

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

NOTICE OF MEETING OF BOARD OF DIRECTORS 05/2025-2026

AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS FOR BIJOY HANS LIMITED

TO BE HELD ON SATURDAY, 31ST JANUARY, 2026

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

AT 3:00 P.M.

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Reg. Office: Nirvana Co Working spaces, Mezzanine Floor, Itag Plaza, ABC, G S Road, Guwahati, Dispur, Kamrup, Gmc, Assam, India, 781005

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

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

The Board to grant leave of absence requests, if any

Agenda 2: To take note on minutes on previous Board Meeting held on 4th November, 2025.

The minutes of the board meeting held on 4th November, 2025 which was already circulated to the Board, requires the approval with or without modification.

Agenda 3: To consider the appointment of CA Manali Aditya Pandit, Women Independent Director as an Additional Independent Director of the company.

The Board of Directors to take note that, Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and Section 149(1) of the Companies Act, 2013, every listed company is required to appoint a Woman Independent Director. Accordingly, in compliance with the aforesaid provisions, the Company proposes to appoint CA Manali Aditya Pandit as a Women Independent Director of the Company to diversify the Board to help bring in diverse thoughts and ideas at the Board level and thereby ensure that the board achieves better decision making and governing abilities, with the diversity of thought, experience, knowledge, perspective in the board of directors.

The Nomination and Remuneration Committee after considering the nomination recommend to the Board for approval of appointment of CA Manali Aditya Pandit (DIN: 11495478) to be appointed as an Independent Additional Director of the Company.

The necessary consent, declaration from him/her about independence, non-disqualification etc. is being obtained from him / her.

The Board members may note that CA Manali Aditya Pandit holds a valid Director Identification Number (DIN: 11495478) in accordance with provisions of the Companies Act, 2013. Further, pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, CA Manali Aditya Pandit has given her consent to act as Director of the Company, in Form DIR-2. The Board members may also note that CA Manali Aditya Pandit has provided to the Company declarations, stating that she is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013 and that she meets the criteria of independence, as laid down under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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The Board members may note that, if appointed, CA Manali Aditya Pandit, will hold office as an Additional Independent Director till the ensuing General Meeting or the last date on which the General Meeting should have been held, whichever is earlier. CA Manali Aditya Pandit will be eligible for the sitting fees for attending the meeting of the Board and committees at the rate as is paid to other independent and non-executive directors of the Company and commission, if any, as may be decided by the Board from time to time.

Thereafter, the following resolution may be passed:

“RESOLVED THAT pursuant to Section 149, 152, 161 and other applicable provisions, if any, of Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV to the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and pursuant to the recommendation made by the Nomination and Remuneration Committee, the Board of Directors of the Company, be and hereby appoint CA Manali Aditya Pandit (DIN: 11495478) as an Additional Independent Director of the Company, with immediate effect, to hold office up to the ensuing General Meeting of the Company or the last date on which the General Meeting should have been held, whichever is earlier.

RESOLVED FURTHER THAT any of the Director and / or key managerial personnel of the Company, be and are hereby authorized severally to digitally sign and file electronically, the relevant e-forms with the Registrar of Companies and make necessary disclosures with the Stock Exchanges as may be necessary and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the ‘Register of Directors and Key Managerial Personnel and their shareholding in the Company’ and such other registers as may be applicable.”

Agenda 4: To consider change in name of the Company, subject to necessary approvals of the members and statutory / regulatory authorities.

The Chairman to inform the Board that, as the Company has entered into new business activities by alteration of object clause of the memorandum of association of the Company and to reflect the changed activities more deliberately, the Board may consider to change the name of the Company, subject to necessary approvals as may be required to be obtained in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman to further inform that Company has received an approval from Ministry of Corporate Affairs vide dated 21st January, 2026 for change of name from **“Bijoy Hans Limited”** to **“Arvaya Healthtech Limited”** subject to necessary approvals of the members and statutory / regulatory authorities.

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After discussion, the following resolution may be passed:

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to the approval of shareholders and Central Government [power delegated to Registrar of Companies (“ROC”)] and other regulatory authorities, as may be applicable, consent of the Board of Directors 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 in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT upon and subject to obtaining requisite approvals, the name “Bijoy Hans Limited” wherever it occurs in the 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.”

Agenda 5: To fix the day, date & time of Extra-Ordinary General Meeting of the Company and to approve conducting the EOGM by Video Conferencing (VC)/ other Audio-Visual Means.

The Chairman briefed the Board regarding requirement for conducting the general meeting to obtain the approval of members of the Company for certain special business(es), hence requested Board to consider and to fix up the day, date and time for the Extra Ordinary General Meeting of the Company.

“RESOLVED THAT the Extra Ordinary General Meeting of the Company be held through Video Conferencing or Other Audio-Visual Means on [●], [●] at [●].

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RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to give Notice(s) by advertisement in newspapers in the manner provided under the Companies Act, 2013 or such other circulars issued by the Ministry of Corporate Affairs or SEBI from time to time.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary/Compliance Officer of the Company be and are hereby authorized severally to inform concerned stock exchanges, if necessary, and concerned authorities in this regard and to do all such acts, deeds, things and matters as may be necessary in performance of the acts for Extra Ordinary General Meeting.”

Agenda 6: To consider and approve the draft notice convening the extra ordinary general meeting of the Company and to consider appointment of M/s Chinmay Mohan Lele Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of EGM of the Company.

CS Guinea Agrawal, Company Secretary to state that the Chairman will represent a draft notice of Extra Ordinary General Meeting (“EGM”) before the Board and would discuss regarding the evoting facility with is to be provided to the shareholders of the Company, also to appoint M/s, Chinmay Mohan Lele F-12351 Practicing Company Secretaries as a scrutinizer for the EGM, after discussion following resolution will be passed:

“RESOLVED THAT the draft Notice convening the Extra Ordinary General Meeting of the Members of the Company, as circulated to the Board, containing the special business(es) as mentioned therein be and is hereby approved and that any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby authorized to sign and circulate the same to the Members of the Company has also to all others entitled to receive the notice.

RESOLVED FURTHER THAT pursuant to section 108 of the Companies Act, 2013 and/or any Rules made thereunder and such other provisions as may be applicable, the Company do hereby provide for the option for electronic voting (e-voting/mobile application) to the shareholders for the resolutions to be passed at the ensuing Extra Ordinary General Meeting and that any one of the Directors and/or the Company Secretary be and is hereby authorized to make applications as may be necessary to the Depositories/relevant authorities for providing the shareholders with the facility to cast their votes in an electronic form, and to fix dates for casting of votes and declaration of result and authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.

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RESOLVED FURTHER THAT M/s, Chinmay Mohan Lele F-12351 Practicing Company Secretaries whose consent to act as a scrutinizer has been received and placed before the meeting for the e-voting process, be and is hereby appointed as Scrutinizer to conduct the E-Voting process of the Company for the ensuing Extra Ordinary General Meeting, and in case she is unable to act as Scrutinizer any person who consents to act as such, as may be deemed fit by any Director be appointed as the scrutinizer, to conduct the E-Voting process of the Company.

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

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

FOR BIJOY HANS LIMITED

SD/-

Guinea Agrawal
Company Secretary & Compliance Officer
Date: 24.01.2026