

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

POSTAL BALLOT NOTICE

(Pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (**"Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and General Circular No. 09/2024 dated September 9, 2024, Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**"MCA"**) read with other connected circulars issued from time to time in this regard (**"MCA Circular"**) and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the resolution set out below are proposed to be passed by the members of Bijoy Hans Limited (**"the Company"**) by means of Postal Ballot, only by way of remote e-voting process (**"e-voting"**).

The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

In accordance with the MCA Circular, postal ballot notice is being sent only through electronic mode to the shareholders whose names appear in the Register of Members / Register of Beneficial Owners, as on 13th March, 2026 being the cut-off date for the purpose (**"Cut-Off Date"**), and whose email address is registered with the Company or Maheshwari Datamatics Private Limited (Unit: BIJOY HANS LIMITED), the Company's Registrar and Share Transfer Agent (**"Registrar and Transfer Agent"**) or Depository Participants. Physical copy of postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and members can vote only through the remote e-voting process.

Accordingly, the Company is pleased to provide remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes section of this postal ballot notice to cast their vote electronically which begins on 21st March, 2026 at 9:00 a.m. IST and ends on 5:00 p.m. IST on 19th April, 2026. (the last day to cast vote electronically) to be eligible for being considered.

In accordance with the provisions of Section 106 of the Companies Act, 2013 and the Articles of Association of the Company, shareholders holding partly paid-up equity shares on which any calls or other sums presently payable have not been paid shall not be entitled to vote, either by postal ballot or through electronic voting. Accordingly, shareholders whose shares are not fully paid-up or on which call money remains unpaid as on the Cut-Off Date, shall not be eligible to vote on the resolutions contained in this notice.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

The Board of Directors has appointed Mr. Chinmay Mohan Lele, Practicing Company Secretary (FCS 12351; CP: 28362) as the Scrutinizer for conducting the postal ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness for appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the e-voting shall be final. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide e-voting facility.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and / or Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before 21st April, 2026 and will be displayed on the Company's website <https://www.bijoyhans.net/> and will also be communicated to BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

The Company will also display the results of the Postal Ballot at its Registered Office and the Corporate Office. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. 19th April, 2026.

SPECIAL BUSINESS:

- 1. To consider and approve the proposal for withdrawal of the new name of the Company i.e. "Arvaya Healthtech Limited".**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT the Board of Directors of the Company do hereby take note that the proposed new name of the Company, "Arvaya Healthtech Limited", which was earlier approved by the Ministry of Corporate Affairs through RUN (Reserve Unique Name) Application bearing SRN AC1508469 and subsequently approved by the members of the Company at the Extraordinary General Meeting held on 25th February, 2026, shall be withdrawn in view of the revised strategic business decisions of the management.

RESOLVED FURTHER THAT based on the recommendation of the Board of Directors, consent of the Members of the Company be and is hereby accorded for withdrawal of the aforesaid proposed name change.

RESOLVED FURTHER THAT Mr. Kaushal Shah (DIN: 02175130), Managing Director, and/or Mr. Ranganath Abhiram, Chief Financial Officer, and/or Mrs. Guinea Agrawal, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised on behalf of the Company to take all necessary steps, actions and decisions as may be required in connection with the withdrawal of the proposed name, including making necessary filings, submissions, applications or correspondences with the Registrar of Companies, the Ministry of Corporate Affairs, and any other regulatory authorities, and to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this resolution."

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

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

To consider and, if thought fit, to pass, 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 HEALTHCARE 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 Healthcare 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 Healthcare 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.”

3. To consider and approve increasing borrowing limits of the Board of Directors of the company under section 180 of the Companies Act, 2013.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, such sum or sums of money as the Board may deem necessary for the purposes of the business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores only).

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Kaushal Shah (DIN: 02175130), Managing Director and/or Mr. Ranganath Abhiram, Chief Financial Officer and/or Mrs. Guinea Agrawal, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient for the purpose of giving effect to this resolution.”

