NOTICE OF MEETING OF BOARD OF DIRECTORS 04/2026-2027

AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS FOR
ARVAYA HEALTHCARE LIMITED (FORMERLY KNOWN AS BIJOY HANS LIMITED)
CIN: L86100AS1985PLC002323

TO BE HELD ON WEDNESDAY, 12TH AUGUST, 2026
THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS AT 4.00 P.M. (IST) TO TRANSACT THE BUSINESSES MENTIONED IN THE AGENDA.

THE LINK TO ATTEND THE MEETING IS PROVIDED HEREINBELOW:

Board Meeting | Meeting-Join | Microsoft Teams

TOPIC: BOARD MEETING 04/2026-2027_ ARVAYA HEALTHCARE LIMITED

TIME: 4.00 P.M. WEDNESDAY, 12TH AUGUST, 2026

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AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS

AGENDA	PARTICULARS
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Agenda 2	To grant leave of absence, if any, to the Directors of the Company.
Agenda 3	To take note of the minutes of the previous Board Meeting held on 11th July, 2026.
Agenda 4	To take note of the minutes of various committees of the Board of Directors, if any.
Agenda 5	To take note of the circular resolution(s), if any, passed by the Board of Directors since the last Board Meeting.
Agenda 6	To consider and approve material related party transaction(s) of the Company.
Agenda 7	To consider and approve the appointment of CS Guinea Agrawal as Company Secretary of Arvaya Healthtech & Wellness Private Limited, a subsidiary of the Company.
Agenda 8	To consider and approve the appointment of Mr. Rahul Ravindra Mayur as Non-Executive Independent Director on the Boards of Arvaya Healthtech & Wellness Private Limited, Health Secure Hospitals Private Limited and Tec-Pool Solutions Private Limited, being subsidiaries of the Company.
Agenda 9	To consider and adopt the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended 30th June, 2026.
Agenda 10	To consider and approve the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2026.
Agenda 11	To take note of the Secretarial Audit Report of the Company for the financial year ended 31st March, 2026
Agenda 12	To consider and approve the calling of the Annual General Meeting of the Company.
Agenda 13	To consider and approve the appointment of Scrutinizer for the e-voting process in relation to the ensuing Annual General Meeting.
Agenda 14	To consider and approve the reconstitution of the Nomination and Remuneration Committee of the Company.
Agenda 15	To authorise a Key Managerial Personnel under Regulation 30(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Agenda 16	To consider and approve the Directors' Report of the Company for the financial year ended 31st March, 2026.
Agenda 17	To consider and approve the Management Discussion and Analysis Report of the Company for the financial year ended 31st March, 2026.
Agenda 18	To consider and approve the appointment of Mr. Salil Shetty as Director on the Board of SMCV Management Services Private Limited.
Agenda 19	To take note of the Minutes of the Meetings of the Board of Directors of the Subsidiaries of the Company for the quarter ended 30th June, 2026.
Agenda 20	To consider and approve the appointment of Mr. Abhiram Ranganath as Director on the Board of Wholly Owned Subsidiary.
Agenda 21	To consider and approve the appointment of Mr. Salil Shetty as Director on the Board of Wholly Owned Subsidiary.
Agenda 22	To review the transactions entered into with Related Parties, and to take note of the contracts/arrangements/transactions entered in the Register of Contracts or arrangements u/s 189 of the Companies Act, 2013.
Agenda 23	To consider the name of Directors liable to retire by rotation at the ensuing 41st Annual General Meeting of the Company, as per Companies Act, 2013.

Agenda 24	To take note of status of complaints received under Whistleblower Policy, if any.
Agenda 25	To take on record Reconciliation of Share Capital Audit Report and certificate issued by M/s. Chinmay Mohan Lele, Company Secretaries regarding reconciliation of the admitted, issued and listed capital of the Company etc., for the quarter ended June 30, 2026.
Agenda 26	To take on record the Integrated Filing (Governance) for the quarter ended June 30, 2026, as submitted to the Stock Exchange under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Agenda 27	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 statues as may be in force from time to time and applicable to the Company, for the quarter ended June 30, 2026.
Agenda 28	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.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer of the Company, to inform the Board that all the Board members are participating in the Meeting through Video Conferencing/Other Audio-Visual Means.

Thereafter, CS Guinea Agrawal, Company Secretary & Compliance Officer, to request the Chairman and other members to make a roll call. Each of the participants (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 has access to the proceedings of the meeting through electronic mode from the place where I am participating.

CS Guinea Agrawal, Company Secretary & Compliance Officer, to confirm that the quorum is present for the meeting in terms of Section 174 of the Companies Act, 2013.

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.

Explanatory Note/Draft Resolution(s):

The Board to note and grant leave of absence to such Director(s) who have expressed their inability to attend the Meeting, if any request in that behalf has been received.

Agenda 3: To take note of the minutes of the previous Board Meeting held on 11th July, 2026.

Explanatory Note/Draft Resolution(s):

The minutes of the Board Meeting held on 11th July, 2026, which were already circulated to the Board, are placed for confirmation.

Agenda 4: To take note of the minutes of various committees of the Board of Directors, if any.

The Minutes of the committee(s) of Board of Directors, if any approved and signed by respective committee(s), if any to be placed before the Board, to be noted and taken on record.

