NOTICE OF MEETING OF BOARD OF DIRECTORS 03/2026-2027

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

TO BE HELD ON SATURDAY, 11TH JULY, 2026

THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS AT 12:00 NOON (IST) TO TRANSACT THE BUSINESSES MENTIONED IN THE AGENDA.

THE LINK TO ATTEND THE MEETING IS PROVIDED HEREINBELOW:

BOARD MEETING 03/2026-2027_ ARVAYA HEALTHCARE LIMITED | Meeting-Join | Microsoft Teams

TOPIC: BOARD MEETING 03/2026-2027_ ARVAYA HEALTHCARE LIMITED

TIME: SATURDAY, JULY 11, 2026 12:00 NOON

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AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS

AGENDA	PARTICULARS
Agenda 1	To take roll call for meeting being conducted through video conferencing/other audio-visual means.
Agenda 2	To grant leave of absence, if any, to the Directors of the Company.
Agenda 3	To take note on minutes on previous Board Meeting held on 4th July, 2026.
Agenda 4	To take note of the circular resolutions passed by the Board of Directors.
Agenda 5	To consider & approve Acquisition of Sushodha Institute of Gastroenterology Private Limited and approval of Material Related Party Transactions with Mr. Bidari Kotresh Anilkumar.
Agenda 6	To consider and evaluate a proposal for issuance of equity shares on preferential basis for consideration other than cash (share swap).
Agenda 7	To constitute Right Issue Committee of a Company.
Agenda 8	To consider proposal to issue securities to the existing shareholders of the Company on Rights Basis, as may be permitted under applicable law, subject to such regulatory/statutory approvals as may be required.
Agenda 9	To consider & approve for taking Hospital premises on rent/lease and authorization to execute related agreements and compliances.
Agenda 10	To consider & approve appointment of Mr. Kaushal Shah, Managing Director of the Company as a Non-Executive Director of the SMCV Management Services Private Limited.
Agenda 11	To consider & approve appointment of Mr. Ranganath Abhiram, Chief Financial Officer of the Company as a Non-Executive Director of the SMCV Management Services Private Limited.
Agenda 12	To consider the approval for the postal ballot process and related actions.
Agenda 13	To consider & approve appointment of scrutinizer for postal ballot process.
Agenda 14	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 take roll call for meeting being conducted through video conferencing/other audio-visual means.

To take roll call for meeting being conducted through video conferencing/other audio-visual means.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary of the Company, to inform the Board that all the board members participating the Meeting through videoconferencing / Other Audio-Visual Means.

Thereafter, CS Guinea Agrawal, Company Secretary of the Company to request the Chairman and other members to make a roll call.

Each of the participant (one by one) to confirm that:
i. I am participating from ___________;
ii. I have received the agenda and other relevant materials for the meeting;
iii. I can completely and clearly see and communicate with other participants of the meeting; and
iv. I confirm that no one other than me is attending or having access to the proceeding of the meeting through electronic mode from the place where I am participating.

CS Guinea Agrawal, Company Secretary of the Company to confirm that the quorum is present for the meeting.

The Company Secretary to authenticate the attendance of the Board members and other person(s) participating through Video- Conferencing in the attendance register.

Agenda 2: To Grant Leave of Absence, if Any, To the Directors of the Company.

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

Agenda 3: To take note on minutes on previous Board Meeting held on 4th July, 2026.

The minutes of the Board Meeting held on 4th July, 2026 which was already circulated to the Board, requires the approval with or without modification.

Agenda 4: To take note of the circular resolutions passed by the Board of Directors.

CS Guinea Agrawal, Company Secretary to inform that no Circular Resolution were passed from the last Board Meeting till this Board Meeting.

Agenda 5: To consider & approve Acquisition of Sushodha Institute of Gastroenterology Private Limited and approval of Material Related Party Transactions with Mr. Bidari Kotresh Anilkumar.

Explanatory Note/Draft Resolution(s):

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 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 respective Target Companies, in exchange for their shareholding, based on a **mutually agreed valuation** determined by **independent valuer(s)** appointed for the purpose.

It was further noted that the proposed transaction would result in the Company acquiring **100% of the equity share capital** of SIGPL, thereby making it a **wholly owned subsidiary** of the Company.

