Investor Education and Protection Fund by the Company during the period ended March 31, 2025.

(d) The management has;

(i) Represented that, to the best of its knowledge and belief as disclosed in Note No. 35 to the Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) Represented, that, to the best of its knowledge and belief as disclosed in Note No. 36 to The Financial Statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- Provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d) (i) and (d) (ii) contain any material Mis-statement.

(e) The company has not neither declared nor paid any dividend during the period under Section 123 of the Act.

(f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording

audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and its subsidiaries, which are companies incorporated in India, and accordingly, The Company has used accounting software 'Tally Prime System' for maintaining its books of account which has a feature of recording audit trail facility and the same has not been operated throughout the period for all transactions recorded in the software and the hence we are unable to comment on audit trail feature of the said software.

**FOR, J SINGH & ASSOCIATES,
CHARTERED ACCOUNTANTS
FRN: 110266W**

**AMIT J JOSHI
PARTNER
M. NO: 120022
UDIN: 25120022BMIJZV7315**

**Place : Ahmedabad
Date : 29.05.2025**

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

ON THE FINANCIAL STATEMENT OF BIZOTIC COMMERCIAL LIMITED FOR THE PERIOD ENDED 31ST MARCH 2025.

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

(i) Property, Plant & Equipment and Intangible Assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- b) The Company has maintained proper records showing full particulars of intangible assets.
- c) Property, Plant and Equipment have been physically verified by the management at reasonable intervals; Any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account.
- d) According to the information and explanation given to us the title deeds of all the immovable properties. (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- f) No proceedings have been initiated during the period of or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder

(ii) Inventory and working capital:

- a) The stock of inventory has been physically verified during the period by the Management at reasonable intervals, except stock lying with third parties. Confirmations of such stocks with third parties have been obtained by the

Company in most of the cases. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.

(iii) Investments, any guarantee or security or advances or loans given:

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

1. The Company has provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year.

- a. Based on audit procedure carried on by us and as per the information and explanation given to us, the company has not granted any loans to subsidiaries.

- b. Based on audit procedure carried on by us and as per the information and explanation given to us, the company has granted loans to a party other than subsidiaries.

Particulars	Aggregate amount of loan given during the year	Amount of loan outstanding as on 31.03.25
Advances to Others	11.00	0.35

2. In our opinion, the company has not made any investments, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

3. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per

stipulation.

4. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
5. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
6. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(6) is not applicable.

(iv) Loan to directors:

- a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

(v) Deposits:

- a) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

(vi) Maintenance of Cost Records:

- a) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) Statutory Dues:

- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Income Tax, Duty of Customs, GST, Cess and any

other statutory dues applicable to it though there has been a slight delay in a few cases According to the information and explanations given to us, following are the undisputed amounts payable in respect of income tax that were in arrears, as at 31st March 2025 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute, as on date of signing the auditor's report.

Name of Statue	Nature of Dues	Period	Amount (In lakhs)	For where the dispute is pending
Central Good and services Act,2017	GST	AY. 2021-22	21.84	GST Authorities
Central Good and services Act,2017	GST	AY. 2021-22	0.15	GST Authorities

(viii) Disclosure of Undisclosed Transactions:

- a) There According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) Loans or Other Borrowings:

- b) Based on our audit procedures and according to the information and explanations given to us, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- c) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- d) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
- e) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the period

for long-term purposes by the Company.

- f) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- g) The Company has not raised any loans during the period on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) Money Raised by IPOs, FPOs:

- a) The Company has raised moneys by way of initial public offer or further public offer (including debt instruments) during the period as follow:

(Amount in Lakhs)

No of Equity Shares issued during the year	-
Issue Price including Share Premium	-
Amount Raised (Rs. in Lakhs)	-

(xi) Fraud:

- a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the period and up to the date of this report.
- c) We have taken into consideration the whistle blower complaints received by the Company during the period (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.

(xii) Nidhi Company:

- a) The Company is not a Nidhi Company and hence reporting under Para 3 of clause (xii) of the Order is not applicable.

(xiii) Related Party Transactions:

- a) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) Internal Audit System:

- b) In our opinion and based on our examination, the company does have an internal audit system commensurate with the size and nature of its business and is required to have an internal audit system as per the provisions of section 138 of the Companies Act, 2013.
- c) Since the company is required to have the internal audit system hence the clause 3(xiv)(b) is applicable to the company.

(xv) Non-cash Transactions:

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable

(xvi) Registration under section 45-IA of RBI Act, 1934:

- b) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- c) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) Cash losses:

- a) The Company has not incurred cash losses during the period covered by our audit and the immediately preceding financial year.

(xviii) Resignation of statutory auditors:

- a) There has been resignation of the statutory auditors during the year due to casual vacancy of previous auditor and there were no issues objections or

concerns raised by outgoing auditor.

(xix) Material uncertainty on meeting liabilities:

- a) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) Compliance of CSR:

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not required to spent amount towards Corporate Social Responsibility

(CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(xxi) Qualifications Reporting in Group Companies:

- a) In our opinion and according to the information and explanations given to us, company does not have any subsidiaries, associates or joint ventures, so reporting under clause 3(xxi) of the Order is not applicable for the year.

**FOR, J SINGH & ASSOCIATES,
CHARTERED ACCOUNTANTS
FRN: 110266W**

**AMIT J JOSHI
PARTNER
M. NO: 120022
UDIN: 25120022BMIJZV7315**

Place: Ahmedabad

Date: 29.05.2025

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

ON THE FINANCIAL STATEMENT OF BIZOTIC COMMERCIAL LIMITED FOR THE PERIOD ENDED ON 31ST MARCH, 2025.

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

We have audited the internal financial controls over financial reporting of BIZOTIC COMMERCIAL LIMITED ('the Company') as of 31st March 2025 in conjunction with our audit of the Accounting Standards financial statements of the Company for the period ended on that date.