Agenda 5: To take note of the circular resolution(s), if any, passed by the Board of Directors since the last Board Meeting.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, to inform the Board of the circular resolution(s), if any, passed by the Board of Directors between the last Board Meeting and this Meeting, for noting and confirmation, in terms of Section 175 of the Companies Act, 2013 read with Secretarial Standard-1. The details of the circular resolutions are as follows:

Sr. No.	Particulars of Resolution	Circular Resolution No.
1	Modification of lock-in period of certain shareholders of the Company.	3/2026-27
2	To grant approval for the use of "ARVAYA" as a prefix for the incorporation of proposed private limited company	3/2026-27

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

"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. 3/2026-27:

1. Modification of lock-in period of certain shareholders of the Company:

RESOLVED THAT the Equity Shares proposed to be issued and allotted to the following shareholders pursuant to the preferential issue, for consideration other than cash involving the acquisition of shares of Sushodha Institute of Gastroenterology Private Limited ("SIGPL"), shall be subject to the following lock-in requirements, which shall be in addition to, and not in substitution of, the minimum lock-in requirements prescribed under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to the approval of the shareholders of the company and as amended from time to time:

S. No.	Name of the Proposed Allottee	Category	No. of Equity shares of Arvaya Healthcare Limited (formerly known as Bijoy Hans Limited) propose to be allotted for the acquisition of SIGPL	% of Equity shares (lock-in) and number of years from the date of allotment
1.	J K Pradeepkumar	Non-Promoter	1328124	40% of the Equity Shares shall be locked-in for a period of three (3) years from the date of allotment; 40% of the Equity Shares shall be locked-
2.	B K Anilkumar	Non-Promoter	591129	
3.	Arun Kumar Jeddi	Non-Promoter	63273	
4.	Rudresh Tabali	Non-Promoter	63273	

5.	Mankani Navin Hanamanthreddi	Non-Promoter	12663	in for a period of two (2) years from the date of allotment; and 20% of the Equity Shares shall be locked-in for a period of one (1) year from the date of allotment.
6.	R Manikya	Non-Promoter	31626	
7.	Sapan D S	Non-Promoter	12663	
8.	Shrikant S Ramanagoudar	Non-Promoter	12663	
9.	Vinay Pawar	Non-Promoter	31626	
10.	Vishwanath M Patil	Non-Promoter	12663	
11.	Vishwas D Pai	Non-Promoter	63273	
12.	Virendra Bhasme	Non-Promoter	31626	
13.	Jayaraj Patil	Non-Promoter	50610	
14.	Sanjeev V Chintamani	Non-Promoter	63273	

RESOLVED FURTHER THAT the aforesaid enhanced lock-in requirements are being imposed in view of the fact that the above-mentioned proposed allottees are eminent medical professionals possessing significant qualifications, expertise, experience and accomplishments in the healthcare sector, and the company seeks to foster and maintain a long-term strategic association with them to support its business operations, growth strategy and healthcare-related initiatives.

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 authorized to do all such acts, deeds, matters and things, and to execute, sign, file and submit all such applications, declarations, undertakings, documents, writings and other instruments as may be necessary, expedient or desirable for giving effect to this resolution, including ensuring compliance with the requirements of **BSE limited, the Securities and Exchange Board of India (SEBI), and any other statutory, regulatory or governmental authorities**, as may be applicable.

2. To grant approval for the use of "ARVAYA" as a prefix for the incorporation of proposed private limited company

"RESOLVED THAT pursuant to the provisions of Section 2(87) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder, subject to the Memorandum of Association and Articles of Association of the Company, the consent of the Board of Directors of the Company be and is hereby accorded for providing **Consent and No-Objection** to use the word "**ARVAYA**" as prefix for the incorporation of a new **Private Limited Company** under the Companies Act, 2013 and Rules made thereunder in the State of Maharashtra, under the jurisdiction of the Registrar of Companies, Pune to **ARVAYA INSURANCE BROKING PRIVATE LIMITED** (or such other name as may be approved by the Registrar of Companies).

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised, on behalf of the Company, to:

a. Sign and execute the Consent and No-Objection Letter on the letterhead of the Company;
b. Provide a certified copy of this Resolution along with the Consent and No-Objection Letter to the Central Registration Centre (CRC) and any other statutory authorities as and when required;
c. Do all acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution, including but not limited to filing of all requisite forms, documents, applications and returns with the Registrar of Companies, Pune, and other concerned authorities.

RESOLVED FURTHER THAT a copy of this resolution be placed before the Board of Directors of the company for record and compliance with applicable laws."

RESOLVED FURTHER THAT each Director who is, or is proposed to be appointed as, a promoter/director of the proposed subsidiary company shall disclose his concern or interest in relation to the said company in Form MBP-1 in terms of Section 184(2) of the Companies Act, 2013, and such interested Director(s) shall not participate in the discussion on, or vote on, this resolution or any resolution relating to the said subsidiary in which he is interested, to the extent required under Section 184(2) of the Act.

RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to make the requisite disclosure of the proposed incorporation of the subsidiary to the Stock Exchange(s) under Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, within the timelines prescribed therein, and to ensure that the relevant particulars are captured in the Structured Digital Database maintained by the Company pursuant to Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Agenda 6: To consider and approve material related party transaction(s) of the Company.
Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, to place before the Board the proposed related party transaction(s) of the Company for the financial year 2026-27, together with the recommendation of the Audit Committee thereon, in terms of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial Year
1.	Agri One India Ventures LLP	Promoter of the Company.	As per Section 188 and RPT policy of the Company	40 crore	2026-2027
2.	UG Patwardhan Services Private Limited	Promoter of the Company	As per Section 188 and RPT policy of the Company	40 crore	2026-2027
3.	Kaushal Uttam Shah	Promoter of the Company	As per Section 188 and RPT policy of the Company	40 crore	2026-2027
4.	GTT Data Solutions Limited	The company belongs to same Promoter Group	As per Section 188 and RPT policy of the Company	40 crore	2026-2027
5.	SMCV Management Services Private Limited	The company belongs to same Promoter Group	As per Section 188 and RPT policy of the Company	50 crore	2026-2027
6.	Tec pool Solutions Private Limited	Wholly owned subsidiary	As placed before the Board	40 crore	2026-2027
7	Health secure Hospitals Private Limited	Wholly owned subsidiary	As placed before the Board	40 crore	2026-2027
8	Arvaya Healthtech & Wellness Private Limited	Wholly owned subsidiary	As placed before the Board	40 crore	2026-2027
9	Sushodha Institute of Gastroenterology Private Limited	Related Party	As placed before the Board	40 crore	2026-2027

It is noted that, in terms of Regulation 23(1) of the Listing Regulations, a transaction with a related party is considered "material" if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. The Company Secretary to confirm whether the proposed transaction(s) cross this threshold, as this determines whether shareholders' approval by way of resolution (with related parties abstaining from voting under Regulation 23(4)) is additionally required before implementation.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 177, 188 and all 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 ("SEBI Listing Regulations"), including Regulation 23 thereof, the Company's Policy on Related Party Transactions, the Memorandum and Articles of Association of the Company and subject to such statutory, regulatory and other approvals, consents, permissions and sanctions as may be necessary, and based on the recommendation and prior approval of the Audit Committee and subject to members approval in the ensuing Annual General Meeting , the consent of the Board of Directors be and is hereby accorded to enter into and/or continue the Material Related Party Transaction(s) with the related parties as placed before the Board and set out in the Agenda, for the financial year 2026-27, on such terms and conditions and for such values as detailed below:

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial Year
1.	Agri One India Ventures LLP	Promoter of the Company.	As per Section 188 and RPT policy of the Company	40 crore	2026-2027
2.	UG Patwardhan Services Private Limited	Promoter of the Company	As per Section 188 and RPT policy of the Company	40 crore	2026-2027
3.	Kaushal Uttam Shah	Promoter of the Company	As per Section 188 and RPT policy of the Company	40 crore	2026-2027
4.	GTT Data Solutions Limited	The company belongs to same Promoter Group	As per Section 188 and RPT policy of the Company	40 crore	2026-2027
5.	SMCV Management Services Private Limited	The company belongs to same Promoter Group	As per Section 188 and RPT policy of the Company	50 crore	2026-2027
6.	Tec pool Solutions Private Limited	Wholly owned subsidiary	As placed before the Board	40 crore	2026-2027
7	Health secure Hospitals Private Limited	Wholly owned subsidiary	As placed before the Board	40 crore	2026-2027
8	Arvaya Healthtech & Wellness Private Limited	Wholly owned subsidiary	As placed before the Board	40 crore	2026-2027

9	Sushodha Institute of Gastroenterology Private Limited	Related Party	As placed before the Board	40 crore	2026-2027

RESOLVED FURTHER THAT the Board hereby notes that the particulars of the aforesaid Related Party Transactions, including the name of the related party, nature of relationship, nature of transaction, material terms, tenure, value of transactions, commercial justification and such other particulars as prescribed under the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions, have been placed before the Board and the Board is satisfied that the proposed transactions are in the best interest of the Company.

RESOLVED FURTHER THAT where any of the aforesaid transactions are in the ordinary course of business and on an arm's length basis, the same shall be undertaken accordingly and, where applicable, shall be governed by the provisions of Section 188 of the Companies Act, 2013, Regulation 23 of the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT the Board hereby authorises the Managing Director, Chief Financial Officer and Company Secretary & Compliance Officer of the Company, acting jointly or severally, to negotiate, finalise, execute, amend, renew, modify or terminate the necessary agreements, purchase orders, work orders, contracts, memoranda of understanding, addendums, confirmations and other documents in connection with the aforesaid Related Party Transactions and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution.

Agenda 7: To consider and approve the appointment of CS Guinea Agrawal as Company Secretary of Arvaya Healthtech & Wellness Private Limited, a subsidiary of the Company.

Explanatory Note/Draft Resolution(s):

It is informed that Arvaya Healthtech & Wellness Private Limited ("AHWPL"), a subsidiary of the Company, proposes to appoint CS Guinea Agrawal, presently Company Secretary & Compliance Officer of the Holding Company i.e. Arvaya Healthcare Limited, as its Company Secretary and Key Managerial Personnel of its Subsidiary i.e. Arvaya Healthtech & Wellness Private Limited.

