

NOTICE OF MEETING OF BOARD OF DIRECTORS 01/2026-2027

**AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS FOR
ARVAYA HEALTHCARE LIMITED (FORMERLY KNOWN AS BIJOY HANS LIMITED)**

TO BE HELD ON THURSDAY, 28TH MAY, 2026

**“AT UNIT NO 408 THIRD FLOOR ROYAL MIRAJ ARCADE, LAXMI MARKET MIRAJ
SHRIKANT CHOWK, SANGLI, MIRAJ, MAHARASHTRA, 416410.”**

AT 2:00 P.M.

INDEXAGENDA OF THE MEETING OF THE BOARD OF DIRECTORS

AGENDA	PARTICULARS
Agenda 1	To grant leave of absence, if any, to the Directors of the Company.
Agenda 2	To take note on minutes on previous Board Meeting held on 17 th March, 2026.
Agenda 3	To take note of the circular resolutions passed by the Board of Directors.
Agenda 4	To take on record notices in respect of Annual Disclosure of interest in Form MBP-1 received from the directors of the Company.
Agenda 5	To take on record Declaration of non-disqualification in Form DIR-8 received from the directors of the Company.
Agenda 6	To take note of the independence declaration received from the independent directors of the Company.
Agenda 7	To take note of the contracts/arrangements/ transactions, if any, entered in the Register of Contracts or Arrangements u/s 189 of the Companies Act, 2013.
Agenda 8	To consider and approve the draft Financial Statements for Standalone and Consolidated accounts of the Company, as recommended by the Audit Committee for the year ended March 31, 2026 to submit the same to the Statutory Auditors for their report & to consider and take on record the Statutory Auditor's Report.
Agenda 9	To review, consider and approve the draft audited financial results (Standalone and Consolidated), including the Statement of Assets and Liabilities, and the Auditor's Report for the quarter and year ended March 31, 2026 and [declaration by the Chief Financial Officer of the Company confirming that the Auditors have given an Unmodified Opinion on the Annual Audited Financial Results of the Company for the financial year 2025-26 in terms of second proviso to Regulation 33(3)(d) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015] and further to authorize signatories for filing the same and publishing the extract of the financial results in newspapers.
Agenda 10	To review the statement of uses / application of funds raised through preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice.
Agenda 11	To take note of the Minutes of unlisted subsidiary companies and the list of significant transactions undertaken by them for the quarter ended March 31, 2026.
Agenda 12	To take on record Reconciliation of Share Capital Audit Report and certificate issued by Sohini Dongre & Co., Company Secretaries regarding reconciliation of the admitted, issued and listed capital of the Company etc., for the quarter ended March 31, 2026.
Agenda 13	To take on record and review the Statement relating to Investor Complaints for the quarter ended March 31, 2026 as submitted to the Stock Exchange as per Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AGENDA	PARTICULARS
Agenda 14	To take note of the legal opinion received from Secretarial Auditors of the Company M/s. SKGK & Associates LLP, Company Secretaries, regarding applicability of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to note that the Company shall comply with the requirement of obtaining and submitting the Annual Secretarial Compliance Report for the financial year ended March 31, 2026 within the prescribed period of six months.
Agenda 15	To take note of the change of name approved by MCA from “Bijoy Hans Limited” to “Arvaya Healthcare Limited.”
Agenda 16	To consider & approve appointment of G K Vora & Co. as an Internal Auditor of the Company.
Agenda 17	To take on record Certificate of Compliance on payment of statutory liabilities of the Company and compliance of all acts, laws, rules and regulations and such other statutes as may be in force from time to time and applicable to the Company, for the quarter ended March 31, 2026.
Agenda 18	To conduct Performance evaluation of Individual Directors and the Board and Committees as per set criteria as formulated by the Nomination and Remuneration Committee pursuant to the requirement of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to assess the fulfilment of the independence criteria and their independence from the management, in respect of Independent Directors.
Agenda 19	To authorize Director and / or Chief Financial Officer of the Company to be authorized signatory for Goods and Service Tax and/ or Income Tax and/ or Professional Tax and/ or Provident Fund and/ or any such authority, as may be required.
Agenda 20	To authorize Director and / or Company Secretary and / or Compliance Officer of the Company to digitally sign and file various forms in electronic mode with the Registrar of Companies, Ministry of Corporate Affairs, Reserve Bank of India and/ or any such authority, as may be required.
Agenda 21	Any other subject with the permission of the Chairman and with the consent of a majority of the Directors present at the meeting.

