

BIJOY HANS LIMITED

CIN: L51909AS1985PLC002323

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1st Extra Ordinary General Meeting (Meeting No.01/2025-26) of the Members of the Bijoy Hans Limited ("Company") will be held on Friday, November 28, 2025 at 3:00 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following Special business:

1. To 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, with or without modification, 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 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 be and is hereby accorded to increase the Authorised Share Capital of the Company from the present ₹ 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) equity shares of ₹ 10/- [Rupees Ten Only] each to ₹ 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crore Only) equity shares of ₹ 10/- [Rupees Ten Each] each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following new clause:

V. The Authorised Share Capital of the Company is ₹ 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crore Only) Equity shares of ₹ 10/- [Rupees Ten Each] each."

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

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2. **Increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Section 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 **(₹ 100 Crores) (Rupees 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.”

3. **Acquisition of Health Secure Hospitals Private Limited:**

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

“RESOLVED THAT pursuant to the provisions of Section 179, 186 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to such approvals, consents, and permissions as may be required, the consent of the Members of the company be and is hereby accorded to acquire 100% of the equity share capital of Health Secure Hospitals Private Limited(“**HSHP**”) on the following terms and conditions:

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(a) To acquire **7,01,742 equity shares**, representing **66% of the total equity share capital** of HSHPL, for a purchase consideration of **₹19,40,24,645.60** (Rupees Nineteen Crores Forty Lakhs Twenty-Four Thousand Six Hundred Forty-Five and Sixty Paise Only), at a price of **₹276.49 per equity share**, to be discharged **by way of consideration other than cash**, i.e., **through a share swap** by issue and allotment of **1,55,21,967 fully paid-up equity shares of ₹10/- each of Bijoy Hans Limited** at an issue price of **₹12.50 per equity share**; and

(b) To acquire the **balance 3,61,681 equity shares** of HSHPL for a **cash consideration of ₹10,00,00,000/- (Rupees Ten Crores Only)**, payable to the respective shareholders of HSHPL, in tranches, in exchange for their shareholding.

RESOLVED FURTHER THAT the draft Share Swap Agreement / Business Transfer Agreement / Share Exchange Agreement (as placed before the Board and initialed by the Chairman for the purpose of identification) be and is hereby approved, and Mr. Kaushal Uttam Shah, Managing Director (DIN: 02175130) and/or Mr. Ranganath Abhiram, Chief Financial Officer of the company, be and are hereby authorised to finalise, execute and deliver the agreement including signing any letter(s) of undertakings, declarations, agreements and other papers which the Company may be required to sign in terms of the Agreement and to take all actions as may be necessary to give effect to the acquisition.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, HSHPL shall become a wholly owned subsidiary of Bijoy Hans Limited

RESOLVED FURTHER THAT in connection with the above, the Board hereby approves the issue and allotment of equity shares of the Company on a preferential basis / otherwise than in cash, subject to the approval of the shareholders and such other regulatory authorities as may be required.

RESOLVED FURTHER THAT any of the present Director or the company Secretary, be and are hereby authorised to do all such acts, deeds, and things and to sign and file all necessary forms, returns and documents with the Registrar of Companies and other authorities as may be required, and to take all incidental or consequential actions to give effect to this resolution."

4. Acquisition of 14,99,999 Equity Shares of Arvaya Health and Wellness Pvt Ltd:

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

"RESOLVED THAT pursuant to the provisions of Section 179, 186 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to such approvals, consents, and permissions as may be required, the consent of the Members of the Company be and is hereby accorded for the acquisition of 14,99,999 equity shares representing 100% of the

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equity shareholding in M/s **Arvaya Health and Wellness Pvt Ltd ("AHWPL")** for a total purchase consideration of ₹ 18,74,99,875/- (Rupees Eighteen Crores Seventy Four Lakhs Ninety Nine Thousand Eight Hundred and Seventy Five Only) at a price of ₹ 125/- (Rupees One Hundred and Twenty Five Only) per equity share

RESOLVED FURTHER THAT in consideration of the above acquisition, the consent of the Members be and is hereby accorded for the issuance and allotment of up to 1,49,99,990 (One Crore Forty Nine Lakhs Ninety Nine Thousand Nine Hundred Ninety) fully paid-up equity shares of the Company having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 12.5/- (Rupees Twelve and Fifty paise Only) per equity share, including a premium of ₹ 2.5/- per share, to the shareholders of AHWPL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of AHWPL.

RESOLVED FURTHER THAT the draft Share Swap Agreement / Business Transfer Agreement / Share Exchange Agreement (as placed before the Board and initialed by the Chairman for the purpose of identification) be and is hereby approved, and Mr. Kaushal Uttam Shah, Managing Director (DIN: 02175130) and/or Mr. Ranganath Abhiram, Chief Financial Officer, be and are hereby authorised to finalise, execute and deliver the agreement including signing any letter(s) of undertakings, declarations, agreements and other papers which the Company may be required to sign in terms of the Agreement and to take all actions as may be necessary to give effect to the acquisition.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, AHWPL shall become a wholly owned subsidiary of Bijoy Hans Limited.

RESOLVED FURTHER THAT any of the present Director or the company Secretary be and are hereby, be and is hereby authorised to do all such acts, deeds, and things and to sign and file all necessary forms, returns and documents with the Registrar of Companies and other authorities for giving effect to this resolution."

5. Acquisition of 10,000 Equity Shares of Tec-Pool Solutions Private Limited:

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

"RESOLVED THAT pursuant to the provisions of Sections 179(3)(j), 186 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to such approvals, consents, and permissions as may be required, the consent of the Members of the Company be and is hereby accorded for the acquisition of 10,000 equity shares representing 100% of the equity shareholding in M/s **Tec-Pool Solutions Pvt Ltd ("TPSPL")** for a total purchase consideration of ₹ 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) at a price of ₹ 12,500/- (Rupees Twelve Thousand Five Hundred Only) per equity share.

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RESOLVED FURTHER THAT in consideration of the above acquisition, the consent of the Members be and is hereby accorded for the issuance and allotment of up to 1,00,00,000 (One Crore) fully paid-up equity shares of the Company having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 12.5/- (Rupees Twelve and Fifty paise Only) per equity share, including a premium of ₹ 2.5/- per share, to the shareholders of TPSPL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of TPSPL.

RESOLVED FURTHER THAT the draft Share Swap Agreement / Business Transfer Agreement / Share Exchange Agreement (as placed before the Board and initialed by the Chairman for the purpose of identification) be and is hereby approved, and Mr. Kaushal Uttam Shah, Managing Director (DIN: 02175130) and/or Mr. Ranganath Abhiram, Chief Financial Officer be and are hereby authorised to finalise, execute and deliver the agreement including signing any letter(s) of undertakings, declarations, agreements and other papers which the Company may be required to sign in terms of the Agreement and to take all actions as may be necessary to give effect to the acquisition.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, TPSPL shall become a wholly owned subsidiary of Bijoy Hans Limited.

RESOLVED FURTHER THAT any of the present Director or the company Secretary be and are hereby authorised to do all such acts, deeds, and things and to sign and file all necessary forms, returns and documents with the Registrar of Companies and other authorities for giving effect to this resolution."

6. Preferential issue of equity shares for consideration other than cash (Health Secure Hospitals Private Limited).

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

"RESOLVED THAT pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the "SEBI SAST Regulations"), as amended from time to time, the equity listing agreement entered into by the Company with BSE Limited and Calcutta Stock Exchange ("Stock

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Exchanges”) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (MCA) and the Reserve Bank of India (“RBI”) and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be), and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company be and is hereby accorded, to authorize, create, issue, offer and allot, upto 1,55,21,967 (One Crore Fifty-Five Lakhs Twenty-One Thousand Nine Hundred and Sixty-Seven) Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten each), fully paid-up, (“Health Secure- Swap Shares”) at an Issue Price of ₹ 12.50/- per Equity Share (Rupees Twelve and Fifty Paise Only) including a premium of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share aggregating to ₹ 19,40,24,587.50 for 66% of the company (Rupees Nineteen Crore Forty Lakh Twenty Four Thousand Five Hundred and Eighty -Seven and Fifty paise Only) on preferential allotment basis through private placement to the below mentioned person n (“Proposed Allottee”) being the shareholder of Health Secure Hospitals Private Limited (“HSHPL”), (CIN: U85190KA2021PTC143563) for consideration other than cash i.e. in lieu of acquisition of their 66% stake in the equity shares of HSHPL through swapping of Equity Shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

Sr.no	Name of Proposed Allottees	Category	No. of Shares of Bijoy Hans Limited proposed to be allotted for the acquisition of HSHPL Shares	No. of Shares of HSHPL proposed to be transferred to Bijoy Hans Limited
1	Srishail Chiniwalar	Non Promoter	17,44,541	78870
2	Praveenkumar Fakeeragouda Saligoudar	Non Promoter	16,92,804	76531
3	Sharat Mohan Vijapur	Non Promoter	17,44,541	78870
4	Shyam Shashikant Bhairi	Non Promoter	17,44,541	78870
5	Karavajjanavar Chanabasappa Shambhulinga	Non Promoter	17,44,541	78870

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6	Dattatraya Dasharathrao Jalde	Non Promoter	17,44,541	78870
7	Muralidhar Ramachandra Doddaman	Non Promoter	16,92,804	76531
8	Manojkumar Vaijanathrao Bhutte	Non Promoter	14,73,868	66633
9	Bidari Kotresh Anilkumar	Non Promoter	17,20,873	77800
10	Sneha C Sheelvant	Non Promoter	2,18,913	9897
Total			1,55,21,967	7,01,742

RESOLVED FURTHER THAT the Relevant Date for the purpose of determination of the Floor price of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as October 29, 2025, which is 30 (thirty) days prior to the proposed date of passing of the shareholders' resolution approving the proposed preferential issue of the Equity Shares;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares proposed to be issued and allotted to the Proposed Allottee shall inter-alia be subject to the following:

- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- The pre-preferential shareholding of the Proposed Allottee of equity shares, if any, shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.
- No partly paid-up Equity Shares shall be issued and allotted;
- Allotment of the Equity Shares shall only be made in dematerialised form;
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

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RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted under the proposed preferential issue shall be subject to lock-in (*over and above, and not in derogation of, the minimum lock-in requirements prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended*) as under:

- **40%** of the Equity Shares shall be locked-in for a period of **three (3) years** from the date of allotment;
- **40%** of the Equity Shares shall be locked-in for a period of **two (2) years** from the date of allotment; and
- **20%** of the Equity Shares shall be locked-in for a period of **one (1) year** from the date of allotment;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT, subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board of Directors be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs, Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the member.

