

# BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE** is hereby given that the 2<sup>nd</sup> Extra Ordinary General Meeting (Meeting No.02/2025-26) of the Members of the Bijoy Hans Limited (“Company”) will be held on Wednesday, February 25, 2026 at 3:00 p.m. (IST) through Video Conferencing (VC)/Other Audio-visual Means (OAVM), to transact the following Special business:

1. To consider and approve change in the name of the Company from “Bijoy Hans Limited” to “Arvaya Healthtech Limited”.

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, Section 14 of the Companies Act 2013 and other applicable provisions, if any, read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval Central Government or such other authority(ies) as may be necessary, the approval of the members of the Company be and is hereby accorded to change the name of the Company from BIJOY HANS LIMITED to “ARVAYA HEALTHTECH LIMITED”.

**RESOLVED FURTHER THAT** pursuant to section 13 of the Companies Act, 2013, existing Name Clause I of the Memorandum of Association of the Company be substituted by the following:

The Name of the company is Arvaya Healthtech Limited.

**RESOLVED FURTHER THAT** upon and subject to obtaining requisite approvals, the name “Bijoy Hans Limited” wherever it occurs in the Memorandum and Articles of Association of the Company, letter heads and other stationery of the Company be substituted by the name “Arvaya Healthtech Limited”.

**RESOLVED FURTHER THAT** any one Director of the Company and/or Company Secretary be and is hereby authorized to file necessary forms, applications etc. for giving effect to change of name & to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

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**2. Regularization of the appointment of CA Manali Aditya Pandit (DIN: 11495478) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, CA Manali Aditya Pandit (DIN: 11495478), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from January 31, 2026 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, the consent of the Members of the Company be and is hereby accorded to appoint CA Manali Aditya Pandit (DIN: 11495478) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from January 31, 2026 upto January 30, 2031.

**RESOLVED FURTHER THAT** any of the Director and / or Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF BIJOY HANS LIMITED**

**SD/-**

**Date: January 31, 2026**  
**Place: Sangli, Miraj**

**Guinea Agrawal**  
**Company Secretary & Compliance Officer**

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## Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.bijoyhans.net/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cseindia.com](http://www.cseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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7. The Ministry of Corporate Affairs ("MCA") vide its circular nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder and circular nos. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and General Circular No. 09/ 2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22 2025 respectively in relation to "Clarification on holding of Extra Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)" (collectively referred to as 'MCA Circulars') permitted the Companies whose EGMs are conducting during the year 2025-26, through VC / OAVM, without the physical presence of the members at a common venue and further provided relaxation from dispatching of physical copies of Notice of EGM and considering the above MCA Circulars, Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" ('SEBI Circular') provided relaxation upto September 30, 2024, from In compliance with the MCA Circulars and SEBI Circulars, EGM of the Company is being convened and conducted through VC / OAVM, without the physical presence of the Members at a common venue.
8. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email ids to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars.
9. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. Maheshwari Datamatics Private Limited (Unit: Bijoy Hans Limited), or the Secretarial Department of the Company.
10. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. Maheshwari Datamatics Private Limited (Unit: BIJOY HANS LIMITED), or the Secretarial Department of the Company.
11. Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or [compliance@arvayahealth.com](mailto:compliance@arvayahealth.com) for receiving all the communications including notices, letters etc., in electronic mode from the Company.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and

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May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

13. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the EGM and Explanatory statement on the date of EGM are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
14. Members may note that the Notice of the EGM will also be available on the Company's website at <https://www.bijoyhans.net/> and websites of the Stock Exchanges i.e. BSE Limited and CSE Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cseindia.com](http://www.cseindia.com) respectively and on the website of Maheshwari Datamatics Private Limited and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
15. Since this EGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, the Route Map is not required to be annexed in this to the Notice.
16. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the EGM through VC / OAVM and vote through remote e-voting on its behalf at [compliance@arvayahealth.com](mailto:compliance@arvayahealth.com) and [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) in, and [chinmaylele2804@gmail.com](mailto:chinmaylele2804@gmail.com) pursuant to Section 113 of the Companies Act, 2013.
18. In the case of Joint Holders attending the EGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
19. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
20. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to inspect,

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may send their request through an email at [compliance@arvayahealth.com](mailto:compliance@arvayahealth.com) up to the date of EGM.

21. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
22. The Company has fixed Wednesday, February 18, 2026 as Cut-off date for determining the eligibility of Members entitled to vote at the EGM. The remote e-voting shall remain open for a period of 3 days commencing from Sunday, February 22, 2026 (9.00 am) to Tuesday, February 24, 2026 (5.00 pm) (both days inclusive).
23. The Company has appointed Mr. Chinmay Mohan Lele, Practicing Company Secretary (FCS 12351; CP: 28362) [chinmaylele2804@gmail.com](mailto:chinmaylele2804@gmail.com) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 16:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the EGM of the Company. Members who wish to inspect, may send their request through an email at [compliance@arvayahealth.com](mailto:compliance@arvayahealth.com) up to the date of EGM.
25. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings, for directors seeking appointment/re-appointment at the EGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
26. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the EGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
27. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members

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holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.

28. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
29. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
30. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on Sunday, February 22, 2026 at 09:00 A.M. and ends on Tuesday, February 24, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, February 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, February 18, 2026.**

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>3. If you are not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-</li></ol>

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Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cDSLindia.com](http://www.cDSLindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cDSLindia.com](http://www.cDSLindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cDSLindia.com](http://www.cDSLindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use [Forget User ID](#) and [Forget Password](#) option available at abovementioned website.

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

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after*

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*using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [chinmayele2804@gmail.com](mailto:chinmayele2804@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@arvayahealth.com](mailto:compliance@arvayahealth.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@arvayahealth.com](mailto:compliance@arvayahealth.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

# BIJOY HANS LIMITED

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## THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

## How do I vote electronically using NSDL e-Voting system?

5. Shareholders who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request in advance at-least 7 days prior to EGM mentioning their name, Demat account number/folio number, email id, mobile number at [compliance@arvayahealth.com](mailto:compliance@arvayahealth.com) The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to EGM mentioning their name, Demat account number/folio number, email id, mobile number at [compliance@arvayahealth.com](mailto:compliance@arvayahealth.com). These queries will be replied to by the Company suitably by email.

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6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF BIJOY HANS LIMITED**

**SD/-**

**Date: January 31, 2026**

**Place: Sangli, Miraj**

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**Guinea Agrawal**

**Company Secretary & Compliance Officer**

# BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business(es) mentioned in the accompanying Notice:

### Item No. 01

The existing name of the company is BIJOY HANS LIMITED.

The Company has altered object clause in the Memorandum of Association of the Company by availing approval of the members at their extra ordinary general meeting held on November 28, 2025. The new object clause will expand the business of the Company into field of healthcare, medical services, wellness, hospitality, digital health, and allied technology driven activities in India and abroad as more particularly described in the proposed main object clause of the memorandum of association of the Company. The business activities discussed hereinabove can be conveniently and advantageously done for the benefit of the Company.

As the present name does not reflect the new area of activity thoroughly and therefore to present the accurate activity of the Company in its name, the Board of Directors at their meeting held on January 31, 2026 accorded their approval to change the name of the Company in accordance with the provisions of Companies Act, 2013 and rules made thereunder ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate in this regard confirming compliance with Regulation 45(3) of SEBI Listing Regulations, procured from Statutory Auditors M/s. Khire Khandekar & Kirloskar, Auditors Firm (FRN: 105148W), forms part of this Notice as "Annexure I".

The new name Arvaya Healthtech Limited is already approved by the Central Registry Centre, Ministry of Corporate Affairs, subject to compliance with necessary approvals as per the requirements of the Act and the SEBI Listing Regulations.

Also, the necessary clauses / articles of the Memorandum and Articles of Association of the Company wherever the existing name of the Company is reflecting, the said clauses / articles shall be updated accordingly. The draft copy of the memorandum and articles of association will be available for inspection at the registered office of the Company on any working day during business hours.

The Board of Directors recommends the resolution set out at item no. 1 regarding change of name of the Company for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors or KMP are concerned or interested in the above resolution.

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## Item No. 2

The Board of Directors of the Company, with the objective of bringing in wider scope of experience and expertise and to strengthen the independence of the Board and its committees, has appointed CA Manali Aditya Pandit (DIN: 11495478) as an Additional Independent Director of the Company w.e.f. January 31, 2026 subject to the approval of the shareholders.