AGENDA AND NOTES TO AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS

Agenda 1: To Grant Leave of Absence, if Any, To the Directors of the Company.

The Board to grant leave of absence requests, if any.

Agenda 2: To take note on minutes on previous Board Meeting held on 17th March, 2026.

The minutes of the board meeting held on 17th March, 2026 which was already circulated to the Board, requires the approval with or without modification.

Agenda 3: To take note of the circular resolutions passed by the Board of Directors.

The Chairman to inform that, the following circular resolutions were passed by the Board of Directors of the Company, in respect of the following matters:

Sr. No.	Particulars of Resolution	Circular Resolution No.
1.	a. Constitution of Those Charged with Governance (TCWG) Committee:	1/2026-27
	b. Adoption of a policy on Statutory Auditor-TCWG Two-Way Communication framework of a Company:	1/2026-27

The Board of Directors to note the same and may pass the following resolution:

“RESOLVED THAT the following circular resolutions with notes, passed by the Board of Directors, be and are hereby taken on record:

RESOLUTION BY CIRCULATION No. 1/2026-27:

a. Constitution of Those Charged with Governance (TCWG) Committee:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, read with applicable rules thereunder, including oversight requirements relating to financial reporting and audit quality under the purview of the National Financial Reporting Authority (NFRA), and other applicable laws, and on the recommendation of the Audit Committee of the Company, the consent of the Board be and is hereby accorded to designate the Audit Committee of the Company as the primary body representing Those Charged With Governance (TCWG) for the purpose of all audit-related communications with the statutory auditors of the Company.

RESOLVED FURTHER THAT the Audit Committee shall discharge the roles and responsibilities of TCWG, including but not limited to:

- Oversight of the financial reporting process;
- Review of financial statements and auditor’s reports;
- Evaluation of internal financial controls and risk management systems;
- Review of independence, performance, and quality of statutory auditors; and
- Receiving, reviewing, and discussing communications from auditors as required under applicable auditing standards and regulatory requirements.

RESOLVED FURTHER THAT the Chief Financial Officer (CFO) of the Company shall act as the nodal person for the Audit Committee for the purpose of coordination, facilitation, and interface with the statutory auditors in relation to all TCWG communications.

RESOLVED FURTHER THAT all communications required to be made by the statutory auditors to TCWG under applicable laws, auditing standards, and regulatory frameworks shall be addressed to and reviewed by the Audit Committee, with the CFO acting as the primary point of contact for operational coordination.

RESOLVED FURTHER THAT the Company Secretary and/or Chief Financial Officer of the Company be and is hereby authorized to take all necessary actions, including intimating the statutory auditors and maintaining appropriate records, to give effect to this resolution.”

RESOLUTION BY CIRCULATION No. 1/2026-27:

b. Adoption of a policy on Statutory Auditor-TCWG Two-Way Communication framework of a Company:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, read with applicable rules thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable auditing standards, the Statutory Auditor–TCWG Two-Way Communication Framework (“Framework”), as placed before the Board of Directors be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Framework shall establish structured, transparent, and timely two-way communication between the statutory auditors and the Audit Committee (designated as Those Charged with Governance – TCWG), inter alia, covering:

- Scope, timing, and audit strategy;
- Significant audit findings and key audit matters;
- Auditor independence, threats, and safeguards;
- Internal control deficiencies and risk management observations;
- Fraud, suspected fraud, and non-compliance with laws and regulations;
- Use of experts and reliance on internal auditors; and
- Any other matters required under applicable auditing standards or regulatory requirements.

RESOLVED FURTHER THAT the Framework shall also provide mechanisms for the Audit Committee to communicate its expectations, concerns, and feedback to the statutory auditors, including matters relating to audit quality, scope enhancements, and areas of focus.

RESOLVED FURTHER THAT the Chief Financial Officer (CFO) of the Company shall act as the nodal person for operational coordination and facilitation of communication between the statutory auditors and the Audit Committee, without prejudice to the direct access of the statutory auditors to the Audit Committee.

RESOLVED FURTHER THAT the Audit Committee shall periodically review the effectiveness of the Framework and make such modifications as may be required to ensure alignment with evolving regulatory requirements and best governance practices.