The key details of the proposed acquisition are as follows:

Particulars	Details
Name of Target Company	Sushodha Institute of Gastroenterology Private Limited (SIGPL)
Paid-up Capital of Target Company	1,84,374 equity shares of ₹10/- each
% of Shareholding to be Acquired	100% (1,84,374 Equity shares of face value of Rs. 10/- each)
No of shares of company proposed to be issued	38,71,854 equity shares
Mode of Consideration	Issue and allotment of equity shares of the Company to shareholders of the Target Company
Consideration Type	Other than cash (share swap)
Purpose / Rationale	Business expansion, synergy, consolidation of operations, strengthening product portfolio, Diversification and strengthening of technology solutions capability, etc.

The board after discussion may pass the following resolution:

"RESOLVED THAT pursuant to the pursuant to the provisions of Sections 42, 62(1)(c), 179(3)(j), 186 and other applicable provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations) and the rules made thereunder, and subject to such approvals, consents, and permissions as may be required, and subject to approval of Members of the Company, the consent of the Board of the Directors of the Company be and is hereby accorded for the acquisition of 1,84,374 equity shares representing 100% of the equity shareholding in M/s **Sushodha Institute of Gastroenterology Private Limited (SIGPL) 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) in exchange for their respective shareholding, in accordance with the price determined by the independent valuer(s).**

RESOLVED FURTHER THAT in consideration of the above acquisition, subject to approval of the Members, consent of the Board of Directors be and is hereby accorded for the issuance and allotment 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, thereby discharging the entire purchase consideration for the acquisition of SIGPL.

RESOLVED FURTHER THAT in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable provisions, including any amendment(s), modification(s), or re-enactment(s) thereof for the time being in force, and in terms of the Company's Policy on Related Party Transactions and subject to the approval members of the Company, consent of the Board of Directors be and is hereby accorded to enter into a material related party transaction, with Mr. Bidari Kotresh Anilkumar, Shareholder & Additional Director of SIGPL, and he is also Shareholder & Additional Director of the Company i.e. Arvaya Healthcare Limited, being a related party as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the acquisition of 28,149 equity shares of SIGPL, for an amount not exceeding ₹ 12,00,000/- (Twelve Lakh Only) on such terms and conditions as may be mutually agreed upon between the Company and the related party, for a consideration based on a fair valuation determined by an independent valuer, and such consideration to be discharged by way of share swap, on such terms and conditions as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the draft Share Swap Agreement / Business Transfer Agreement / Share Exchange Agreement (as placed before the Board and initialed by the Chairman for the purpose of identification) be and is hereby approved, and 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, execute and deliver the agreement including signing any letter(s) of undertakings, declarations, agreements and other papers which the Company may be required to sign in terms of the Agreement and to take all actions as may be necessary to give effect to the acquisition.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, SIGPL shall become a wholly owned subsidiary of Arvaya Healthcare Limited (Formerly known as Bijoy Hans Limited).

RESOLVED FURTHER THAT any of the present Director or the company Secretary be and are hereby, be and is hereby authorised to do all such acts, deeds, and things and to sign and file all necessary forms, returns and documents with the Registrar of Companies and other authorities for giving effect to this resolution."

Agenda 6: To consider and evaluate a proposal for issuance of equity shares on preferential basis for consideration other than cash (share swap).

Explanatory Note/Draft Resolution(s):

The Board is hereby informed that the Company proposes to strengthen its business operations and strategic positioning through acquisition and consolidation of synergistic entities. To achieve this objective, the Company intends to acquire identified businesses / shareholdings in the following company in exchange for issue and allotment of its equity shares on a **preferential basis for consideration other than cash.** The consideration for each transaction shall be discharged by issuance of fully paid-up equity shares of the Company to the respective transferors, determined on the basis of a fair valuation and in compliance with applicable laws.

Sr.no	Name of Target Company	Proposed Acquisition of shares of target company	Post-Acquisition Shareholding of the Company (%) in the target company	Mode of consideration
1	Sushodha Institute of Gastroenterology Private Limited (SIGPL)	1,84,374	100%	Issue of 38,71,854 equity shares of the Company on share-swap basis

The said proposal is being considered with a view to achieve strategic business synergies, consolidation of operations, optimization of resources, enhancement of long-term shareholder value, strengthening the Company's market position in line with its long-term growth strategy.