Opinion

We have audited the internal financial control with reference to financial statement of BIZOTIC COMMERCIAL LIMITED ("The Company") as of 31st March 2025 in conjunction with our audit of the financial statement of the company at and for the period ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Management’s Responsibility for Internal Financial Controls

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

frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- a. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- c. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

**FOR, J SINGH & ASSOCIATES,
CHARTERED ACCOUNTANTS
FRN: 110266W**

**AMIT J JOSHI
PARTNER
M. NO: 120022
UDIN: 25120022BMIJZV7315
Place: Ahmedabad
Date: 29.05.2025**

BIZOTIC COMMERCIAL LIMITED
BALANCE SHEET AS AT 31ST MARCH 2025

- 0.00 (In Rs.)

Particulars		Note No.	As at 31st March 2025	As at 31st March 2024
I. EQUITY AND LIABILITIES				
1 Shareholders' funds				
(a) Share Capital	2	804.00	804.00	
(b) Reserves and Surplus	3	5,001.25	4,671.46	
2 Share Application Money Pending Allotment		-	-	
3 Non-current liabilities				
(a) Long-term Borrowings	4	-	89.83	
(b) Deferred tax liabilities (Net)		90.47	-	
4 Current liabilities				
(a) Short-term Borrowings	5	354.85	126.41	
(b) Trade payables	6			
(A) Total Outstanding dues of Micro Enterprise and Small Enterprise		-	-	
(B) Total Outstanding dues of Creditors Other than Micro Enterprise and Small Enterprise		2,610.68	1,499.68	
(c) Other Current Liabilities	7	1,812.18	537.64	
(d) Short-term Provisions	8	124.18	30.02	
TOTAL			10,797.61	7,759.04
II. ASSETS				
1 Non-current assets				
(a) Property Plant & Equipment and Intangible Assets	9			
(i) Tangible assets		749.87	578.83	
(ii) Intangible Assets		-	-	
(iii) Capital Work In Progress		-	-	
(b) Non Current Investments		-	-	
(c) Deferred tax Asset(Net)		-	9.84	
(d) Long-term Loans and Advances	10	1,612.50	1,271.27	
2 Current assets				
(a) Inventories	11	5,174.93	2,362.43	
(b) Trade Receivables	12	2,448.41	2,569.49	
(c) Cash and Cash Equivalents	13	96.70	23.34	
(d) Short-term Loans and advances	14	715.19	943.84	
TOTAL			10,797.61	7,759.04

Accounting Policies & Notes on Accounts
As per our Report on Even date attached
For J Singh & Associates
Chartered Accountants

1

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

Amit J Joshi
Partner
M. No. 120022
FRN No. 110266W
Place : Ahmedabad
Date : 29/05/2025
UDIN:

Sanjay Gupta
Director
DIN: 07610448

Bhavika Jain
CS

BIZOTIC COMMERCIAL LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2025

Particulars		Note No.	As at 31st March 2025	As at 31st March 2024
I.	Revenue from operations	15	11,194.68	7,142.60
II.	Other Income	16	44	459.43
III.	Total Income (I + II)		11,238.83	7,602.02
IV.	Expenses:			
	Cost of materials consumed		-	-
	Purchase of Traded Goods	17	12,657.92	7,153.14
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	18	(2,813)	(763)
	Employee benefits expense	19	172.35	117.68
	Finance Costs	20	44.22	67.77
	Depreciation and amortization expense	21	76.78	46.64
	Other expenses	22	471.15	576.30
	Total expenses		10,609.92	7,198.88
V.	Profit before tax (III - IV)		628.92	403.14
VI	Tax expense:			
	(1) Current tax		100.00	100.00
	(2) Deferred tax		100.30	-5.24
VII	Profit (Loss) for the period (V - VI)		428.61	308.38
VIII	Earnings per equity share:			
	(1) Basic		4.12	4.12
	(2) Diluted		4.12	4.12

Accounting Policies & Notes on Accounts
As per our Report on Even date attached
For J Singh & Associates
Chartered Accountants

1

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

Amit J Joshi
Partner
M. No. 120022
FRN No. 0112187W
Place : Ahmedabad
Date : 29/05/2025
UDIN:

Sanjay Gupta
Director
DIN: 07610448

Bhavika Jain
CS

BIZOTIC COMMERCIAL LIMITED
Cash Flow Statement for the period ended 31st March 2025

(In Rs.)

Sr. No.	Particulars	F.Y. 2024-25		F.Y. 2023-24	
		Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
A.	<u>Cash flow from Operating Activities</u>				
	Net Profit Before tax as per Statement of Profit & Loss		628.92		403.14
	Adjustments for :				
	Depreciation & Amortisation Exp.	76.78		46.64	
	Interest Income			90.23	
	Capital Gain Income	(24.88)	-	118.82	
	Finance Cost	44.22	96.11	67.77	85.82
	Operating Profit before working capital changes		725.03		488.96
	Changes in Working Capital				
	Trade receivable	121.08		82.78	
	Other Loans and advances receivable	228.65		(665.64)	
	Inventories	(2,812.50)		(762.64)	
	Trade Payables	1,111.00		(1,636.41)	
	Other Current Liabilities	1,275.72		184.53	
	Short term Borrowings	-		-	
	Short term Provisions	(5.84)		109.84	
			(81.90)		(2,907.22)
	Net Cash Flow from Operation		643.13		(2,418.27)
	Tax Paid		100.00		100.00
	Net Cash Flow from Operating Activities (A)		543.13		(2,518.27)
B.	<u>Cash flow from investing Activities</u>				
	Purchase of Fixed Assets	(645.75)		(361.76)	
	Sale of Fixed Assets	397.94		-	
	Movement in Other Non Current Assets	(341.23)		(1,245.09)	
	Movement in Loan & Advances	-		-	
	Gain on Sale of Shares	24.88		118.82	
	Interest Income	-		(90.23)	
			(564.16)		(1,578.26)
	Net Cash Flow from Investing Activities (B)		(564.16)		(1,578.26)
C.	<u>Cash Flow From Financing Activities</u>				
	Proceeds From Issue of shares capital	-		4,221.00	
	Proceeds From long Term Borrowing (Net)	(89.83)		(157.07)	
	Short Term Borrowing (Net)	228.44		(59.85)	
	Interest Paid	(44.22)		(67.77)	
			94.39	-	3,936.30
	Net Cash Flow from Financing Activities (C)		94.39		3,936.30
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		73.36	-	160.23
E.	Opening Cash & Cash Equivalents		23.34		183.57
F.	Cash and cash equivalents at the end of the period		96.70		23.34
G.	Cash And Cash Equivalents Comprise :				
	Cash		48.46		0.94
	Bank Balance :				
	Current Account		48.24		22.41
	Deposit Account				
	Total		96.70		23.34