4. To consider & approve authorization to make loan(s) and give guarantee(s), provide security (ies) or make investments under section 186 of the Companies Act, 2013.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the Members of the company be and is hereby accorded to increase the existing limit for making investments, giving loans, guarantees or providing securities to any body corporate(s) or other person(s), as may be necessary in the course of business, up to an aggregate amount not exceeding (₹ 200 Crores) (Rupees Two Hundred Crores Only), notwithstanding that such investments, loans, guarantees or securities together with the existing investments, loans, guarantees or securities so far made may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT the above approval is being sought to enable the Company to make strategic investments in subsidiaries, joint ventures, associates, or other entities, and to give loans, guarantees or securities in connection with the business of the Company or its subsidiaries, as may be considered expedient in the best interest of the Company.

RESOLVED FURTHER THAT any of the present Director or the company Secretary be and is hereby severally authorised to take all necessary actions, file requisite forms with the Registrar of Companies, make necessary disclosures to the Stock Exchanges and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

5. To consider authorization to advance any loan or give any guarantee or provide any security under section 185 of the Companies Act, 2013.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, and any statutory modification(s) or re-enactment thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance loan(s), including loan represented by book debts, and/or to give guarantee(s) and/or provide security(ies) in connection with any loan taken by any person or entity in whom any of the Directors of the Company is interested, for an aggregate amount not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crores only), on such terms and conditions as the Board may deem fit, provided that such loan shall be utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the terms and conditions of the aforesaid loan(s), guarantee(s) and/or security(ies), including the timing, amount, interest and other related matters, as it may in its absolute discretion deem appropriate.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Kaushal Shah (DIN: 02175130), Managing Director and/or Mr. Ranganath Abhiram, Chief Financial Officer and/or Mrs. Guinea Agrawal, Company Secretary & Compliance Officer, be and are hereby severally authorised to take all such actions, give such directions and do all such acts, deeds, matters and things as may be necessary, desirable or expedient, including filing of necessary forms and returns with the Registrar of Companies or other authorities, as may be required to give effect to this Resolution.”

6. To consider and approve revision in remuneration of Mr. Kaushal Shah, Managing Director of the Company.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the rules made thereunder, the Nomination and Remuneration Policy of the Company and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Kaushal Uttam Shah (DIN: 02175130), Managing Director of the Company, with effect from 1 April 2026, on the following terms and conditions:

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

- a. Salary: ₹10,00,000 (Rupees Ten Lakhs only) per month.
- b. Perquisites and Allowances: Perquisites, allowances and benefits as may be applicable in accordance with the policies of the Company and within the limits prescribed under the applicable provisions of the Companies Act, 2013.
- c. Performance Linked Incentive / Commission: Such performance linked incentive or commission as may be determined by the Board of Directors from time to time, subject to the limits prescribed under the Companies Act, 2013.
- d. Other Benefits: Such other benefits, perquisites or facilities as may be approved by the Board of Directors and/or the Nomination and Remuneration Committee from time to time in accordance with applicable laws and the policy of the Company.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable to Mr. Kaushal Uttam Shah, including in the event of loss or inadequacy of profits in any financial year during the period of his appointment, in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee thereof) be and is hereby authorized to alter and vary the terms and conditions of the remuneration payable to Mr. Kaushal Uttam Shah from time to time, as it may deem fit and as may be agreed between the Company and Mr. Kaushal Uttam Shah, provided that such alteration or variation shall be within the overall limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.”

7. To consider and approve change in designation of Mr. Salil Shetty from Non-Executive Director to Executive Director and Chief Executive Officer of the Company.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in compliance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the change in designation of Mr. Salil Shetty (DIN: 07424136) from Non-Executive Director to Executive Director of the Company, liable to retire by rotation, with effect from 1st April, 2026.

RESOLVED FURTHER THAT pursuant to the aforesaid provisions of the Companies Act, 2013 and the rules made thereunder and based on the recommendation of the Nomination and Remuneration Committee, the consent of the Members be and is hereby accorded to appoint and designate Mr. Salil Shetty (DIN: 07424136) as the Chief Executive Officer (CEO) of the Company for

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

a period of five years commencing from 1st April, 2026 to 31st March, 2031, on such terms and conditions as may be determined by the Board of Directors in accordance with applicable laws.

RESOLVED FURTHER THAT in consideration of his services as Executive Director and Chief Executive Officer, Mr. Salil Shetty shall be entitled to receive a consolidated remuneration of Rs. 10,00,000 (Rupees Ten Lakhs only) per month, inclusive of salary, allowances, perquisites and other benefits, in accordance with the Remuneration Policy of the Company and within the limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Salil Shetty, being an Executive Director and Chief Executive Officer, shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary for giving effect to this resolution including determining the detailed terms and conditions of appointment and remuneration, and to do all such acts, deeds, matters and things as may be deemed necessary or expedient in this regard.