In this regard, the Board shall, inter alia, deliberate upon and consider the following:

- Evaluation of the share-swap ratio and exchange structure based on independent valuation report;
- Determination of the number of equity shares proposed to be issued by the Company and the consideration to be received in the form of equity shares of the Target Companies; and
- Review of valuation reports from Registered valuer and transaction documents prior to finalization.
- Authorization to make requisite filings and applications with the stock exchanges and regulatory authorities; and
- Delegation of authority to a Committee of Directors and/or designated officers to finalize terms and take necessary steps to give effect to the transaction.
- Compliance with applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and other relevant laws.

The board may note that pursuant to the aforesaid Preferential Issue (Swap of shares), 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.

The board, if considered fit, is requested to pass the following resolution with suitable amendments, if required:

"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 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 Exchange") 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, and subject to approval of Members of the Company, consent of the Board 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 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 preferential allotment basis through private placement to the below mentioned person ("Proposed Allottee") being the shareholder of Sushodha Institute of Gastroenterology Private Limited ("SIGPL"), (CIN: U85300KA2016PTC094219) for consideration other than cash 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 FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, the "Relevant Date" for the purpose of calculating the floor price for the issue and allotment of shares shall be Tuesday, 14th July, 2026 being the date 30 days prior to the date of passing of resolution through Postal Ballot.

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 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, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.

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."

Agenda 7: To constitute Right Issue Committee of a Company.

The Board is informed that, pursuant to the approval of the proposed Rights Issue of equity shares of the Company, it is proposed to constitute a Rights Issue Committee to facilitate the implementation of the Rights Issue in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and regulations.

The proposed Committee shall be entrusted with such powers as may be delegated by the Board, including determining the terms and conditions of the Rights Issue, appointing intermediaries, approving and filing the requisite documents with the regulatory authorities and stock exchanges, finalising the issue schedule, attending to statutory and regulatory compliances, and undertaking all such acts, deeds, matters and things as may be necessary or incidental for the successful implementation and completion of the Rights Issue.

The Board is requested to consider and, if thought fit, approve the constitution of the Rights Issue Committee and the delegation of powers thereto by passing the proposed resolution.

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and such other applicable laws, rules, regulations, circulars and guidelines, as amended from time to time, and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Board be and is hereby accorded to constitute a Rights Issue Committee comprising the following members:

1. Mr. Kaushal Uttam Shah – Chairman of the Committee (Managing Director)
2. Mr. Salil Shetty – Member of the Committee (CEO & Executive Director)
3. Mr. Rahul Ravindra Mayur – Member of the Committee (Non-Executive Independent Director)

RESOLVED FURTHER THAT the Rights Issue Committee shall be authorised to exercise all such powers and perform all such acts, deeds and things as may be necessary or expedient in connection with the proposed Rights Issue, including but not limited to:

a. determining the detailed terms and conditions of the Rights Issue, including the issue size, issue price, rights entitlement ratio, record date, issue opening and closing dates and other related matters;

b. appointing, finalising the terms of appointment of and entering into agreements with the Lead Manager(s), Registrar to the Issue, Legal Counsel, Bankers to the Issue, Advertising Agency, Monitoring Agency (where applicable), Depositories and all other intermediaries;

c. approving, finalising and filing the Draft Letter of Offer, Letter of Offer, Application Forms, Abridged Letter of Offer, issue advertisements, public announcements and all other documents, forms, certificates and filings with SEBI, Stock Exchange(s), Registrar of Companies and any other regulatory or statutory authority;

d. making applications to the Stock Exchange(s) for in-principle approval, listing and trading approvals and complying with all conditions imposed by the Stock Exchange(s);

e. approving corrections, modifications, alterations, additions or deletions to any document or filing as may be required by SEBI, the Stock Exchange(s) or any other regulatory authority;

f. opening and operating bank accounts, escrow accounts and such other accounts as may be necessary for the Rights Issue;

g. authorising officers of the Company and professional advisers to execute applications, declarations, undertakings, certificates, agreements, affidavits, forms and other documents;

h. deciding and resolving all incidental or ancillary matters relating to the Rights Issue, including extension, revision or modification of the issue schedule wherever permitted under applicable law;

i. approving the basis of allotment in consultation with the Designated Stock Exchange and Registrar to the Issue and approving the allotment of equity shares, subject to applicable laws and the authority delegated by the Board;

j. doing all such acts, deeds, matters and things and executing all such documents as may be necessary, proper or desirable for giving effect to this resolution and the Rights Issue.

