POSTAL BALLOT NOTICE

(Pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 **("Act")** read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("Rules")** and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India **("SS-2")**, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** and General Circular No. 09/2024 dated September 9, 2024, Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs **("MCA")** read with other connected circulars issued from time to time in this regard **("MCA Circular")** and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the resolutions set out below are proposed to be passed by the members of Arvaya Healthcare Limited **("the Company")** by means of Postal Ballot, only by way of remote e-voting process **("e-voting")**.

The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

In accordance with the MCA Circular, postal ballot notice is being sent only through electronic mode to the shareholders whose names appear in the Register of Members / Register of Beneficial Owners, as on Friday, 10th July, 2026 being the cut-off date for the purpose **("Cut-Off Date")**, and whose email address is registered with the Company or Maheshwari Datamatics Private Limited (Unit: ARVAYA HEALTHCARE LIMITED (FORMERLY KNOWN AS BIJOY HANS LIMITED), the Company's Registrar and Share Transfer Agent (**"Registrar and Transfer Agent"**) or Depository Participants. Physical copy of postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and members can vote only through the remote e-voting process.

Accordingly, the Company is pleased to provide remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes section of this postal ballot notice to cast their vote electronically which begins on Wednesday, 15th July, 2026 at 9:00 a.m. IST and ends on 5:00 p.m. IST on Thursday, 13th August, 2026. (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors has appointed Mr. Chinmay Mohan Lele, Practicing Company Secretary (FCS 12351; CP: 28362) as the Scrutinizer for conducting the postal ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness for appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the e-voting shall be final. The Company has engaged the services of National Securities Depository Limited ***("NSDL")*** as the agency to provide e-voting facility.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and / or Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, 17th August, 2026 and will be displayed on the Company's website https://www.arvayahealth.com/ and will also be communicated to BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

The Company will also display the results of the Postal Ballot at its Registered Office and the Corporate Office. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, 13th August, 2026.

SPECIAL BUSINESS:

1. **Regularisation of appointment of Mr. Bidari Kotresh Anilkumar (DIN: 06624790) as Executive Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Bidari Kotresh Anilkumar (DIN: 06624790) as Executive Director for a period of 3 (Three) years with effect from 4th July, 2026 to 3rd July, 2029 (both days inclusive), liable to retire by rotation, on the terms and conditions as approved by the Board of Directors and set out in the Explanatory Statement annexed hereto, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment, including remuneration, in such manner as may be permitted under the applicable provisions of the Act and as may be acceptable to Mr. Bidari Kotresh Anilkumar (DIN: 06624790).

RESOLVED FURTHER THAT the remuneration payable to the Executive Director shall be such as may be determined by the Board of Directors (including any Committee thereof) from time to time, within the limits prescribed under the Companies Act, 2013, the rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable to Mr. Bidari Kotresh Anilkumar, including in the event of loss or inadequacy of profits in any financial year during the period of his appointment, in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the following terms shall apply to the appointment:

a) The Appointee shall not be entitled to sitting fees for attending meetings of the Board of Directors and/or Committee(s) thereof.
b) The Appointee shall, while he continues to hold office as Executive Director, be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.
c) The Appointee shall be entitled to compensation for loss of office in the event, manner and to the extent provided under Section 202 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Bidari Kotresh Anilkumar (DIN: 06624790) shall be entitled to reimbursement of expenses actually and properly incurred by him in connection with the business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient for giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

2. **To consider & approve Acquisition of Sushodha Institute of Gastroenterology Private Limited and approval of Material Related Party Transactions with Mr. Bidari Kotresh Anilkumar and Mr. Dhanaji Dattatray Jadhav.**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections, 62(1)(c), 179(3)(j), 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be required from the appropriate authorities, consent of the Members of the Company be and is hereby accorded for the acquisition of 1,84,374 equity shares representing 100% of the equity shareholding of M/s Sushodha Institute of Gastroenterology Private Limited ("SIGPL") for a total purchase consideration of ₹ 15,48,74,160/- (Rupees Fifteen Crore Forty Eight Lakh Seventy Four Thousand One Hundred and Sixty Only).

RESOLVED FURTHER THAT in consideration of the aforesaid acquisition, approval of the Members be and is hereby accorded for the issuance and allotment on a preferential basis for consideration other than cash by way of a share swap of up to 38,71,854 fully paid-up equity shares of the Company having a face value of ₹10/- each at a price of ₹ 40/- (Rupees Forty Only) per equity share, including a premium of ₹ 30/- per share, to the shareholders of SIGPL by way of share swap, for discharging the entire purchase consideration payable towards the acquisition of SIGPL in accordance with the provisions of the Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, towards discharge of the purchase consideration payable for the acquisition of SIGPL.

RESOLVED FURTHER THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and in accordance with the Company's Policy on Related Party Transactions, and pursuant to the approval and recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for entering into a material related party transaction with Mr. Bidari Kotresh Anilkumar, Shareholder and Additional Director of SIGPL, and he is also Shareholder & Additional Director of the Company i.e. Arvaya Healthcare Limited and Mr. Dhanaji Dattatray Jadhav is a Shareholder of the SIGPL & Company i.e. Arvaya Healthcare Limited being a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for the acquisition of 28,149 equity shares of SIGPL held by Mr. Bidari Kotresh Anilkumar for an amount not exceeding ₹ 2,36,45,160 /- (Rupees Two Crore Thirty Six Lakh Forty Five Thousand One Hundred and Sixty Only) and 7,231 equity shares of SIGPL held by Mr. Dhanaji Dattatray Jadhav, for an amount not exceeding ₹ 60,74,040 /- (Rupees Sixty Lakh Seventy Four Thousand Forty Only) Shareholder of SIGPL on such terms and conditions as may be mutually agreed upon between the parties, based on a fair valuation determined by an independent registered valuer, and with such consideration being discharged by way of share swap, as more particularly set out in the explanatory statement annexed to the notice convening the meeting.

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted pursuant to this resolution shall rank pari passu in all respects with the existing equity shares of the Company and shall be subject to the applicable lock-in requirements and other conditions prescribed under the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the draft Share Swap Agreement / Business Transfer Agreement / Share Exchange Agreement, placed before the Members and initialled for the purpose of identification, be and is hereby approved and that Mr. Kaushal Shah, Managing Director (DIN: 02175130), and/or Mr. Salil Shetty, CEO & Executive Director (DIN: 07424136), and/or Mr. Abhiram Rangnath, Chief Financial Officer, be and are hereby severally authorised to finalise, negotiate, execute and deliver the said agreement(s), including any amendments, modifications, letters, undertakings, declarations and other documents as may be necessary or desirable, and to do all such acts, deeds, matters and things as may be required to give effect to the acquisition and implementation of the aforesaid transaction.

RESOLVED FURTHER THAT upon completion of the acquisition and allotment of the equity shares pursuant to the share swap arrangement, SIGPL shall become a wholly owned subsidiary of Arvaya Healthcare Limited (formerly known as Bijoy Hans Limited).

RESOLVED FURTHER THAT the Members hereby note that the aforesaid transaction constitutes a Material Related Party Transaction under Regulation 23 of the SEBI LODR Regulations and forms an integral part of the composite transaction relating to the acquisition of SIGPL.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, and to sign, execute and file all necessary forms, returns, applications, intimations and other documents with the Registrar of Companies, stock exchanges, SEBI and/or any other statutory or regulatory authority, as may be required for giving effect to this resolution, and to settle any questions, difficulties or doubts that may arise in relation thereto."