It is further informed that in terms of the proviso to Section 203(3) of the Companies Act, 2013, a whole-time Key Managerial Personnel is restricted from holding office in more than one company at the same time, except that such person may hold office as a Key Managerial Personnel in one or more of its subsidiary companies. As AHWPL is a subsidiary of the Company, CS Guinea Agrawal is eligible to be appointed as its Company Secretary while continuing to hold office as Company Secretary of the Company.

Further, it is informed that the appointment shall take effect upon its approval by the Board of Directors of AHWPL and compliance with the applicable provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and shall be intimated to the Registrar of Companies within the prescribed timelines, including filing of Form MGT-14 and Form DIR-12/e-Form as applicable by AHWPL.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to the proviso to Section 203(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and no-objection of the Board of Directors of the Company be and is hereby accorded to CS Guinea Agrawal, Company Secretary & Compliance Officer of the Company, being appointed as the Company Secretary of Arvaya Healthtech & Wellness Private Limited, a subsidiary of the Company, in addition to her continuing to hold office as the Company Secretary of the Company.

RESOLVED FURTHER THAT the Board takes note that the said appointment is subject to formal approval by the Board of Directors of Arvaya Healthtech & Wellness Private Limited and compliance by it with the requirements of Section 203 of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Agenda 8: To consider and approve the appointment of Mr. Rahul Ravindra Mayur as Non-Executive Independent Director on the Boards of Arvaya Healthtech & Wellness Private Limited, Health Secure Hospitals Private Limited and Tec-Pool Solutions Private Limited, being subsidiaries of the Company.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, may place a proposal to appoint Mr. Rahul Ravindra Mayur, Non-Executive Independent Director of the Company (DIN:09203474), as an Additional/Non-Executive Independent Director on the Boards of the following subsidiaries of the Company:

(i) Arvaya Healthtech & Wellness Private Limited; (ii) Health Secure Hospitals Private Limited; and (iii) Tec-Pool Solutions Private Limited (collectively, the "Subsidiary Companies").

It is informed that, in terms of Regulation 24(1) of the Listing Regulations, at least one Independent Director on the Board of Directors of a listed entity is required to be a director on the Board of Directors of an unlisted "material subsidiary", whether or not such subsidiary is incorporated in India. The Company Secretary is requested to confirm whether any of the Subsidiary Companies qualifies as a "material subsidiary" (i.e., a subsidiary whose income or net worth exceeds 20% of the consolidated income or net worth, respectively, of the Company and its subsidiaries in the immediately preceding accounting year), as this would render the present appointment a mandatory compliance requirement under Regulation 24(1) rather than a voluntary governance measure.

Further it is informed that the appointment(s) shall be subject to receipt of consent in Form DIR-2, disclosure of interest, a declaration of eligibility under Section 164 of the Companies Act, 2013, and approval by the respective Boards of the Subsidiary Companies, and shall be regularised, where applicable, at the respective annual general meeting(s) of the Subsidiary Companies under Section 161 of the Companies Act, 2013.

The Board may pass the following resolution:

"RESOLVED THAT the consent and no-objection of the Board of Directors of the Company be and is hereby accorded to Mr. Rahul Ravindra Mayur, Non-Executive Independent Director of the Company (DIN:09203474) being appointed as an Additional/Independent Director on the Boards of Arvaya Healthtech & Wellness Private Limited, Health Secure Hospitals Private Limited and Tec-Pool Solutions Private Limited, subsidiaries of the Company, in compliance with Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.

RESOLVED FURTHER THAT the said appointments shall be subject to compliance with Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 by the respective Subsidiary Companies, including receipt of consent, disclosures and declarations as prescribed.

RESOLVED FURTHER THAT CS Guinea Agrawal, Company Secretary & Compliance Officer, be and is hereby authorised to coordinate the necessary filings and compliances in this regard."

Agenda 9: To consider and adopt the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended 30th June, 2026.

Explanatory Note/Draft Resolution(s):

Mr. Abhiram Rangnath, Chief Financial Officer, shall place before the Board the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended 30th June, 2026 ("Q1 FY 2026-27 Results"), prepared in accordance with the format prescribed under Regulation 33 of the Listing Regulations and the applicable Indian Accounting Standards (Ind AS).

It is informed that, in terms of Regulation 33(3) of the Listing Regulations, quarterly financial results are required to be submitted to the Stock Exchange(s) within forty-five days from the end of the quarter, i.e., on or before 14th August, 2026, and that the results are required to be accompanied by a limited review report of the Statutory Auditors under Regulation 33(3)(d), or, where not subjected to limited review, a statement to that effect. The Audit Committee's recommendation on the Q1 FY 2026-27 Results was placed before the Board prior to its consideration, in terms of Regulation 33(2).

The Board may pass the following resolution:

"RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Audit Committee, the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended 30th June, 2026, as placed before the Board, be and are hereby approved and adopted.

RESOLVED FURTHER THAT Mr. Kaushal Uttam Shah, Managing Director (DIN: 02175130), and Mr. Abhiram Ranganath, Chief Financial Officer be and is hereby authorised to sign the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended 30th June, 2026, together with the Limited Review Report(s) issued by the Statutory Auditors and all related certifications, declarations, confirmations, covering letters and other documents required to be submitted to the Stock Exchange(s) or any statutory or regulatory authority in connection therewith.