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RESOLVED FURTHER THAT anyone of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any Stock Exchanges or governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

7. Preferential issue of equity shares for consideration other than cash (Arvaya Health and Wellness Pvt Ltd (“AHWPL”)).

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

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “SEBI SAST Regulations”), as amended from time to time, the equity listing agreement entered into by the Company with BSE Limited and Calcutta Stock Exchange (“Stock Exchanges”) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (MCA) and the Reserve Bank of India (“RBI”) and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be), and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company be and is hereby

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accorded, to authorize, create, issue, offer and allot, upto 14,99,999 (Fourteen Lakhs Ninety-Nine Thousand Nine Hundred and Ninety-Nine Only) Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten each), fully paid-up, ("Arvaya- Swap Shares") at an Issue Price of ₹ 12.50/- per Equity Share (Rupees Twelve and Fifty Paise Only) including a premium of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share aggregating to ₹ 18,74,99,875/- (Rupees Eighteen Crores Seventy-Four Lacs Ninety-Nine Thousand Eight Hundred and Seventy Five Only) on preferential allotment basis through private placement to the below mentioned person ("Proposed Allottee") being the shareholder of Arvaya Health and Wellness Pvt Ltd ("AHWPL"), (CIN: U86909MH1987PTC043914) for consideration other than cash i.e. in lieu of acquisition of their 100% stake in the equity shares of AHWPL through swapping of Equity Shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

Sr. no	Name of Proposed Allottees (Arvaya Health and Wellness Pvt Ltd)	Category	No. of Shares of Bijoy Hans Limited proposed to be allotted for the acquisition of AHWPL Shares	No. of Shares of AHWPL proposed to be transferred to Bijoy Hans Limited
1	Deepak Aabasaheb Shinde	Non-Promoter	8,340	834
2	Mansing Shinde	Non-Promoter	2,800	280
3	Amol Ganesh Kulkarni	Non-Promoter	83,860	8,386
4	Ramdas Bhanudas Hazare	Non-Promoter	30,000	3,000
5	Darshan Muralidhar Shah	Non-Promoter	50,000	5,000
6	Shubham Vinod Goyal	Non-Promoter	50,000	5,000
7	Shraddha Vinod Goyal	Non-Promoter	50,000	5,000
8	Suhani Dhanaji Jadhav	Non-Promoter	1,50,390	15,039
9	Jayesh Suresh Agarwal	Non-Promoter	25,000	2,500
10	Paresh Suresh Agarwal	Non-Promoter	25,000	2,500
11	Savita Ramesh Dadage	Non-Promoter	1,00,000	10,000
12	Ajay Shankarrao Thorat	Non-Promoter	33,000	3,300
13	Anil Chaturbhuj Bajaj	Non-Promoter	20,000	2,000
14	Sureshkumar Harilal Thakkar	Non-Promoter	10,000	1,000
15	Rahul Kapoorchand Jain	Non-Promoter	1,00,000	10,000
16	Nitin Shankarrao Thorat	Non-Promoter	10,000	1,000
17	Parag Nerandra Ruparel	Non-Promoter	10,000	1,000
18	Nirmala Shankar Patil	Non-Promoter	10,000	1,000
19	Amol Vasant Zambre	Non-Promoter	25,000	2,500
20	Tejaswani Amol Zambre	Non-Promoter	25,000	2,500
21	Shilpa Bhavesh Shah	Non-Promoter	1,00,000	10,000
22	Dinesh Singh	Non-Promoter	33,330	3,333

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23	Smruti Bali	Non-Promoter	10,000	1,000
24	Anirudh Reddy	Non-Promoter	20,000	2,000
25	Swapnil Pramod Shinde	Non-Promoter	25,000	2,500
26	Pramod Ramrao Shinde	Non-Promoter	25,000	2,500
27	Harshita Shivaji Mohite	Non-Promoter	17,500	1,750
28	Priyanka Ganesh Mohite	Non-Promoter	17,500	1,750
29	Savita Dinesh Jadhav	Non-Promoter	25,000	2,500
30	Shrinivas Shamsundar Toshniwal	Non-Promoter	5,00,000	50,000
31	Ramesh Trikamji Shah	Non-Promoter	1,00,000	10,000
32	Mehul Jitendra Dekhtawala	Non-Promoter	50,000	5,000
33	Snehal Pramod Shinde	Non-Promoter	50,000	5,000
34	Hanuj Patel	Non-Promoter	17,000	1,700
35	Arjun Singh	Non-Promoter	23,300	2,330
36	Vishal Khandelwal	Non-Promoter	33,330	3,333
37	Payal Rahul Banait	Non-Promoter	53,330	5,333
38	Sindola Management Services Pvt Ltd	Non-Promoter	3,00,000	30,000
39	Kirti Amit Mashru	Non-Promoter	20,000	2,000
40	Akhil Anil Samani	Non-Promoter	1,00,000	10,000
41	Amit Kirtilal Shah	Non-Promoter	2,00,000	20,000
42	Charudatta Prabhakar Palwe	Non-Promoter	2,00,000	20,000
43	Tejal Thakkar	Non-Promoter	1,00,000	10,000
44	Deena C Sampat	Non-Promoter	10,000	1,000
45	Sanvin Gems	Non-Promoter	20,000	2,000
46	Unilkumar Mahendrakumar Dosani	Non-Promoter	10,000	1,000
47	Revati Santosh Doke	Non-Promoter	50,000	5,000
48	Godawari Ventures Llp	Non-Promoter	2,00,000	20,000
49	Akshay Arun Shah	Non-Promoter	1,00,000	10,000
50	Yogesh Goyal	Non-Promoter	50,000	5,000
51	Akash Bhartiya	Non-Promoter	70,000	7,000
52	Anirudh Chaukse	Non-Promoter	16,660	1,666
53	Aliabbas Engineer	Non-Promoter	1,00,000	10,000
54	Jignesh Pravinchandra Shah	Non-Promoter	10,000	1,000
55	Shivaji Namdeorao Mohite	Non-Promoter	9,000	900
56	Ganesh Namdevrao Mohite	Non-Promoter	9,000	900
57	Dhanaji Dattatray Jadhav	Non-Promoter	1,20,000	12,000
58	Rachna Dhanaji Jadhav	Non-Promoter	1,20,000	12,000
59	Mansi Parag Shah	Non-Promoter	10,000	1,000
60	Avinash Gupta	Non-Promoter	1,00,000	10,000
61	Nidhish Tanna	Non-Promoter	1,00,000	10,000
62	Priya Sudip Doshi	Non-Promoter	5,000	500
63	Vikramkumar Rameshchandra Shah	Non-Promoter	25,000	2,500
64	Deepakkumar Rameshchandra Shah	Non-Promoter	25,000	2,500

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65	Tejalben Deepakkumar Shah	Non-Promoter	50,000	5,000
66	Jagrutiben Vikramkumar Shah	Non-Promoter	50,000	5,000
67	Grishma Sanket Samani	Non-Promoter	2,00,000	20,000
68	Nikhil Sagar	Non-Promoter	50,000	5,000
69	Yogesh Shah	Non-Promoter	50,000	5,000
70	Chetna Deepak Shah	Non-Promoter	1,00,000	10,000
71	Rahul Ashok Dingane (Huf)	Non-Promoter	75,000	7,500
72	Rahul Ashok Dingane	Non-Promoter	1,00,000	10,000
73	Ashwini Ashok Chougule	Non-Promoter	1,50,000	15,000
74	Mithil Mahesh Jhanwar	Non-Promoter	1,00,000	10,000
75	Aarchit Mahesh Jhanwar	Non-Promoter	1,00,000	10,000
76	Snehal Saurbh Kabra	Non-Promoter	2,00,000	20,000
77	Megha Raina Runwal	Non-Promoter	1,25,000	12,500
78	Sanobar Aliabbas Engineer	Non-Promoter	1,50,000	15,000
79	Kavita Rahul Baldota	Non-Promoter	1,00,000	10,000
80	Rounak Sudarshan Somani	Non-Promoter	50,000	5,000
81	Brijcap Investment Private Limited	Non-Promoter	1,00,000	10,000
82	Siddharth Lodha	Non-Promoter	10,000	1,000
83	Rosalind Aziz Lakhani	Non-Promoter	1,25,000	12,500
84	Janvi Nitin Lalwani	Non-Promoter	10,000	1,000
85	Ranjana Jitendra Lodha	Non-Promoter	25,000	2,500
86	Aanchal Mehta	Non-Promoter	15,000	1,500
87	Arman Rahul Baldota	Non-Promoter	1,00,000	10,000
88	Farokh S Irani	Non-Promoter	50,000	5,000
89	Nikhil Dinesh Gupta	Non-Promoter	1,50,000	15,000
90	Kanishk Ravi Dodeja	Non-Promoter	2,000	200
91	Suraj Rajesh Kasat	Non-Promoter	1,00,000	10,000
92	Ashay Jitendra Lodha	Non-Promoter	15,000	1,500
93	Akshay Sancheti	Non-Promoter	50,000	5,000
94	Bharat Kumar Jain Huf	Non-Promoter	44,000	4,400
95	B R Jain Huf	Non-Promoter	54,000	5,400
96	Sudarshan Somani Huf	Non-Promoter	50,000	5,000
97	Udit Aggarwal Huf	Non-Promoter	32,500	3,250
98	Uttamchand Lodha (Huf)	Non-Promoter	25,000	2,500
99	Meetu Ravi Dodeja	Non-Promoter	25,000	2,500
100	Ranjana Kanda	Non-Promoter	90,000	9,000
101	Mr Bosco Armando Menezes	Non-Promoter	60,000	6,000
102	Kartik Bathla	Non-Promoter	25,000	2,500
103	Anupam Gupta	Non-Promoter	40,000	4,000
104	Madhu Rungta	Non-Promoter	30,000	3,000
105	Ghetia Sagarkumar Dhirajlal	Non-Promoter	40,000	4,000
106	Ms Gladys Menezes	Non-Promoter	50,000	5,000