RESOLVED FURTHER THAT the Committee may delegate any of its powers to any Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or any other officer(s) of the Company, jointly or severally, to the extent permitted under applicable law.

RESOLVED FURTHER THAT any one Director and/or Company Secretary, be and are hereby severally authorised to sign and submit all applications, forms, returns, intimations, declarations, certificates and other documents with SEBI, the Stock Exchange(s), Registrar of Companies and other statutory or regulatory authorities and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

Agenda 8: To consider proposal to issue securities to the existing shareholders of the Company on Rights Basis, as may be permitted under applicable law, subject to such regulatory/statutory approvals as may be required.

Explanatory Note/Draft Resolution(s):

Chairman to inform the Board that to consider and approve the proposal for raising of funds by way of a Rights Issue of equity shares of the Company for an amount not exceeding Rs. 210 crores (Rupees Two Hundred Ten Crore Only), in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, and regulations.

The Rights Issue shall be undertaken subject to receipt of such approvals, observations, and consents from the stock exchanges, SEBI, and other regulatory authorities, as may be required, and shall be implemented in compliance with applicable regulatory requirements.

The Board is further requested to delegate and reaffirm the powers of the Rights Issue Committee to finalize, approve, and implement the Rights Issue, including determination of the issue size, issue price, rights entitlement ratio, record date, issue schedule, renunciation, appointment of intermediaries, approval and filing of offer documents, and all related matters, subject to applicable regulatory approvals.

The board is requested to approve the right issue and if thought fit, pass the following Board resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, and regulations, the Board of Directors hereby approves the raising of funds by way of a Rights Issue of equity shares of the Company for an amount not exceeding ₹ 210 Crores (Rupees Two Hundred Ten Crores Only).

RESOLVED FURTHER THAT the Board hereby delegates and reaffirms the authority of the Rights Issue Committee to finalise, approve, and implement the Rights Issue, including determination of the issue size, issue price, rights entitlement ratio, record date, issue opening and closing dates, renunciation, appointment of intermediaries, approval of draft and final offer documents, and to obtain such approvals, observations, and consents from stock exchanges, SEBI, and other regulatory authorities as may be required.

RESOLVED FURTHER THAT the Rights Issue Committee be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to the aforesaid Rights Issue, including execution and filing of all documents, applications, forms, and returns with statutory and regulatory authorities."

Agenda 9: To consider & approve for taking Hospital premises on rent/lease and authorization to execute related agreements and compliances.

Explanatory Note/Draft Resolution(s):

The Chairman to inform the Board that the Company is planning to take on rent/lease various hospitals premises, medical facilities, etc., wherein various agreements and compliances require to be executed.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, including Section 179 and other applicable provisions, if any, and subject to the provisions of the Articles of Association of the Company, the consent of the Board be and is hereby accorded to take on rent/lease various hospital premises, medical facilities, buildings, and related infrastructure for the purpose of carrying on healthcare and hospital operations under the name and style of Arvaya Healthcare Limited (Formerly known as Bijoy Hans limited) at such locations and on such terms and conditions as may be deemed fit and proper in the interest of the Company.

RESOLVED FURTHER THAT the Board hereby authorizes Mr. Bidari Kotresh Anilkumar, Additional Director (Executive) (DIN: 06624790) to identify suitable hospital premises, negotiate and finalize the rent/lease terms, tenure, security deposit, maintenance obligations, and other commercial terms with the owners/lessors of such properties.

RESOLVED FURTHER Mr. Bidari Kotresh Anilkumar, Additional Director (Executive) (DIN: 06624790) of the Company be and is hereby authorized severally to execute, sign, deliver, and register (wherever required) lease deeds, rental agreements, leave and license agreements, supplemental agreements, and all other necessary documents, papers, and undertakings on behalf of the Company.