3. **Preferential issue of equity shares for consideration other than cash (Sushodha Institute of Gastroenterology Private Limited).**

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

"RESOLVED THAT pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in 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 ("Listing Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the "SEBI SAST Regulations"), as amended from time to time, the equity listing agreement entered into by the Company with BSE Limited ("Stock Exchanges") and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs (MCA) and the Reserve Bank of India ("RBI") and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be), and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the

Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company be and is hereby accorded, to authorize, create, issue, offer and allot, upto 38,71,854 (Thirty Eight Lakh Seventy One Thousand Eight Hundred and Fifty Four Only) Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten each), fully paid-up, ("SIGPL Shares") at an Issue Price of ₹ 40/- per Equity Share (Rupees Forty Only) including a premium of ₹ 30/- (Rupees Thirty Only) per Equity Share aggregating to ₹ 15,48,74,160/- (Rupees Fifteen Crore Forty Eight Lakh Seventy Four Thousand One Hundred and Sixty Only) on a preferential basis by way of private placement in accordance with Chapter V of the SEBI ICDR Regulations to the below mentioned person ("Proposed Allottee") being the shareholder of Sushodha Institute of Gastroenterology Private Limited ("SIGPL"), (CIN: U85300KA2016PTC094219) to issue and allot Equity Shares **on a preferential basis for consideration other than cash by way of share swap** i.e. in lieu of acquisition of their 100% stake in the equity shares of SIGPL through swapping of Equity Shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

Sr.no	Name of Proposed Allottees (Sushodha Institute Of Gastroenterology Private Limited)	Category	No. of Shares of Arvaya Healthcare Limited (Formerly Known as Bijoy Hans Limited) proposed to be allotted for the acquisition of SIGPL Shares	No. of Shares of SIGPL proposed to be transferred to Arvaya Healthcare Limited (Formerly Known as Bijoy Hans Limited)
1	J K Pradeepkumar	Non-Promoter	1328124	63244
2	B K Anilkumar	Non-Promoter	591129	28149
3	Ambika S Chiniwalar	Non-Promoter	25305	1205
4	Arun Kumar Jeedi	Non-Promoter	63273	3013
5	Chandrashekhar Byadgi	Non-Promoter	25305	1205
6	Kavita Bhairi	Non-Promoter	25305	1205
7	Rudresh Tabali	Non-Promoter	63273	3013
8	Saroja S Bhairi	Non-Promoter	75936	3616
9	SL Manasa	Non-Promoter	63273	3013
10	Jyoti Jambaladinni	Non-Promoter	25305	1205
11	Mankani Navin Hanamanthreddi	Non-Promoter	12663	603
12	Mohan Vijapur	Non-Promoter	25305	1205
13	N Goravar	Non-Promoter	25305	1205
14	Padmashree K	Non-Promoter	27846	1326
15	Parithosh Jayanthi	Non-Promoter	88578	4218
16	R Manikya	Non-Promoter	31626	1506
17	Sapan D S	Non-Promoter	12663	603
18	Reena Biradar	Non-Promoter	25305	1205
19	Rajeshwari M	Non-Promoter	25305	1205
20	Ravi Prasad	Non-Promoter	63273	3013
21	Shrikant S Ramanagoudar	Non-Promoter	12663	603
22	Vinay Pawar	Non-Promoter	31626	1506

23	Sneha Vikranth Dharamshi	Non-Promoter	37968	1808
24	Sowmya G S	Non-Promoter	63273	3013
25	Vishwanath M Patil	Non-Promoter	12663	603
26	Vishwas D Pai	Non-Promoter	63273	3013
27	Virendra Bhasme	Non-Promoter	31626	1506
28	Vishwanath S	Non-Promoter	25305	1205
29	Jayaraj Patil	Non-Promoter	50610	2410
30	Ashwin Shrigopal Marda	Non-Promoter	5061	241
31	Marda Abhishek Shrigopal	Non-Promoter	5061	241
32	Pratyush Yogesh Goyal	Non-Promoter	12663	603
33	Yogesh Goyal (HUF)	Non-Promoter	37968	1808
34	Vinod Nawandhar	Non-Promoter	63273	3013
35	Harjiv Singh Swani	Non-Promoter	25305	1205
36	Rajesh Udhaudas Moorjani	Non-Promoter	63273	3013
37	AKB Enterprises	Non-Promoter	101241	4821
38	Gopalkrishnan Vijayaraghavan	Non-Promoter	12663	603
39	Sanjeev V Chintamani	Non-Promoter	63273	3013
40	Dhanaji Dattatray Jadhav	Non-Promoter	151851	7231
41	Charu Bansal	Non-Promoter	101241	4821
42	Yogesh Laxman Rajhans	Non-Promoter	70875	3375
43	Jalpa Darshan Shah	Non-Promoter	70875	3375
44	Anandrao Nanaso Ghadge	Non-Promoter	20244	964
45	Priyadarshini R.E.	Non-Promoter	25305	1205
46	Ramappa Huchchappa Doddamani	Non-Promoter	50610	2410
47	Srinivasa Appasani	Non-Promoter	37968	1808
TOTAL			**38,71,854**	**1,84,374**

RESOLVED THAT approval of the Members be and is hereby accorded for acquisition of 1,84,374 Equity Shares constituting 100% of the paid-up equity share capital of Sushodha Institute of Gastroenterology Private Limited ("SIGPL"), for an aggregate consideration of ₹15,48,74,160/- to be discharged by way of issuance of Equity Shares of the Company on a preferential basis through a Share Swap.

RESOLVED FURTHER THAT the Relevant Date for the purpose of determination of the Floor price of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as Tuesday, 14th July, 2026 which is 30 (thirty) days prior to the proposed date of passing of resolution through Postal Ballot;

RESOLVED FURTHER THAT the issue price and share exchange ratio have been determined on the basis of the valuation report obtained from an Independent Registered Valuer and such other reports as required under the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares proposed to be issued and allotted to the Proposed Allottee shall inter-alia be subject to the following:

a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);

b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

c) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations;

d) No partly paid-up Equity Shares shall be issued and allotted;

e) Allotment of the Equity Shares shall only be made in dematerialised form;

f) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

g) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT upon completion of the acquisition and allotment of Equity Shares pursuant to the Share Swap, Sushodha Institute of Gastroenterology Private Limited shall become a wholly-owned subsidiary of the Company.

RESOLVED FURTHER THAT the Share Swap Agreement/Share Purchase Agreement/Share Exchange Agreement placed before the Members be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions.

RESOLVED FURTHER THAT, subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board of Directors be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs, Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members

RESOLVED FURTHER THAT anyone of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any Stock Exchanges or governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

4. **Approval and Ratification of Revised Practicing Chartered Accountant's Certificate submitted pursuant to Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in connection with the Change of Name of the Company.**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable provisions, if any, the revised Practising Chartered Accountant's Certificate dated May 9, 2026 issued by M/s. Khire, Khandekar & Kirloskar, Chartered Accountants, Statutory Auditors of the Company, certifying compliance with the requirements prescribed under Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in connection with the change of name of the Company and submitted to BSE Limited for obtaining its approval in respect thereof, be and is hereby noted, approved and ratified by the Members of the Company.

RESOLVED FURTHER THAT all acts, deeds, matters and things undertaken by the Board of Directors, Key Managerial Personnel and authorised representatives of the Company in connection with the preparation, execution and submission of the aforesaid revised Practising Chartered Accountant's Certificate and other related documents to BSE Limited and other regulatory authorities in relation to the change of name of the Company be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, applications, declarations, undertakings and writings as may be necessary, expedient or desirable to give effect to this Resolution and to comply with the requirements of BSE Limited, SEBI and any other statutory or regulatory authority."

5. **Shifting of the Registered Office of the Company from the State of Assam to the State of Maharashtra and consequential alteration of Clause II of the Memorandum of Association.**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Central Government (power delegated to the Regional Director), Registrar of Companies and such other statutory, regulatory or governmental authorities, as may be required, consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Assam to the State of Maharashtra.

RESOLVED FURTHER THAT pursuant to Section 13 of the Act read with rules made thereunder and subject to the abovementioned consent, the existing clause II of the Memorandum of Association of the Company, i.e., Registered Office Clause be and is hereby substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra.'

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary and/or Chief Financial Officer of the Company be and is hereby authorised to make applications, petitions, affidavits, declarations and filings with the Regional Director, Registrar of Companies and all other authorities concerned, to sign and execute all deeds, documents, papers, writings and undertakings, to appoint advocates, professionals and authorised representatives, and represent the Company before the Regional Director, North Eastern Region bench to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable for giving effect to this Resolution, including filing of fresh application(s), making modification(s) or amendment(s) as may be directed by the Regional Director North Eastern Region bench or any other authority and to settle any question or difficulty that may arise in this regard."