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107	Anshul Gupta	Non-Promoter	25,000	2,500
108	Ms Indubai Soma Hirve	Non-Promoter	25,000	2,500
109	Deepak Mohanty	Non-Promoter	50,000	5,000
110	Kesar Corporation	Non-Promoter	50,000	5,000
111	Meeta Jayesh Jasani	Non-Promoter	50,000	5,000
112	Dejikumar D Jasani	Non-Promoter	50,000	5,000
113	Yash Magdum	Non-Promoter	25,000	2,500
114	Mahesh Patel	Non-Promoter	25,000	2,500
115	Pooja Jain	Non-Promoter	50,000	5,000
116	Swati Goel	Non-Promoter	1,25,000	12,500
117	Parakh Chetan Kantilal	Non-Promoter	1,00,000	10,000
118	Kashvi Agarwal	Non-Promoter	25,000	2,500
119	Divyesh Jagdish Rach	Non-Promoter	25,000	2,500
120	Sonali Sandip Shinde	Non-Promoter	12,500	1,250
121	Vijay Bhandari	Non-Promoter	12,500	1,250
122	Roma Bhandari	Non-Promoter	12,500	1,250
123	Vivek Bali	Non-Promoter	70,000	7,000
124	Pratima Vasant Thakkar	Non-Promoter	1,00,000	10,000
125	Govind Paliwal	Non-Promoter	5,000	500
126	Shubhalakshmi Polyesters Limited	Non-Promoter	1,27,500	12,750
127	Rupesh Vijay Sapte	Non-Promoter	2,000	200
128	Asmita Ramesh Kully	Non-Promoter	2,000	200
129	Onkar Risbud	Non-Promoter	2,000	200
130	Gayatri Deepak Dhamat	Non-Promoter	2,000	200
131	Shreya Manojkumar Upase	Non-Promoter	1,46,660	14,666
132	Sukanya Srinivas Bhupal	Non-Promoter	2,00,000	20,000
133	Jaideep Singh Anand	Non-Promoter	1,00,000	10,000
134	Jyothi Subramanyas	Non-Promoter	50,000	5,000
135	Pooja Yogesh Goyal	Non-Promoter	33,330	3,333
136	Preeti Pritesh Kothari	Non-Promoter	25,000	2,500
137	S. Akash	Non-Promoter	50,000	5,000
138	Vijayanagaraju B V	Non-Promoter	50,000	5,000
139	K M Shreekaar	Non-Promoter	50,000	5,000
140	Thiriveedhi Kavya Ravali	Non-Promoter	1,00,000	10,000
141	Ashok Kumar	Non-Promoter	50,000	5,000
142	Sanjay Nozer Mazda	Non-Promoter	1,00,000	10,000
143	T Chandrashekar	Non-Promoter	50,000	5,000
144	Sachin Machindra Chavan	Non-Promoter	2,00,000	20,000
145	Srinath Setty	Non-Promoter	1,00,000	10,000
146	Gaurav Sapra	Non-Promoter	3,50,000	35,000
147	Tanvi Harsh Borgave	Non-Promoter	10,000	1,000
148	Harsh Jivandhar Borgave	Non-Promoter	5,000	500

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149	Geeta Ajit Borgave	Non-Promoter	5,000	500
150	Rajendra Bapusaheb Borgave	Non-Promoter	5,000	500
151	Vardhaman Giragouda Patil	Non-Promoter	50,000	5,000
152	Sushmitha A S	Non-Promoter	50,000	5,000
153	Rasila Mahendra Vora	Non-Promoter	25,000	2,500
154	Mahendra Vora	Non-Promoter	75,000	7,500
155	Shah Rasmin Amit	Non-Promoter	1,00,000	10,000
156	Deepali Vardhaman Patil	Non-Promoter	50,000	5,000
157	Amruta Chetan Deshpande	Non-Promoter	2,700	270
158	Yusuf Abbas Khamgaonwala	Non-Promoter	2,000	200
159	Pravin Appaso Chougule	Non-Promoter	35,000	3,500
160	Harshit Sirigeri	Non-Promoter	1,00,000	10,000
161	Lakshmi S	Non-Promoter	50,000	5,000
162	Dhawal Kishor Shah	Non-Promoter	50,000	5,000
163	Hardik Ashok Desai	Non-Promoter	50,000	5,000
164	Shivani Rohan Bhate Shah	Non-Promoter	50,000	5,000
165	Sumedh Bharadwaj	Non-Promoter	30,000	3,000
166	Lakshmi Ashok Jayanti	Non-Promoter	3,00,000	30,000
167	Dr Veerendrakumar Siddhapur Chandrasekhar	Non-Promoter	1,00,000	10,000
168	Pushkaraj Rahul Kulkarni	Non-Promoter	35,000	3,500
169	Nayankumar Deelipkumar Shah	Non-Promoter	34,000	3,400
170	Parulben Kaushikbhai Patel	Non-Promoter	2,50,000	25,000
171	Kaushikkumar Dahyabhai Patel	Non-Promoter	25,000	2,500
172	Kamlesh D. Patel Trust	Non-Promoter	25,000	2,500
173	Gohil Dilipsinha A	Non-Promoter	25,000	2,500
174	Shriyanka Praveen	Non-Promoter	1,95,000	19,500
175	Balu Navnath Avhad	Non-Promoter	1,50,000	15,000
176	Suresh S Ingale	Non-Promoter	1,50,000	15,000
177	Raj Narendra Thakkar	Non-Promoter	20,000	2,000
178	Pradeep Nabhiraj Chougule	Non-Promoter	75,000	7,500
179	Arogya Tech Services Llp	Non-Promoter	32,77,460	3,27,746
TOTAL			14,999,990	1,499,999

RESOLVED FURTHER THAT the Relevant Date for the purpose of determination of the Floor price of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as October 29, 2025, which is 30 (thirty) days prior to the proposed date of passing of the shareholders' resolution approving the proposed preferential issue of the Equity Shares;

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RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares proposed to be issued and allotted to the Proposed Allottee shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.
- c) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations;
- d) No partly paid-up Equity Shares shall be issued and allotted;
- e) Allotment of the Equity Shares shall only be made in dematerialised form;
- f) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- g) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT, subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board of Directors be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs,

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Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members

RESOLVED FURTHER THAT anyone of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any Stock Exchanges or governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

8. Preferential issue of equity shares for consideration other than cash (Tec-Pool Solutions Private Limited (“TPSPL”):

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

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “SEBI SAST Regulations”), as amended from time to time, the equity listing agreement entered into by the Company with BSE Limited & Calcutta Stock Exchange (“Stock Exchanges”) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (MCA) and the Reserve Bank of India (“RBI”) and subject to such further approvals, consents, permissions and

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sanctions as may be necessary or required from respective regulatory or other appropriate authorities and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be), and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company be and is hereby accorded, to authorize, create, issue, offer and allot, upto 10,000,000 (One Crore Only) Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten each), fully paid-up, ("Tec-Pool- Swap Shares") at an Issue Price of ₹ 12.50/- per Equity Share (Rupees Twelve and Fifty Paise Only) including a premium of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share aggregating to ₹ 12,50,00,000/- (Rupees Twelve Crores Fifty Lacs Only) on preferential allotment basis through private placement to the below mentioned person n ("Proposed Allottee") being the shareholder of Tec-Pool Solutions Private Limited ("TPSPL"), (CIN: U72300KA2002PTC030950) for consideration other than cash i.e. in lieu of acquisition of their 100% stake in the equity shares of TPSPL through swapping of Equity Shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

Sr. No	Name of Proposed Allottees (Tec-pool Solutions Private Limited)	Category	No. of Shares of Bijoy Hans Limited proposed to be allotted for the acquisition of TPSPL Shares	No. of Shares of TPSPL proposed to be transferred to Bijoy Hans Limited
1	SMCV Management Services Private Limited	Promoter	99,99,000	9999
2	Prasanna Joshi	Non-Promoter	1,000	1
Total			1,00,00,000	10,000

RESOLVED FURTHER THAT the Relevant Date for the purpose of determination of the Floor price of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as October 29, 2025, which is 30 (thirty) days prior to the proposed date of passing of the shareholders' resolution approving the proposed preferential issue of the Equity Shares;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares proposed to be issued and allotted to the Proposed Allottee shall inter-alia be subject to the following:

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- a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.
- c) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations;
- d) No partly paid-up Equity Shares shall be issued and allotted;
- e) Allotment of the Equity Shares shall only be made in dematerialised form;
- f) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- g) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT, subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board of Directors be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs, Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock

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Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT anyone of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any Stock Exchanges or governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

9. Appointment of Ms. Kiran Sudhir Kabra (DIN: 01735354) as Women Independent Director of the company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152, 161 and other applicable provisions, if any, of Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV to the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and pursuant to the recommendation made by the Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to appoint Ms. Kiran Sudhir Kabra (DIN:01735354) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of four (4) consecutive years commencing from November 4, 2025 to November 3, 2030.

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

RESOLVED FURTHER THAT any one Director/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above said resolution along with filing of necessary E-form with the Central Registry Centre / jurisdictional Registrar of Companies.”

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10. Change in designation of Mr. Salil Sriram Shetty, Director (DIN: 07424136) as non – Executive Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 152 of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), **Mr. Salil Sriram Shetty, Director (DIN: 07424136),** is re-designated as Non-executive Non-independent Director of the company with effect from 04th November, 2025 be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. Change in situation of the Registered Office of the Company from Assam to Maharashtra.

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

“RESOLVED THAT pursuant to provisions of Section 12, 13 and other applicable provisions of the Companies Act, 2013 (including any (including any statutory modification(s) or re- enactment thereof for the time being in force) read with rule 30 of the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (Power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, consents, permissions as might be required from any regulatory authority, as may be necessary, if any and pursuant to recommendation made by the Board of Directors of the Company, the consent of the members be and is hereby accorded for shifting of registered office from Assam to Maharashtra, and that clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The registered office of the Company shall be situated in the state of Maharashtra.

RESOLVED FURTHER THAT the Board of Directors of the Company and or Company Secretary and or Chief Financial Officer be and are hereby severally / jointly authorized to sign, affirm and file the petition and other related documents to be filed with the Regional Director at North East Region and the Registrar of Companies, Guwahati and such other authorities and also to appoint Authorized Representative to appear and represent the Company before the Regional Director, North East Region bench and other authorities and to do all such acts, deeds and things as may be necessary in connection therewith and incidental to effect the change in Registered Office of the Company from the Guwahati, Assam to Sangli, Maharashtra, i.e. from one state to other state.”

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12. Alteration in object clause of memorandum of association of the company.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 4 and Section 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company:

- a. Alteration of existing Object Clause III(A) by replacing the entire object clauses with the following:

III. The objects for which the Company is established are: -

1.To establish, construct, erect, maintain, run, manage, develop, own, acquire, purchase, undertake, improve, equip, and initiate technology-enabled hospitals and research centers in the fields of medicine, cardiac sciences, surgery, urology, ENT, oncology, nephrology, gynecology, pediatrics, neonatology, orthopedics, intensive care, trauma care, multi-specialty hospitals, dispensaries, clinics, diagnostic centers, chemist shops, blood banks, eye banks, kidney banks, nursing homes, rehabilitation and healthcare centers, medical research centers, medical institutions, pathological testing laboratories, X-ray and ECG clinics, scan centers, and wellness centers.

