Arvaya HEALTH & WELLNESS

NOTICE OF MEETING OF BOARD OF DIRECTORS 05/2026-2027

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, 26TH AUGUST, 2026

THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS AT 3.00 P.M. (IST) TO TRANSACT THE BUSINESSES MENTIONED IN THE AGENDA.

THE LINK TO ATTEND THE MEETING IS PROVIDED HEREINBELOW:

BOARD OF DIRECTORS 05/2026-2027 | Meeting-Join | Microsoft Teams

TOPIC: BOARD MEETING 05/2026-2027_ ARVAYA HEALTHCARE LIMITED
TIME: 3.00 P.M. WEDNESDAY, 26TH AUGUST, 2026

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AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS

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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 12th August, 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 the Material Related Party Transaction with Navahmedi Solution Private Limited for acquisition of its business undertaking (slump sale), including intellectual property, assets and liabilities, out of rights issue proceeds.
Agenda 7	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 12th August, 2026.

Explanatory Note/Draft Resolution(s):

The minutes of the Board Meeting held on 12th August, 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.

Agenda 6: To consider and approve the Material Related Party Transaction with Navahmedi Solution Private Limited for acquisition of its business undertaking (slump sale), including intellectual property, assets and liabilities, out of rights issue proceeds.

Explanatory Note/Draft Resolution(s):

It is informed that the Company propose to acquire, on a slump sale basis, the entire business undertaking of Navahmedi Solution Private Limited (CIN: U86100KA2023PTC182643) ("Navahmedi"), as a going concern, together with all its assets and liabilities, including its patient relationship and ambulance management software ("IP"), for a lump sum consideration not exceeding ₹8,00,00,000 (Rupees Eight Crore only), to be funded out of the proceeds of the Company's Rights Issue. It is further informed that Mr. Anilkumar Kotresh Bidari, Executive Director of the Company, is also a Director and shareholder of Navahmedi, making it a related party of the Company under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The approval of the audit committee granted at its meeting held on 26th August 2026 will be placed before the Board.

Mr. Anilkumar Kotresh Bidari, being an interested director, shall disclose his interest and withdrew from the meeting and do not participate in the discussion on, or vote on, this item, in accordance with Section 184(2), the proviso to Section 188(1) of the Companies Act, 2013, and Regulation 23(4) of the SEBI Listing Regulations.

After deliberation, the Board may pass the following resolution with requisite majority:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable rules, circulars or notifications, and subject to the approval of the Audit Committee recorded above, the consent of the Board of Directors be and is hereby accorded to acquire, on a slump sale basis, the entire business undertaking of Navahmedi Solution Private Limited (CIN: U86100KA2023PTC182643), as a going concern, together with all its assets and liabilities, including its patient relationship and ambulance management software ("IP"), for a lump sum consideration not exceeding ₹8,00,00,000 (Rupees Eight Crore only), to be utilised out of the proceeds of the Rights Issue of the Company, Navahmedi being a material related party of the Company in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on the terms and conditions set out in the draft Business Transfer Agreement placed before the Board as recommend by audit committee, subject to the same being placed before the Members for approval by way of an Ordinary Resolution at the ensuing Annual General Meeting.

"RESOLVED FURTHER THAT the Board notes that the utilisation of the Rights Issue proceeds towards the aforesaid acquisition is in accordance with the objects stated in the Draft Letter of Offer, and that any variation therefrom shall be disclosed to the stock exchange(s) under Regulation 32 of the SEBI Listing Regulations.

"RESOLVED FURTHER THAT any Director of the Company be and are hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, as may be considered necessary, proper or expedient to give effect to this resolution, including making disclosures/filings with the stock exchange(s), the Registrar of Companies and other regulatory authorities, and to settle any question, difficulty or doubt that may arise in this regard.

Agenda 7: Any other subject with the permission of the Chairman and with the consent of a majority of the Directors present at the meeting.

There beineg 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/-

Guinea Agrawal
Company Secretary & Compliance Officer
Date: 19th August 2026
Place: Pune