For J Singh & Associates
Chartered Accountants

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

Amit J Joshi
Partner
M. No. 120022
FRN No. 0112187W
Place : Ahmedabad
Date : 29/05/2025
UDIN:

Sanjay Gupta
Director
DIN: 07610448

Inderpreet Kaur
Director
DIN: 09213754

Note 2 SHARE CAPITAL

Share Capital	As at 31st March 2025		As at 31st March 2024	
	Number	Amount Rs. in Rs	Number	Amount Rs. in Rs
<u>Authorised</u>				
Equity Shares of Rs. 10 each	90.00	900.00	90.00	900.00
<u>Issued</u>				
Equity Shares of Rs. 10 each	80.40	804.00	80.40	804.00
<u>Subscribed & Paid up</u>				
Equity Shares of Rs. 10 each fully paid	80.40	804.00	80.40	804.00
Total	80.40	804.00	80.40	804.00

Note 2.1 RECONCILIATION OF NUMBER OF SHARES

Particulars	As at 31st March 2025		As at 31st March 2024	
	Number	Amount Rs. in Rs	Number	Amount Rs. in Rs
Shares outstanding at the beginning of the year	80.40	804.00	56.28	562.80
Shares Issued during the year	-	-	24.12	241.20
Bonus Shares allotted	-	-		
Shares bought back during the year	-	-		
Shares outstanding at the end of the year	80.40	804.00	80.40	804.00

The Company has only one class of equity shares having a per value of Rs. 10/- Per Share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares by the shareholders.

Note 2.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.

Name of Shareholder	As at 31st March 2025		As at 31st March 2024	
	No. of Shares held	% of Holding		
Sangeeta Aggarwala	56.26	69.97	56.26	69.97

Note 3 RESERVE AND SURPLUS

Particulars	As at 31st March 2025	As at 31st March 2024
A. Securities Premium Account		
Opening Balance	3,979.80	
Add : Securities premium credited on Share issue	-	3,979.80
Less : Premium Utilised for various reasons	-	
For Issuing Bonus Shares	-	
Closing Balance	3,979.80	3,979.80
B. Surplus		
Opening balance	592.84	281.42
(+) Net Profit/(Net Loss) For the current year	428.61	410.24
(-) Issue of Bonus Shares	-	
Closing Balance	1,021.45	691.66
Total	5,001.25	4,671.46

Note 4 LONG TERM BORROWINGS

Particulars	As at 31st March 2025	As at 31st March 2024
<u>Secured</u>		
1. Axis Bank Payable in 48 monthly instalments of Rs. 71,114/- commencing from 10.09.2022.	-	11.15
2. Indusind Bank Payable in 59 monthly instalments of Rs. 13615/- commencing from 14.08.2022.	-	3.27
3. Bajaj Finserv Payable in 48 monthly instalments of Rs. 86,389/- commencing from 02.06.2022.	-	10.34
4. Fullerton India Payable in 37 monthly instalments of Rs. 44,110/- commencing from 04.07.2022.	-	0.97
5. HDFC Bank Payable in 48 monthly instalments of Rs. ¹²⁵ 1,39,819/- commencing from 06.06.2022.	-	17.86

6.Hero Fincorp Payable in 36 monthly instalments of Rs. 54,771/- commencing from 03.07.2022.	-	1.23
7. ICICI Bank Payable in 36 monthly instalments of Rs. 88,405/- commencing from 05.06.2022.	-	1.73
8.MAHINDRA AND MAHINDRA FINANCIAL SERVICES LIMITED Payable in 36 monthly instalments of Rs. 92,101/- commencing from 10.10.2022.	-	4.64
9. URGO Capital Payable in 36 monthly instalments of Rs. 74,411/- commencing from 03.10.2022.	-	3.76
10. Indusand Bank Business Loan Account Payable in 36 monthly instalments of Rs. 1,24,181/- commencing from 04.01.2023.	-	3.62
11. MAS Business Loan Account Payable in 36 monthly instalments of Rs. 87,893/- commencing from 25.01.2023.	-	6.98
12. Ambit Finvest Pvt Ltd Business Loan Account Payable in 24 monthly instalments of Rs. 1,00,818/- commencing from 05.02.2023.	-	-
13. Clix Capital Services Private Limited Payable in 36 monthly instalments of Rs. 56,074/- commencing from 02.07.2023.	-	7.18
14. Unity Small Finance Bank Limited Business Loan Account Payable in 24 monthly instalments of Rs. 1,00,818/- commencing from 04.07.2023.	-	2.69
15. Yes Bank Business Loan	-	14.42

Payable in 36 monthly instalments of Rs. 1,07,706/- commencing from 04.07.2023. Sub-total (a)		
	-	89.83
In case of continuing default as on the balance sheet date in repayment of loans and interest.		
1. Period of default	-	-
2. Amount	-	-

<u>Unsecured</u>		
(b) Loans and advances from related parties	-	-
Sub-total (b)	-	-
In case of continuing default as on the balance sheet date in repayment of loans and interest.		
1. Period of default	-	-
2. Amount	-	-
Total	-	89.83

Note 5 SHORT TERM BORROWINGS

Particulars	As at 31st March 2025	As at 31st March 2024
<u>Secured/Unsecured</u>		
(a) Loans repayable on demand		
From Banks	-	-
<u>Secured</u>		
1. Axis Bank	-	7.15
Payable in 48 monthly instalments of Rs. 71,114/- commencing from 10.09.2022.		
2. Indusind Bank	-	1.23
Payable in 59 monthly instalments of Rs. 13615/- commencing from 14.08.2022.		
3. Bajaj Finserv	-	7.89
Payable in 48 monthly instalments of Rs. 86,389/- commencing from 02.06.2022.		
4. Fullerton India	1.07	4.58
Payable in 37 monthly instalments of Rs. 44,110/- commencing from 04.07.2022.		
5. HDFC Bank	-	13.02
Payable in 48 monthly instalments of Rs. 1,39,819/- commencing from 06.06.2022.		
6. Hero Fincorp	-	5.71
Payable in 36 monthly instalments of Rs. 54,771/- commencing from 03.07.2022.		