RESOLVED FURTHER THAT the Company Secretary and/or Chief Financial Officer be and is hereby authorized to take all necessary actions, including circulation of the Framework to relevant stakeholders, maintaining records, and intimating the statutory auditors, to give effect to this resolution.”

Agenda 4: To take on record notices in respect of Annual Disclosure of interest in Form MBP-1 received from the directors of the Company.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, to refer to the Notice(s) of Disclosure of Interest received from the Directors of the Company pursuant to Rule 9(1) of the Companies (Meeting of Board and its Powers) Rules, 2014 read with Section 184(1) of the Companies Act, 2013, for compliance with requirement of providing the disclosure of interest at every first board meeting at the beginning of the financial year, have been circulated to the Board.

Thereafter, the following resolution may be passed:

“RESOLVED THAT the notice(s) in Form No. MBP-1 under Section 184(1) of the Companies Act, 2013 read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and received from all the Directors of the Company, for disclosure of interest, as circulated to the Board, be and are hereby noted and the Compliance Officer or the Company Secretary are directed to record the same in the ‘Register of Directors and Key Managerial Personnel and their shareholding’ and such other registers as may be applicable.”

Agenda 5: To take on record Declaration of non-disqualification in Form DIR-8 received from the directors of the Company.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer of the Company to refer to the Board the declarations received from the Directors of the Company confirming non-disqualification under Section 164(2) of the Companies Act, 2013 for the year. The said declarations are also being circulated along with the agenda.

Thereafter, the following resolution may be passed:

“RESOLVED THAT the Board hereby notes and takes on record the declarations received from all the Directors of the Company confirming non-disqualification under Section 164(2) of the Companies Act, 2013 for the year, as circulated to the Board.”

Agenda 6: To take note of the independence declaration received from the independent directors of the Company.

Explanatory Note/Draft Resolution(s):

The Company Secretary / Compliance Officer, to inform the Board that as per Section 149(6) of Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to receive Certificate of Independence from all Independent Directors of the Company, the copies of which are being circulated along with the agenda and will also be presented before the Board, declaring that they satisfy all criteria for independence specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thereafter, the Board may pass the following resolution:

“RESOLVED THAT the Certificate(s) of Independence in terms of Section 149(6) of Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as received from all the Independent Directors of the Company declaring that they satisfy all criteria for independence, be and are hereby noted and taken on record by the Board.”

Agenda 7: To take note of the contracts/arrangements/ transactions, if any, entered in the Register of Contracts or Arrangements u/s 189 of the Companies Act, 2013.

Explanatory Note/Draft Resolution(s):

The Board to note the contracts /arrangements/transactions recorded in the Register of Contract(s) maintained by the Company under section 189 of the Companies Act, 2013.

Agenda 8: To consider and approve the draft Financial Statements for Standalone and Consolidated accounts of the Company, as recommended by the Audit Committee for the year ended March 31, 2026 to submit the same to the Statutory Auditors for their report & to consider and take on record the Statutory Auditor's Report.

Explanatory Note/Draft Resolution(s):

Mr. Kaushal Shah, Managing Director of the Company to brief the Board on the performance of the Company and on the financial performance and other updates of the Company for the quarter and year ended March 31, 2026 on standalone and consolidated basis.

Then, Mr. Kaushal Shah, presented before the Board the draft audited Financial Results (standalone & consolidated) for the quarter and year ended March 31, 2026.

Mr. Rahul Ravindra Mayur, the Chairman of the Audit Committee to state that the said financial results for the quarter ended March 31, 2026 have been considered and approved and recommended by the Audit Committee at its Meeting held earlier before this meeting.

The Chief Financial Officer then to present before the Board a certificate confirmed / signed by Mr. Kaushal Shah, Managing Director and Mr. Abhiram Rangnath, CFO pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on financial results of the Company for the quarter ended March 31, 2026. The Board to take note of the same.

Thereafter, the draft audited Financial Results for the quarter and year ended March 31, 2026 standalone as well as consolidated, to be presented to the Board for its consideration an approval.

After detailed deliberations and discussions at length on the financial results and noting the above, the Board may pass the following resolutions:

“RESOLVED THAT the Standalone audited Financial Results of the Company for the quarter and year ended March 31, 2026 as approved and recommended by the Audit Committee at its Meeting held today, as circulated to the Board along with the draft Audit Report as prescribed under Regulation 33 and applicable Schedules of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, be and are hereby considered, approved and taken on the record and any Director of the Company be and is hereby authorized severally to sign the said results on behalf of the Board.