To provide app-based and digital medical assistance including doctor appointment booking, teleconsultations, medicine and medical product delivery, online diagnostic services with home sample collection, remote patient monitoring, tele-ICU support, and technology-driven home healthcare, physiotherapy, and rejuvenation services; and to adopt and deploy artificial intelligence (AI), data analytics, and digital health records for improved patient outcomes and operational efficiency in India and abroad.

2. To establish, manage, and operate technology-integrated healthcare institutions including hospitals, clinics, nursing homes, medical centers, diagnostic centers, laboratories, dispensaries, and other healthcare facilities for the diagnosis, treatment, and care of patients in all branches of medicine and surgery; and to provide medical, surgical, diagnostic, preventive, rehabilitative, and emergency services through both physical and digital platforms.

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To engage in integrated healthcare, hospitality, and wellness services including health check-ups, preventive healthcare programs, wellness retreats, medical tourism, and health insurance facilitation through technology-based platforms.

To design, develop, acquire, implement, and manage technologies and digital infrastructure including software, mobile applications, web platforms, artificial intelligence systems, Internet of Things (IoT) devices, blockchain-based records, and information systems related to healthcare, hospitality, and wellness — such as electronic health records, telemedicine platforms, hospital management systems, and hotel management software.

To provide professional consultancy, advisory, and training services in healthcare management, hospital administration, hospitality operations, and wellness program development, including technology adoption, digital transformation, capacity building, skill development, and staff training.

To undertake, promote, and support research and development (R&D) in healthcare, wellness, and hospitality technologies, including the development of new digital tools, devices, methods, and processes for better health and service delivery.

To collaborate or partner with Indian or foreign companies, government bodies, academic or research institutions, and technology firms for promoting innovation and business expansion in healthcare, hospitality, and wellness.

To operate e-commerce and digital platforms for online health consultations, telemedicine, virtual diagnostics, digital health marketplaces, wellness products, and online booking services.

To provide technology-driven logistics, procurement, and supply chain solutions to healthcare, hospitality, and wellness entities — including digital inventory management, smart warehousing, automated procurement systems, and AI-based demand forecasting for medical equipment, consumables, and other products.

3. To establish, develop, and operate smart hospitality and lodging facilities including hotels, resorts, motels, serviced apartments, guest houses, hostels, and lodges integrated with technology-based management systems such as property management software, digital booking systems, online concierge services, and customer relationship management tools.

To provide allied services including catering, food and beverage, travel, and tourism using digital interfaces and AI-enabled customer experience tools.

To establish, promote, and operate technology-enabled wellness, fitness, and recreational centers including spas, health clubs, physiotherapy centers, yoga and meditation studios, and other wellness establishments offering tech-assisted therapy, biometric monitoring, virtual fitness sessions, and digital wellness tracking applications.

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4. To acquire, purchase, lease, exchange, or otherwise obtain and hold immovable and movable properties, including lands, buildings, premises, equipment, furniture, fixtures, and technological infrastructure such as servers, cloud systems, and hardware, for the purposes of the Company's business.

To develop, construct, alter, improve, maintain, and manage smart and sustainable infrastructure equipped with automation, IoT devices, renewable energy systems, and digital management solutions.

To lease, license, mortgage, or otherwise deal with the Company's physical and digital assets for commercial, operational, or investment purposes, and to grant rights or access to such assets through technology-based platforms.

To apply for, obtain, and maintain all necessary licenses, registrations, and approvals from governmental, statutory, municipal, and regulatory authorities for lawful business activities, including compliance with healthcare, data protection, digital health, and technology laws.

5. To undertake any other business or activity incidental, ancillary, or conducive to the attainment of the above main objects, including data processing, cloud hosting, artificial intelligence, digital marketing, and technology-based service delivery, or which may conveniently be carried on in connection therewith.

POWER TO DO ALL SUCH OTHER LAWFUL THINGS AS ARE INCIDENTAL OR CONDUCTIVE TO THE ATTAINMENT OF THE ABOVE OBJECTS

The Company shall have power to do all such acts, deeds, and things as are incidental or conducive to the attainment of the foregoing objects, and to engage in any lawful business or activity that may conveniently be carried on in connection with or in furtherance of the Company's main business, in accordance with the provisions of the Companies Act, 2013 and other applicable laws for the time being in force.

a. Inserting new Clause III(B) as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)" and Deleting the OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS (Clause III(B)) and Other Objects (Clause III(C))

(B). Matters which are necessary for the furtherance of the Objects specified in Clause III (A) are:

1. To purchase, take on lease or in exchange, hire or otherwise acquire any estates, land or lands in India or elsewhere and any rights, privileges and easements and concessions and factories machinery, implements, tools, live and dead stock, stores effects and other property, real or personal, immovable or movable of any kind.

2. To buy or generate for its own use of distribution or otherwise steam, heat, light, electricity, gas, motive power and hydro-electric or water power.

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3. To construct, maintain and alter any buildings or works, necessary or convenient for the purpose of this Company and to purchase, hire, construct, improve, maintain, work, manage, carry out or control any roads, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, river transport services, wharves, manufactories, warehouse, electric workshops, stores, jetties and other conveniences and works which may seem calculated directly or indirectly to advance the Company's interest and to contribute to subsidies or otherwise assist or take part in the construction, improvements, maintenance, workings, management, carrying out or control thereof.
4. To acquire from any Sovereign, State or authorities in India or elsewhere, any concession grants, decrees, rights, powers and privileges whatsoever, which may seem to the Company capable of being turned to account and to work, develop, carryout, exercise and turn to account the same.
5. To plant, grow and produce agricultural products and other produce of any kind in India or elsewhere necessary or useful for the business of the company.
6. Generally, to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors or concessionaries and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the objects of the Company, or which may be thought calculated directly or indirectly to enhance the value of or render profitable, any of the Company's property or rights.
7. To enter into any arrangement or agreement with any Government, State or authority, municipal, local or otherwise, or any Corporation, Companies, or person that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, State authority Corporation, Company or persons any rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
8. To apply for, promote and obtain any Act of Legislature or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly, or indirectly to prejudice the Company's interests
9. To acquire by purchase or otherwise for the business of the Company in India or elsewhere, any lands, manufactories, buildings, mills, plants, engines, machinery and other things found necessary for the purpose of the Company.
10. To establish and carry on and to promote the establishment of and carrying on, any property in which the Company is interested, of any business which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.

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11. To exercise conduct research, develop, grant licenses, in respect of sell, let or otherwise turn to account any inventions, processes, letters patent, licenses, concessions, rights or privileges belonging to the company or which it may acquire, or any interest in the same; to apply for takeout and register any patent or patents for any invention or inventions, or obtain exclusive or other privileges, in respect of the same, in any part of the world; and to manufacture and produce and trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any inventions, processes, letters patent, brevets d' inventions, licenses, concessions, rights or privileges as aforesaid.

12. To form, promote, subsidies, organize, and assist or aid in forming promoting, subsidizing, organizing or aiding companies, syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the object thereof for any other purpose which this Company may think expedient and to take or otherwise acquire and to hold shares in any other Company having objects similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

13. To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes, cheques, drafts, hundis and other instruments of every description.

14. To issue money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient.

However, the Company shall not do the business of banking as defined in the Banking Companies Act.

15. To receive money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However, the Company shall not do the business of banking as defined in the Banking Companies Act.

16. To lay out, advance, invest and deal with the Company's moneys to such person or company and in or upon such investments or securities and generally in such manner as may from time to time be determined.

17. To procure the Company to be registered, incorporated or recognized in any place outside India.

18. To give donations or subscriptions to any religious charitable or social institutions or to give any charity incidental to or conducive to any business that may be carried on by the Company

19. To distribute any of the properties of the Company among the members in specie or otherwise, but so that no distribution amounting to a reduction in capital be made without the sanction (if any) for the time being required by the law.

20. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividends or repayment of capital or

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otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.

21. To take part in management, supervision, or control of the business or operation of any Company or undertaking, and for that purpose, to appoint and remunerate any directors, accountants or other experts or officers.

22. To sell, exchange, mortgage (with or without power of sale) assign, lease, sublet and generally otherwise deal with the whole or any part of the business, estate property or undertaking of the Company, as a going concern, to any person or persons, association or associations, or otherwise for such consideration as the Company may think fit, either for cash or for shares, debentures, or securities for any other Company having objects altogether or in part, similar to the objects of this Company and to hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person, company or association.

23. To establish or aid in the establishment of association, institutions, funds, trusts and charities and other conveniences intended to benefit employees or ex-employees of the Company or their dependents and to grant pension or allowances and generally to subscribe money for any public, general or useful objects.

24. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or Company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this company.

25. To insure with any person, firm, association or Company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partially and if thought fit, to affect any such insurance by joining or becoming a member of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurance or any part thereof for the account of the Company.

26. To enter into all contracts with persons in India or outside for the purchase or sale of all goods, materials, commodities, metals, minerals, jewels, stores, provisions and produce of all kinds, both raw and manufactured, for the business of the Company and to make advances to persons in India or outside in respect of such contracts for the development of the business of the Company.

27. To establish and construct buildings and houses required to accommodate officers and workmen as may be found necessary.

28. To issue, subscribe for, conditionally or unconditionally or absolutely, purchase, hold, underwrite, negotiate, and deal in loans, stock, shares, bonds or obligations of any Government, State or Central, local authority, port trust, municipal body, or any company or other corporation, and the shares, stocks, debentures, and debenture - stock (whether perpetual or terminable) of any Joint Stock Company or co-partnership and investments of all kinds.

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29. Company may, subject to the provisions of the Companies Act, purchase its own shares or other specified securities out of its free reserves or the securities premium account or the proceeds of any other shares or any specified securities and also issue sweat equity shares subject to fulfilment of conditions as per the provisions of the Companies Act and also shares to the employees of the Company or its associate companies under the employees stock option scheme as may be framed and followed in accordance with the guidelines that are notified, issued or may be issued by the Securities and Exchange Board of India.

30. The Company may have its shares and securities dealt in depositories into by fungible form and may opt to have the securities dealt with by depositories by following the regulations, notifications and rules that may be framed under Depositories Act read with Companies Act, Securities Contract (Regulation) Act and Securities and Exchange Board of India Act and other applicable Laws.

31. To be interested in, promote and undertake the formation and establishment of such institutions businesses or companies (industrial, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly, to render any of the Company's property or rights for the time being profitable and also to acquire, promote, aid, foster, subsidies, or acquire interest in any industrial or other undertaking in India or any Indian State.