RESOLVED FURTHER THAT the Company Secretary and/or any Director of the Company be and is hereby authorised to file the requisite e-forms with the Registrar of Companies, make necessary disclosures and filings with the Stock Exchanges in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

8. To consider & adopt new set of Articles of Association as per Companies Act, 2013.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for adoption of a new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Company Secretary and/or any Director of the Company be and is hereby authorised to file the requisite e-forms with the Registrar of Companies, make necessary disclosures and filings with the Stock Exchanges in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

9. To consider and approve increase in Authorised Share Capital of the Company and consequential alteration in the Memorandum of Association.

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 200,00,00,000 (Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following clause:

“V. The Authorised Share Capital of the Company is Rs. 200,00,00,000 (Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorised, severally, to take all such steps as may be necessary and to sign and file all necessary forms, returns and documents with the Registrar of Companies and other authorities, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

FOR BIJOY HANS LIMITED

SD/-

Guinea Agrawal
Company Secretary & Compliance Officer

Place: Sangli
Date: 19 March, 2026

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

Notes:

1. In compliance with the provisions of the Act, read with the applicable Rules, Listing Regulations and other law(s) as applicable, the e-voting facility is being provided to the members, to cast their votes electronically. The Company has availed services of National Securities Depository Limited (NSDL) for this purpose. Shareholders are requested to read the instructions provided hereinbelow as 'Voting through electronic means'.
2. This Notice and Explanatory Statement with requisite enclosure(s), have also been made available on the website of the Company i.e. <https://www.bijoyhans.net/> and on the website of the e-voting agency viz. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
3. Members whose names appear on the Register of Shareholders/List of Beneficial Owners as on 13th March, 2026 ("Cut-off date") will be entitled to cast their vote(s).
4. Voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Once the vote is cast on the resolution, it cannot be modified.
6. In accordance with the provisions of Section 106 of the Companies Act, 2013 and the Articles of Association of the Company, shareholders holding partly paid-up equity shares on which any calls or other sums presently payable have not been paid shall not be entitled to vote, either by postal ballot or through electronic voting. Accordingly, shareholders whose shares are not fully paid-up or on which call money remains unpaid as on the Cut-Off Date, shall not be eligible to vote on the resolutions contained in this notice.
7. Corporate members are requested to send a duly certified scanned copy (PDF / JPG format) of the Board resolution / Power of Attorney authorizing their representative(s) pursuant to section 113 of the Act to vote on their behalf at the postal ballot through email on compliance@arvayahealth.com
8. The voting period begins on 21st March, 2026 at 09:00 a.m. and ends on 19th April, 2026 at 05:00 p.m. All dates and times mentioned herein, are as per Indian Standard Time ("IST"). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
9. Mr. Chinmay Mohan Lele, Practicing Company Secretary (FCS 12351; CP: 28362) is appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

10. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Managing Director / Company Secretary or any other authorised personnel of the Company. The voting results will be announced on or before 21st April, 2026. The said results would be displayed on its website at <https://www.bijoyhans.net/> and simultaneously intimated to the NSDL and the BSE Limited.
11. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. 19th April, 2026.

Instructions for voting through electronic means

1. The shareholders whose names are recorded in the Register of Shareholders or in the Register of beneficial owners maintained by the Depositories as on 13th March, 2026 ("Cut-off date") shall be considered for the issuance of notice.
2. The E-voting shall commence on 21st March, 2026 at 09.00 a.m. IST and shall end on 19th April, 2026 at 5.00 p.m. IST ("E-voting Period"). The E-voting module shall be disabled by NSDL for voting thereafter. During the E-voting Period, the shareholders may cast their e-vote remotely, by using the login method as applicable to them.
3. E-voting has been enabled for all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process.
4. In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-mail id in their demat accounts in order to access E-voting facility.

Pursuant to aforesaid circular, login method for E-voting for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

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:

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.