FOR Arvaya Healthcare Limited
(Formerly Known as Bijoy Hans Limited)

SD/-

Guinea Agrawal
Company Secretary & Compliance Officer

Place: Sangli
Date: 13 July, 2026

Notes:

1. In compliance with the provisions of the Act, read with the applicable Rules, Listing Regulations and other law(s) as applicable, the e-voting facility is being provided to the members, to cast their votes electronically. The Company has availed services of National Securities Depository Limited (NSDL) for this purpose. Shareholders are requested to read the instructions provided hereinbelow as 'Voting through electronic means'.

2. This Notice and Explanatory Statement with requisite enclosure(s), have also been made available on the website of the Company i.e. https://www.arvayahealth.com/ and on the website of the e-voting agency viz. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

3. Members whose names appear on the Register of Shareholders/List of Beneficial Owners as on Friday, 10th July, 2026 ("Cut-off date") will be entitled to cast their vote(s).

4. Voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.

5. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Once the vote is cast on the resolution, it cannot be modified.

6. In accordance with the provisions of Section 106 of the Companies Act, 2013 and the Articles of Association of the Company, shareholders holding partly paid-up equity shares on which any calls or other sums presently payable have not been paid shall not be entitled to vote, either by postal ballot or through electronic voting. Accordingly, shareholders whose shares are not fully paid-up or on which call money remains unpaid as on the Cut-Off Date, shall not be eligible to vote on the resolutions contained in this notice.

7. Corporate members are requested to send a duly certified scanned copy (PDF / JPG format) of the Board resolution / Power of Attorney authorizing their representative(s) pursuant to section 113 of the Act to vote on their behalf at the postal ballot through email on compliance@arvayahealth.com

8. The voting period begins on Wednesday, 15th July, 2026 at 09:00 a.m. and ends on 13th August, 2026 at 05:00 p.m. All dates and times mentioned herein, are as per Indian Standard Time ("IST"). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

9. Mr. Chinmay Mohan Lele, Practicing Company Secretary (FCS 12351; CP: 28362) is appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

10. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Managing Director / Company Secretary or any other authorised personnel of the Company. The voting results will be announced on or before Thursday, 13th August, 2026. The said results would be displayed on its website at https://www.arvayahealth.com/ and simultaneously intimated to the NSDL and the BSE Limited.

11. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, 13th August, 2026.

Instructions for voting through electronic means

1. The shareholders whose names are recorded in the Register of Shareholders or in the Register of beneficial owners maintained by the Depositories as on Friday, 10th July, 2026 ("Cut-off date") shall be considered for the issuance of notice.

2. The E-voting shall commence on Wednesday, 15th July, 2026 at 09.00 a.m. IST and shall end on Thursday, 13th August, 2026 at 5.00 p.m. IST ("E-voting Period"). The E-voting module shall be disabled by NSDL for voting thereafter. During the E-voting Period, the shareholders may cast their e-vote remotely, by using the login method as applicable to them.

3. E-voting has been enabled for all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process.

4. In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-mail id in their demat accounts in order to access E-voting facility.

   Pursuant to aforesaid circular**,** login method for E-voting for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

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 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. 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. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website

	www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

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 user 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 chinmaylele2804@gmail.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 Mr. Pritam Dutta, Deputy Manager at pritamd@nsdl.com / evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@arvayahealth.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@arvayahealth.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Regularisation of appointment of Mr. Bidari Kotresh Anilkumar (DIN: 06624790) as Executive Director of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Bidari Kotresh Anilkumar (DIN: 06624790) as an Additional Director (Executive) of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, with effect from 4th July, 2026.

In terms of Section 161(1) of the Act, Mr. Bidari Kotresh Anilkumar holds office as an Additional Director up to the date of the ensuing General Meeting/Annual General Meeting ("AGM") of the Company and is eligible for appointment as an Executive Director of the Company. He shall not be designated as a Key Managerial Personnel ("KMP") of the Company. The Board has recommended his appointment as an Executive Director for a period of three (3) years commencing from 4th July, 2026 to 3rd July, 2029, liable to retire by rotation.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Bidari Kotresh Anilkumar for appointment as an Executive Director of the Company. The Company has also received from him all necessary consents, declarations and confirmations, including:

- Consent to act as Director in Form DIR-2;
- Declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act;
- Confirmation that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India (SEBI) or any other statutory or regulatory authority.
- Confirmation that he satisfies the applicable requirements under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.
- That Mr. Bidari Kotresh Anilkumar already holds 17,20,873 shares of the company.

Mr. Bidari Kotresh Anilkumar possesses extensive experience, expertise, and knowledge in the areas of healthcare operations, hospital administration, business development, healthcare strategy, operational excellence, and greenfield hospital project execution. With over 12 years of leadership experience in the healthcare sector, he has successfully led healthcare institutions through conceptualization, commissioning, operational stabilization, and growth. His rich experience gained through leadership roles at leading healthcare organizations, including Vaatsalya Hospitals, Cloudnine Hospitals, and Vikram Hospitals, has enabled him to drive strategic transformation, operational efficiency, service expansion, and sustainable business growth. The Board is of the opinion that his association with the Company will be highly beneficial and will add significant value to the deliberations, governance, and decision-making processes of the Board.

Pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, and, in accordance with the provisions of Sections 152, 160, 196 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the members is sought for appointment of Mr. Bidari Kotresh Anilkumar (DIN: 06624790) as an Executive Director of the Company, liable to retire by rotation, .for a period of three (3) years with effect from 4th July, 2026, liable to retire by rotation.

The brief profile and other details of Mr. Bidari Kotresh Anilkumar, as required under the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the annexure to the Notice convening the AGM.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the members.

Except Mr. Bidari Kotresh Anilkumar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution for approval of the Members.

Details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 – General Meetings are provided hereunder:

Name	Mr. Bidari Kotresh Anilkumar
DIN	06624790
Category	Executive Director
Date of Birth	12/10/1980
Age	45 Years
Qualifications	Dr. Anil Kumar B.K. is a medical professional with advanced qualifications in Hospital Administration, Dr. Anil possesses over 12 years of leadership experience in healthcare operations, hospital management, business development, healthcare strategy, and greenfield hospital projects.
Date of first appointment on the Board	4th July, 2026
Shareholding in the Company	1720873 Equity Shares & Shareholding is 3.58%.
Relationship with other directors and other Key Managerial Personnel	Not Applicable
Number of Board Meetings attended during FY 2026-27	1 Board Meeting held on 11th July, 2026
Names of listed entities in which the person holds directorship (excluding the director position holds in this Company)	Not Applicable
Names of listed entities from which the person has resigned in the past three years	Not Applicable
Directorships held in other companies	1. Health Secure Hospitals Private Limited. 2. Sushodha Institute of Gastroenterology Private Limited. 3. Securemax Hospitals Private Limited. 4. Health Secure Hospital Care & Solutions Private Limited.
Membership / Chairmanship of Committees of the Board	Not Applicable
Terms and conditions of appointment/re appointment along with remuneration details	Approval is sought for regularization from Additional Director to Executive Director of the Company.

Remuneration last drawn	Nil
Brief Profile / resume of Director	Dr. Anil Kumar B.K. serves as Director and Chief Executive Officer of Secure Hospitals and leads the Group's strategic, operational, and business transformation initiatives. A medical professional with advanced qualifications in Hospital Administration, Dr. Anil possesses over 12 years of leadership experience in healthcare operations, hospital management, business development, healthcare strategy, and greenfield hospital projects. He has successfully led healthcare institutions from conceptualization and commissioning through operational stabilization and growth. Prior to joining Secure Hospitals, he held senior leadership positions with leading healthcare organizations including Vaatsalya Hospitals, Cloudnine Hospitals, and Vikram Hospitals. Under his leadership, Secure Hospitals has strengthened its operational platform, expanded specialty services, enhanced financial performance, and established a strong foundation for sustainable long-term growth.