7. ICICI Bank

Payable in 36 monthly instalments of Rs. 88,405/- commencing from 05.06.2022.

-

9.48

8. MAHINDRA AND MAHINDRA FINANCIAL SERVICES LIMITED Payable in 36 monthly instalments of Rs. 92,101/- commencing from 10.10.2022.	4.71	9.10
9. URGO Capital Payable in 36 monthly instalments of Rs. 74,411/- commencing from 03.10.2022.	-	7.35
10. Indusand Bank Business Loan Account Payable in 36 monthly instalments of Rs. 1,24,181/- commencing from 04.01.2023.	-	13.00
11. MAS Business Loan Account Payable in 36 monthly instalments of Rs. 87,893/- commencing from 25.01.2023.	-	8.58
12. Ambit Finvest Pvt Ltd Business Loan Account Payable in 24 monthly instalments of Rs. 1,00,818/- commencing from 05.02.2023.	-	8.92
13. Clix Capital Services Private Limited Payable in 36 monthly instalments of Rs. 56,074/- commencing from 02.07.2023.	-	4.72
14. Unity Small Finance Bank Limited Business Loan Account Payable in 24 monthly instalments of Rs. 1,00,818/- commencing from 04.07.2023.	2.53	10.44
15. Yes Bank Business Loan Payable in 36 monthly instalments of Rs. 1,07,706/- commencing from 04.07.2023.	-	9.48
Sub-total (a)	8.32	120.66
(b) From other parties	-	5.75
(c) Loans & Advances from Related Parties	340.78	-
(d) Other Loans & Advances 130	5.75	-

	Total	354.85	126.41
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Note 6 TRADE PAYABLES

Particulars	As at 31st March 2025	As at 31st March 2024
(a) Outstanding dues of micro enterprises and small enterprises		
Disputed/Undisputed		
Not Due		
Less than 01 Years	-	-
01-02 Years	-	-
02-03 Years	-	-
More than 3 Years	-	-
Total A	-	-
(b) Outstanding dues of creditors other than micro enterprises and small enterprises		
Undisputed		
Not Due		
Less than 01 Years	2,610.68	2,334.76
01-02 Years	-	-
02-03 Years	-	-
More than 3 Years	-	-
Disputed		
Not Due		
Less than 01 Years	-	-
01-02 Years	-	-
02-03 Years	-	-
More than 3 Years	-	-
Interbranch balance elimination	-	835.08
Total B	2,610.68	1,499.68
Total (A+B)	2,610.68	1,499.68

Note 7 OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Security Deposit	358.30	389.87
(ii) Advanced from Customers	1,305.01	147.77
<u>(iii) Other Current Liabilities</u>		
Salary Payable	-	-
GST Payable 132	148.87	
Total	1,812.18	537.64

Note 8 SHORT TERM PROVISIONS

Particulars	As at 31st March 2025	As at 31st March 2024
Provision For		
(a) Employee benefits		
(i) Contribution to PF	2.39	-
(ii) Contribution to ESIC	0.92	-
(iii) Salary Payable	9.66	-
(iv) Worker Salary Payable	-	6.42
	-	-
(b) Others (Specify nature)	-	-
(i) Income Tax	100.00	4.99
(ii) Audit Fees	4.06	2.35
(iii) Legal Fees	-	-
(iv) TDS Payable	7.15	15.73
(v) TCS Payable	-	0.53
(vi) GST Payable	-	-
Total	124.18	30.02

Note 10 LONG TERM LOANS & ADVANCES

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Capital Advances	-	-
(ii) Security Deposits	1,467.03	1,246.40
(iii) Loans & Advances To Related Parties	-	-
(iv) Other Loans & Advances	145.47	24.87
Total	1,612.50	1,271.27

Note 11 INVENTORIES

Particulars	As at 31st March 2025	As at 31st March 2024
a. Raw Materials and components	-	-
b. Work-in-progress	-	-
c. Finished goods (Valued at Cost or NRV as per FIFO)	5,174.93	2,362.43
d. Stores and spares & Packing Materials	-	-
Total	5,174.93	2,362.43

Note 12 TRADE RECEIVABLES

Particulars	As at 31st March 2025	As at 31st March 2024
<u>Undisputed Trade Receivable - Considered good</u>		
Not Due	-	-
Outstanding for Following Period from Due date	2,448.41	3,404.58
Less than 6 Months	-	-
6 Months - 1 Years	-	-
01-02 Years	-	-
02-03 Years	-	-
More than 3 Years	-	-
<u>Undisputed Trade Receivable - Considered doubtful</u>		
Not Due	-	-
Outstanding for Following Period from Due date		
Less than 6 Months	-	-
6 Months - 1 Years	-	-
01-02 Years	-	-
02-03 Years	-	-
More than 3 Years	-	-
<u>Disputed Trade Receivable - Considered good</u>		
<u>Disputed Trade Receivable - Considered Doubtful</u>		
Not Due	-	-
Outstanding for Following Period from Due date		
Less than 6 Months	-	-
6 Months - 1 Years	-	-
01-02 Years	-	-
02-03 Years	-	-
More than 3 Years	-	-
Interbranch elimination	-	(835.08)
Total	2,448.41	2,569.49

Note 13 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March 2025	As at 31st March 2024
a. Balances with banks		
Indusland Bank - 2200	0.02	1.87
Indusland Bank - 1978	36.20	16.19
ICICI Bank - 0373	0.16	0.24

	ICICI BANK PUBLIC ISSUE - 000405141488	3.24	3.24
	ICICI Bank - 0595	8.54	

AU Small Finance Bank Limited	-	-
Paytm Bank - 3844	-	0.00
PAYTM Wallet - 9811003844	0.07	0.87
Fixed Deposit on Paytm Bank	-	(0.00)
b. Cash on hand	48.46	0.94
Total	96.70	23.34