RESOLVED FURTHER THAT the summarized Standalone Audited Financial Results of the Company for the quarter and year ended March 31, 2026 be and is hereby taken on record:

RESOLVED THAT the Consolidated Audited Financial Results of the Company for the quarter ended March 31, 2026 as approved and recommended by the Audit Committee at its Meeting held today, as circulated to the Board along with the draft Audit Report as prescribed under Regulation 33 and applicable Schedules of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, be and are hereby considered, approved and taken on the record and any Director of the Company be and is hereby authorized severally to sign the said results on behalf of the Board.

RESOLVED FURTHER THAT the summarized Consolidated Audited Financial Results of the Company for the quarter and year ended March 31, 2026 be and is hereby taken on record.

RESOLVED FURTHER THAT any of the Whole-time Directors of the Company and/or Mr. Abhiram Rangnath, Chief Financial Officer of the Company and /or Mrs. Guinea Agrawal, Company Secretary & Compliance Officer of the Company, be and are hereby authorized severally to (i) submit the Standalone and Consolidated Unaudited Financial Results of the Company for the quarter ended March 31, 2026 to the stock exchange along with the Audit Report on the same issued by the statutory auditors, and upload of such data electronically on the online platform of the Stock Exchange through BSE Listing Centre, or such other portal of the stock exchange, as may be necessary, (ii) get the said results uploaded on the Company's website <https://www.bijoyhans.net/> as required under Regulation 33 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT extract to be published for the quarter and year ended March 31, 2026 as below mentioned, be and is hereby taken on record:

Agenda 9: To review, consider and approve the draft audited financial results (Standalone and Consolidated), including the Statement of Assets and Liabilities, and the Auditor's Report for the quarter and year ended March 31, 2026 and [declaration by the Chief Financial Officer of the Company confirming that the Auditors have given an Unmodified Opinion on the Annual Audited Financial Results of the Company for the financial year 2025-26 in terms of second proviso to Regulation 33(3)(d) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015] and further to authorize signatories for filing the same and publishing the extract of the financial results in newspapers.

Explanatory Note/Draft Resolution(s):

Mr. Kaushal Shah, to present before the Board the draft summarised Audited Financial Results of the Company standalone as well as consolidated for the year ended March 31, 2026 along with the statement of assets and liabilities & Cash Flow Statement as on March 31, 2026 duly initialed by the statutory auditors Khire, Khandekar & Kirloskar Chartered Accountants for its consideration and approval.

Further, he also to present before the Board the declaration by the Chief Financial Officer of the Company confirming that the Auditors have given an Unmodified Opinion on the standalone and consolidated Annual Audited Financial Results of the Company for the financial year 2025-26 in terms of second proviso to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

After discussions, the following resolutions may be passed:

“RESOLVED THAT the summarized Audited Standalone Financial Results along with the statement of assets and liabilities and Auditor's Report of the Company for the quarter and year ended March 31, 2026 as presented before the meeting as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, be and are hereby considered, approved and taken on the record and that the said results be signed by the Managing Director or any Whole-time Director of the Company, for and on behalf of the Board.

RESOLVED FURTHER THAT any of the Whole-time Directors of the Company and/or Mr. Abhiram Ranganath, Chief Financial Officer of the Company and /or Mrs. Guinea Agrawal, Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to (i) submit the summarized Audited Standalone Financial Results of the Company for the quarter and year ended March 31, 2026, to the Stock Exchanges along with the Auditor's Report on the same issued by the statutory auditors, and upload of such data electronically on the online platform of the Stock Exchange through BSE Listing Centre, or such other portal of the stock exchanges, as may be necessary, (ii) get the said results uploaded on the Company's website <https://www.bijoyhans.net/> as required under Regulation 33 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the summarized Audited Consolidated Financial Results along with the statement of assets and liabilities and Auditor's Report of the Company for the quarter and year ended March 31, 2026 as presented before the Meeting as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, be and are hereby considered, approved and taken on the record and that the said results be signed by the Managing Director or any Whole-time Director of the Company, for and on behalf of the Board.

