

BIJOY HANS LIMITED

CIN: L86100AS1985PLC002323

NOTICE OF MEETING OF BOARD OF DIRECTORS 06/2025-2026

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

TO BE HELD ON FRIDAY, 13TH FEBRUARY, 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.

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Agenda 2: To take note on minutes on previous Board Meeting held on 31st January, 2026.

The minutes of the board meeting held on 31st January, 2026 which was already circulated to the Board, requires the approval with or without modification.

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Agenda 3: To take note of the circular resolutions passed by the Board of Directors.

The Chairman to inform that, the following circular resolutions were passed by the Board of Directors of the Company, in respect of the following matters:

Sr. No.	Particulars of Resolution	Circular Resolution No.
1.	Reconstitution of the Audit Committee & Stakeholders Relationship Committee due to change in designation of Mr. Salil Shetty from Independent Director to Non-Executive Director.	1/2025-26
2.	To apply for DIN of CA Manali Aditya Pandit proposed to be appointed as an Independent Director of Bijoy Hans Limited.	2/2025-26
3.	To consider & approve change of name of the company.	3/2025-26

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

“RESOLVED THAT the following circular resolutions with notes, passed by the Board of Directors, be and are hereby taken on record:

RESOLUTION BY CIRCULATION No. 1/2025-26:

a. Reconstitution of the Audit Committee & Stakeholders Relationship Committee due to change in designation of Mr. Salil Shetty from Independent Director to Non-Executive Director.

“RESOLVED THAT in view of the change in designation of Mr. Salil Sriram Shetty (DIN: 07424136) from Independent Director to Non-Executive Director, effective from 28th November, 2025 and in order to comply with the composition requirements under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Audit Committee & Stakeholders Relationship Committee of the Company be and is hereby reconstituted as under:

Audit Committee

Sr. No.	Name of Director	DIN	Category	Position in Committee
1	Mr. Rahul Ravindra Mayur	09203474	Independent Director	Chairperson
2	Mr. Brijesh Jugalkishor Biyani	10763751	Independent Director	Member
3	Mr. Kaushal Uttam Shah	02175130	Executive Director	Member

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Stakeholders Relationship Committee

Sr. No.	Name of Director	DIN	Category	Position in Committee
1	Mr. Brijesh Jugalkishor Biyani	09203474	Independent Director	Chairperson
2	Mr. Rahul Ravindra Mayur	10763751	Independent Director	Member
3	Mr. Kaushal Uttam Shah	02175130	Executive Director	Member

RESOLVED FURTHER THAT the terms of reference, roles and responsibilities of the Committee shall remain unchanged, except as required under applicable laws or as may be modified by the Board from time to time.

RESOLVED FURTHER THAT Mrs. Guinea Agrawal, Company Secretary & Compliance Officer of the Company be and is hereby authorized to:

- Make necessary filings with the Stock Exchanges under Regulation 30 of SEBI LODR,
- Update statutory registers and internal records, and
- Do all acts, deeds and things as may be necessary to give effect to this resolution.

RESOLUTION BY CIRCULATION No. 2/2025-26:

To apply for DIN of CA Manali Aditya Pandit proposed to be appointed as an Independent Director of Bijoy Hans Limited.

"RESOLVED THAT pursuant to provisions of Section 153 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force), the name of CA Manali Aditya Pandit be and is hereby proposed to be appointed on the board as the Independent Director of the Company;

RESOLVED FURTHER THAT Mr. Kaushal Shah, Managing Director (DIN: 02175130) and or Mrs. Guinea Agrawal, Company Secretary & Compliance Officer of the Company, be and is hereby authorized to sign all documents, deeds, papers in this regard and to file Form DIR-3 and other applicable forms/ documents with the Registrar of Companies and to do all such acts, deeds, matters and things as deemed necessary or expedient to give effect to the resolution of the Board."

RESOLUTION BY CIRCULATION No. 3/2025-26:

To consider & approve change of name of the company.

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“RESOLVED THAT pursuant to provisions of Section 4, 5, 13, 14, 179 and all other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the members at the general meeting and the approval Central Government and / or any other authority as may be necessary, the consent of the Board of Directors be and is hereby accorded for change of name of the Company from “Bijoy Hans Limited” to “Arvaya Healthtech Limited” or “Arvaya healthcare Limited” or any other name as may be made available by the Central Registry Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT subject to obtaining necessary approvals as referred above and upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the name of the Company as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name as may be approved.

RESOLVED FURTHER THAT any of the Director or/and Ms. Guinea Agrawal, Company Secretary & Compliance Officer of the Company be and is hereby authorised to apply to CRC or any other concerned authorities for ascertaining the availability of proposed name mentioned aforesaid and to prepare, file, and submit the necessary e-forms and to do all such acts, deeds, matters and things as may be deemed necessary or expeditious for the purpose of giving effect to the aforesaid resolution.”

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Agenda 4: To take note of the contracts/arrangements/ transactions, if any, entered in the Register of Contracts or Arrangements u/s 189 of the Companies Act, 2013.