Note 14 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31st March 2025	As at 31st March 2024
(Unsecured and Considered Good)		
a. Balance with Government Authorities		
GST Credit	389.38	114.23
TDS/TCS Receivable	19.40	15.55
b. Others (specify nature)		
Advance to Employees	16.16	9.45
Advance to Suppliers	289.91	204.88
Provision for IPO expenses - Sreshtha finvest short term	-	215.23
c. Loan & Advances to Related Parties	0.35	12.54
d. Prepaid Expenses	-	0.03
e. Marketable securities	-	371.93
Total	715.19	943.84

Note 9 Property Plant & Equipment and Intangible Assets

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1st April 2024	Additions	Disposal/ (Adjustment)	Balance as at 31st March 2025	Balance as at 1st April 2024	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31st March 2025	Balance as at 31st March 2025	Balance as at 31st March 2024
a	Tangible Assets										
	Plant & Machinery	44.88	149.95	-	194.83	8.95	8.82	-	17.76	177.07	35.93
	Computer & Software	15.17	11.62	0.27	26.52	8.63	6.00	-	14.63	11.89	6.55
	Furniture & Fixtures	546.56	484.18	397.66	633.08	34.13	56.88	-	91.01	542.06	512.43
	Motor Car	72.63	-	-	72.63	48.70	5.07	-	53.77	18.85	23.93
	Total	679.24	645.75	397.94	927.05	100.41	76.78	-	177.18	749.87	578.83
	Pervious Year	215.61	463.63	-	679.24	53.77	46.64	-	100.41	578.83	161.84

	Fixed Assets	Gross Block				Accumulated Amortisation				Net Block	
		Balance as at 1st April 2024	Additions	Disposal/ (Adjustment)	Balance as at 31st March 2025	Balance as at 1st April 2024	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31st March 2025	Balance as at 31st March 2025	Balance as at 31st March 2024
b	Intangible Assets										
	Total	-	-	-	-	-	-	-	-	-	-
	Pervious Year	-	-	-	-	-	-	-	-	-	-

Note 15 REVENUE FROM OPERATIONS**In Rs.**

Particulars	As at 31st March 2025	As at 31st March 2024
Sale of products	11,194.68	7,142.60
Total	11,194.68	7,142.60

Note 16 OTHER INCOME

Particulars	As at 31st March 2025	As at 31st March 2024
Other Income		
Interest Income	0.04	90.23
Intraday Profit/ Loss	0.93	2.68
SHORT TERM CAPITAL GAIN / LOSS	24.88	118.82
SB Interest	-	0.01
Dividend income	1.86	-
Revenue from FNO/ Speculation business	-	41.35
Panjab National Bank Dividend	4.05	-
Board & Branding Income	-	-
Sundry balances written off	9.65	202.15
Software Support Income	-	2.95
Expense Reversed	2.82	-
Finishing Charges	0.45	-
RO	0.00	-
Scrap Sales A/c	-	-
Discount Received	-	-
Deffered Tax Income	-	-
Income Tax Refund	-	1.15
Kasar & Vatav	(0.53)	0.10
Total	44.16	459.43

Note 17 Purchase of Traded Goods

Particulars	As at 31st March 2025	As at 31st March 2024
Purchase of Traded Goods	12,657.92	7,153.14
Interbranch Purchase elimination		
Total	12,657.92	7,153.14

Note 18 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS AND WIP

Particulars	As at 31st March 2025	As at 31st March 2024
Inventories at the end of the year		
Finished Goods	5,174.93	2,362.43

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

<u>Inventories at the beginning of the year</u>		
Finished Goods	2,362.43	1,599.79
Net(Increase)/decrease	(2,812.50)	(762.64)

Note 19 EMPLOYEE BENEFITS EXPENSES

Particulars	As at 31st March 2025	As at 31st March 2024
(a) Salaries and Wages	169.75	116.34
(b) Contributions to Provident Fund & Other Fund	0.10	1.34
Provident fund	-	
(c) Staff welfare expenses	2.51	-
Total	172.35	117.68

Note 20 FINANCE COST

Finance Cost	As at 31st March 2025	As at 31st March 2024
(a) GST Interest	-	-
(b) GST Penalty	0.16	-
(c) TDS Interest	2.31	4.77
(d) Others	-	5.19
Interest Expenses	17.41	52.47
Nurvama Wealth - Interest Expense	10.73	
Mdr Charges	2.91	
Swipe Machine Charges	0.00	0.04
Bank Charges	10.70	5.30
Total	44.22	67.77

Note 21 DEPRECIATION AND AMORTISATION

Particulars	As at 31st March 2025	As at 31st March 2024
Depreciation Exp	76.78	46.64
Total	76.78	46.64

Note 22 OTHER EXPENSES

Particulars	As at 31st March 2025	As at 31st March 2024
Direct Expenses		
Delivery Charges	-	-
Packing Charges	-	0.23
Rent Paid	-	35.63
Job Work Charges	-	0.42
Freight & Courier Exps	10.22	11.92
Tempo charges	-	-
TOTAL(a)	10.22	48.20

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Administrative exps and other exps		
Auditors remuneration	3.00	1.00
Advertisement exps	-	-
Website Expense	0.04	
Brokerage Expense	4.15	
Contractor Expense	0.57	
Commission/Incentive Expenses	65.83	129.15
Donation	-	15.00
Electricity Exps	27.04	9.27
Freight Exp	-	-
Insurance	1.03	3.08
IPO expenses	- 5.90	235.65
Paking Material	0.02	-
Internet exps	-	0.14
Rates and Taxes	-	-
Kasar and Vatav	-	-
Late filling fees	0.97	0.54
New Warehouse Expense	1.31	-
Legal & Professional exp and Soliciatation exp	11.26	6.05
Office Exps	28.88	14.32
Software Renewal Expense	0.99	-
F & O Profit & Loss A/c	99.43	-
Miscellaneous Exp	5.33	11.20
Petrol Expenses	3.67	3.67
Printing & Stationery Expenses	1.16	0.46
Sales Promotion exps.	-	3.34
Share trading, FNO, Stamp Duty and Registration Expenses	-	8.89
Store Expense	0.24	8.53
Security Contractor Expense	20.32	2.88
Property Maintance Charges	3.05	-
Round Off	0.00	0.00
Reparing & Maintaince exps.	11.19	9.62
Traveling exps	12.51	9.51
GST Expense	1.11	
PF Administration Charges	0.11	
Transport Exp	-	0.17
Interest On Income Tax	13.83	-
Telephone, Internet, Mobile Recharge exps	1.41	1.02
TOTAL(b)	312.52	473.50
Rates, Rent and Taxes		
Rent Exp	148.42	54.60
TOTAL(c)	148.42	54.60
141		
Total (a+b+c)	471.15	576.30