<u>Information required to be disclosed in this Statement in terms of provisions of Section II of Part II of Schedule V of the Act are as under:</u>

I	**General Information**	
	a) Nature of Industry	Healthcare, Wellness & Hospitality
	b) Date or expected date of commencement of commercial production	Since the Company is engaged in healthcare service activities, it does not undertake manufacturing operations and therefore the concept of commencement of commercial production is not applicable.
	c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
	d) Financial performance based on given indicators	Financial Performance for past 3 financial years is as under: (Rs. in Lakh)

	2023-24	**2024-25**	**2025-26**
Total Income	58.34	46.87	16.98
Profit before Tax	(11.66)	19.09	(119.73)
Net Profit	(11.72)	13.61	(119.73)
Net Worth	339.18	352.79	5799.45

	e) Foreign investments or collaborations, if any any	Not Applicable.
II	**Information about the appointee:**	
	a) Background details	Dr. Anil Kumar B.K. serves as Director and Chief Executive Officer of Secure Hospitals and leads the Group's strategic, operational, and business transformation initiatives. A medical professional with advanced qualifications in Hospital Administration, Dr. Anil possesses over 12 years of leadership experience in healthcare operations, hospital management, business development, healthcare strategy, and greenfield hospital projects. He has successfully led healthcare institutions from conceptualization and commissioning through operational stabilization and growth. Prior to joining Secure Hospitals, he held senior leadership positions with leading healthcare organizations including Vaatsalya Hospitals, Cloudnine Hospitals, and Vikram Hospitals. Under his leadership, Secure Hospitals has strengthened its operational platform, expanded specialty services, enhanced financial performance, and established a strong foundation for sustainable long-term growth.
	b) Past remuneration	Not Applicable.
	c) Recognition or awards	None.
	d) Job profile and his suitability	Dr. Anil Kumar B.K. is well-suited for appointment as a Director, given his extensive experience in healthcare leadership, hospital administration, and strategic management. With over 12 years of experience in healthcare operations, business development, and hospital management, he has demonstrated strong capabilities in driving organizational growth, operational excellence, and business transformation. His successful leadership in commissioning and managing healthcare institutions, coupled with his experience at reputed healthcare organizations and his role in strengthening Secure Hospitals' operational and financial performance, equips him to provide valuable strategic guidance and governance to the Company.
	e) Remuneration proposed	Rs. 1,13,00,400 p.a. or as may be decided by the Board from time to time.
	f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is commensurate with the remuneration paid to similar senior level personnel in other companies.
	g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Dr. Anil Kumar B.K. is a shareholder of the Company and receives remuneration in his capacity as Director and Chief Executive Officer. Apart from the aforesaid, he has no other pecuniary relationship with the Company. He is not related to any Director or Key Managerial Personnel of the Company.

III	**Other Information:**	
	a) Reasons of loss or inadequate profits	The Company has recently come under new management and has revised its object clause, shifting its focus to healthcare-related activities. As part of this transition, the Company is in the process of establishing its operations and is actively exploring various business opportunities with hospitals and healthcare institutions across India. The loss or inadequate profits during the period are primarily attributable to this ongoing business restructuring and investment in setting up healthcare operations.
	b) Steps taken or proposed to be taken for improvement	To improve its financial performance, the Company has initiated strategic measures under the new management, including expanding its presence in the healthcare sector. It is actively exploring partnerships and business opportunities with hospitals and healthcare institutions across India, optimizing operational processes, and strengthening its service offerings. The Company also plans to leverage its management expertise and financial discipline to ensure sustainable growth and profitability in its healthcare operations.
	c) Expected increase in productivity and profits in measurable terms	With the new management and focus on healthcare services, the Company expects a gradual increase in operational efficiency and revenues. By exploring partnerships with hospitals across India, it anticipates measurable growth in productivity and profitability in the coming years.

Item No.2: To consider & approve Acquisition of Sushodha Institute of Gastroenterology Private Limited and approval of Material Related Party Transactions with Mr. Bidari Kotresh Anilkumar.

The Board of Directors of the Company ("Board"), at its meeting held on 11th July, 2026 considered and approved a proposal to acquire the entire 100% equity share capital of the Sushodha Institute of Gastroenterology Private Limited ("SIGPL").

Sushodha Institute of Gastroenterology Private Limited ("SIGPL") - The Company proposes to acquire 100% of the equity share capital of SIGPL, comprising 1,84,374 equity shares of face value ₹10/- each, through consideration other than cash, by way of issue and allotment of 38,71,854 fully paid-up equity shares of ₹10/- each of the Company to the shareholders of SIGPL.

The Company has obtained a valuation report issued by a Registered Valuer, determining the fair value of the equity shares of the Company and the Target Company for the purpose of the proposed acquisition and the issue of equity shares as consideration other than cash.

The consideration for the proposed acquisition will be discharged by way of issue and allotment of equity shares of the Company to the shareholders of the SIGPL in exchange for their shareholding.

The proposed issue and allotment of equity shares shall be subject to necessary approvals from the shareholders, stock exchanges, and other regulatory authorities, as may be applicable.

Upon completion of the acquisition, the Target Company i.e. SIGPL shall become wholly-owned subsidiary of the Company, and their financials shall be consolidated with that of the Company in accordance with applicable accounting standards.

Particulars	Details
Name of Target Company	Sushodha Institute of Gastroenterology Private Limited
Paid-up Capital of Target Company	Rs. 18,43,740 consisting of 1,84,374 Equity shares of face value of ₹ 10/- each
% of Shareholding to be Acquired	100% (1,84,374 Equity shares of face value of ₹ 10/- each
No of shares of Arvaya Healthcare Limited (Formerly known as Bijoy Hans Limited) proposed to be issued	38,71,854
Mode of Consideration	Issue and allotment of equity shares of the Company to shareholders of the Target Company i.e. SIGPL.
Consideration Type	Other than cash (share swap)
Purpose / Rationale	expansion of hospital operations; strengthening tertiary healthcare presence; acquisition of established healthcare infrastructure; business growth and operational synergies, etc.

The Members are informed that, pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from November 15, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), Up to Rs. 20,000 Crores (Rupees Twenty Thousand Crores) the threshold is 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

The Company has agreed to acquire equity shares from the existing shareholders of Sushodha Institute of Gastroenterology Private Limited ("SIGPL"). Out of the investors of SIGPL, investors, namely Mr. Bidari Kotresh Anilkumar and Mr. Dhanaji Dattatray Jadhav are related party of the Company within the meaning of Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and holds 28,149 and 7,231 equity shares of SIGPL respectively.

The consideration payable to the said related party, not exceeding ₹ 2,97,19,200 shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 7,42,980 equity shares of face value ₹10/- each at an issue price of ₹40 per equity share including a premium of ₹ 30/- (Rupees Thirty Only) to Mr. Bidari Kotresh Anilkumar and Mr. Dhanaji Dattatray Jadhav.

The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The details of the transaction, as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are set forth below:

Sr. No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	a. Mr. Bidari Kotresh Anilkumar, Director and Shareholder of the SIGPL and also Additional Director and Shareholder of Company i.e. Arvaya Healthcare Limited. b. Mr. Dhanaji Dattatray Jadhav is Shareholder of SIGPL as well as Shareholder of Company i.e. Arvaya Healthcare Limited. The proposed allottees Mr. Bidari Kotresh Anilkumar, Director and Shareholder and Mr. Dhanaji Dattatray Jadhav Shareholder are related parties as defined under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said related party holds equity shares in Sushodha Institute of Gastroenterology Private Limited and is proposed to receive equity shares of the Company pursuant to the preferential issue, towards discharge of consideration for acquisition of such shares.
2	Type, material term, value and particulars of the proposed transaction.	The Company has agreed to acquire equity shares from the existing shareholders of Sushodha Institute of Gastroenterology Private Limited ("SIGPL"). Shareholders, namely Mr. Bidari Kotresh Anilkumar, - holding 28,149 equity shares of SIGPL and Mr. Dhanaji Dattatray Jadhav holding 7,231 equity shares are a related party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consideration payable to the said related party, shall not exceed to ₹ 2,97,19,200/- which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 7,42,980 equity shares of face value ₹10/- each at an issue price of ₹ 40 per equity shares. The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

3	Tenure of the proposed transaction	Not applicable. The allotment of the shares of the Company for discharge of consideration for the acquisition by way of swap, will be completed within 15 days from: (i) the requisite shareholders approval in relation to the Preferential Issue, or (ii) receipt of the regulatory approval of the Stock Exchanges for issuance of the Subscription Shares), whichever is later.
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Turnover Fy 2025-26: 911.33 lakhs Amount of proposed transaction: 297.192 lakhs % of turnover: Approx. 32.61%
	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; ii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	The non-cash consideration for the proposed transaction will be discharged by issuance and allotment of Equity shares of the company, on a preferential basis in terms of SEBI ICDR Regulation
	Justification as to why the RPT is in the interest of the listed entity	As explained in the explanatory statement to the notice under Item no. 2.
	Any valuation or other external report relied upon by the listed entity in relation to the transactions	The company has availed valuation report issued by a Registered Valuer, Mr. Shreyas Bharat Ohara, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2019/11474) as required under SEBI

		ICDR Regulations
	Any other information that may be relevant	All relevant information forms part of the statement setting the material facts pursuant to Section 102 of the Companies Act, 2013. Prior approval of the members is being sought in terms of Regulation 23(4) of the SEBI Listing Regulations. All related parties shall abstain from voting on the resolution.