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company vide its resolution dated January 31, 2026 subject to the approval of shareholders, appointed CA Manali Aditya Pandit as Independent Director of the Company, with effect from January 31, 2026 for a term of 5 (five) consecutive years.

Manali Aditya Pandit is a qualified Chartered Accountant and has requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company.

Considering the experience and professional competence, her appointment on the Board is in the overall interest of the Company. Her expertise in the above-mentioned areas, understanding of different business environment and experience of working with large corporates will be of great value for the Company. Her candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Board, CA Manali Aditya Pandit fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 - General Meeting.

CA Manali Aditya Pandit is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has also received a declaration from Independent Director confirming that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) & 17(1)(a) of the SEBI Listing Regulations. CA Manali Aditya Pandit has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. CA Manali Aditya Pandit is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, CA Manali Aditya Pandit is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

The Board of Directors recommends the resolution set out at item no. 2 regarding appointment of CA Manali Aditya Pandit as an Independent Director of the Company for consideration and approval of the Members of the Company by way of Special Resolution.

Except CA Manali Aditya Pandit, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution.

# BIJOY HANS LIMITED

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

Name	CA MANALI ADITYA PANDIT
DIN	11495478
Category	Non-Executive, Women Independent Director
Date of Birth	October 21, 1993
Age	32 years
Qualifications	Chartered Accountant
Date of first appointment on the Board	January 31, 2026
Shareholding in the Company	Nil
Relationship with other directors and other Key Managerial Personnel	None
Number of Board Meetings attended during FY 2025-26	Not Applicable
Names of listed entities in which the person holds directorship (excluding the director position holds in this Company)	Nil
Names of listed entities from which the person has resigned in the past three years	Nil
Directorships held in other companies	Nil
Membership / Chairmanship of Committees of the Board	Nil
Terms and conditions of appointment	Independent Director for the period of 5 (five) years w.e.f. January 31, 2026.
Remuneration last drawn	Not Applicable
Brief Profile / resume of Director	She is Highly experienced Chartered Accountant with 9 years of post-qualification experience in internal audit, finance, and business process management and Audit.

**CERTIFICATE**

*(Limited Purpose Certificate issued on the basis of Legal Opinion)*

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

We, **M/s Khire Khandekar and Kirloskar, Chartered Accountants**, having our Head office at Lara Residency Near Karve Statue Pune and Office at 1051 Madhavnagar Road Sangli 416416, have been requested by **Bijoy Hans Limited** ("the Company"), a listed entity, to issue this certificate in connection with the proposed change in the name of the Company.

**1. Background**

- 1.1 We are informed that the Company has undertaken changes in its business activities, which are reflected in the amended objects clause of its Memorandum of Association.
- 1.2 We are further informed that the present name of the Company does not fully reflect its changed activities and, accordingly, the Company proposes to change its name so as to align the same with its current activities.
- 1.3 We are also informed that the Company has obtained a **legal opinion dated 30.01.2026 issued by M/s SKGK & Associates LLP, Company Secretaries**, regarding the interpretation of **Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, particularly the proviso thereto.



## 2. Certification

Based on our examination and according to the information and explanations provided to us, and on the basis of the written opinion taken by the company as detailed above we hereby certify that the proposed change in name of the Company is being undertaken pursuant to the proviso to Regulation 45(1), as the business activities of the Company have undergone a change and the existing name of the Company does not reflect its current business activities

The company has taken legal opinion as detailed above and as opined, the requirement relating to revenue or asset thresholds specified under Regulation 45(1)(b) and 45(1)(c) is not applicable in the present case.

This certificate is issued pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of inclusion in the explanatory statement to the notice seeking shareholders' approval for change in name of the Company.

This certificate is issued for limited and specific purpose only in connection with the proposed name change of the Company and shall not be used or relied upon for any other purpose without our prior written consent.

For Khire Khandekar and Kirloskar

Chartered Accountants

(FRN: 105148W)



(K.G. Phatak)

Partner

M. No.: 104106

UDIN: 26104106SKKWIM7964



Place : Sangli

Date : 31/01/2026