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">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

	<p>4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” 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 hold 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 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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 and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. 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. 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.</p>

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. 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 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.</p>
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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

B) Login Method 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 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

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**
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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

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 chinmaylele2804@gmail.com with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at pritamd@nsdl.com / evoting@nsdl.com

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

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.
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. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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

CIN: L86100AS1985PLC002323

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1: To consider and approve the proposal for withdrawal of the new name of the Company i.e. "Arvaya Healthtech Limited".

The Members of the Company are hereby informed that the Board of Directors had earlier proposed to change the name of the Company to "Arvaya Healthtech Limited" in line with the Company's then-envisaged strategic business direction. The said proposed name was approved by the Ministry of Corporate Affairs through the RUN (Reserve Unique Name) Application bearing SRN AC1508469, and the approval of the Members was also obtained at the Extraordinary General Meeting of the Company held on 25th February, 2026.

Subsequently, upon further evaluation of the Company's business strategy and future plans, the management and the Board of Directors have reconsidered the proposed name change. In view of the revised strategic business decisions and to ensure that the name of the Company appropriately reflects its present and future business positioning, the Board of Directors has decided that it would be in the best interest of the Company to withdraw the previously approved proposed name "Arvaya Healthtech Limited."

Accordingly, the Board of Directors, at its meeting, recommended that the Members approve the withdrawal of the aforesaid proposed name change.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution for approval of the Members.

Item No.2: To consider and approve change in the name of the Company from "Bijoy Hans Limited" to "Arvaya Healthcare Limited".

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 11th March, 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").

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

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 A**”.

The new name Arvaya Healthcare 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. 2 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.

Item no. 3: To consider and approve increasing borrowing limits of the Board of Directors of the company under section 180 of the Companies Act, 2013.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the members by way of a Special Resolution, borrow money where the money to be borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), exceeds the aggregate of the Company’s paid-up share capital, free reserves and securities premium.

In order to meet the growing business requirements of the Company including working capital requirements, capital expenditure, expansion plans and other general corporate purposes, the Company may need to borrow funds from time to time from banks, financial institutions or other lending institutions.

Accordingly, it is proposed to seek the approval of the Members to authorize the Board of Directors of the Company to borrow money, from time to time, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores only).

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

The Board believes that the proposed borrowing limit will provide the Company with greater financial flexibility to support its business operations and growth plans.

The Board of Directors recommends the Special Resolution as set out in the Item Nos. 3 for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 4: To consider & approve authorization to make loan(s) and give guarantee(s), provide security (ies) or make investments under section 186 of the Companies Act, 2013.

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding Rs. 200/- Crores (Rupees Two Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013 and rules made thereunder.

Accordingly, the Board of Directors recommends the resolution set out at Item Nos. 4 of the Notice for approval of the members of the Company.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Item No. 5: To consider authorization to advance any loan or give any guarantee or provide any security under section 185 of the Companies Act, 2013.

The provisions of Section 185 of the Companies Act, 2013 ("the Act"), as amended, permit a company to advance loan(s), including loan represented by book debts, or to give guarantee(s) or provide security(ies) in connection with any loan taken by any person in whom any of the Directors of the Company is interested, subject to the approval of the members by way of a Special Resolution and subject to such loans being utilized by the borrowing company for its principal business activities.

In the ordinary course of business and in order to support the financial requirements of entities in which the Directors of the Company may be interested, the Board of Directors of the Company may consider providing loan(s), guarantee(s) and/or security(ies) to such entities from time to time. Accordingly, in compliance with the provisions of Section 185 of the Act and the rules made thereunder, approval of the Members is being sought to authorize the Board of Directors of the Company to advance loan(s), including loan represented by book debts, and/or to give guarantee(s) and/or provide security(ies) in connection with loan(s) taken by any person or entity in whom any of the Directors of the Company is interested, up to an aggregate limit not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crores only).

The proposed loans, guarantees and/or securities shall be provided on such terms and conditions as the Board may deem fit and in compliance with the applicable provisions of the Act. Further, such loans shall be utilized by the borrowing company for its principal business activities.

The Board believes that the proposed authorization is in the best interest of the Company and will enable the Company to support entities where Directors may have interest, as permitted under the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except to the extent of their interest in the entities to which such loan(s), guarantee(s) and/or security(ies) may be provided, are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out in the item no. 5 for approval of the Members.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

Item No. 6: To consider and approve revision in remuneration of Mr. Kaushal Shah, Managing Director of the Company.