Minimum information of the proposed RPT with the Target Company
[in line with the Industry Standards on minimum information to be provided by the management to the Audit Committee and shareholders]

Table A of the Industry Standards on RPT

These disclosures are applicable for all the Related Party Transactions to be entered into by the Company:

A (1): Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mr. Bidari Kotresh Anilkumar.
2.	Country of Residence of the related party	India
3.	Nature of business of the related party	A medical professional with advanced qualifications in Hospital Administration.

A (2): Relationship and ownership of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Bidari Kotresh Anilkumar is the Director as well as a Shareholder of the Sushodha Institute of Gastroenterology Private Limited and is proposed to receive equity shares of the Company pursuant to the preferential issue, towards discharge of consideration for acquisition of such shares.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable

	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation***: *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control*[2]. *While calculating indirect shareholding, shareholding held by relatives*[3] *shall also be considered.*	Mr. Bidari Kotresh Anilkumar holds 17,20,873 equity shares (3.58%) in the Company.

A (3): Details of previous transactions with the related party:

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th colspan="3">Information provided by the management</th></tr>
<tr><td rowspan="3">1.</td><td rowspan="3">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>S. No.</td><td>Nature of Transactions</td><td>FY 20xx – 20xx (INR)</td></tr>
<tr><td>1</td><td>Not Applicable</td><td>Not Applicable</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td colspan="3">Not Applicable</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td colspan="3">Not Applicable</td></tr>
</table>

A (4): Amount of the proposed transaction:

S. No.	Particulars of the Information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The consideration payable to the said related party, shall not exceed to ₹ 2,36,45,160/-, which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 5,91,129 equity shares of face value ₹10/- each at an issue price of ₹ 40 per equity shares.

		The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 25.95%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA
6.	Financial performance of the related party for the immediately preceding financial year: Particulars / FY 20xx – 20xx (INR) Turnover: Profit After Tax: Net worth: ***Explanations***: *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	Not Applicable

A (5): Basic details of the proposed transaction:

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The said related party holds equity shares in Sushodha Institute of Gastroenterology Private Limited and is proposed to receive equity shares of the Company pursuant to the preferential issue, towards discharge of consideration for acquisition of such shares.

2.	Details of each type of the proposed transaction	The consideration payable to the said related party, shall not exceed to ₹ 2,36,45,160/-, which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 5,91,129 equity shares of face value ₹10/- each at an issue price of ₹ 40 per equity shares. The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Not applicable. The allotment of the shares of the Company for discharge of consideration for the acquisition by way of swap, will be completed within 15 days from: (i) the requisite shareholders approval in relation to the Preferential Issue, or (ii) receipt of the regulatory approval of the Stock Exchanges for issuance of the Subscription Shares), whichever is later.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As explained in the explanatory statement to the notice under Item no. 2.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. ***<u>Explanation</u>***: *Indirect interest shall mean interest held through any person over which an individual has control.*	Except Mr. Bidari Kotresh Anilkumar none of the other directors, or key managerial personnel of the Company has any direct or indirect interest in the proposed transaction.
	a. Name of the director / KMP	Mr. Bidari Kotresh Anilkumar
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Bidari Kotresh Anilkumar holds 17,20,873 equity shares (3.58%) in the Company i.e. Arvaya Healthcare Limited

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The valuation Report has been placed on our Website.
9.	Other information relevant for decision making.	None

<u>B (3) Disclosure *only* in case of transactions relating to investment made by the listed entity or its subsidiary</u>:

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.*	The non-cash consideration for the proposed transaction will be discharged by issuance and allotment of Equity shares of the company, on a preferential basis in terms of SEBI ICDR Regulation.
2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.*	
	a. Nature of indebtedness	Not Applicable
	b. Total cost of borrowing	Not Applicable
	c. Tenure	Not Applicable
	d. Other details	Not Applicable
3.	Purpose for which funds shall be utilized by the investee company.	expansion of hospital operations; strengthening tertiary healthcare presence; acquisition of established healthcare infrastructure; business growth and operational synergie etc.
4.	Material terms of the proposed transaction	The consideration payable to the said related party, shall not exceed to ₹2,36,45,160/-, which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 5,91,129 equity shares of face value ₹10/- each at an issue price of ₹ 40 per equity shares.

C(2):**Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary**:

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party *Note:* *a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. This shall be applicable in case of investment in debt securities.*	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

A (1): Basic details of the related party: **Mr. Dhanaji Dattatray Jadhav**

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mr. Dhanaji Dattatray Jadhav.
2.	Country of Residence of the related party	India
3.	Nature of business of the related party	Businessman

A (2): Relationship and ownership of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Dhanaji Dattatray Jadhav is the Shareholder of the Sushodha Institute of Gastroenterology Private Limited and is proposed to receive equity shares of the Company pursuant to the preferential issue, towards discharge of consideration for acquisition of such shares. He is also Shareholder of Arvaya Healthcare Limited.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	1,20,000 Equity Shares
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable

	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation***: *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control[2].* *While calculating indirect shareholding, shareholding held by relatives[3] shall also be considered.*	Mr. Dhanaji Dattatray Jadhav holds 1,20,000 equity shares (0.25%) in the Company.

A (3): Details of previous transactions with the related party:

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 20xx – 20xx (INR)</th></tr><tr><td>1</td><td>Not Applicable</td><td>Not Applicable</td></tr><tr><td></td><td></td><td></td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Not Applicable</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
</table>

A (4): Amount of the proposed transaction:

S. No.	Particulars of the Information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The consideration payable to the said related party, shall not exceed to ₹ 60,74,040/-, which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 1,51,851 equity shares of face value ₹10/- each at an issue price of ₹ 40 per equity shares.

		The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	6.66%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA
6.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th>Particulars</th><th>FY 20xx – 20xx (INR)</th></tr><tr><td>Turnover</td><td></td></tr><tr><td>Profit After Tax</td><td></td></tr><tr><td>Net worth</td><td></td></tr></table> ***<u>Explanations</u>**: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	Not Applicable

A (5): Basic details of the proposed transaction:

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The said related party holds equity shares in Sushodha Institute of Gastroenterology Private Limited and is proposed to receive equity shares of the Company pursuant to the preferential issue, towards discharge of consideration for acquisition of such shares.

2.	Details of each type of the proposed transaction	The consideration payable to the said related party, shall not exceed to ₹60,74,040/-, which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 1,51,851 equity shares of face value ₹10/- each at an issue price of ₹ 40 per equity shares. The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Not applicable. The allotment of the shares of the Company for discharge of consideration for the acquisition by way of swap, will be completed within 15 days from: (i) the requisite shareholders approval in relation to the Preferential Issue, or (ii) receipt of the regulatory approval of the Stock Exchanges for issuance of the Subscription Shares), whichever is later.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As explained in the explanatory statement to the notice under Item no. 2.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. ***Explanation***: *Indirect interest shall mean interest held through any person over which an individual has control.*	Not Applicable
	c. Name of the director / KMP	
	d. Shareholding of the director / KMP, whether direct or indirect, in the related party	

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The same has been placed on Company Website.
9.	Other information relevant for decision making.	None

B (3) Disclosure *only* in case of transactions relating to investment made by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.*	The non-cash consideration for the proposed transaction will be discharged by issuance and allotment of Equity shares of the company, on a preferential basis in terms of SEBI ICDR Regulation.
2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.*	
	e. Nature of indebtedness	Not Applicable
	f. Total cost of borrowing	Not Applicable
	g. Tenure	Not Applicable
	h. Other details	Not Applicable
3.	Purpose for which funds shall be utilized by the investee company.	expansion of hospital operations; strengthening tertiary healthcare presence; acquisition of established healthcare infrastructure; business growth and operational synergie etc.
4.	Material terms of the proposed transaction	The consideration payable to the said related party, shall not exceed to ₹60,74,040/-, which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 1,51,851 equity shares of face value ₹10/- each at an issue price of ₹ 40 per equity shares.