RESOLVED FURTHER THAT any of the Whole-time Directors of the Company and/or Mr. Abhiram Rangnath, Chief Financial Officer of the Company and/or Mrs. Guinea Agrawal, Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to (i) submit the summarized Audited Consolidated Financial Results of the Company for the quarter and year ended as on March 31, 2026 to the Stock Exchange, (ii) upload the data electronically on the online platform of the Stock Exchange through BSE Listing Centre or such other portal of the stock exchange, as may be necessary, and (iii) upload the said results in Company's website as required under Regulation 33 read with other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any of the Whole-time Director(s) of the Company and /or Mr. Abhiram Rangnath, Chief Financial Officer and/or Mrs. Guinea Agrawal, Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to submit as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a combined declaration stating that the audit report on Standalone and Consolidated Annual Audited Financial Results of the Company for the year ended March 31, 2026 has been issued with an unmodified opinion by the statutory auditors of the Company.”

Agenda 10: To review the statement of uses / application of funds raised through preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice.

Explanatory Note/Draft Resolution(s):

Mr. Kaushal Shah, Managing Director, to place before the Board, the statement of uses / application of funds raised through preferential issue whose allotment made in March 2026 in a format prescribed under SEBI Listing Regulations and circulars made thereunder.

Mr. Rahul Ravindra Mayur, the Chairman of the Audit Committee to state that the said statement for the quarter ended March 31, 2026 have been considered and approved and recommended by the Audit Committee at its Meeting held earlier before this meeting. He further may state that the statement as considered and recommended for approval by the Audit Committee may be considered by the Board.

After discussions and noting the above, the Board may pass the following resolutions:

“RESOLVED THAT the statements of uses / application of funds raised through preferential issue, for the quarter and year ended March 31, 2026 as approved by the Audit Committee at its Meeting held on May 28, 2026 and as circulated to the Board, be and are hereby approved and that the same be signed for and on behalf of the Board, by Mr. Kaushal Shah (DIN: 02175130), Managing Director of the Company.”

Agenda 11: To take note of the Minutes of unlisted subsidiary companies and the list of significant transactions undertaken by them for the quarter ended March 31, 2026.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take the note of the minutes of the unlisted subsidiary companies and the list of significant transactions undertaken them for the quarter ended March 31, 2026.

Agenda 12: To take on record Reconciliation of Share Capital Audit Report and certificate issued by M/s. Sohini Dongre & Co., Company Secretaries regarding reconciliation of the admitted, issued and listed capital of the Company etc., for the quarter ended March 31, 2026.

Explanatory Note/Draft Resolution(s):

Mrs. Guinea Agrawal, Company Secretary to place before the Board the copy of Reconciliation of Share Capital Audit Report in respect of reconciliation of the admitted, issued and listed capital of the Company received from M/s. Sohini Dongre & Co., Company Secretaries for the quarter ended March 31, 2026 will be circulated to the Board Members, for its review. He to further inform that the Company has filed the said Report with the BSE Limited on April 21, 2026.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Reconciliation of Share Capital Audit Report received from M/s. Sohini Dongre & Co., Company Secretaries in respect of reconciliation of the admitted, issued and listed capital of the Company, etc., as submitted to Stock Exchange i.e. BSE Limited on April 21, 2026 for the quarter ended March 31, 2026 and as circulated to the Board.”

Agenda 13: To take on record and review the Statement relating to Investor Complaints for the quarter ended March 31, 2026 as submitted to the Stock Exchange as per Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CS Guinea Agrawal to place before the Board the Integrated Filing (Governance) for the quarter ended March 31, 2026 as submitted to the stock exchange on April 19, 2026 under the SEBI (LODR) Regulations, 2015.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Integrated Filing (Governance) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on April 19, 2026 for the quarter ended March 31, 2026.”

Agenda 14: To take note of the legal opinion received from M/s. SKGK & Associates LLP, Company Secretaries, regarding applicability of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to note that the Company shall comply with the requirement of obtaining and submitting the Annual Secretarial Compliance Report for the financial year ended March 31, 2026 within the prescribed period of six months.

The Board is to inform that while the Company may have satisfied the exemption criteria under Regulation 15(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as on March 31, 2025, being the last day of the financial year 2024-25, a material change has occurred during the current Financial Year 2025-26.

Further Company increased its paid-up equity share capital during the year 2025-2026 pursuant to which the paid-up equity share capital now exceeds Rs. 10 crores.