The Members of the Company had previously approved the appointment and remuneration of Mr. Kaushal Uttam Shah (DIN: 02175130) as the Managing Director of the Company. Considering his continued leadership, experience, and significant contribution to the growth and strategic direction of the Company, the Nomination and Remuneration Committee ("NRC") reviewed the existing remuneration structure payable to him.

Based on the performance of the Company, the responsibilities handled by Mr. Kaushal Shah, prevailing industry standards, and the remuneration policies of the Company, the NRC recommended revision in the remuneration payable to Mr. Kaushal Uttam Shah. The Board of Directors of the Company, at its meeting held on 17th March, 2026 considered and approved the recommendation of the NRC for revision in the remuneration payable to Mr. Kaushal Uttam Shah with effect from 1 April 2026, subject to the approval of the Members of the Company.

The revised remuneration structure includes a monthly salary of Rs. 10,00,000 (Rupees Ten Lakhs only) along with perquisites, allowances, performance-linked incentive/commission and other benefits as may be determined by the Board of Directors from time to time, within the limits prescribed under the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

In accordance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, the remuneration payable to a Managing Director is subject to approval of the Members of the Company. Further, in terms of Section 197 read with Schedule V of the Companies Act, 2013, the proposed remuneration may be paid to Mr. Kaushal Uttam Shah even in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, subject to compliance with the provisions specified therein.

The Board of Directors believes that the proposed revision in remuneration is commensurate with the responsibilities entrusted to Mr. Kaushal Uttam Shah and is in line with industry practices. The Board is of the view that the resolution is in the best interest of the Company and its Members.

Accordingly, the Board recommends the Special Resolution as set out in the item no.6 for approval of the Members.

Except Mr. Kaushal Uttam Shah and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The relevant documents relating to the proposed revision in remuneration shall be available for inspection by the Members in accordance with the instructions provided in the Postal Ballot Notice.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

Information required to be disclosed in this Statement in terms of provisions of Section II of Part II of Schedule V of the Act are as under:

I	General Information																					
	a) Nature of Industry	Healthcare, Wellness & Hospitality																				
	b) Date or expected date of commencement of commercial production	Since the Company is engaged in healthcare service activities, it does not undertake manufacturing operations and therefore the concept of commencement of commercial production is not applicable.																				
	c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																				
	d) Financial performance based on given indicators	Financial Performance for past 3 financial years is as under: (Rs. in Lakh) <table border="1"><thead><tr><th></th><th>2022-23</th><th>2023-24</th><th>2024-25</th></tr></thead><tbody><tr><td>Total Income</td><td>44.21</td><td>58.34</td><td>46.87</td></tr><tr><td>Profit before Tax</td><td>(44.46)</td><td>(11.66)</td><td>19.09</td></tr><tr><td>Net Profit</td><td>(44.41)</td><td>(11.72)</td><td>13.61</td></tr><tr><td>Net Worth</td><td>350.90</td><td>339.18</td><td>352.79</td></tr></tbody></table>		2022-23	2023-24	2024-25	Total Income	44.21	58.34	46.87	Profit before Tax	(44.46)	(11.66)	19.09	Net Profit	(44.41)	(11.72)	13.61	Net Worth	350.90	339.18	352.79
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Net Worth	350.90	339.18	352.79																			
	e) Foreign investments or collaborations, if any	Not Applicable.																				

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

II	Information about the appointee:	
	a) Background details	Kaushal Uttam Shah is son of Uttam Kalyanji Shah and is an Indian resident, aged 48 years. He holds a degree of Chartered Accountant from Institute of Chartered Accountants of India and has an experience of more than 25 years in the field of Commodities and Capital Markets.
	b) Past remuneration	Not Applicable.
	c) Recognition or awards	None.
	d) Job profile and his suitability	Mr. Kaushal Shah, a qualified Chartered Accountant (CA), serves as the Managing Director of the Company. In his role, he is responsible for providing overall strategic leadership, financial oversight, and operational guidance to ensure the Company's objectives in the healthcare sector are met. With his strong background in finance, corporate governance, and business management, Mr. Shah is well-suited to steer the Company's healthcare activities, including exploring new partnerships with hospitals, optimizing operational efficiency, and ensuring compliance with regulatory and financial standards. His expertise enables him to align the Company's business initiatives with both financial prudence and sector-specific growth opportunities in the healthcare industry.
	e) Remuneration proposed	As per the resolution at Item No. 5 of this Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.
	f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is commensurate with the remuneration paid to similar senior level personnel in other companies.
	g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Not Applicable.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