RESOLVED FURTHER THAT Mr. Bidari Kotresh Anilkumar, Additional Director (Executive) (DIN: 06624790) is also severally authorized to make applications, give declarations, and complete all statutory and regulatory compliances including but not limited to local municipal authorities, health departments, fire safety authorities, pollution control boards, and other concerned authorities for obtaining necessary approvals, registrations, and licenses required for operating hospital facilities on the leased premises.

RESOLVED FURTHER THAT the Board hereby approves that necessary payments including rent, security deposits, brokerage (if any), and operational expenses related to such leased hospital premises shall be made from the funds of the Company as per approved financial powers.

Agenda 10: To consider & approve appointment of Mr. Kaushal Shah, Managing Director of the Company as a Non-Executive Director of the SMCV Management Services Private Limited.

Explanatory Note/Draft Resolution(s):

The Board was informed that Mr. Kaushal Shah**,** Managing Director of the Company, has been invited to join the Board of SMCV Management Services Private Limited as a Non-Executive Director**.**

The proposed appointment is non-executive in nature and is not expected to interfere with the discharge of his duties and responsibilities as the Managing Director of the Company. The appointment is also subject to compliance with the applicable provisions of the Companies Act, 2013, the Articles of Association of both companies, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Code of Conduct and Policy on Related Party Transactions, if applicable.

The Board noted that the proposed appointment does not exceed the limits prescribed under Section 165 of the Companies Act, 2013 relating to the maximum number of directorships, and that Mr. K shall continue to comply with the provisions of Sections 166, 184 and 188 of the Companies Act, 2013 with respect to directors' duties, disclosure of interest and avoidance of conflict of interest. The Board further noted that the proposed appointment does not result in any disqualification under Section 164 of the Companies Act, 2013.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to the Section 203 of the Companies Act, 2013, and Sections 165, 166, 179(3) and other applicable provisions of the Companies Act, 2013 if any, read with the rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**,** the Articles of Association of the Company and such other applicable laws, rules, regulations, circulars and guidelines as may be applicable, the consent of the Board be and is hereby accorded to Mr. Kaushal Uttam Shah, Managing Director (DIN: 02175130) of the Company, to accept the appointment as a Non-Executive Director on the Board of SMCV Management Services Private Limited, subject to such appointment being in compliance with all applicable statutory provisions and provided that the same does not result in any conflict with the interests of the Company or adversely affect the discharge of his duties as the Managing Director of the Company.

RESOLVED FURTHER THAT Mr. Kaushal Uttam Shah shall ensure continued compliance with the provisions of the Companies Act, 2013, including Sections 165, 166 and 184 the Company's Code of Conduct, Insider Trading Code, Policy on Related Party Transactions, and all other applicable internal policies and statutory requirements, and shall make such disclosures as may be required from time to time.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary or expedient for giving effect to this Resolution."

Agenda 11: To consider & approve appointment of Mr. Ranganath Abhiram, Chief Financial Officer of the Company as a Non-Executive Director of the SMCV Management Services Private Limited.

The Board was informed that Mr. Ranganath Abhiram, Chief Financial Officer and Key Managerial Personnel of the Company, has been invited to join the Board of SMCV Management Services Private Limited as a Non-Executive Director.

The proposed appointment is non-executive in nature and shall not affect the discharge of his duties and responsibilities as the Chief Financial Officer of the Company. The Board further noted that the proposed appointment is subject to compliance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Code of Conduct, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, the terms of his employment and all other applicable internal policies.

The Board further noted that Mr. Ranganath Abhiram shall continue to comply with the provisions relating to directors' duties, disclosure of interest, confidentiality, avoidance of conflict of interest and all applicable statutory and regulatory requirements.

The matter was placed before the Board for its consideration.

"RESOLVED THAT pursuant to the provisions of Sections 203, 166, 179(3), 184 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Articles of Association of the Company, the Company's Code of Conduct and such other applicable laws, rules, regulations, circulars and guidelines as may be applicable, the consent of the Board be and is hereby accorded to Mr. Ranganath Abhiram, Chief Financial Officer and Key Managerial Personnel of the Company, to accept the office of Non-Executive Director on the Board of SMCV Management Services Private Limited, subject to such appointment being in compliance with all applicable statutory provisions and provided that the same does not result in any conflict of interest with the business of the Company or adversely affect the discharge of his duties as Chief Financial Officer of the Company.