In above view the spirit and intent of Regulation 15(2)(a) is to provide certain compliance relaxations to smaller listed entities. However once an entity exceeds the prescribed thresholds the regulatory expectation shifts towards enhanced compliance standards in the interest of transparency and investor protection.

Although the exemption status is ordinarily assessed with reference to the position prevailing as on the last day of the previous financial year any material change during the current financial year resulting in breach of the prescribed thresholds would necessitate a re-evaluation of such exemption status. Any contrary interpretation would defeat the regulatory objective of ensuring appropriate oversight for entities crossing the specified limits.

Further since the paid-up equity share capital of the Company exceeded Rs. 10 crores during the year 2025-2026 the Company does not satisfy one of the mandatory conditions prescribed under Regulation 15(2)(a). As the exemption under the said regulation is available only when both conditions are cumulatively satisfied breach of even one condition renders the exemption inapplicable.

Accordingly based on the foregoing analysis the Company no longer qualifies for exemption under Regulation 15(2)(a) of the SEBI LODR Regulations for the financial year 2025-26.

Therefore, the Company shall be required to obtain and submit the Annual Secretarial Compliance Report (ASCR) for the Financial Year 2025-26 and shall ensure compliance with the same within six months from the date the paid-up equity share capital of the Company exceeded Rs. 10 crore

Hence the Company will comply with the above provisions in the due course.

The Board is requested to take note of the same.

Agenda 15: To take note of the change of name approved by MCA from “Bijoy Hans Limited” to “Arvaya Healthcare Limited.”

CS Guinea Agrawal, to inform that Company has received the approval from MCA for change of name of the Company from Bijoy Hans Limited to Arvaya Healthcare Limited w.e.f. 11th May, 2026.

The Board to take note of the same.

Agenda 16: To consider & approve appointment of M/s. G K Vora & Co. as an Internal Auditor of the Company.

CS Guinea Agrawal, to inform that it is proposed to appoint M/s. G K Vora & Co. as an Internal Auditor of the Company for the F.Y. 2026-27.

The Board requested to approve the same and may pass the following resolution:

RESOLVED THAT pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, and other applicable provisions of the Act, as recommended by the Audit Committee, the consent of the Board of Directors of the Company be and is hereby accorded for appointment of M/s. G K Vora & Co., Chartered Accountant having Firm Registration Number (163371W) be and is hereby appointed as the Internal Auditors of the Company for the F.Y. 2026-27.

RESOLVED FURTHER THAT Mr. Kaushal Shah (DIN: 02175130), Managing Director and/ or Guinea Agrawal, Company Secretary of the Company jointly or severally be and is hereby authorized to do and perform all the acts and deeds as are necessary for giving effect to aforesaid resolution, for and on behalf of the Board of Directors of the Company.

Agenda 17: To take on record Certificate of Compliance on payment of statutory liabilities of the Company and compliance of all acts, laws, rules and regulations and such other statutes as may be in force from time to time and applicable to the Company, for the quarter ended March 31, 2026.

Explanatory Note/Draft Resolution(s):

Ms. Guinea Agrawal, Company Secretary to state that the certificate of compliance for the quarter ended March 31, 2026 in respect of compliance of all acts, laws, rules and regulations and such other statutes as may be in force from time to time and applicable to the Company periodically, have been circulated to all the Directors, for their review and consideration.

The Board may pass the following resolution:

“RESOLVED THAT the Board hereby reviews and takes on record the certificate of statutory compliance for the quarter ended March 31, 2026 in respect of compliance of all applicable Acts, Laws, Rules and Regulations and such other statutes as may be in force from time to time and applicable to the Company as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

Agenda 18: To conduct Performance evaluation of Individual Directors and the Board and Committees as per set criteria as formulated by the Nomination and Remuneration Committee pursuant to the requirement of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to assess the fulfilment of the independence criteria and their independence from the management, in respect of Independent Directors.

Explanatory Note/Draft Resolution(s):

The Board to take note that, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 134(3)(p) of the Companies Act, 2013 every listed company is required to have a formal annual performance evaluation of the Board, its committees and individual directors based on the criteria for performance evaluation of Board as a whole and the Committees of the Board which approved by Nomination and Remuneration Committee. The Board of Directors to take note that, the Nomination and Remuneration Committee had approved the indicative criteria for the performance evaluations based on the SEBI Guidance Note on Board Evaluation issued by SEBI as a Circular and which was then adopted by the Board.