III	Other Information:	
	a) Reasons of loss or inadequate profits	The Company has recently come under new management and has revised its object clause, shifting its focus to healthcare-related activities. As part of this transition, the Company is in the process of establishing its operations and is actively exploring various business opportunities with hospitals and healthcare institutions across India. The loss or inadequate profits during the period are primarily attributable to this ongoing business restructuring and investment in setting up healthcare operations.
	b) Steps taken or proposed to be taken for improvement	To improve its financial performance, the Company has initiated strategic measures under the new management, including expanding its presence in the healthcare sector. It is actively exploring partnerships and business opportunities with hospitals and healthcare institutions across India, optimizing operational processes, and strengthening its service offerings. The Company also plans to leverage its management expertise and financial discipline to ensure sustainable growth and profitability in its healthcare operations.
	c) Expected increase in productivity and profits in measurable terms	With the new management and focus on healthcare services, the Company expects a gradual increase in operational efficiency and revenues. By exploring partnerships with hospitals across India, it anticipates measurable growth in productivity and profitability in the coming years.

Item No. 7: To consider and approve change in designation of Mr. Salil Shetty from Non-Executive Director to Executive Director and Chief Executive Officer of the Company.

The Board of Directors of the Company, at its meeting held on 17th March, 2026 based on the recommendation of the Nomination and Remuneration Committee, approved the change in designation of Mr. Salil Shetty (DIN: 07424136) from Non-Executive Director to Executive Director of the Company with effect from 1st April, 2026, subject to the approval of the Members of the Company.

Further, considering his experience, leadership capabilities and his significant contribution to the growth and strategic direction of the Company, the Board has also approved the appointment and designation of Mr. Salil Shetty as the Chief Executive Officer (CEO) of the Company for a period of five (5) years commencing from 1st April, 2026 to 31st March, 2031 subject to the approval of the Members.

Mr. Salil Sriram Shetty, Director (DIN: 07424136) holds BS, Engineering from Bangalore University and MBA from Thunderbird School of Global Management.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

Salil Shetty is a founder and Director of Product Strategy and Marketing at ReZEN. He was the product manager of ChartOne from 2001 to 2003 and the Strategy Consultant for March FIRST/USWeb/ MMG from 1999 to 2001. He has studied BS, Engineering from Bangalore University and MBA from Thunderbird School of Global Management.

In consideration of his services as Executive Director and Chief Executive Officer, the Board has approved payment of a consolidated remuneration of Rs. 10,00,000 (Rupees Ten Lakhs only) per month, inclusive of salary, allowances, perquisites and other benefits, in accordance with the Company's Remuneration Policy and within the limits prescribed under the provisions of the Companies Act, 2013 read with Schedule V thereto.

In accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed change in designation and appointment, along with the terms of remuneration, requires the approval of the Members of the Company.

Mr. Salil Shetty will be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company. Being an Executive Director and Chief Executive Officer, he shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or Committees thereof.

Except Mr. Salil Shetty, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

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

Name	Mr. Salil Sriram Shetty
DIN	01735354
Category	Executive Director
Date of Birth	27-02-1975
Age	51 Years
Qualifications	BS, Engineering from Bangalore University and MBA from Thunderbird School of Global Management.
Date of first appointment on the Board	13/08/2024
Shareholding in the Company	NIL
Relationship with other directors and other Key Managerial Personnel	Not Applicable
Number of Board Meetings attended during FY 2025-26	9

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

Names of listed entities in which the person holds directorship (excluding the director position holds in this Company)	Not Applicable
Names of listed entities from which the person has resigned in the past three years	GTT Data Solutions Limited
Directorships held in other companies	1. Antworks Solutions India Private Limited
Membership / Chairmanship of Committees of the Board	He is member of the NRC Committee of the Company.
Terms and conditions of appointment/re appointment along with remuneration details	Approval is sought for change in designation from Non-Executive Director to Executive Director & CEO of the Company.
Remuneration last drawn	Nil
Brief Profile / resume of Director	Mr. Salil Sriram Shetty is an Indian resident, aged 50 years. He has studied BS, Engineering from Bangalore University and MBA from Thunderbird School of Global Management. He is a founder and Director of Product Strategy and Marketing at ReZEN. He was the product manager of ChartOne from 2001 to 2003 and the Strategy Consultant for March FIRST/US Web/ MMG from 1999 to 2001.