32. To purchase or otherwise acquire, undertake and carry on the whole or any part of the business, goodwill, property, assets and liabilities of any persons or person, firm or company carrying on any business of any nature altogether or in part similar to any business which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company and to pay for the same and all other properties or rights of whatsoever kind acquired by the Company in cash or in shares, debentures, debenture-stocks of the Company and to carry on, pending a sale or realization, any business which the Company may as mortgages have taken possession of or acquired by foreclosure.

33. To amalgamate, enter into partnership or any arrangement whether terminable or otherwise, for sharing profits, union of interest, joint adventure, reciprocal concessions, co-operation, or otherwise, with any person or persons, firm, association, company or corporation, having objects altogether or in part similar to those of the Company or carrying on or about to carry on or engaged in or about to engage in any business or transaction which the Company is authorized to carry on or engage in, any business, undertaking or transaction, capable of being carried on or conducted so as to directly or indirectly benefit the Company; and to lend money to and to guarantee the contracts and to subsidies or otherwise assist any such person, persons, firm, association, corporation or company; to subscribe for and to take or otherwise acquire and to hold shares or other interests or stock or securities, of any such person, persons, firm, association, corporation or company and to sell, hold, re-issue with or without guarantee or otherwise deal same and accept other shares in exchange for the same; and to form, constitute or permit any other company or Companies of the purpose of acquiring all or any of the properties, rights and liabilities of this Company or for any other purposes which may seem directly or indirectly beneficial to this Company.

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34. To join and participate in any Chamber of Commerce or Commercial institutions or Bodies as member of associate member and to pay all subscriptions and other amounts for such purpose.
35. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
36. To establish, promote, form and subsidies or otherwise assist in establishing, promoting, forming and subsidizing any other Company and to prosecute or assist in the prosecution of any other undertakings or enterprises of any description and to secure by underwriting or otherwise in subscription of all or any part of the share, loan or other capital, including any stock, shares, debentures, debenture-stock or other securities of this Company or any other Company and to pay and to receive any commission, brokerage or other remuneration in connection therewith and to obtain a settlement of quotation upon any exchange of any share loan or other capital of this Company or any other Company.
37. To promote and to form and to be interested in and take hold and dispose of shares in other companies for all or any of the objects mentioned in this Memorandum and to transfer to any such Company and to take or otherwise acquire, hold and dispose of shares debentures and other securities in or of any such Company and to subsidies or otherwise assist any such Company.
38. To assist any Company, financially or otherwise by issuing or by subscribing for or guaranteeing the subscription and issue of shares, stock, debentures, debenture stock or other securities and to take, hold and deal in shares, stock and securities of any Company notwithstanding any liability that may be thereon.
39. To acquire and hold shares in any other Company and pay for properties, rights or privileges, acquired by this Company, either in shares of this Company or partly in cash or otherwise and to give shares or stock of this Company in exchange for shares or stock of any other Company.
40. To float and bring into existence such companies as may appear advantageous.
41. To undertake and carry on any business transaction or operation commonly undertaken or carried on by financiers, promoters of companies, bankers, underwriters, concessionaries and contractors for, public and other works, capitalist or merchants, in particular to underwrite issue and place shares, stocks, bonds, debenture -stocks and securities.
42. To effect insurances and assurances on the lives of any debtors to the Company or on the lives of any other persons in whom the Company may have an assurable interest and to pay the premiums and other moneys required to keep up the policies of assurances out of the moneys of the Company.
43. To open and keep register or registers in any country or countries where it may deem advisable to do so and to allocate any number of shares in the Company to such register or registers.

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44. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any of the properties of the Company, rights and concessions of the Company.
45. To create any Depreciation Fund, Reserve Fund, Insurance Fund, Sinking Fund or any other Special Fund, whether for depreciation or repairs, replacement, improving, extending or maintaining any of the properties of the Company, or for any other purposes conducive to the interests of the Company.
46. To place to reserve or distribute as dividend or bonus among the members or otherwise to apply, as the Company from time to time may think fit any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares.
47. To capitalize its reserves and issue bonus shares.
48. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes not falling under the provisions of Lotteries Act, rewards and donations.
49. To borrow or raise money, or receive monies on deposit, interest or otherwise in such manner as the Company may think fit for the business of the Company including by issue of Debentures perpetual or otherwise, including Debentures convertible into shares, or perpetual annuities and to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled Capital by Special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale of the property except uncalled capital and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities.
50. To buy, sell, dispose of and deal in coal, limestone, brick-earth, line, bricks, fire bricks, pipes, tiles, fire and other clays, building materials, engineering products, wire ropes and electrical or mechanical plant and machinery.
51. To carry on the business of general merchants, contractors, agents, factors, general exporters, and importers, of all kinds of goods and deal in all kinds of dyes, paints, and chemicals, oil of every description, either vegetable oils or mineral oils, petroleum oil and all liquid and solid hydrocarbons, hardware, turnery, wearing apparel and household and personal provisions fittings, utensils, ornaments and articles, tobacco, wines and spirits, groceries and provisions and sugar and all sugar products and by products and all kinds of metals
52. To buy, sell, dispose or repair or deal in vehicles of all description either power driven or otherwise, bicycles, tricycles, motor cycles, ships, boats and tugs of all description.

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53. To undertake financial and commercial obligations, transactions and operations of all kinds.
54. To carry on the business of merchants, commission and other agents, warehousemen, wharfingers, under writers, contractors and general engineers
55. To purchase, charter, hire, build or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers and to carry on the business of owners of trucks, trams, lorries, motor, cars and of ship owners and lighterman and owner of aircraft in all or any of their respective branches.
56. To carry on the business of leasing and letting on lease, hire purchase, instalment sale and any other form of deferred payment or similar transaction in all kinds of movable and immovable properties and to render leasing hire purchase financial consultancy and advisory services.
57. To generate, accumulate, distribute, supply electricity and other power (subject to and in accordance with law) by using wind, bio-mass, bio-gas or by any other means, conventional or non-conventional for the purpose of light, heat, motive power and for all other purposes for which electric and other energy can be employed deal in the equipment, accessories and tools required for the purposes of Generation of power and to construct, install, operate and maintain all kinds of power generation equipment and related products.

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

SD/-

Date: November 04, 2025
Place: Sangli, Miraj

Kaushal Uttam Shah
Managing Director
DIN: 02175130

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Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its circular nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder and circular nos. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and General Circular No. 09/ 2024 dated September 19, 2024 , respectively in relation to "Clarification on holding of Extra Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)" (collectively referred to as 'MCA Circulars') permitted the Companies whose EGMs are conducting during the year 2025-26, through VC / OAVM, without the physical presence of the members at a common venue and further provided relaxation from dispatching of physical copies of Notice of EGM and considering the above MCA Circulars, Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" ('SEBI Circular') provided relaxation upto September 30, 2024, from Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") which requires sending hard copy of the Notices of EGM containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ('Act') to the shareholders who have not registered their email addresses. In compliance with the MCA Circulars and SEBI Circulars, EGM of the Company is being convened and conducted through VC / OAVM, without the physical presence of the Members at a common venue.
2. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email ids to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars.
3. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. Maheshwari Datamatics Private Limited (Unit: Bijoy Hans Limited), or the Secretarial Department of the Company.
4. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. Maheshwari Datamatics Private Limited (Unit: BIJOY HANS LIMITED), or the Secretarial Department of the Company.
5. Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at mdpldc@yahoo.com or compliance@arvayahealth.com for receiving all the communications including notices, letters etc., in electronic mode from the Company.

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6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the EGM and Explanatory statement on the date of EGM are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
8. Members may note that the Notice of the EGM will also be available on the Company's website at <https://www.bijoyhans.net/> and websites of the Stock Exchanges i.e. BSE Limited and CSE Limited at www.bseindia.com and www.cseindia.com respectively and on the website of Maheshwari Datamatics Private Limited and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Since this EGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, the Route Map is not required to be annexed in this to the Notice.
10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the EGM through VC / OAVM and vote through remote e-voting on its behalf at compliance@arvayahealth.com and mdpldc@yahoo.com in, pursuant to Section 113 of the Companies Act, 2013.
12. In the case of Joint Holders attending the EGM, only such Joint Holder who is named first in the order of names will be entitled to vote.

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13. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to inspect, may send their request through an email at compliance@arvayahealth.com up to the date of EGM.
15. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
16. The Company has fixed Friday, November 21, 2025 as Cut-off date for determining the eligibility of Members entitled to vote at the EGM. The remote e-voting shall remain open for a period of 3 days commencing from Tuesday, November 25, 2025(9.00 am) to Thursday, November 27, 2025 (5.00 pm) (both days inclusive).
17. The Company has appointed M/s Miheh Halani & Associates, Practicing Company Secretaries (FCS 9926; CP 12015) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 16:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the EGM of the Company. Members who wish to inspect, may send their request through an email at compliance@arvayahealth.com up to the date of EGM.
19. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings, for directors seeking appointment/re-appointment at the EGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.

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20. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the EGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
21. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
22. The Securities and Exchange Board of India (‘SEBI’) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
23. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
24. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
25. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, November 25, 2025 at 09:00 A.M. and ends on Thursday, November 27, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, November 21, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, November 21, 2025.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings 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.	1. 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 or joining virtual meeting & voting during the meeting. 2. 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 3. 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

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	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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 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. 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

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	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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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***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to compliance@mjshah.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 Pallavi Mhatre at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@arvayahealth.com
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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

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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.

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

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

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

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

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5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@arvayahealth.com. The same will be replied by the company suitably.

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

SD/-

Date: November 04, 2025
Place: Sangli, Miraj
DIN: 02175130

Kaushal Uttam Shah
Managing Director

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

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

Item No. 01

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, your Board at its meeting held on November 4, 2025 subject to the approval of the Members, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from ₹ 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) equity shares of ₹ 10/- [Rupees Ten Only] each to ₹ 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crore Only) equity shares of ₹ 10/- [Rupees Ten Each] each.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Capital Clause of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the Members at the Registered Office of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company by way of passing an Ordinary Resolution.

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. 02

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

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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 ₹ 100/- crore (Rupees One Hundred Crore 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. 2 of the Notice for approval of the members of the Company.

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. 03, 04 & 05

The Board of Directors of the Company ("Board"), at its meeting held on November 4, 2025, considered and approved a proposal to acquire the entire 100% equity share capital of the following private limited companies:

- (1) Health Secure Hospitals Private Limited ("HSHPL")
- (2) Arvaya Health and Wellness Private Limited ("AHWPL")
- (3) Tec-Pool Solutions Private Limited ("TPSPL")

(collectively referred to as "Target Companies"):

(1) Health Secure Hospitals Private Limited ("HSHPL"): The Company proposes to acquire 100% of the equity share capital of HSHPL, comprising 7,01,742 equity shares of face value ₹1/- each to be acquired by way of share swap, and the balance 3,61,681 equity shares to be acquired for cash consideration.