Note 22.1 PAYMENT TO AUDITORS AS:

Particulars	As at 31st March 2025	As at 31st March 2024
a. auditor	-	1.00
b. for taxation matters	-	-
c. for company law matters	-	-
d. for management services	-	-
e. for other services	-	-
f. for reimbursement of expenses	-	-
Total	-	1.00

Ratio	Numerator CY	Denominator CY	Ratio CY	Ratio PY	% Variance	Reason of Variance (More than 25%)
Current Ratio	Total Current Assets	Total Current Liabilities	1.72	2.69	-36%	increase in current liability compare to last year
Debt-Equity Ratio	Debt	Total Equity	0.06	0.04	55%	Due to Company has taken additional short term debt during the year.
Debt Service Coverage Ratio	Earning available for debt services=Net profit after taxes + Non cash operating Expneses	Debt Service = Total Borrowings	1.21	1.43	-15%	
Return on Equity Ratio	Net Profits/(losses) after taxes	Total Equity	0.07	0.05	38%	Due to Comapany has booked higher profit during the year.
Inventory Turnover Ratio	Revenue from Operations	Avg Inventory	2.97	3.61	-18%	
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivable	4.46	2.74	63%	Due to Comapany has booked higher revenue during the year.
Trade Payables Turnover Ratio	Purchases	Average Trade Payable	6.16	3.09	100%	In previous year, company has gone for ipo and amount is utilized for furniture & Material.
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	3.17	1.93	64%	Due to company has increased turnover during the year.
Net Profit Ratio	Net Profit after Tax	Revenue from Operations	0.04	0.04	-11%	
Return on Capital Employed	Profit before exceptional items, tax and finance cost	Capital Employed= Total Equity + Non-current Liabilities	0.13	0.09	43%	Due to Comapany has booked higher profit during the year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31st MARCH, 2025

Note: - 1 Significant accounting policies:

1.0 Corporate Information

BIZOTIC COMMERCIAL LIMITED is a Limited Company, incorporated under the provisions of Companies Act, 2013 and having **CIN: U74999GJ2016PLC094934**. The Company is mainly engaged in the business of trading of fabric material and garment and other commodities. The Registered office of the Company is situated at **15, Ashwamegh Warehouses, Ujala Circle, Sarkhej, Dascroi, Ahmedabad, Gujarat - 382210 India**.

1.1 Basis of preparation of financial statements

a. Accounting Convention: -

These financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP"). Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the Historical Cost Convention. and the Companies (Accounting Standards) Amendment Rules 2016 and the relevant provisions of the Companies Act, 2013.

b. Functional and Presentation Currency

The functional and presentation currency of the company is Indian rupees. This financial statement is presented in Indian rupees.

All amounts disclosed in the financial statements and notes are rounded off to lakhs the nearest INR rupee in compliance with Schedule III of the Act, unless otherwise stated.

Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

c. Use of Estimates and Judgments

The preparation of financial statement in conformity with accounting standard requires the Management to make estimates, judgments, and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes is reflected in the period in which such changes are made and, if material, their effects are disclosed in the notes to financial statement.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in future periods affected.

d. Current and Non - Current Classification

An asset or a liability is classified as Current when it satisfies any of the following criteria:

- i. It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle;
- ii. It is held primarily for the purpose of being traded.
- iii. It is expected to be realized / due to be settled within twelve months after the end of reporting date;

- iv. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

1.2 Basis of Preparation

a) Property, Plant & Equipment and Intangible Assets: -

- i. The company has adopted Cost Model to measure the gross carrying amount of Property Plant & Equipment.
- ii. Tangible Property Plant & Equipment are stated at cost of acquisition less accumulated depreciation. Cost includes the purchase price and all other attributable costs incurred for bringing the asset to its working condition for intended use.
- iii. Intangible assets are stated at the consideration paid for acquisition and customization thereof less accumulated amortization.
- iv. Cost of fixed assets not ready for use before the balance sheet date is disclosed as Capital Work in Progress.
- v. Cost of Intangible Assets not ready for use before the balance sheet date is disclosed as Intangible Assets under Development.

b) Depreciation / Amortisation: -

Depreciation has been provided under Straight Line Method at the rates prescribed under schedule III of the Companies Act, 2013 on single shift and Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

Intangible assets being Software are amortized over a period of its useful life on a straight-line basis, commencing from date the assets are available to the company for its use.

c) Impairment of Assets: -

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior period is reversed if there has been a change in the estimate of the recoverable amount.

d) Investments: -

- Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.
- On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident. There is no investment made by Company.
- Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value of long-term investments

is made to recognize a decline, other than temporary, on an individual investment basis.

- Current investments are carried in the financial statements at lower of cost and market value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.
- Long term investments which are expected to be realized within twelve months from the balance sheet date are presented under 'current investments' as 'current portion of long-term investments' in accordance with the current / noncurrent classification of investments as per Schedule III Division I of the Companies Act, 2013.
- The cost of investments comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.
- Investment transactions are accounted for on a trade date basis. In determining the holding cost of investments and the gain or loss on sale of investments, the 'weighted average cost' method is followed.

e) Government Grants and Subsidies: -

The Company is entitled to receive any subsidy from the Government authorities or any other authorities in respect of manufacturing or other facilities are dealt as follows:

- Grants in the nature of subsidies which are non – refundable are credited to the respective accounts to which the grants relate, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.
- Grants in the nature of Subsidy which are Refundable are shown as Liabilities in the Balance Sheet at the Reporting date.

f) Retirement Benefits: -

a) Short Term Employee Benefits:

All employee benefits payable within twelve months of rendering the service are classified as short-term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

b) Employment Benefits:

i) Defined Contribution Plans:

The company has Defined Contribution Plans for post-employment benefit in the form of Provident Fund which are administered by the Regional Provident Fund Commissioner. Provident Fund are classified as defined contribution plans as the company has no further obligation beyond making contributions. The company's contributions to defined contribution plans are charged to the Statement of Profit and Loss as and when incurred.