RESOLVED FURTHER THAT Mr. Ranganath Abhiram shall ensure continued compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company's Code of Conduct, Insider Trading Code, Policy on Related Party Transactions, Conflict of Interest Policy (if applicable) and all other applicable internal policies, and shall make all disclosures required under applicable laws from time to time.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to communicate this approval to the concerned parties and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution."

Agenda 12: To consider the approval for the postal ballot process and related actions.

To consider and approve subject to the approval of the shareholders the conduct of a postal ballot process in accordance with Section 110 and other applicable provisions of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014, and to authorize the Directors / Company Secretary to take all necessary actions in connection with the postal ballot process."

The Board may pass the following resolution:

RESOLVED THAT pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Secretarial Standards issued by the Institute of Company Secretaries of India, the applicable SEBI Regulations, if any, and other applicable laws, rules, regulations and circulars, the approval of the Board of Directors be and is hereby accorded to conduct the postal ballot process for seeking approval of the shareholders of the Company on such agenda items as may be placed before them.

RESOLVED FURTHER THAT the appointment of **National Securities Depository Limited (NSDL)** as the e-voting service provider for facilitating the remote e-voting process in connection with the postal ballot, in accordance with the applicable provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, SEBI Regulations, and other applicable laws and circulars, be and is hereby approved.

RESOLVED FURTHER THAT the draft Postal Ballot Notice along with the Explanatory Statement, as placed before the Board, be and is hereby approved and Mr. Kaushal Shah (DIN: 02175130), Managing Director, and/or Ms. Guinea Agrawal, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to take all such actions, give all such directions and do all such acts, deeds, matters and things as may be necessary and/or expedient in this behalf.

RESOLVED FURTHER THAT Mr. Kaushal Shah (DIN: 02175130), Managing Director, and/or Ms. Guinea Agrawal, Company Secretary & Compliance Officer, be and are hereby severally authorised to take all necessary actions in connection with the postal ballot process, including but not limited to:

1. Sending the Postal Ballot Notice to the shareholders;
2. Coordinating with and appointing **National Securities Depository Limited (NSDL)** for providing remote e-voting facility and executing all necessary documents, agreements, instructions or communications in connection therewith;
3. Facilitating the remote e-voting process;
4. Publishing the requisite newspaper advertisements;
5. Filing the necessary forms, returns and documents with the Registrar of Companies and such other statutory authorities, as may be required;
6. Appointing the Scrutinizer for the postal ballot process, if not already appointed; and
7. Performing all such other acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and to comply with the applicable statutory and regulatory requirements.

Agenda 13: To consider & approve appointment of scrutinizer for postal ballot process.

Ms. Guinea Agrawal, Company Secretary & Compliance Officer Pursuant to the provisions of Section 108 (Voting by Members through Electronic Means) and Section 110 (Passing of certain resolutions by Postal Ballot) of the Companies Act, 2013**,** read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014**,** including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Board of Directors proposes to appoint a Scrutinizer for the purpose of scrutinizing the Postal Ballot and e-voting process and for submitting a report thereon."

The Board may pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s, Chinmay Mohan Lele, Practicing Company Secretary (Membership No. F-12351 / COP No. 28362), be and is hereby appointed as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner and to ascertain the requisite majority on the resolutions proposed to be passed through Postal Ballot.

RESOLVED FURTHER THAT the Scrutinizer be and is hereby authorized to submit the Scrutinizer's Report to the Chairman or any Director/Company Secretary authorized by the Board after completion of the scrutiny of the votes cast through e-voting and postal ballot, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT Mr. Kaushal Shah, (DIN: 02175130) Managing Director and/or Mrs. Guinea Agrawal, Company Secretary & Compliance Officer, be and is hereby authorized to communicate the appointment to the Scrutinizer and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

<u>Agenda 14: Any other subject with the permission of the Chairman and with the consent of a majority of the Directors present at the meeting</u>

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 ARVAYA HELATHCARE LIMITED
(FORMERLY KNOWN AS BIJOY HANS LIMITED)

SD/-

Guinea Agrawal
Company Secretary & Compliance Officer
Date: 04.07.2026