RESOLVED FURTHER THAT Mr. Kaushal Shah, Managing Director (DIN: 02175130), and/or CS Guinea Agrawal, Company Secretary & Compliance Officer, be and are hereby severally authorised to submit the said Results to the Stock Exchange(s), together with the Statutory Auditors' Limited Review Report(s), and to issue the requisite newspaper advertisement and press release, and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Agenda 10: To take note of the Annual Secretarial Compliance Report for the financial year ended 31st March, 2026.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the Board the Annual Secretarial Compliance Report ("ASCR") for the financial year ended 31st March, 2026, issued by the Practicing Company Secretary in accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable SEBI circulars.

The Board note of the Annual Secretarial Compliance Report placed before it.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2026, as placed before the Board, be and is hereby noted.

RESOLVED FURTHER THAT CS Guinea Agrawal, Company Secretary & Compliance Officer, be and is hereby authorised to submit the Annual Secretarial Compliance Report with the Stock Exchange(s) and to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution."

Agenda 11: To take note of the Secretarial Audit Report of the Company for the financial year ended 31st March, 2026.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the Board the Secretarial Audit Report in Form MR-3 for the financial year ended 31st March, 2026, issued by the Practicing Company Secretary pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for inclusion in the Board's Report forming part of the Annual Report of the Company.

The Board may take note of the Secretarial Audit Report place before it.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, the Secretarial Audit Report in Form MR-3 for the financial year ended 31st March, 2026, as placed before the Board, be and is hereby noted.

RESOLVED FURTHER THAT the said Secretarial Audit Report be annexed to the Board's Report for the financial year ended 31st March, 2026, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT CS Guinea Agrawal, Company Secretary & Compliance Officer, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution."

Agenda 12: To consider and approve the calling of the Annual General Meeting of the Company.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the Board a proposal for convening the Annual General Meeting ("AGM") of the Company for the financial year ended 31st March, 2026, in terms of Section 96 of the Companies Act, 2013, which requires the AGM to be held within six months from the end of the financial year (i.e., on or before 30th September, 2026) and not more than fifteen months from the date of the last annual general meeting, whichever is earlier.

The Company Secretary to confirm the proposed day, date, time and venue (including the deemed venue for the meeting held through video conferencing/other audio-visual means, if applicable, under the relevant MCA circulars/SEBI relaxations, to the extent still in force) for the AGM, and to place the draft Notice of AGM, incorporating the businesses to be transacted, the explanatory statement under Section 102, the remote e-voting timelines under Regulation 44 of the Listing Regulations, and the requirements of Secretarial Standard-2 (SS-2), before the Board for approval, either at this Meeting or by way of circulation/a subsequent Board Meeting.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to Section 96 and other applicable provisions, if any, of the Companies Act, 2013 read with Secretarial Standard-2 on General Meetings, the consent of the Board of Directors be and is hereby accorded to convene the Annual General Meeting of the Company for the financial year ended 31st March, 2026, on [DATE], at [TIME], at [VENUE / deemed venue], to transact the business as may be set out in the Notice of the said Meeting.

RESOLVED FURTHER THAT the draft Notice of the Annual General Meeting, together with the explanatory statement under Section 102 of the Companies Act, 2013, be and is hereby approved, subject to such modifications as the Chairman/Managing Director may approve in consultation with the Company Secretary.

RESOLVED FURTHER THAT Mr. Kaushal Shah, Managing Director (DIN: 02175130), and/or CS Guinea Agrawal, Company Secretary & Compliance Officer, be and are hereby severally authorised to finalise the Notice of the Annual General Meeting, fix the book closure/record date, engage the e-voting agency, and do all such acts, deeds and things as may be necessary to give effect to this resolution."

Agenda 13: To consider and approve the appointment of Scrutinizer for the e-voting process in relation to the ensuing Annual General Meeting.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall inform that, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Secretarial Standard-2, the Company is required to appoint a Scrutinizer for scrutinizing the remote e-voting and e-voting at the meeting process in relation to the ensuing Annual General Meeting in a fair and transparent manner.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standard-2, 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 remote e-voting and the e-voting process at the ensuing Annual General Meeting of the Company in a fair and transparent manner.

RESOLVED FURTHER THAT the Scrutinizer be and is hereby authorised to submit his consolidated Scrutinizer's Report to the Chairman or any Director/Company Secretary authorised by the Board, after completion of the scrutiny of the votes cast, in accordance with the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT Mr. Kaushal Shah, Managing Director (DIN: 02175130), and/or CS Guinea Agrawal, Company Secretary & Compliance Officer, be and are hereby severally authorised 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."

Agenda 14: To consider and approve the reconstitution of the Nomination and Remuneration Committee of the Company.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the Board a proposal to reconstitute the Nomination and Remuneration Committee ("NRC") of the Company by inducting Ms. Manali Pandit, Non-Executive [Independent] Director (DIN:11495478), in place of Mr. Salil Shetty, CEO & Executive Director, who is proposed to step down from the NRC.