As consideration for the share swap, the Company shall issue and allot 1,55,21,967 fully paid-up equity shares of ₹10/- each to the shareholders of HSHPL in exchange for their respective shareholding.

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(2) Arvaya Health and Wellness Private Limited ("AHWPL") - The Company proposes to acquire 100% of the equity share capital of AHWPL, comprising 14,99,999 equity shares of face value ₹100/- each, through consideration other than cash, by way of issue and allotment of 1,49,99,990 fully paid-up equity shares of ₹10/- each of the Company to the shareholders of AHWPL.

(3) Tec-Pool Solutions Private Limited ("TPSPL") - The Company proposes to acquire 100% of the equity share capital of TPSPL, comprising 10,000 equity shares of face value ₹10/- each, through consideration other than cash, by way of issue and allotment of 1,00,00,000 fully paid-up equity shares of ₹10/- each of the Company to the shareholders of TPSPL.

The Company has obtained a **valuation report** issued by a **Registered Valuer**, determining the **fair value of the equity shares of the Company and the Target Companies** for the purpose of the proposed acquisition and the issue of equity shares as consideration other than cash.

The consideration for the proposed acquisitions (other than the portion payable in cash for HSHPL) will be discharged by way of **issue and allotment of equity shares of the Company** to the shareholders of the respective Target Companies, in exchange for their shareholding.

The proposed issue and allotment of equity shares shall be subject to necessary approvals from the shareholders, stock exchanges, and other regulatory authorities, as may be applicable.

Upon completion of the acquisitions, the Target Companies shall become **wholly-owned subsidiaries** of the Company, and their financials shall be consolidated with that of the Company in accordance with applicable accounting standards.

The key details of the proposed acquisition are as follows:

Particulars	Details		
Name of Target Company	Health Secure Hospitals Private Limited (HSHPL)	Arvaya Health and Wellness Pvt Ltd(AHWPL)	Tec-Pool Solutions Private Limited (TPSPL)
Paid-up Capital of Target Company	10,63,423 equity shares of ₹1/- each	14,99,999 equity shares of ₹100/- each	10,000 equity shares of ₹10/- each
% of Shareholding to be Acquired	100% ((66%- 7,01,742 Equity shares by swap of shares and balance 34% - 361,681 shares by payment of cash of ₹ 10Crores)).	100% (14,99,999 Equity shares of face value of ₹ 100/- each	100% (10,000 Equity shares of face value of ₹ 10/- each).

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No of shares of Bijoy Hans Limited company proposed to be issued	1,55,21,967 equity shares	1,49,99,990 equity shares	1,00,00,000 equity shares
Mode of Consideration	Issue and allotment of 1,55,21,967 equity shares of the Company to shareholders of the Target Company Balance Payment of cash	Issue and allotment of equity shares of the Company to shareholders of the Target Company	Issue and allotment of equity shares of the Company to shareholders of the Target Company
Consideration Type	Partly cash and partly Other than cash (share swap)	Other than cash (share swap)	Other than cash (share swap)
Purpose / Rationale	Business expansion, synergy, consolidation of operations, strengthening product portfolio, Diversification and strengthening of technology solutions capability, etc.		

Accordingly, the Board of Directors recommends the resolution set out at Item Nos. 3,4 & 5 of the Notice for approval of the members of the Company.

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. 6:

The Board of Directors of the Company in their meeting held on Tuesday, November 4, 2025, had approved the preferential issue of 1,55,21,967 (One Crore Fifty-Five Lakhs Twenty-One Thousand Nine Hundred and Sixty-Seven Only) Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten Only), fully paid-up at an Issue Price of ₹ 12.50/- per Equity Share including a premium of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share to the shareholders of Health Secure Hospitals Private Limited ("HSHPL") for a consideration other than cash, which is not less than the price determined under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

The Preferential Issue is to discharge the Company's obligations towards purchase consideration for acquisition of 7,01,742 equity shares of face value of Re. 1/- each, representing 66% shareholding of HSHPL, being the payment towards the swap shares

Pursuant to the aforesaid Preferential Issue, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

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Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

1) Objects of the Issue:

The Object of the proposed issue and allotment is to discharge the purchase consideration payable to the proposed allottees, in relation to acquisition of 7,01,742 Equity shares of ₹1/- each of Health Secure Hospitals Private Limited (HSHPL), which represents 66.00% of HSHPL total equity share capital, from its existing shareholder who are the Proposed Allottees, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

Brief background and Justification:

Bijoy Hans Limited (“the Company” or “BHL”) is engaged in the business of providing **integrated healthcare and hospital management services**, including establishment, operation and management of multi-specialty hospitals, diagnostic centers, and other allied healthcare facilities. The Company is committed to delivering high-quality, technology-enabled medical care through modern clinical infrastructure and experienced healthcare professionals. Its business model focuses on improving access to quality healthcare by expanding its service network and partnering with specialized medical institutions.

Health Secure Hospitals Private Limited (“HSHPL”) is engaged in the business of operating and managing hospitals and healthcare facilities, offering comprehensive medical and diagnostic services across multiple specialties. HSHPL focuses on providing accessible and affordable healthcare through experienced medical professionals, advanced technology, and patient-oriented care models.

The acquisition will enable the company to:

- Achieve business synergies and operational efficiencies;
- Expand its hospital and diagnostic footprint in key markets;
- Enhance revenue streams through integrated healthcare offerings; and
- Strengthen its balance sheet by acquiring an established and profitable healthcare entity.

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2) Particulars of the offer including kinds of securities offered, maximum number of shares or other securities to be issued, the price at which security is being offered

The Board, in its meeting held on November 4, 2025 has approved the proposal for the creation, offer, issuance and allotment of upto 1,55,21,967 equity shares of ₹10/- each at an Issue Price of ₹ 12.50/- per Equity Share (Rupees Twelve and Fifty Paise Only) including a premium of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share aggregating to ₹ 19,40,24,587.50/- (Rupees Nineteen Crore Forty Lakh Twenty Four Thousand Five Hundred Eighty-Seven and Fifty paise Only), for consideration other than cash, to Proposed Allottees belonging to "Non-Promoter category", which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The consideration of ₹ ₹ 19,40,24,587.50/- towards the acquisition of 7,01,742 Equity shares of ₹1/- each of Health Secure Hospitals Private Limited (HSHPL), which represents 66.00% of HSHPL total equity share capital from the existing shareholders, who are the Proposed Allottee as detailed in the resolution at Item No. 06 of this Notice and the accompanying Explanatory Statement. Further, on account of rounding adjustments as the company cannot issue fractional shares, there is a difference of ₹ 58/- (Rupees Fifty Eight Only) which will be appropriately adjusted in the books of accounts of Bijoy Hans Limited ("the Company") as capital reserve

3) Amount which the Company intends to raise by way of such securities/Size of the preferential issue:

The equity shares are being allotted for consideration other than cash, to discharge the purchase consideration payable for the acquisition of the Sale Shares as mentioned above, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

4) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the Minimum Issue Price of Equity shares shall be Wednesday, October 29, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the Company scheduled to be held, i.e., Friday, November 28, 2025.

5) Basis on which the price has been arrived at and justification for the price (including premium, if any):

- i. As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of Bijoy Hans Limited and Health Secure Hospitals Private Limited has been done by Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119), having address at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045 ("Valuation Report") being an Independent Registered Valuer to enable the companies to

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determine the swap ratio of Equity Shares of both the Companies vide report (the "Valuation Report"). Accordingly, the Fair Value of Equity Shares of Bijoy Hans Limited is ₹ 12.50/- per Equity Share and the Fair Value of equity shares of Health Secure Hospitals Private Limited is ₹ 276.49/- per equity share. The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company at the following link: https://bijoyhans.net/Uploads/Valaution_report.pdf.

- ii. The Equity Shares of Company are listed on Bombay Stock Exchange of India Limited ("BSE") and Calcutta Stock Exchange. The equity shares are infrequently traded in terms of the SEBI ICDR Regulations .
- iii. Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.
- iv. since the proposed allotment does not result in any change in control and does not exceed five per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to comply with Regulation 166A of the SEBI ICDR Regulations
- v. The Company has also obtained a Pricing certificate from M/s Miheh Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Pursuant to the above, the minimum issue price determined in accordance with regulations 165 read with regulation 166 of Chapter V of SEBI ICDR Regulations is ₹ 12.50/- (Rupees Twelve and Fifty paise only).

6) Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

None of the directors or Promoters, Key Management Personnel or Senior management intend to subscribe to the preferential issue.

7) Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

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- 8) **The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them**

Sr. no	Name of Proposed Allottees	Natural persons who are the ultimate beneficial owners	Maximum No. of Equity Shares to be issued	Pre-preferential allotment		Post-preferential allotment	
				No. of Equity Shares	%	No. of Equity Shares	%
1	Srishail Chiniwalar	NA	17,44,541	0	0	1744541	3.632797
2	Praveenkumar Fakeeragouda Saligoudar	NA	16,92,804	0	0	1692804	3.525061
3	Sharat Mohan Vijapur	NA	17,44,541	0	0	1744541	3.632797
4	Shyam Shashikant Bhairi	NA	17,44,541	0	0	1744541	3.632797
5	Karavajjanavar Chanabasappa Shambhulinga	NA	17,44,541	0	0	1744541	3.632797
6	Dattatraya Dasharathrao Jalde	NA	17,44,541	0	0	1744541	3.632797
7	Muralidhar Ramachandra Doddaman	NA	16,92,804	0	0	1692804	3.525061
8	Manojkumar Vaijanathrao Bhutte	NA	14,73,868	0	0	1473868	3.069153
9	Bidari Kotresh Anilkumar	NA	17,20,873	0	0	1720873	3.583511
10	Sneha C Sheelvant	NA	2,18,913	0	0	218913	0.45586
Total			1,55,21,967				

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9) The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors:

Sr. no	Name of Proposed Allottees	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post Preferential Issue
1	Srishail Chiniwalar	Non-Promoter	Non-Promoter
2	Praveenkumar Fakeeragouda Saligoudar	Non-Promoter	Non-Promoter
3	Sharat Mohan Vijapur	Non-Promoter	Non-Promoter
4	Shyam Shashikant Bhairi	Non-Promoter	Non-Promoter
5	Karavajjanavar Chanabasappa Shambhulinga	Non-Promoter	Non-Promoter
6	Dattatraya Dasharathrao Jalde	Non-Promoter	Non-Promoter
7	Muralidhar Ramachandra Doddaman	Non-Promoter	Non-Promoter
8	Manojkumar Vaijanathrao Bhutte	Non-Promoter	Non-Promoter
9	Bidari Kotresh Anilkumar	Non-Promoter	Non-Promoter
10	Sneha C Sheelvant	Non-Promoter	Non-Promoter

10) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares of the Company.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

11) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the financial year, the Company has not allotted any securities on a preferential basis.

12) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company intends to acquire 7,01,742 Equity shares of ₹1/- each, representing 66% of the Equity share capital of Health Secure Hospitals Private Limited (HSHPL) ("Target Company") held by the proposed allottee and proposes to discharge the purchase consideration payable to the Proposed Allottee for acquisition by issuance of its Equity Shares pursuant to a share swap, in accordance with the SEBI ICDR Regulations and other applicable laws.

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As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash. The valuation of the equity shares of HSHPL and the swap ratio is derived on the basis of valuation report received from Experity Advisors LLP, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) having its office at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

The detailed justification for the proposed allotment, including the rationale and benefits of the transaction, has been elaborated under the section "Objects of the Issue" in Explanatory Statement point number 1 of Item number 6.

13) Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

14) Lock-in-period:

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

Further, the Equity Shares to be issued and allotted under the proposed preferential issue shall be subject to lock-in (*over and above, and not in derogation of, the minimum lock-in requirements prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended*) as under:

- **40%** of the Equity Shares shall be locked-in for a period of **three (3) years** from the date of allotment;
- **40%** of the Equity Shares shall be locked-in for a period of **two (2) years** from the date of allotment; and
- **20%** of the Equity Shares shall be locked-in for a period of **one (1) year** from the date of allotment;

15) The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in **Annexure A** forming part of this Notice.

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16) Practicing Company Secretary's Certificate:

The certificate from M/s Mihen Halani & Associates, Practicing Company Secretary, having her office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at https://bijoyhans.net/Uploads/Certificate_from_practising_company_secretary.pdf.

17) Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

18) Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

s. Other disclosures:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;

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- c. The proposed allottee of Equity shares have confirmed that they have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- f. The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

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

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares as specifically described in the resolutions set out at Item No.: 06 of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 06 in the accompanying notice for approval by the Member.

Item No. 7:

The Board of Directors of the Company in their meeting held on Tuesday, November 4, 2025, had approved the preferential issue of 1,49,99,990 (One Crores Fourty-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Ninety-Nine) Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten Only), fully paid-up at an Issue Price of ₹ 12.50/- per Equity Share including a premium of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share to the shareholders of Arvaya Health and Wellness Pvt Ltd ("AHWPL") for a consideration other than cash, which is not less than the price determined under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

The Preferential Issue is to discharge the Company's obligations towards purchase consideration for acquisition of 14,99,999 (Fourteen Lakhs Ninety-Nine Thousand Nine Hundred and Ninety-Nine) equity shares representing 100% shareholding of AHWPL, being the payment towards the swap shares

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Pursuant to the aforesaid Preferential Issue, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

1) Objects of the Issue:

The Object of the proposed issue and allotment is to discharge the purchase consideration payable to the proposed allottees, in relation to acquisition of 14,99,999 Equity shares of ₹100/- each of Arvaya Health and Wellness Pvt Ltd (“AHWPL”), which represents 100.00% of AHWPL total equity share capital, from its existing shareholder who are the Proposed Allottees, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

Brief background and Justification:

Bijoy Hans Limited (“the Company” or “BHL”) is engaged in the business of providing **integrated healthcare and hospital management services**, including establishment, operation and management of multi-specialty hospitals, diagnostic centers, and other allied healthcare facilities. The Company is committed to delivering high-quality, technology-enabled medical care through modern clinical infrastructure and experienced healthcare professionals. Its business model focuses on improving access to quality healthcare by expanding its service network and partnering with specialized medical institutions.

Arvaya Health and Wellness Private Limited (“AHWPL”) is engaged in the business of **providing integrated healthcare, wellness, and allied medical services**. The company operates and manages healthcare centers, wellness clinics, and diagnostic facilities offering preventive, curative, and rehabilitative healthcare solutions. AHWPL focuses on a **holistic approach to health and wellness**, combining modern medical practices with preventive and lifestyle-based healthcare programs. Its services include general and specialty medical consultations, diagnostic and pathology services, physiotherapy, diet and nutrition counseling, and other wellness-oriented offerings.

The company emphasizes **affordable, accessible, and technology-driven healthcare**, supported by a team of experienced healthcare professionals and modern clinical infrastructure. Through its operations, AHWPL aims to promote preventive health awareness and contribute to building a sustainable wellness ecosystem.

The acquisition is expected to provide the following strategic and operational benefits to BHL and its shareholders:

- 2) Diversification of service offerings into preventive and wellness-based healthcare segments;
- 3) Enhanced operational synergies through integration of hospital, diagnostic, and wellness services under a unified brand;

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- 4) Improved reach and market presence, leveraging AHWPL's existing healthcare infrastructure and customer base;
- 5) Augmentation of revenue streams through cross-referral opportunities and integrated service delivery; and
- 6) Strengthening of BHL's long-term growth prospects in the rapidly expanding wellness and preventive healthcare market.

2) Particulars of the offer including kinds of securities offered, maximum number of shares or other securities to be issued, the price at which security is being offered

The Board, in its meeting held on November 4, 2025 has approved the proposal for the creation, offer, issuance and allotment of upto 1,49,99,990 equity shares of ₹10/- each at an Issue Price of ₹ 12.50/- per Equity Share (Rupees Twelve and Fifty Paise Only) including a premium of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share aggregating to aggregating to ₹ 18,74,99,875/- (Rupees Eighteen Crores Seventy-Four Lacs Ninety-Nine Thousand Eight Hundred and Seventy Five Only), for consideration other than cash, to Proposed Allottees belonging to "Non-Promoter category", which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

3) Amount which the Company intends to raise by way of such securities/Size of the preferential issue:

The equity shares are being allotted for consideration other than cash, to discharge the purchase consideration payable for the acquisition of the Sale Shares as mentioned above, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

4) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the Minimum Issue Price of Equity shares shall be Wednesday, October 29, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the Company scheduled to be held, i.e., Friday, November 28, 2025.

5) Basis on which the price has been arrived at and justification for the price (including premium, if any):

- a) As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of Bijoy Hans Limited and **AHWPL** has been done by Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119), having address at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045 ("Valuation Report") being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the "Valuation Report") dated October __, 2025. Accordingly, the Fair Value of Equity Shares of Bijoy Hans Limited is ₹ 12.50/-

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per Equity Share and the Fair Value of equity shares of Health Secure Hospitals Private Limited is ₹ 125/- per equity share. The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company at the following link: https://bijoyhans.net/Uploads/Valaution_report.pdf.

- b) The Equity Shares of Company are listed on Bombay Stock Exchange of India Limited ("BSE") and Calcutta Stock Exchange. The equity shares are infrequently traded in terms of the SEBI ICDR Regulations.
- c) Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.
- d) since the proposed allotment does not result in any change in control and does not exceed five per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to comply with Regulation 166A of the SEBI ICDR Regulations
- e) The Company has also obtained a Pricing certificate from M/s Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Pursuant to the above, the minimum issue price determined in accordance with regulations 165 read with regulation 166 of Chapter V of SEBI ICDR Regulations is ₹ 12.50/- (Rupees Twelve and Fifty paise only).

6) Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

None of the directors or Promoters, Key Management Personnel or Senior management intend to subscribe to the preferential issue.

7) Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

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- 8) **The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them ALONGWITH The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors:**

Sr. No.	Names of the Proposed Allottees of Equity Shares	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post Preferential Issue	Pre-Issue Shareholding No. of Shares		Issue of Equity (Present Issue)	Post Issue Shareholding after issue of securities*	
				no. of shares	%age		no. of shares	%age
1	Deepak Aabasaheb Shinde	NP	NP	0	0	8,340	8,340	0.02
2	Mansing Shinde	NP	NP	0	0	2,800	2,800	0.01
3	Amol Ganesh Kulkarni	NP	NP	0	0	83,860	83,860	0.17
4	Ramdas Bhanudas Hazare	NP	NP	0	0	30,000	30,000	0.06
5	Darshan Muralidhar Shah	NP	NP	0	0	50,000	50,000	0.10
6	Shubham Vinod Goyal	NP	NP	0	0	50,000	50,000	0.10
7	Shraddha Vinod Goyal	NP	NP	0	0	50,000	50,000	0.10
8	Suhani Dhanaji Jadhav	NP	NP	0	0	150,390	150,390	0.31
9	Jayesh Suresh Agarwal	NP	NP	0	0	25,000	25,000	0.05
10	Paresh Suresh Agarwal	NP	NP	0	0	25,000	25,000	0.05
11	Savita Ramesh Dadage	NP	NP	0	0	100,000	100,000	0.21
12	Ajay Shankarrao Thorat	NP	NP	0	0	33,000	33,000	0.07
13	Anil Chaturbhuj Bajaj	NP	NP	0	0	20,000	20,000	0.04
14	Sureshkumar Harilal Thakkar	NP	NP	0	0	10,000	10,000	0.02
15	Rahul Kapoorchand Jain	NP	NP	0	0	100,000	100,000	0.21
16	Nitin Shankarrao Thorat	NP	NP	0	0	10,000	10,000	0.02
17	Parag Nerandra Ruparel	NP	NP	0	0	10,000	10,000	0.02
18	Nirmala Shankar Patil	NP	NP	0	0	10,000	10,000	0.02
19	Amol Vasant Zambre	NP	NP	0	0	25,000	25,000	0.05
20	Tejaswani Amol Zambre	NP	NP	0	0	25,000	25,000	0.05
21	Shilpa Bhavesh Shah	NP	NP	0	0	100,000	100,000	0.21
22	Dinesh Singh	NP	NP	0	0	33,330	33,330	0.07
23	Smruti Bali	NP	NP	0	0	10,000	10,000	0.02