The Board to note the contracts /arrangements/transactions recorded in the Register of Contract(s) maintained by the Company under section 189 of the Companies Act, 2013.

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Agenda 5: To consider and approve the draft standalone financial results of the Company, as recommended by the Audit Committee for the third quarter and nine months ended December 31, 2025, along with the draft Limited Review report submitted by M/s. Khire, Khandekar & Kirloskar Chartered Accountants, Statutory Auditors of the Company.

Mr. Kaushal Shah, Managing Director of the Company to brief the Board on the performance of the Company and to update on the financial performance and other updates of the Company for the third quarter and nine months ended December 31, 2025 on standalone basis.

Then, Mr. Kaushal Shah, Managing Director, presented before the Board the draft Unaudited Financial Results (standalone) for the quarter and nine months ended December 31, 2025.

Mr. Rahul Ravindra Mayur, the Chairman of the Audit Committee to state that the said financial results for the quarter and nine months ended December 31, 2025 have been considered and approved and recommended by the Audit Committee at its Meeting held earlier before this meeting.

Thereafter, the draft unaudited Financial Results for the quarter and nine months ended December 31, 2025 standalone to be presented to the Board for its consideration an approval.

After detailed deliberations and discussions at length on the financial results and noting the above, the Board may pass the following resolutions:

“RESOLVED THAT the Standalone Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2025 as approved and recommended by the Audit Committee at its Meeting held today, as circulated to the Board along with the draft Limited Review Report as prescribed under Regulation 33 and applicable Schedules of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, be and are hereby considered, approved and taken on the record and any Director of the Company be and is hereby authorized severally to sign the said results on behalf of the Board.

RESOLVED FURTHER THAT Mr. Kaushal Shah, Managing Director of the Company be and is hereby authorized to (i) submit the Standalone Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2025 to the stock exchange along with the Limited Review Report on the same issued by the statutory auditors, and upload of such data electronically on the online platform of the Stock Exchange through BSE Listing Centre, or such other portal of the stock exchange, as may be necessary, (ii) get the said results uploaded on the Company's website <https://www.bijoyhans.net/> as required under Regulation 33 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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Agenda 6: To take note of status of complaints received under Whistleblower Policy, if any.

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

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Agenda 7: To consider and approve the omnibus limits with related parties for the FY 2026-27, as approved by the Audit Committee.

CS Guinea Agrawal informed the Board that as per Section 177 of the Companies Act, 2013 read with, the Companies (Meeting of Board and its Powers) Rules, 2014, and regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 all related party transactions shall be approved by the Audit Committee. He further informed that the Audit Committee has grant omnibus approval for transaction proposed to be entered by the Company with Related Party subject to fulfilling certain conditions.

It was proposed to secure the omnibus approval of Board for the transactions proposed to be entered into by the Company with Related parties as per the details placed before the Board. The Board noted that most transactions like purchase, sale, rental, remuneration, interest & loans etc. are of repetitive in nature and at arm's length. Each individual transaction need not be approved singularly; and thereof the omnibus approval. After consideration of the same, the following resolution may be passed.

“RESOLVED THAT pursuant to the provisions of Section 2(76), 177 and Section 188 of the Companies Act, 2013, read with rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the approval of the Audit Committee, the Board of Directors be and is hereby take note of the omnibus approval accorded for the transaction(s) as tabled before this meeting, duly initialed by the chairman of this meeting for identification purpose, related to purchase, sale, loans, interest, remuneration / professional charges, rentals, reimbursement of expenses etc. proposed to be entered into by the company with related parties.

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial Year
1.	Agri One India Ventures LLP	Promoter of the Company.	As per Section 188 and RPT policy of the Company	10,00,00,000	2026-2027
2.	UG Patwardhan Services Private Limited	Promoter of the Company	As per Section 188 and RPT policy of the Company	10,00,00,000	2026-2027

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3.	Kaushal Uttam Shah	Promoter of the Company	As per Section 188 and RPT policy of the Company	10,00,00,000	2026-2027
4.	GTT Data Solutions Limited	The company belongs to same Promoter Group	As per Section 188 and RPT policy of the Company	10,00,00,000	2026-2027
5.	SMCV Management Services Private Limited	The company belongs to same Promoter Group	As per Section 188 and RPT policy of the Company	10,00,00,000	2026-2027

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to approve such transactions on case to case basis within the approved limit and do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.”

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Agenda 8: To take on record Reconciliation of Share Capital Audit Report and certificate issued by M/s. Pooja Gala & Associates, Company Secretaries regarding reconciliation of the admitted, issued and listed capital of the Company etc., for the quarter ended December 31, 2025.

CS Guinea Agrawal to place before the Board the copy of Reconciliation of Share Capital Audit Report in respect of reconciliation of the admitted, issued and listed capital of the Company received from M/s. Pooja Gala & Associates, Company Secretaries for the quarter ended December 31, 2025. She further to inform that the Company has filed the said Report with the BSE Limited & The Calcutta Stock Exchange Limited on January 19, 2026.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Reconciliation of Share Capital Audit Report received from M/s. Pooja Gala & Associates, Company Secretaries in respect of reconciliation of the admitted, issued and listed capital of the Company, etc., as submitted to Stock Exchange i.e. BSE Limited & CSE Limited on January 19, 2026, for the quarter ended December 31, 2025.”