It is informed that, under Section 178(1) of the Companies Act, 2013, the NRC is required to consist of three or more non-executive directors, and under Regulation 19(1) of the Listing Regulations, the NRC is required to comprise at least three directors, all of whom shall be non-executive, with not less than two-thirds being independent directors. As Mr. Salil Shetty is an Executive Director, his continuance on the NRC is not in conformity with the composition norms under Section 178(1) and Regulation 19(1); his replacement by Ms. Manali Pandit accordingly also cures this compliance gap. The Company Secretary is requested to confirm Ms. Manali Pandit's current designation (Non-Executive/Independent Director) and DIN for the record and for the requisite disclosure to the Stock Exchange(s) under Regulation 30 read with Part A of Schedule III of the Listing Regulations.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Board of Directors be and is hereby accorded to reconstitute the Nomination and Remuneration Committee of the Company by inducting Ms. Manali Pandit as a Member of the Committee in place of Mr. Salil Shetty, who ceases to be a Member of the Committee with effect from the date of this Meeting.

RESOLVED FURTHER THAT the reconstituted Nomination and Remuneration Committee shall stand as follows:

1. Mr. Brijesh Jugalkishor Biyani— Chairman of the Committee

2. Mr. Rahul Ravindra Mayur — Member of the Committee

3. Ms. Manali Pandit — Member of the Committee

RESOLVED FURTHER THAT CS Guinea Agrawal, Company Secretary & Compliance Officer, be and is hereby authorised to make the requisite disclosure of this change to the Stock Exchange(s) under Regulation 30 of the Listing Regulations, update the Company's records, and do all such acts, deeds and things as may be necessary to give effect to this resolution."

Agenda 15: To authorise a Key Managerial Personnel under Regulation 30(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall inform that, in terms of Regulation 30(5) of the Listing Regulations, the Board of Directors of a listed entity is required to authorise one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to the Stock Exchange(s) under Regulation 30, and that the contact details of such personnel are required to be disclosed to the Stock Exchange(s) and disseminated on the Company's website.

It is proposed that Mr. Kaushal Uttam Shah, Managing Director (DIN: 02175130), being a Key Managerial Personnel of the Company under Section 203 of the Companies Act, 2013, be so authorised.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to Regulation 30(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kaushal Uttam Shah, Managing Director (DIN: 02175130), be and is hereby authorised as the Key Managerial Personnel of the Company for the purpose of determining materiality of any event or information and for making disclosures to the Stock Exchange(s) under Regulation 30 of the said Regulations.

RESOLVED FURTHER THAT CS Guinea Agrawal, Company Secretary & Compliance Officer, be and is hereby authorised to disclose the contact details of Mr. Kaushal Uttam Shah to the Stock Exchange(s) and to disseminate the same on the Company's website, and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Agenda 16: To consider and approve the Directors' Report of the Company for the financial year ended 31st March, 2026.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the Board the draft Directors' Report for the financial year ended 31st March, 2026, prepared in accordance with Section 134(3) of the Companies Act, 2013 read with Rule 8/8A of the Companies (Accounts) Rules, 2014.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 134 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable Secretarial Standards and other applicable laws, rules and regulations, the Directors' Report of the Company for the financial year ended 31st March, 2026, together with the Corporate Governance Report, Management Discussion and Analysis Report, Business Responsibility and Sustainability Report, Secretarial Audit Report, Annual Secretarial Compliance Report (where applicable), particulars and disclosures required under the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and all other annexures forming part of the Annual Report, as placed before the Board, be and are hereby approved.

RESOLVED FURTHER THAT pursuant to Section 134(1) of the Companies Act, 2013, Mr. Kaushal Uttam Shah, Managing Director (DIN: 02175130), and any one Director of the Company authorised by the Board, be and are hereby authorised to sign the Directors' Report on behalf of the Board.

RESOLVED FURTHER THAT Mr. Kaushal Uttam Shah, Managing Director, Mr. Abhiram Rangnath, Chief Financial Officer, and CS Guinea Agrawal, Company Secretary & Compliance Officer, be and are hereby severally authorised to make such modifications, additions, deletions or alterations to the Directors' Report and the Annual Report as may be required pursuant to the observations of the Statutory Auditors, Secretarial Auditor, Stock Exchange(s), Securities and Exchange Board of India or any other statutory or regulatory authority, or such changes as may be necessary to correct clerical or typographical errors or to give effect to the decisions of the Board, provided that such changes do not materially alter the substance of the Directors' Report as approved by the Board.

RESOLVED FURTHER THAT Mr. Kaushal Uttam Shah, Managing Director, Mr. Abhiram Rangnath, Chief Financial Officer and CS Guinea Agrawal, Company Secretary & Compliance Officer, be and are hereby severally authorised to sign, certify, submit and file the Annual Report, including the Directors' Report and all annexures thereto, with the Stock Exchange(s), the Registrar of Companies and such other statutory or regulatory authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

Agenda 17: To consider and approve the Management Discussion and Analysis Report of the Company for the financial year ended 31st March, 2026.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the board the draft Management Discussion and Analysis Report ("MD&A") for the financial year ended 31st March, 2026, prepared in terms of Regulation 34(2)(e) read with Schedule V, Part B, of the Listing Regulations, for inclusion in the Annual Report of the Company.