C(2):Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party *Note:* *c. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *d. This shall be applicable in case of investment in debt securities.*	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

Accordingly, the Board of Directors recommends the special resolution set out at Item No. 2 of the Notice for approval of the members of the Company.

Except Mr. Bidari Kotresh Anilkumar and Mr. Dhanaji Dattatray Jadhav, none of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Item no. 3: Preferential issue of equity shares for consideration other than cash (Sushodha Institute of Gastroenterology Private Limited).

The Board of Directors of the Company in their meeting held on Saturday, 11th July, 2026 had approved the preferential issue of 38,71,854 (Thirty Eight Lakh Seventy One Thousand Eight Hundred and Fifty Four) Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten Only), fully paid-up at an Issue Price of ₹ 40/- per Equity Share including a premium of ₹ 30/- (Rupees Thirty Only) per Equity Share to the shareholders of Sushodha Institute of Gastroenterology Private Limited ("SIGPL") to issue and allot Equity Shares on a preferential basis for consideration other than cash by way of share swap, which is not less than the price determined under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

The Preferential Issue is to discharge the Company's obligations towards purchase consideration for acquisition of 1,84,374 Equity shares of face value of ₹ 10/- each (One Lakh Eighty Four Thousand Three Hundred and Seventy Four) equity shares representing 100% shareholding of SIGPL, being the payment towards the swap shares Pursuant to the aforesaid Preferential Issue, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

1) Objects of the Issue:

The Object of the proposed issue and allotment is to discharge the purchase consideration payable to the proposed allottees, in relation to acquisition of 1,84,374 Equity shares of ₹10/- each of Sushodha Institute of Gastroenterology Private Limited ("SIGPL"), which represents 100.00% of SIGPL total equity share capital, from its existing shareholder who are the Proposed Allottees, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

Brief background and Justification:

Arvaya Healthcare Limited (Formerly Known as Bijoy Hans Limited) ("the Company" or "AHL") is engaged in the business of providing **integrated healthcare and hospital management services**, including establishment, operation and management of multi-specialty hospitals, diagnostic centers, and other allied healthcare facilities. The Company is committed to delivering high-quality, technology-enabled medical care through modern clinical infrastructure and experienced healthcare professionals. Its business model focuses on improving access to quality healthcare by expanding its service network and partnering with specialized medical institutions.

SIGPL incorporated on 17th June, 2016 is engaged in the business of in providing specialized healthcare services with a focus on gastroenterology and digestive diseases. The company operates a specialty hospital/clinical facility offering diagnosis, medical and surgical treatment, endoscopy, gastrointestinal care and allied healthcare services. Sushodha Institute of Gastroenterology (SIGE) is an exclusive super-specialty gastroenterology hospital at Shivamogga, covering both medical and surgical gastroenterology services. Sushodha Hospital is one of a kind in the region to provide entire subspecialties of gastroenterology under one roof.

The company emphasizes **affordable, accessible, and technology-driven healthcare**, supported by a team of experienced healthcare professionals and modern clinical infrastructure. Through its operations, SIGPL aims to promote preventive health awareness and contribute to building a sustainable wellness ecosystem.

The acquisition is expected to provide the following strategic and operational benefits to AHL and its shareholders:
2) Diversification of service offerings into preventive and wellness-based healthcare segments;
3) Enhanced operational synergies through integration of hospital, diagnostic, and wellness services under a unified brand;
4) Improved reach and market presence, leveraging SIGPL'S existing healthcare infrastructure and customer base;
5) Augmentation of revenue streams through cross-referral opportunities and integrated service delivery; and
6) Strengthening of AHL's long-term growth prospects in the rapidly expanding wellness and preventive healthcare market.

2) Particulars of the offer including kinds of securities offered, maximum number of shares or other securities to be issued, the price at which security is being offered:

The Board, in its meeting held on Saturday, 11th July, 2026 has approved the proposal for the creation, offer, issuance and allotment of upto 38,71,854 equity shares of ₹10/- each at an Issue Price of ₹ 40/- per Equity Share (Rupees Forty Only) including a premium of ₹ 30/- (Rupees Thirty Only) per Equity Share aggregating to ₹ 15,48,74,160/- (Rupees Fifteen Crore Forty Eight Lakh Seventy Four Thousand One Hundred and Sixty Only), for consideration other than cash, to Proposed Allottees belonging to

"Non-Promoter category", which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

3) Amount which the Company intends to raise by way of such securities/Size of the preferential issue:

The equity shares are being allotted for consideration other than cash, to discharge the purchase consideration payable for the acquisition of the Sale Shares as mentioned above, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

4) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the Minimum Issue Price of Equity shares shall be Tuesday, 14th July, 2026, being the date 30 (thirty) days prior to the proposed date of passing of resolution through Postal Ballot.

5) Basis on which the price has been arrived at and justification for the price (including premium, if any):

a) As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of Arvaya Healthcare Limited (Formerly Known as Bijoy Hans Limited) and SIGPL has been done by Mr. Shreyas Bharat Ohara Registered Valuer (IBBI/RV/06/2019/11474), having address at F-201, Eisha Pearl , Survey No 44, Hissa No 1/2-2/2 , Near Kumar Prithvi, Kondhwa , Pune , Maharashtra - 411048 ("Valuation Report") being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the "Valuation Report") dated Tuesday, 7th July, 2026. Accordingly, the Fair Value of Equity Shares of Arvaya Healthcare Limited is ₹ 40/-per Equity Share and the Fair Value of equity shares of Sushodha Institute of Gastroenterology Private Limited is ₹ 840/- per equity share. The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company at the following link: _ https://www.arvayahealth.com/

b) The Equity Shares of Company are listed on Bombay Stock Exchange of India Limited ("BSE"). The equity shares are infrequently traded in terms of the SEBI ICDR Regulations.

c) Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.

d) since the proposed allotment does not result in any change in control and does not exceed five per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to comply with Regulation 166A of the SEBI ICDR Regulations

e) The Company has also obtained a Pricing certificate from Mr. Chinmay Mohan Lele, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Pursuant to the above, the minimum issue price determined in accordance with regulations 165 read with regulation 166 of Chapter V of SEBI ICDR Regulations is ₹ 40/- (Rupees Forty only).

6) Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

Except for the below mentioned, none of the existing promoters, directors, key managerial personnel or senior management of the Company are not going to subscribe under the Preferential Issue.