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Agenda 9: To take on record and review the Statement relating to Investor Complaints for the quarter ended December 31, 2025 as submitted to the Stock Exchange as per Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CS Guinea Agrawal to place before the Board the Integrated Filing (Governance) for the quarter ended December 31, 2025 as submitted to the stock exchange on January 14, 2026 under the SEBI (LODR) Regulations, 2015.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Integrated Filing (Governance) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on January 14, 2026, for the quarter ended December 31, 2025.”

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Agenda 10: To consider & approve increase in remuneration of Mr. Kaushal Shah, Managing Director of the Company.

CS Guinea Agrawal to inform the Board that it is proposed to increase the remuneration of Mr. Kaushal Shah, Managing Director of the Company.

She further informed the Board that Members of the Company at the Annual General Meeting held on 25 August 2025, have approved the remuneration of Mr. Kaushal Shah in accordance with Section 197 and Schedule V of the Companies Act, 2013. The Board is requested to consider and approve giving effect to the said revision in terms of the applicable statutory provisions.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in terms of the approval accorded by the members of the Company at the Annual General Meeting held on 25 August 2025, the consent of the Board be and is hereby accorded to give effect to the increase in remuneration payable to Mr. Kaushal Shah, Managing Director (DIN: 02175130) of the Company, with effect from 1st January, 2026 as recommended by the Nomination and Remuneration Committee, on the following terms:

- a. Salary: ₹ 5 Lacs per month.
- b. Perquisites and Allowances: As per Company policy and within the limits prescribed under the Companies Act, 2013.
- c. Performance-linked Incentive / Commission: As per Company policy and within the limits prescribed under the Companies Act, 2013.
- d. Other Benefits: As approved by the Board / Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT the total remuneration payable to the Managing Director shall at all times be in accordance with the limits approved by the members and as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the revised terms of remuneration be incorporated in the service agreement of the Managing Director, as applicable.

RESOLVED FURTHER THAT Abhiram R, Chief Financial Officer of the Company and/or Guinea Agrawal, Company Secretary & Compliance Officer of the Company be and is hereby severally authorised to do all such acts, deeds and things, including making necessary stock exchange disclosures, filing of statutory forms, and execution of documents as may be required to give effect to this resolution.”

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Agenda 11: To consider & approve increase in remuneration of Mr. Abhiram Ranganath, Chief Financial Officer of the Company.

The Board is requested to consider and approve the revision of the remuneration of Mr. Abhiram Ranganath Chief Financial Officer of the Company, with effect from 1st January, 2026. The proposed revision has been recommended by the Nomination and Remuneration Committee in accordance with the Company's Nomination and Remuneration Policy.

The proposed revision is subject to compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the approval of the shareholders, if required.

The Board's approval is sought to implement the revised remuneration and to authorize the Company Secretary or any other authorized person to do all acts, deeds, and filings necessary in this regard.

The Board to discuss and pass the following resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals as may be required, the consent of the Board of Directors be and is hereby accorded to revise the remuneration of Mr. Abhiram Ranganath, Chief Financial Officer of the Company, with effect from 1st January, 2026 as detailed below:

- **Revised Remuneration:** ₹ 3 Lacs per month (*including salary, allowances, perquisites and other benefits, as applicable*)

RESOLVED FURTHER THAT the revised remuneration shall be within the limits approved under the applicable laws and the Nomination and Remuneration Policy of the Company.

RESOLVED FURTHER THAT Kaushal Shah, Managing Director and/or Guinea Agrawal Company Secretary & Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including filing of necessary returns and making disclosures to stock exchanges, if applicable."

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Agenda 12: To review the statement of uses / application of funds raised through rights issue / preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice.

In compliance with Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, the Board is required to review the end-use of funds raised through preferential issue.

The management has tabled the following for review:

- a. A certified statement detailing the application of funds raised through the preferential issue made during FY 2025–26 for the quarter ended December 31, 2025;
- b. A certified statement detailing the application of funds raised through the preferential issue made during the quarter ended December 31, 2025;
- c. A report confirming whether there has been any deviation in the usage of funds from those stated in the explanatory statement of the notice or offer document;
- d. The status of unutilized funds, if any, along with their current deployment and yield.
- e. The Audit Committee is expected to scrutinize the fund utilization statement, identify any deviations, if applicable, and recommend appropriate actions or disclosures to the Board for inclusion in the quarterly and annual reports.

After discussion, the following resolution may be passed:

“RESOLVED THAT the application of funds raised through preferential issue, for the quarter ended December 31, 2025 as approved by the Audit Committee at its Meeting held on 13th February, 2025 and as circulated to the Board, be and are hereby approved and that the same be signed for and on behalf of the Board, by Mr. Kaushal Shah (DIN: 02175130), Managing Director of the Company.”

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Agenda 13: To consider any other item with the permission of the Chairman.

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: 06.02.2026