The Board may pass the following resolution:

"RESOLVED THAT the Management Discussion and Analysis Report of the Company for the financial year ended 31st March, 2026, as placed before the Board, be and is hereby approved for inclusion in the Annual Report of the Company, in terms of Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT CS Guinea Agrawal, Company Secretary & Compliance Officer, be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Agenda 18: To consider and approve the appointment of Mr. Salil Shetty as Director on the Board of SMCV Management Services Private Limited.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the Board a proposal for the appointment of Mr. Salil Shetty, CEO & Executive Director of the Company (DIN: 07424136), as a Non-Executive Director on the Board of SMCV Management Services Private Limited ("SMCV"), consistent with the appointments of Mr. Kaushal Shah, Managing Director, and Mr. Abhiram Rangnath, Chief Financial Officer, as Non-Executive Directors of SMCV approved at the Board Meeting held on 11th July, 2026.

It is informed that the appointment shall be subject to receipt of consent in Form DIR-2, a declaration of eligibility under Section 164 of the Companies Act, 2013, approval by the Board of Directors of SMCV, and compliance with Sections 152 and 161 of the Companies Act, 2013 and the Articles of Association of SMCV, including regularisation at the annual general meeting of SMCV, if appointed as an Additional Director.

The Board may pass the following resolution:

"RESOLVED THAT the consent and no-objection of the Board of Directors of the Company be and is hereby accorded to Mr. Salil Shetty, CEO & Executive Director of the Company (DIN: 07424136), being appointed as a Non-Executive Director on the Board of SMCV Management Services Private Limited, subject to compliance with Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and approval of the Board of Directors of SMCV Management Services Private Limited.

RESOLVED FURTHER THAT CS Guinea Agrawal, Company Secretary & Compliance Officer, be and is hereby authorised to coordinate the necessary filings and compliances in this regard."

Agenda 19: To take note of the Minutes of the Meetings of the Board of Directors of the Subsidiaries of the Company for the quarter ended 30th June, 2026.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the Board the Minutes of the Meetings of the Board of Directors of the Subsidiaries of the Company held during the quarter ended 30th June, 2026.

The Board take the note that, in terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's governance practices, the Minutes of the Board Meetings of the Subsidiaries to be placed before the Board of the holding company for its information and noting.

The Board shall review and take note of the Minutes of the respective subsidiary companies.

Agenda 20: To consider and approve the appointment of Mr. Abhiram Ranganath as Director on the Board of Wholly Owned Subsidiary.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the Board a proposal for the appointment of Mr. Abhiram Ranganath, Chief Financial Officer (CFO) of the Company (DIN: 11780518), as a Director on the Board of proposed Wholly Owned Subsidiary.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 2(87) of the Companies Act, 2013 (the "Act"), the Articles of Association of the Company, and other applicable provisions (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the objects and powers of the Company, the Board of Directors hereby approves the appointment of Mr. Ranganath Abhiram, holding DIN:11780518, as a Director of the proposed wholly-owned subsidiary of the Company, to be incorporated under the Act, for the purpose of the Company's business operations.

RESOLVED FURTHER THAT the terms and conditions of the appointment of Mr. Ranganath Abhiram as a Director of the proposed wholly-owned subsidiary, including his designation, role, responsibilities, remuneration (if any), and other terms, shall be determined by the Board of Directors of the Company from time to time, in accordance with the Act and the Articles of Association of the subsidiary company, and shall be documented in a separate appointment letter / service agreement to be executed by and between Mr. Ranganath Abhiram and the proposed subsidiary.

RESOLVED FURTHER THAT the Board of Directors of the Company hereby authorizes and empowers any one of the Director of the Company, to:

a. Execute all necessary documents, applications, returns, and forms (including any filing with the Registrar of Companies or other regulatory authorities) for the incorporation of the wholly-owned subsidiary and for the appointment of Mr. Ranganath Abhiram as a Director;
b. Do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the above resolutions, including but not limited to filing the necessary forms with the Registrar of Companies, executing the Memorandum and Articles of Association of the subsidiary, and making the initial investment / capital contribution in the subsidiary; and
c. Take such further action as may be required in connection with the above.

RESOLVED FURTHER THAT certified copies of this resolution be furnished to the proposed subsidiary company for its records and for compliance purposes.

Agenda 21: To consider and approve the appointment of Mr. Salil Shetty as Director on the Board of Wholly Owned Subsidiary.

Explanatory Note/Draft Resolution(s):

CS Guinea Agrawal, Company Secretary & Compliance Officer, shall place before the Board a proposal for the appointment of Mr. Salil Sriram Shetty, CEO & Executive Director of the Company (DIN:07424136), as a Director on the Board of proposed Wholly Owned Subsidiary.

The Board may pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 2(87) of the Companies Act, 2013 (the "Act"), the Articles of Association of the Company, and other applicable provisions (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the objects and powers of the Company, the Board of Directors hereby approves the appointment of Mr. Salil Sriram Shetty, holding DIN:07424136, as a Director of the proposed wholly-owned subsidiary of the Company, to be incorporated under the Act, for the purpose of the Company's business operations.

RESOLVED FURTHER THAT the terms and conditions of the appointment of Mr. Salil Sriram Shetty as a Director of the proposed wholly-owned subsidiary, including his designation, role, responsibilities, remuneration (if any), and other terms, shall be determined by the Board of Directors of the Company from time to time, in accordance with the Act and the Articles of Association of the subsidiary company, and shall be documented in a separate appointment letter / service agreement to be executed by and between Mr. Ranganath Abhiram and the proposed subsidiary.