Information required to be disclosed in this Statement in terms of provisions of Section II of Part II of Schedule V of the Act are as under:

I	General Information																					
	a) Nature of Industry	Healthcare, Wellness & Hospitality																				
	b) Date or expected date of commencement of commercial production	Since the Company is engaged in healthcare service activities, it does not undertake manufacturing operations and therefore the concept of commencement of commercial production is not applicable.																				
	c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																				
	d) Financial performance based on given indicators	Financial Performance for past 3 financial years is as under: (Rs. in Lakh) <table border="1"><thead><tr><th></th><th>2022-23</th><th>2023-24</th><th>2024-25</th></tr></thead><tbody><tr><td>Total Income</td><td>44.21</td><td>58.34</td><td>46.87</td></tr><tr><td>Profit before Tax</td><td>(44.46)</td><td>(11.66)</td><td>19.09</td></tr><tr><td>Net Profit</td><td>(44.41)</td><td>(11.72)</td><td>13.61</td></tr><tr><td>Net Worth</td><td>350.90</td><td>339.18</td><td>352.79</td></tr></tbody></table>		2022-23	2023-24	2024-25	Total Income	44.21	58.34	46.87	Profit before Tax	(44.46)	(11.66)	19.09	Net Profit	(44.41)	(11.72)	13.61	Net Worth	350.90	339.18	352.79
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Net Worth	350.90	339.18	352.79																			

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

	e) Foreign investments or collaborations, if any any	Not Applicable.
II	Information about the appointee:	
	a) Background details	Mr. Salil Sriram Shetty is an Indian resident, aged 50 years. He has studied BS, Engineering from Bangalore University and MBA from Thunderbird School of Global Management. He is a founder and Director of Product Strategy and Marketing at ReZEN. He was the product manager of ChartOne from 2001 to 2003 and the Strategy Consultant for March FIRST/US Web/ MMG from 1999 to 2001.
	b) Past remuneration	Not Applicable.
	c) Recognition or awards	None.
	d) Job profile and his suitability	Mr. Salil Sriram Shetty, aged 50, is the Founder and Director of Product Strategy and Marketing at ReZEN. He holds a BSc in Engineering from Bangalore University and an MBA from Thunderbird School of Global Management. With prior experience as Product Manager at ChartOne and Strategy Consultant at March FIRST/US Web/MMG, he brings deep expertise in product strategy, marketing, and business transformation. His strategic and market insights, makes him well-suited to lead and marketing initiatives for the company's healthcare business.
	e) Remuneration proposed	As per the resolution at Item No. 6 of this Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.
	f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is commensurate with the remuneration paid to similar senior level personnel in other companies.
	g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receiving remuneration, the proposed CEO & Executive Director has no pecuniary relationship directly or indirectly with the Company.
III	Other Information:	
	a) Reasons of loss or inadequate profits	The Company has recently come under new management and has revised its object clause, shifting its focus to healthcare-related activities. As part of this transition, the Company is in the process of establishing its operations and is actively exploring various business opportunities with hospitals and healthcare institutions across India. The loss or inadequate profits during the period are primarily attributable to this ongoing business restructuring and investment in setting up healthcare operations.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

b) Steps taken or proposed to be taken for improvement	To improve its financial performance, the Company has initiated strategic measures under the new management, including expanding its presence in the healthcare sector. It is actively exploring partnerships and business opportunities with hospitals and healthcare institutions across India, optimizing operational processes, and strengthening its service offerings. The Company also plans to leverage its management expertise and financial discipline to ensure sustainable growth and profitability in its healthcare operations.
c) Expected increase in productivity and profits in measurable terms	With the new management and focus on healthcare services, the Company expects a gradual increase in operational efficiency and revenues. By exploring partnerships with hospitals across India, it anticipates measurable growth in productivity and profitability in the coming years.

Item No. 8: To consider & adopt new set of Articles of Association as per Companies Act, 2013.