Sr. No.	Name of Proposed Allottees (Sushodha Institute Of Gastroenterology Private Limited)	Category	No. of Shares of Arvaya Healthcare Limited (Formerly Known as Bijoy Hans Limited) proposed to be allotted for the acquisition of SIGPL Shares	No. of Shares of SIGPL proposed to be transferred to Arvaya Healthcare Limited (Formerly Known as Bijoy Hans Limited)
1	Mr. Bidari Kotresh Anilkumar	Executive Director & Shareholder	5,91,129	28,149

7) Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

8) The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them alongwith The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors:

Sr. No.	Name of Proposed Allottee	Current Status of the proposed allottee	Proposed Status of the proposed allottee	Pre-preferential allotment		Preferential Issue	Post-preferential allotment	
				No. of Equity Shares	%		No. of Equity Shares	%
1	J K Pradeepkumar	Non-Promoter	Non-Promoter	Nil	Nil	1328124	1328124	2.56
2	B K Anilkumar	Director & Shareholder	Director & Shareholder Non-Promoter	1720873		591129	2312002	4.81

3	Ambika S Chiniwalar	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
4	Arun Kumar Jeedi	Non-Promoter	Non-Promoter	Nil	Nil	63273	63273	0.12
5	Chandrashekhar Byadgi	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
6	Kavita Bhairi	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
7	Rudresh Tabali	Non-Promoter	Non-Promoter	Nil	Nil	63273	63273	0.12
8	Saroja S Bhairi	Non-Promoter	Non-Promoter	Nil	Nil	75936	75936	0.15
9	SL Manasa	Non-Promoter	Non-Promoter	Nil	Nil	63273	63273	0.12
10	Jyoti Jambaladinni	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
11	Mankani Navin Hanamanthreddi	Non-Promoter	Non-Promoter	Nil	Nil	12663	12663	0.02
12	Mohan Vijapur	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
13	N Goravar	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
14	Padmashree K	Non-Promoter	Non-Promoter	Nil	Nil	27846	27846	0.05
15	Parithosh Jayanthi	Non-Promoter	Non-Promoter	Nil	Nil	88578	88578	0.17
16	R Manikya	Non-Promoter	Non-Promoter	Nil	Nil	31626	31626	0.06
17	Sapan D S	Non-Promoter	Non-Promoter	Nil	Nil	12663	12663	0.02
18	Reena Biradar	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
19	Rajeshwari M	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05

20	Ravi Prasad	Non-Promoter	Non-Promoter	Nil	Nil	63273	63273	0.12
21	Shrikant S Ramanagoudar	Non-Promoter	Non-Promoter	Nil	Nil	12663	12663	0.02
22	Vinay Pawar	Non-Promoter	Non-Promoter	Nil	Nil	31626	31626	0.06
23	Sneha Vikranth Dharamshi	Non-Promoter	Non-Promoter	Nil	Nil	37968	37968	0.07
24	Sowmya G S	Non-Promoter	Non-Promoter	Nil	Nil	63273	63273	0.12
25	Vishwanath M Patil	Non-Promoter	Non-Promoter	Nil	Nil	12663	12663	0.02
26	Vishwas D Pai	Non-Promoter	Non-Promoter	Nil	Nil	63273	63273	0.12
27	Virendra Bhasme	Non-Promoter	Non-Promoter	Nil	Nil	31626	31626	0.06
28	Vishwanath S	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
29	Jayaraj Patil	Non-Promoter	Non-Promoter	Nil	Nil	50610	50610	0.10
30	Ashwin Shrigopal Marda	Non-Promoter	Non-Promoter	Nil	Nil	5061	5061	0.01
31	Marda Abhishek Shrigopal	Non-Promoter	Non-Promoter	Nil	Nil	5061	5061	0.01
32	Pratyush Yogesh Goyal	Non-Promoter	Non-Promoter	Nil	Nil	12663	12663	0.02
33	Yogesh Goyal (HUF)	Non-Promoter	Non-Promoter	Nil	Nil	37968	37968	0.07
34	Vinod Nawandhar	Non-Promoter	Non-Promoter	Nil	Nil	63273	63273	0.12
35	Harjiv Singh Swani	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
36	Rajesh Udhaudas Moorjani	Non-Promoter	Non-Promoter	Nil	Nil	63273	63273	0.12

37	AKB Enterprises	Non-Promoter	Non-Promoter	Nil	Nil	101241	101241	0.20
38	Gopalkrishnan Vijayaraghavan	Non-Promoter	Non-Promoter	Nil	Nil	12663	12663	0.02
39	Sanjeev V Chintamani	Non-Promoter	Non-Promoter	Nil	Nil	63273	63273	0.12
40	Dhanaji Dattatray Jadhav	Non-Promoter	Non-Promoter	1,20,000		151851	271851	0.52
41	Charu Bansal	Non-Promoter	Non-Promoter	Nil	Nil	101241	101241	0.20
42	Yogesh Laxman Rajhans	Non-Promoter	Non-Promoter	Nil	Nil	70875	70875	0.14
43	Jalpa Darshan Shah	Non-Promoter	Non-Promoter	Nil	Nil	70875	70875	0.14
44	Anandrao Nanaso Ghadge	Non-Promoter	Non-Promoter	Nil	Nil	20244	20244	0.04
45	Priyadarshini R.E.	Non-Promoter	Non-Promoter	Nil	Nil	25305	25305	0.05
46	Ramappa Huchchappa Doddamani	Non-Promoter	Non-Promoter	Nil	Nil	50610	50610	0.10
47	Srinivasa Appasani	Non-Promoter	Non-Promoter	Nil	Nil	37968	37968	0.07
TOTAL				**1840873**		**3871854**	**5712727**	**11.01**

9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Sr. No.	Name of Proposed Allottees	Names of ultimate beneficial owners of proposed allottee(s) of equity shares
1	Yogesh Goyal (HUF)	Mr. Yogesh Goyal

10) 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 aforesaid issue and allotment of equity shares of the Company. Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

11) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the financial year, the Company has not allotted any securities on a preferential basis.

12) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company intends to acquire 1,84,374 equity shares of ₹10/- each, representing 100% of the Equity share capital of Sushodha Institute of Gastroenterology Private Limited (SIGPL) ("Target Company") held by the proposed allottee and proposes to discharge the purchase consideration payable to the Proposed Allottee for acquisition by issuance of its Equity Shares pursuant to a share swap, in accordance with the SEBI ICDR Regulations and other applicable laws.

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash. The valuation of the equity shares of SIGPL and the swap ratio is derived on the basis of valuation report received from Mr. Shreyas Bharat Ohara Registered Valuer (IBBI Registration No.: IBBI/RV/06/2019/11474) having its office at F-201, Eisha Pearl, Survey No 44, Hissa No 1/2-2/2 , Near Kumar Prithvi, Kondhwa , Pune , Maharashtra - 411048 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

The detailed justification for the proposed allotment has been elaborated under the section "Objects of the Issue" in Explanatory Statement point number 1 of Item number 7.

13) Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

14) Lock-in-period:

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

15) The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in Annexure A forming part of this Notice.

16) Practicing Company Secretary's Certificate:

The certificate from Mr. Chinmay Lele, Practicing Company Secretary, having his office at Nandnandan, 117/121/2, Vaidya Moreshwar Yashwant Lele Chowk, Erandawane, Pune - 411004 In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection electronically during the voting period and shall also be available on the Company's website. and is made available on the website of the Company at https://www.arvayahealth.com/

17) Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated

in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

18) Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:
a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

19) Other disclosures:

a) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
b) Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
c) The proposed allottee of Equity shares have confirmed that they have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
d) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
e) The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
f) The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

g) The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
h) The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Except Mr. Bidari Kotresh Anilkumar, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares as specifically described in the resolutions set out at Item No.: 03 of this Notice.

The Board of Directors believes that the proposed issue and allotment of equity shares of Company to the shareholders of SIGPL, in consideration other than cash, is considered fair, reasonable, and in the best interests of the Company and its shareholders, and is expected to generate long-term value through strategic integration and expansion of healthcare services.is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 03 in the accompanying notice for approval by the Member.

Item No. 4: Approval and Ratification of Revised Practising Chartered Accountant's Certificate submitted pursuant to Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in connection with the Change of Name of the Company.

The Members of the Company had earlier approved vide dated 19th April, 2026 the proposal for change of name of the Company, subject to receipt of the requisite statutory and regulatory approvals. In accordance with Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company had also annexed and submitted the requisite Chartered Accountant's Certificate in support of the proposed change of name.

Thereafter, while filing Form INC-24 with the Registrar of Companies in connection with the proposed change of name, the Company attached a Chartered Accountant's Certificate dated May 9, 2026 issued by M/s. Khire, Khandekar & Kirloskar, Chartered Accountants, Statutory Auditors of the Company, certifying that the Company had complied with the condition prescribed under Regulation 45(1)(c) of the SEBI Listing Regulations.

Subsequently, based on observations and guidance received from BSE Limited in relation to the name change application, the aforesaid certificate dated May 9, 2026 was submitted to BSE Limited and is being placed before the Members for their noting, approval and ratification, so as to place on record the actions undertaken by the Company in connection with compliance with the requirements of Regulation 45 of the SEBI Listing Regulations.