ii) Defined Benefit Plans:

a) Gratuity:

The Management has decided to gratuity will be accounted in profit & loss A/c in each financial year when the claim is recognized by the company which is against the prescribed treatment of AS -15. The Quantum of provision required to be made for the said retirement's benefits can be decided on actuarial basis and the said information could not be gathered. To the extent of such amount, the reserve would be lesser.

b) Leave Encashment:

The Management has decided to pay all the pending leave of the year for the year in which the same has become payable and pending dues are cleared.

g) Valuation of Inventory: -

Inventories of the raw material, work-in-progress, finished goods, packing material, stores and spares, components, consumables and stock in trade are carried at lower of cost and net realizable value. However, raw material and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

Cost of inventories included the cost incurred in bringing each product to its present location and conditions are accounted as follows:

a) Raw Material: - Cost included the purchase price and other direct or indirect costs incurred to bring the inventories into their present location and conditions. Cost is determined on *First in First out basis (FIFO)*.

b) Finished Goods and Work-in-Progress: - Work in progress are valued at cost which includes raw materials and cost incurred till the stage of production of process. Finished Goods are valued at cost or Net realizable value whichever is lower. Cost included cost of direct materials and the labour cost and a proportion of manufacturing overhead based on the normal operating capacity, but excluding the borrowing costs. Cost is determined on *"First in First out basis (FIFO)"*.

c) Stock in Trade: - Cost included the purchase price and other direct or indirect costs incurred in bringing the inventories to their present location and conditions. Cost is determined on *"Weighted Average Basis"*.

All other inventories of stores and spares, consumables, project material at site are valued at cost. The stock of waste or scrap is valued at net realizable value.

"Net Realizable Value" is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sales of the products.

h) Revenue Recognition: -

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its

activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed.

Revenue includes only the gross inflows of economic benefits, including the excise duty, received and receivable by the Company, on its own account. Amount collected on behalf of third parties such as sales tax, value added tax and goods and service tax (GST) are excluded from the Revenue.

Sale of goods is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, GST and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept.

Dividend from investments in shares / units is recognized when the company.

As per a recent ICAI opinion, the benefit of DEPB is recognized in the year of export itself, provided no uncertainty exists,

Other items of Income are accounted as and when the right to receive arises.

i) **Accounting for effects of changes in foreign exchange rates: -**

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transactions.

Any income or expenses on account of exchange difference either on settlement or on Balance sheet Valuation is recognized in the profit and loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

Foreign currency transactions accounts are given in the notes of accounts.

Commodity Hedging: - The realized gain or loss in respect of commodity hedging contracts, the principal period of which has expired during the year, is recognized in profit and loss account. In respect of contracts, that are outstanding as on date of Balance sheet are valued at prevailing market price and the resultant loss, if any, is provided.

j) Borrowing Cost: -

Borrowing Cost includes the interest, commitments charges on bank borrowings, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying property, plants and equipment's are capitalized as a part of cost of that property, plants and equipments. The amount of borrowing costs eligible for capitalization is determined in accordance with the Accounting Standards – 16

“Borrowing Costs”. Other Borrowing Costs are recognized as expenses in the period in which they are incurred.

In accordance with the Accounting Standard – 16, exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustments to interest costs are recognized as Borrowing Costs and are capitalized as a part of cost of such property, plants and equipment if they are directly attributable to their acquisition or charged to the Standalone Statement or Profit and Loss.

k) Related Party Disclosure: -

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

l) Accounting for Leases: -

A lease is classified at the inception date as finance lease or an operating lease. A lease that transfers substantially all the risk and rewards incidental to the ownership to the Company is classified as a finance lease.

The Company as a lessee:

a) Operating Lease: - Rental payable under the operating lease are charged to the Standalone Statement of Profit and Loss on a Straight-line basis over the term of the relevant lease.

b) Finance Lease: - Finance lease is capitalized at the commencement of the lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. Lease payments are apportioned between finance charges and the reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against the income over the period of the lease.

The Company has not provided any of its assets on the basis of operating lease or finance lease to others.

m) Cash flow: -

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals of past or future cash receipts and payments. The cash flows from regular operating, investing and financing activities of the company are segregated.

n) Earnings Per Share: -

The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, "Earnings per Share". Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equities shares outstanding during the year. Diluted EPS

is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such a Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.

o) Taxes on Income: -

- **Current Tax: -**

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

- **Deferred Taxes: -**

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

- I. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this item can be utilized.
- II. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets are realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

p) Discontinuing Operations: -

During the year the company has not discontinued any of its operations.

q) Provisions Contingent liabilities and contingent assets: -

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as Contingent Liability.

A disclosure for a Contingent Liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation is reported as Contingent Liability. In the rare cases, when a liability cannot be measured reliably, it is classified as Contingent Liability. The Company does not recognize a Contingent Liability but disclosed its existence in the standalone financial statements.

r) Event after Reporting Date: -

Where events occurring after the Balance Sheet date provide evidence of condition that existed at the end of reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

23. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.

24. The Company has not revalued its Property, Plant and Equipment for the current year.
25. There has been no Capital work in progress for the current year of the company.
26. There are no Intangible assets under development in the current year.
27. Credit and Debit balances of unsecured loans, Trade Payables, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.
28. Since the company has taken Unsecured loan which is given by director of company but for that company has not any agreement in writing.
29. The Company has not made an actuarial valuation for provision of Gratuity as per AS 15 and accounted for gratuity when gratuity is claimed by the employee at the time of retirement. To that extent the profit & loss account of the company does not represent true & fair result of the company performance.
30. The company neither collect nor deposited amount of provided fund and ESIC as per the statutory obligation. To that extent the profit & loss account of the company does not represent true & fair result of the company performance.
31. The Company does not have any charges or satisfaction which need to be created or registered with ROC beyond the statutory period, except:
- 1) Charge created in the Favor of charge holder (Axis Bank Ltd) on dated 27/08/2022 of Rs 28.49 Lakhs over the certain assets of company.
 - 2) Charge created in the Favor of charge holder (Indusind Bank Ltd) on dated 25/05/2022 of Rs 6.30 Lakhs over the certain assets of company.
- Stated above both charges are satisfied in current financial year but CHA-4 is not filed with ROC.
32. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
33. No proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder.