Thereafter, the Chairman to initiate with the performance evaluation of Individual Directors, Board as a whole and Committees of the Board.

I) Performance Evaluation of the Individual Directors including Chairperson and the Independent Directors

The Chairman to invite the feedback of the members on the evaluation of the performance of each of the Directors of the Company, based on the criteria as approved by Nomination and Remuneration Committee (NRC) and adopted by the Board.

The Chairman of the NRC then to update the Board about the discussion on the performance of each of the Director of the Company to be undertaken by the Committee. The Board to acknowledge the same to note that the Board will announce the outcome after taking into consideration the feedback to be received from Mr. Kaushal Shah to be authorised by Nomination and Remuneration Committee of his interactions with each Director.

II) Performance Evaluation of the Board as a whole:

The performance evaluation of the Board as a whole to be evaluated by way of questionnaire which is being circulated to the directors prior to the meeting.

III) Performance Evaluation of the Committees of the Board:

The performance evaluation of the Committees of the Board also to be evaluated by way of questionnaire which is being circulated to the directors prior to the meeting.

Agenda 19: To authorize Director and / or Chief Financial Officer of the Company to be authorized signatory for Goods and Service Tax and/ or Income Tax and/ or Professional Tax and/ or Provident Fund and/ or any such authority, as may be required.

Explanatory Note/Draft Resolution(s):

Explanatory Note/Draft Resolution(s):

The Company would be required to obtain the licenses/ permissions/ registrations under various State and Central laws for carrying out the activities in the new name of the Company. The Board of Directors to authorize any person as an authorised signatory to represent the Company before various statutory authorities for obtaining registration / license or to comply with the compliance requirements under various applicable laws. The Board of Directors after discussion may pass the following resolution:

“RESOLVED THAT Mr. Kaushal Shah, Managing Director (DIN: 02175130) and/or Mr. Ranganath Abhiram Chief Financial Officer and/or Chetan Kurwa, Authorised Signatory(ies) of the Company be and are hereby jointly or severally authorized to represent the Company in all matters i.e. registration, providing/ seeking information, making representations/ appeals, appointing attorneys, advocates, representatives etc. relating to Goods and Service Tax, Income Tax, Sales tax, VAT, SSI, IEC, Professional Tax, Provident Fund etc. and all other matters relating to State laws & Central Government authorities and to sign, execute all applications, papers, receipts, agreements, undertakings, and all other documents as may be required by any such authority(ies) and to do all such acts and things as may be necessary or incidental thereto and their all actions as above shall be binding on the Company.”

Agenda 20: To authorize Director and / or Company Secretary and / or Compliance Officer of the Company to digitally sign and file various forms in electronic mode with the Registrar of Companies, Ministry of Corporate Affairs, Reserve Bank of India and/ or any such authority, as may be required.

Explanatory Note/Draft Resolution(s):

The Company Secretary to state that it was necessary to authorize the Director and/or CFO and/or Company Secretary and/or the Compliance Officer of the Company to digitally sign & file various forms including Form MGT-14 for filing of various resolutions, Form AOC-4 for filing of Financial Statements, Form MGT-7 for Annual Return and/or such other forms as may be required in electronic mode with the Registrar of Companies, Ministry of Corporate Affairs, Reserve Bank of India and/or any other authority as may be required.

The following resolution to be passed:

“RESOLVED THAT any one of the Directors of the Company or the Chief Financial Officer or Company Secretary of the Company or the Compliance Officer of the Company, be and are hereby severally authorized to digitally sign and file electronically, Form MGT-14 for various resolutions, Form AOC-4 and Form MGT-7 for the purpose of filing the Financial Statements and Annual Return for the year and/or such other forms as may be required, for the purpose of filing documents as required under the Companies Act, 2013 or under any other applicable Acts, to be filed with the Ministry of Corporate Affairs/Registrar of Companies, Reserve Bank of India and/or any such authority as may be required, and to make applications and/or submit any other Forms/documents notified by the said Authorities from time to time, as may be required to be filed in electronic mode and to do all such matters, deeds and things, as may be required for the purpose this resolution.”

There being no other business to transact, if any, the meeting may conclude with a vote of thanks to the chair.

You are kindly requested to make it convenient to attend the meeting.

FOR BIJOY HANS LIMITED

SD/-

Guinea Agrawal
Company Secretary & Compliance Officer
Date: 21.05.2026