The accompanying Resolution also seeks ratification and confirmation of all actions taken by the Board of Directors, Key Managerial Personnel and authorised representatives of the Company in relation to the preparation, execution and submission of the aforesaid certificate and related documents to BSE Limited, the Registrar of Companies and other regulatory authorities.

The Board of Directors recommends the Special Resolution for approval of the Members.

We have enclosed Chartered Accountant's Certificate dated May 9, 2026 issued by M/s. Khire, Khandekar & Kirloskar, Chartered Accountants, Statutory Auditors of the Company as **Annexure B.**

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 5: Shifting of the Registered Office of the Company from the State of Assam to the State of Maharashtra and consequential alteration of Clause II of the Memorandum of Association

The Members of the Company had, at the Extraordinary General Meeting held on **28 November 2025**, approved by way of a Special Resolution the proposal for shifting the Registered Office of the Company from the State of Assam to the State of Maharashtra, subject to the approval of the Regional Director and other applicable statutory authorities.

Subsequent to the passing of the aforesaid Special Resolution, the Company has changed its name from "**Bijoy Hans Limited"** to "Arvaya Healthcare Limited" effective from 11th May, 2026 and a fresh Certificate of Incorporation pursuant to change of name has been issued by the Registrar of Companies.

Consequent upon the change in the name of the Company, it has become necessary to file a fresh application for shifting of the Registered Office from the State of Assam to the State of Maharashtra in the present name of the Company. Accordingly, the approval of the Members is being sought by way of a fresh Special Resolution in the name of Arvaya Healthcare Limited to enable the Company to make the requisite application before the competent authority.

The current registered address of the Company is situated at Nirvana Co Working spaces, Mezzanine Floor, Itag Plaza, ABC, G S Road, Guwahati, Dispur, Kamrup, Gmc, Assam, India, 781005. In order to have a better administrative convenience and to streamline its operations as well as management of the affairs, the Board of Directors in its meeting held on July 11, 2026 has recommended shifting of registered office of the Company from Guwahati, Assam to Sangli, Maharashtra i.e. from one state to another state.

Further, the shifting of registered office from one state to another and alteration of Clause II of Memorandum of Association ("MOA") of the Company cannot be effected without the approval of members and other necessary approval, if any and the approval of the Central Government (Power delegated to Regional Director) pursuant to section 13(4) of the Companies Act, 2013. The copy of altered MOA is available for inspection at its registered office during normal course of business on all working days.

The Board believes that shifting the Registered Office to the State of Maharashtra will continue to facilitate better administrative efficiency, operational convenience, effective management and coordination of the Company's business activities.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out in the Postal Ballot Notice for approval by the Members.

FOR Arvaya Healthcare Limited
(Formerly Known as Bijoy Hans Limited)

SD/-

Guinea Agrawal
Company Secretary & Compliance Officer

Place: Sangli
Date: 13th July, 2026

ANNEXURE A

Sr No	Category	Pre-Issue Shareholding (as on October 30, 2025)		Shareholding Post Preferential Issue	
		No. of Equity Shares held	% to total share capital	No. of Shares held *	% to total share capital *
A	Promoter Group				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	8,78,200	1.83	8,78,200	1.69
	Body Corporate	1,37,57,279	28.65	1,37,57,279	26.51
	Sub-Total	**1,46,35,479**	**30.48**	**1,46,35,479**	28.20
2	Foreign Promoters	0	0.00	0	0
	NRI	68,200	0.14	68,200	0.13
-	**Sub-Total – A (A1+A2)**	**1,47,03,679**	**30.62**	**1,47,03,679**	28.33
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Mutual Funds/ FPI/ fii	0	0.00	0	0.00
	Alternative Investment Fund	0	0.00	0	0.00
	Insurance Companies	0	0.00	0	0.00
	Central Government	0	0.00	0	0.00
	Sub-Total	0	0.00	0	0.00
	Foreign Portfolio Investors Category I	0	0.00	0	0.00
	Sub-Total - B1	**0**	0.00	**0**	0.00
2	Non-Institutional Investors				
	Individuals	2,88,53,388	60.09	3,26,87,274	62.99
	Body Corporate	5,90,845	1.23	5,90,845	1.14
	Others	38,73,945	8.07	39,11,913	7.54
	Sub-Total - B2	**3,33,18,178**	69.38	**3,71,90,032**	71.67
	Total (B=B1+B2)	**3,33,18,178**	69.38	**3,71,90,032**	71.67
	GRAND TOTAL (A+B)	**4,80,21,857**	100.00	**5,18,93,711**	100.00

KHIRE KHANDEKAR
& KIRLOSKAR
CHARTERED ACCOUNTANTS

To,
The Board of Directors,
Bijoy Hans Limited
Nirvana Co-Working spaces,
Mezzanine Floor, Itag Plaza, ABC,
G S Road, Guwahati, Dispur, Kamrup,
GMC, Assam, India, 781005

Certificate under Regulation 45 of SEBI (LODR) Regulations, 2015 for Change of Name

We, **Khire Khandekar & Kirloskar Chartered Accountants**, have verified the relevant records and documents of the Company and certify the compliance with the provisions of **Regulation 45(1)** of SEBI (LODR) Regulations, 2015 with respect to the proposed change of name of the Company from "**Bijoy Hans Limited**" to "**ARVAYA HEALTHCARE LIMITED**".

Based on our verification of records and according to the information and explanations given to us, we hereby confirm the following:

Regulation 45 (1): A listed entity shall be allowed to change its name subject to compliance with the following conditions;

(a)	A time period of at least one year has elapsed from the last name change;	The Company has not changed its name in last one year. Accordingly, the Company has complied with the provisions of Regulation 45(1)(a) of the SEBI (LODR) Regulations, 2015.
(b)	at least fifty percent of the total revenue in the preceding one-year period, has been accounted for by the new activity suggested by the new name; or	This requirement relating to revenue from the new activity under **Regulation 45(1)(b) is not applicable as the Company Turnover is NIL.**
(c)	the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity:	During the financial year 2025-26, the Company has acquired 100% of the equity stake in the following entities by way of Cash Consideration & Issuance of equity shares of Bijoy Hans Limited as purchase consideration: (i) Health Secure Hospitals Private Limited (ii) Arvaya Healthtech & Wellness Private Limited (iii) Tec-Pool Solutions Private Limited The said acquisitions represent investment by the Company in its new business activity of healthcare services, which is proposed to be reflected in the new name of the Company. The total amount invested in the aforesaid new activity, being the aggregate of the fair value of equity shares of Bijoy Hans Limited issued to the respective sellers (fair valued at ₹12.50 per share) and cash consideration paid to the respective sellers, aggregates to ₹60.65 Crores ('Amount Invested').

Annexure – Calculation of Investment in New Activity

Particulars	Amount (Rs.in Crores)
Total Assets of the Company as per latest Unaudited Financial Statements 12.03.2026	Rs. 68.55/-
50% of Total Assets	Rs. 34.27/-
Actual Investment made	Rs. 60.65/-
Percentage of Investment in New Activity to Total Assets	88.48%

Based on the above calculation, the investment made by the Company in the new activity , complies with the requirement of Regulation 45(1)(c) of the SEBI (LODR) Regulations, 2015.

CONCLUSION

Based on the above, the amount invested by the Company in the asset of new activity of healthcare services exceeds fifty percent (50%) of the total assets of the Company as at 12th March 2026, computed in accordance with the definition prescribed under the Explanation to Regulation 45 of the SEBI (LODR) Regulations, 2015. Accordingly, the condition prescribed under Regulation 45(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is hereby confirmed to be satisfied.

For Khire Khandekar and Kirloskar
Chartered Accountants
FRN: 105148W

K.G.PHATAK
Partner
M No :- 104016

KHIRE KHANDEKAR & KIRLOSKAR CA FRN-105148W SANGLI CHARTERED ACCOUNTANTS

Place: Sangli
Date: 09/05/2026
UDIN:26104106SXJLSJ8203

Bird-Eye view of Postal Ballot Information	
EVEN NO.	140212
Date of Dispatch of Postal Ballot Notice	13th July, 2026
Cut-off date for e-Voting	10th July, 2026
E-Voting Start Date and Time	15th July, 2026
E-Voting End Date and Time	13th August, 2026
Result Declaration Date	17th August, 2026