RESOLVED FURTHER THAT the Board of Directors of the Company hereby authorizes and empowers any one of the Director of the Company, to:

a. Execute all necessary documents, applications, returns, and forms (including any filing with the Registrar of Companies or other regulatory authorities) for the incorporation of the wholly-owned subsidiary and for the appointment of Mr. Salil Sriram Shetty as a Director;
b. Do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the above resolutions, including but not limited to filing the necessary forms with the Registrar of Companies, executing the Memorandum and Articles of Association of the subsidiary, and making the initial investment / capital contribution in the subsidiary; and
c. Take such further action as may be required in connection with the above.

RESOLVED FURTHER THAT certified copies of this resolution be furnished to the proposed subsidiary company for its records and for compliance purposes.

Agenda 22: To review the transactions entered into with Related Parties, and to take note of the contracts/arrangements/transactions 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 23: To consider the name of Directors liable to retire by rotation at the ensuing 41st Annual General Meeting of the Company, as per Companies Act, 2013.

It is informed to the board that as per the requirements of Section 152 of the Companies Act, 2013, the Board of Directors of the Company consists of 6 Directors out of which 3 Directors are Independent Directors. Thus, out of the balance 3 Non-Independent Directors, two third of directors, would be directors who were liable to retire by rotation. Further to note that since, there are no permanent Directors on the Board of the Company, 2 being two-third of 3 non-independent directors are liable to retire by rotation. Out of these 3 directors, one-third of the directors who had been longest in the office since their last appointment would be liable for retirement by rotation at ensuing 41*st* Annual General Meeting and where such one third number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office. Accordingly, 1 Directors will retire by rotation at the ensuing 41*st* Annual General Meeting.

Mr. Salil Shetty, Mr. Kaushal Shah and Mr. Anilkumar Bidari are the directors liable to retire and accordingly one of whom shall be liable for retire by rotation. It is proposed that Mr. Kaushal Uttam Shah would retire at ensuing Annual General Meeting, who is deemed to being the longest in the office and therefore, he shall retire by rotation at the ensuing 41*st* Annual General Meeting of the Company and to note that he being eligible for reappointment, have offered himself for reappointment.
The Board may pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board hereby notes that Mr. Kaushal Uttam Shah (DIN: 02175130), Managing Director of the Company, being the Director liable to retire by rotation at the ensuing 41st Annual General Meeting of the Company and being eligible for re-appointment, has offered himself for re-appointment.

RESOLVED FURTHER THAT the Board be and hereby recommends to the Members the re-appointment of Mr. Kaushal Uttam Shah (DIN: 02175130), who retires by rotation at the ensuing 41st Annual General Meeting and, being eligible, offers himself for re-appointment as a Director liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Kaushal Uttam Shah shall continue to hold the office of Managing Director of the Company on the existing terms and conditions approved by the Members, and the present resolution relates only to his re-appointment as a Director consequent upon his retirement by rotation under Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or CS Guinea Agrawal, Company Secretary & Compliance Officer, be and are hereby severally authorised to include the said item in the Notice convening the 41st Annual General Meeting, make the requisite disclosures under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, file the necessary e-forms and returns with the Registrar of Companies, Stock Exchange(s) and other statutory authorities, if required, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

Agenda 24: To take note of status of complaints received under Whistleblower Policy, if any.
Explanatory Note/Draft Resolution(s):

The Board of Directors to take note of any complaints received under the Whistleblower policy.

Agenda 25: To take on record Reconciliation of Share Capital Audit Report and certificate issued by M/s. Chinmay Lele, Practicing Company Secretaries regarding reconciliation of the admitted, issued and listed capital of the Company etc., for the quarter ended June 30, 2026.

Explanatory Note/Draft Resolution(s):

CS Guinea 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. Chinmay Lele, Practicing Company Secretaries for the quarter ended June 30, 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 July 23, 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. Chinmay Lele, Practicing 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 July 23, 2026, for the quarter ended June 30, 2026 and as circulated to the Board."

Agenda 26: To take on record the Integrated Filing (Governance) for the quarter ended June 30, 2026, as submitted to the Stock Exchange under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanatory Note/Draft Resolution(s):

CS Guinea Agarwal to place before the Board the Integrated Filing (Governance) for the quarter ended June 30, 2026 as submitted to the stock exchange on July 23, 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 July 23, 2026, for the quarter ended June 30, 2026 and as circulated to the Board.**"**

Agenda 27: 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 statues as may be in force from time to time and applicable to the Company, for the quarter ended June 30, 2026.

Mr. Abhiram Ranganath chief Financial Officer to state that the Quarterly certificates of compliance for the quarter ended June 30, 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 certificates of statutory compliance, dated 12th August, 2026, signed by Mr. Abhiram Ranganath Chief Financial Officer for the quarter ended June 30, 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 28: Any other subject with the permission of the Chairman and with the consent of a majority of the Directors present at the meeting.

There being no other business to transact, 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 HEALTHCARE LIMITED

(Formerly known as Bijoy Hans Limited)

SD/-

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Guinea Agrawal

Company Secretary & Compliance Officer

Date: 5th August 2026

Place: Sangli