The existing Articles of Association (“AOA”) of the Company are based on the provisions of the earlier corporate law framework and may not fully reflect the provisions of the Companies Act, 2013, the rules made thereunder and other applicable regulatory requirements.

In order to align the Articles of Association of the Company with the provisions of the Companies Act, 2013, and the rules made thereunder, as well as to incorporate certain provisions in line with applicable regulatory requirements, including the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to adopt a new set of Articles of Association in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company.

The proposed new Articles of Association incorporate provisions in line with the Companies Act, 2013 and provide greater clarity and flexibility in the governance and management of the Company.

In terms of Section 14 of the Companies Act, 2013, adoption of a new set of Articles of Association requires approval of the Members of the Company by way of a Special Resolution.

A copy of the proposed new Articles of Association of the Company, together with the existing Articles of Association, will be available for inspection by the Members of the Company during business hours on all working days up to the date of the meeting and shall also be made available electronically on request. The proposed draft Articles of Association is available on the Company website for perusal by the members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

The Board of Directors recommends the Special Resolution set out in the item no. 8 for approval of the Members.

Item No.9: To consider and approve increase in Authorised Share Capital of the Company and consequential alteration in the Memorandum of Association.

The present Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

In order to facilitate the future growth of the Company and to enable the Company to raise additional capital, as and when required, through the issue of further equity shares it is proposed to increase the Authorised Share Capital of the Company from Rs. 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 200,00,00,000 (Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Consequently, Clause V of the Memorandum of Association of the Company relating to the Authorised Share Capital is required to be altered to reflect the proposed increase in Authorised Share Capital.

The increase in Authorised Share Capital and the alteration of Clause V of the Memorandum of Association of the Company require approval of the Members of the Company in accordance with the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder.

Accordingly, the approval of the Members is sought for passing the resolution as set out in the item no. 9.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the ordinary resolution set out in the item no. 9 for approval of the Members of the Company.

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

Bird-Eye view of Postal Ballot Information	
EVEN NO.	138872
Date of Postal Ballot Notice	19 March, 2026
Cut-off date for e-Voting	13 March, 2026
E-Voting Start Date and Time	21 March, 2026 at 9:00 AM (IST)
E-Voting End Date and Time	19 April, 2026 at 05:00 PM (IST)
Result Declaration Date	on or before 21 April, 2026

**CERTIFICATE**

I, Kedar Gajanan Phatak, Practicing Chartered Accountant, holding **Membership No. 104106** and Firm Registration No.105148W, having examined the books of account, financial statements, records and relevant documents of Bijoy Hans Limited ("the Company"), a company listed on BSE Limited, hereby certify compliance with **Regulation 45(1) read with the proviso thereto and Regulation 45(3)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in relation to the proposed change of name of the Company, as under:

1. **Regulation 45(1)(a):**

A period of at least one year has elapsed from the last change of name of the Company.

Status: Complied

2. **Regulation 45(1)(b):**

The requirement relating to accounting of at least fifty percent of the total revenue in the preceding one year period from the new activity.

Status: Not Applicable, as the proposed change of name is being undertaken pursuant to the proviso to Regulation 45(1) of the SEBI (LODR) Regulations, 2015.

3. **Regulation 45(1)(c):**

The requirement relating to investment of at least fifty percent of the assets of the Company in the new activity/project.

Status: Not Applicable, as the proposed change of name is being undertaken pursuant to the proviso to Regulation 45(1) of the SEBI (LODR) Regulations, 2015.

4. **Regulation 45(3):**

The Company has complied with the conditions prescribed under Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including obtaining requisite approvals and ensuring that the proposed change of name is in consonance with its activities and does not amount to misrepresentation to investors.

Status: Complied

Confirmation

Based on my examination and the information and explanations provided to me, I hereby confirm that the Company is in compliance with **Regulation 45(1) read with the proviso thereto and Regulation 45(3)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, for the purpose of the proposed change of name.

This certificate is issued at the request of the Company for submission to BSE Limited in connection with its application for prior in-principle approval for change of name.

For **Khire Khandekar and Kirloskar**

Chartered Accountants

(FRN: 105148W)



(K.G. Phatak)

Partner

M. No.: 104106

UDIN:26104106FTTXMG1007



Place: Sangli

Date: 17/03/2026