34. The company has not been declared as wilful defaulter by any bank or financial institution or government or government authority.
35. The Company has not advanced or loaned to or invested in funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- a. directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)
 - or
 - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
36. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
- a. directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
37. The company does not have transaction with the struck off under section 248 of companies act, 2013 or section 560 of Companies act 1956.
38. The company is in compliance with the number of layers prescribed under clause (87) of section 2 of company's act read with companies (restriction on number of layers) Rules, 2017.
39. Related Parties Disclosure: -

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

As per Accounting Standard 18, issued by the Chartered Accountants of India, The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

LIST OF RELATED PARTIES WITH WHOM TRANSACTIONS HAVE TAKEN PLACE AND RELATIONSHIPS: -

Sr. No.	Nature of Relationship	Name of the Parties
1.	Key Managerial personnel (KMP)	1. Inderpreet Kaur Gulati
		2. Sanjay Gupta
2.	Enterprise in which Director/Relative of Director is Interested.	3. Mohit Agrawal HUF
3.	Promoter/Director's Relative	4. Amanjeet Singh Gulati
		5. Sangita Aggarwala
		6. Rishika Mohit Agarwal

Transaction during the current financial year with related parties: -

(Rs. In Lakh)

Sr. No.	Name Of related Parties	Nature of relation	Nature of Transaction	O/s at the beginning Receivable/ (Payable)	Amount Debited	Amount Credited	O/s at the End Receivable/ (Payable)
1.	INDERPREET KAUR GULATI	Director & CFO	Director Remuneration	15.34	0.22	-	15.12
2.	SANJAY MAHAVIRPRASAD GUPTA	Managing Director	Director Remuneration	0.35	19.93	13.61	6.67
3.	Sangita Aggarwala	Promoter	Unsecured Loan 158	-	107.22	419.00	311.78

4.	HARESHKUMAR SUTHAR	Director	Salary	0.1	0.43	0.32	0.01
5.	AVANI ASHWINKUMAR SHAH	Director	Salary	0.1	0.43	0.32	0.01
6.	JUHI SAWAJANI	Director	Salary	0.1	0.43	0.32	0.01
7.	Mohit Agrwal (HUF)	Enterprise in which Director/Relative of Director is Interested	Unsecured Loan	-	-	19.5	19.5
8.	Rishika Mohit Agarwal	Director's Relative	Unsecured Loan	-	-	9.5	9.5

40. Deferred tax Assets and Liabilities are as under: -
Components of which are as under: -

(Rs. In Lakh)

Particulars	Amount (Rs.) 31-12-2025	Amount (Rs.) 31-3-2024
<i>Deferred Tax</i>		
<i>Block of assets (Depreciation)</i>	76.75	35.35
<i>Net Differed Tax Liability/(Asset)</i>	90.47	(9.84)

41. Earnings Per Share

Particulars	Year Ended on 31 st March 2025 (Figures In Lakhs)	Year Ended on 31 st March, 2024 (Figures in Lakhs)
Profit / (Loss) after tax attributable to Equity Shareholders (A)	428.61	308.38

Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	8040000	8040000
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	5.33	4.12

42. Corporate Social Responsibility (CSR)

The section 135 (Corporate social responsibility) of companies acts, 2013 is not applicable to the company.

43. Notes forming part of accounts in relation to Micro and small enterprise

1. Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below:

Sr. No.	Particulars	Year Ended on 31 st March 2025		Year Ended on 31 st March 2024	
		Principal	Interest	Principal	Interest
I	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
ii	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
iii	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil

Iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil
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The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

44. Title deeds of immovable Property

Title deeds of immovable property has not been held in the name of promoter, director, or relative of promoter/ director or employee of promoters / director of the company, hence same are held in the name of the company.

45. Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties: -

No Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

46. Compliance with approved Scheme(s) of Arrangements

The Company does not have made any arrangements in terms of section 230 to 237 of companies act 2013, and hence there is no deviation to be disclosed.

47. Utilization of Borrowed funds and share premium: -

As on March 31, 2025 there is no unutilized amount in respect of any issue of securities and long-term borrowings from bank and financial institutions. The borrowed funds have been utilized for the specific purpose for which the funds were raised.

48. Ratios Analysis: -

Ratio	Numerator CY	Denominator CY	Ratio CY	Ratio PY	% Variance	Reason of Variance (More than
Current Ratio	Total Current Assets	Total Current Liabilities	1.72	2.69	-36%	increase in current liability compare to last year
Debt-Equity Ratio	Debt	Total Equity	0.06	0.04	55%	Due to Company has taken additional short term debt during the year.
Debt Service Coverage Ratio	Earning available for debt services=Net profit after taxes + Non cash operating Expenses	Debt Service = Total Borrowings	1.21	1.43	-15%	
Return on Equity Ratio	Net Profits/(losses) after taxes	Total Equity	0.07	0.05	38%	Due to Company has booked higher profit during the year.
Inventory Turnover Ratio	Revenue from Operations	Avg Inventory	2.97	3.61	-18%	
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivable	4.46	2.74	63%	Due to Company has booked higher revenue during the year.
Trade Payables Turnover Ratio	Purchases	Average Trade Payable	6.16	3.09	100%	In previous year, company has gone for ipo and amount is utilized for furniture & Material.
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	3.17	1.93	64%	Due to company has increased turnover during the year.
Net Profit Ratio	Net Profit after Tax	Revenue from Operations	0.04	0.04	-11%	
Return on Capital Employed	Profit before exceptional items, tax and finance cost	Capital Employed= Total Equity + Non-current Liabilities	0.13	0.09	43%	Due to Company has booked higher profit during the year.

49. Shares Held by Promoters at the End of the Year

Sr. No.	Promoter Name	No. Of Shares 2024-25	% Of Total Shares	No. Of Shares 2023-24	% Of Total Shares	% Changes During the Year
1	Sangita Aggarwala	5625800	69.97%	5625800	69.97%	-
2	Sanjay Gupta	1700	0.02%	1700	0.02%	-
3	Darshandevi Gupta	100	0.00%	-	-	-