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24	Anirudh Reddy	NP	NP	0	0	20,000	20,000	0.04
25	Swapnil Pramod Shinde	NP	NP	0	0	25,000	25,000	0.05
26	Pramod Ramrao Shinde	NP	NP	0	0	25,000	25,000	0.05
27	Harshita Shivaji Mohite	NP	NP	0	0	17,500	17,500	0.04
28	Priyanka Ganesh Mohite	NP	NP	0	0	17,500	17,500	0.04
29	Savita Dinesh Jadhav	NP	NP	0	0	25,000	25,000	0.05
30	Shrinivas Shamsundar Toshniwal	NP	NP	0	0	500,000	500,000	1.04
31	Ramesh Trikamji Shah	NP	NP	0	0	100,000	100,000	0.21
32	Mehul Jitendra Dekhtawala	NP	NP	0	0	50,000	50,000	0.10
33	Snehal Pramod Shinde	NP	NP	0	0	50,000	50,000	0.10
34	Hanuj Patel	NP	NP	0	0	17,000	17,000	0.04
35	Arjun Singh	NP	NP	0	0	23,300	23,300	0.05
36	Vishal Khandelwal	NP	NP	0	0	33,330	33,330	0.07
37	Payal Rahul Banait	NP	NP	0	0	53,330	53,330	0.11
38	Sindola Management Services Pvt Ltd	NP	NP	0	0	300,000	300,000	0.62
39	Kirti Amit Mashru	NP	NP	0	0	20,000	20,000	0.04
40	Akhil Anil Samani	NP	NP	0	0	100,000	100,000	0.21
41	Amit Kirtilal Shah	NP	NP	0	0	200,000	200,000	0.42
42	Charudatta Prabhakar Palwe	NP	NP	0	0	200,000	200,000	0.42
43	Tejal Thakkar	NP	NP	0	0	100,000	100,000	0.21
44	Deena C Sampat	NP	NP	0	0	10,000	10,000	0.02
45	Sanvin Gems	NP	NP	0	0	20,000	20,000	0.04
46	Unilkumar Mahendrakumar Dosani	NP	NP	0	0	10,000	10,000	0.02
47	Revati Santosh Doke	NP	NP	0	0	50,000	50,000	0.10
48	Godawari Ventures LLP	NP	NP	0	0	200,000	200,000	0.42
49	Akshay Arun Shah	NP	NP	0	0	100,000	100,000	0.21
50	Yogesh Goyal	NP	NP	0	0	50,000	50,000	0.10
51	Akash Bhartiya	NP	NP	0	0	70,000	70,000	0.15
52	Anirudh Chaukse	NP	NP	0	0	16,660	16,660	0.03
53	Aliabbas Engineer	NP	NP	0	0	100,000	100,000	0.21
54	Jignesh Pravinchandra Shah	NP	NP	0	0	10,000	10,000	0.02
55	Shivaji Namdeorao Mohite	NP	NP	0	0	9,000	9,000	0.02
56	Ganesh Namdevrao Mohite	NP	NP	0	0	9,000	9,000	0.02
57	Dhanaji Dattatray Jadhav	NP	NP	0	0	120,000	120,000	0.25
58	Rachna Dhanaji Jadhav	NP	NP	0	0	120,000	120,000	0.25
59	Mansi Parag Shah	NP	NP	0	0	10,000	10,000	0.02

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60	Avinash Gupta	NP	NP	0	0	100,000	100,000	0.21
61	Nidhish Tanna	NP	NP	0	0	100,000	100,000	0.21
62	Priya Sudip Doshi	NP	NP	0	0	5,000	5,000	0.01
63	Vikramkumar Rameshchandra Shah	NP	NP	0	0	25,000	25,000	0.05
64	Deepakkumar Rameshchandra Shah	NP	NP	0	0	25,000	25,000	0.05
65	Tejalben Deepakkumar Shah	NP	NP	0	0	50,000	50,000	0.10
66	Jagrutiben Vikramkumar Shah	NP	NP	0	0	50,000	50,000	0.10
67	Grishma Sanket Samani	NP	NP	0	0	200,000	200,000	0.42
68	Nikhil Sagar	NP	NP	0	0	50,000	50,000	0.10
69	Yogesh Shah	NP	NP	0	0	50,000	50,000	0.10
70	Chetna Deepak Shah	NP	NP	0	0	100,000	100,000	0.21
71	Rahul Ashok Dingane (Huf)	NP	NP	0	0	75,000	75,000	0.16
72	Rahul Ashok Dingane	NP	NP	0	0	100,000	100,000	0.21
73	Ashwini Ashok Chougule	NP	NP	0	0	150,000	150,000	0.31
74	Mithil Mahesh Jhanwar	NP	NP	0	0	100,000	100,000	0.21
75	Aarchit Mahesh Jhanwar	NP	NP	0	0	100,000	100,000	0.21
76	Snehal Saurbh Kabra	NP	NP	0	0	200,000	200,000	0.42
77	Megha Raina Runwal	NP	NP	0	0	125,000	125,000	0.26
78	Sanobar Aliabbas Engineer	NP	NP	0	0	150,000	150,000	0.31
79	Kavita Rahul Baldota	NP	NP	0	0	100,000	100,000	0.21
80	Rounak Sudarshan Somani	NP	NP	0	0	50,000	50,000	0.10
81	Brijcap Investment Private Limited	NP	NP	0	0	100,000	100,000	0.21
82	Siddharth Lodha	NP	NP	0	0	10,000	10,000	0.02
83	Rosalind Aziz Lakhani	NP	NP	0	0	125,000	125,000	0.26
84	Janvi Nitin Lalwani	NP	NP	0	0	10,000	10,000	0.02
85	Ranjana Jitendra Lodha	NP	NP	0	0	25,000	25,000	0.05
86	Aanchal Mehta	NP	NP	0	0	15,000	15,000	0.03
87	Arman Rahul Baldota	NP	NP	0	0	100,000	100,000	0.21
88	Farokh S Irani	NP	NP	0	0	50,000	50,000	0.10
89	Nikhil Dinesh Gupta	NP	NP	0	0	150,000	150,000	0.31
90	Kanishk Ravi Dodeja	NP	NP	0	0	2,000	2,000	0.00
91	Suraj Rajesh Kasat	NP	NP	0	0	100,000	100,000	0.21
92	Ashay Jitendra Lodha	NP	NP	0	0	15,000	15,000	0.03
93	Akshay Sancheti	NP	NP	0	0	50,000	50,000	0.10
94	Bharat Kumar Jain Huf	NP	NP	0	0	44,000	44,000	0.09
95	B R Jain Huf	NP	NP	0	0	54,000	54,000	0.11

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96	Sudarshan Somani Huf	NP	NP	0	0	50,000	50,000	0.10
97	Udit Aggarwal Huf	NP	NP	0	0	32,500	32,500	0.07
98	Uttamchand Lodha (Huf)	NP	NP	0	0	25,000	25,000	0.05
99	Meetu Ravi Dodeja	NP	NP	0	0	25,000	25,000	0.05
100	Ranjana Kanda	NP	NP	0	0	90,000	90,000	0.19
101	Mr Bosco Armando Menezes	NP	NP	0	0	60,000	60,000	0.12
102	Kartik Bathla	NP	NP	0	0	25,000	25,000	0.05
103	Anupam Gupta	NP	NP	0	0	40,000	40,000	0.08
104	Madhu Rungta	NP	NP	0	0	30,000	30,000	0.06
105	Ghetia Sagarkumar Dhirajlal	NP	NP	0	0	40,000	40,000	0.08
106	Ms Gladys Menezes	NP	NP	0	0	50,000	50,000	0.10
107	Anshul Gupta	NP	NP	0	0	25,000	25,000	0.05
108	Ms Indubai Soma Hirve	NP	NP	0	0	25,000	25,000	0.05
109	Deepak Mohanty	NP	NP	0	0	50,000	50,000	0.10
110	Kesar Corporation	NP	NP	0	0	50,000	50,000	0.10
111	Meeta Jayesh Jasani	NP	NP	0	0	50,000	50,000	0.10
112	Dejikumar D Jasani	NP	NP	0	0	50,000	50,000	0.10
113	Yash Magdum	NP	NP	0	0	25,000	25,000	0.05
114	Mahesh Patel	NP	NP	0	0	25,000	25,000	0.05
115	Pooja Jain	NP	NP	0	0	50,000	50,000	0.10
116	Swati Goel	NP	NP	0	0	125,000	125,000	0.26
117	Parakh Chetan Kantilal	NP	NP	0	0	100,000	100,000	0.21
118	Kashvi Agarwal	NP	NP	0	0	25,000	25,000	0.05
119	Divyesh Jagdish Rach	NP	NP	0	0	25,000	25,000	0.05
120	Sonali Sandip Shinde	NP	NP	0	0	12,500	12,500	0.03

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12 1	Vijay Bhandari	NP	NP	0	0	12,500	12,500	0.03
12 2	Roma Bhandari	NP	NP	0	0	12,500	12,500	0.03
12 3	Vivek Bali	NP	NP	0	0	70,000	70,000	0.15
12 4	Pratima Vasant Thakkar	NP	NP	0	0	100,000	100,000	0.21
12 5	Govind Paliwal	NP	NP	0	0	5,000	5,000	0.01
12 6	Shubhalakshmi Polyesters Limited	NP	NP	0	0	127,500	127,500	0.27
12 7	Rupesh Vijay Sapte	NP	NP	0	0	2,000	2,000	0.00
12 8	Asmita Ramesh Kully	NP	NP	0	0	2,000	2,000	0.00
12 9	Onkar Risbud	NP	NP	0	0	2,000	2,000	0.00
13 0	Gayatri Deepak Dhamat	NP	NP	0	0	2,000	2,000	0.00
13 1	Shreya Manojkumar Upase	NP	NP	0	0	146,660	146,660	0.31
13 2	Sukanya Srinivas Bhupal	NP	NP	0	0	200,000	200,000	0.42
13 3	Jaideep Singh Anand	NP	NP	0	0	100,000	100,000	0.21
13 4	Jyothi Subramanyas	NP	NP	0	0	50,000	50,000	0.10
13 5	Pooja Yogesh Goyal	NP	NP	0	0	33,330	33,330	0.07
13 6	Preeti Pritesh Kothari	NP	NP	0	0	25,000	25,000	0.05
13 7	S. Akash	NP	NP	0	0	50,000	50,000	0.10
13 8	Vijayanagaraju B V	NP	NP	0	0	50,000	50,000	0.10
13 9	K M Shreekaar	NP	NP	0	0	50,000	50,000	0.10
14 0	Thiriveedhi Kavya Ravali	NP	NP	0	0	100,000	100,000	0.21
14 1	Ashok Kumar	NP	NP	0	0	50,000	50,000	0.10
14 2	Sanjay Nozer Mazda	NP	NP	0	0	100,000	100,000	0.21
14 3	T Chandrashekar	NP	NP	0	0	50,000	50,000	0.10

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14 4	Sachin Machindra Chavan	NP	NP	0	0	200,000	200,000	0.42
14 5	Srinath Setty	NP	NP	0	0	100,000	100,000	0.21
14 6	Gaurav Sapra	NP	NP	0	0	350,000	350,000	0.73
14 7	Tanvi Harsh Borgave	NP	NP	0	0	10,000	10,000	0.02
14 8	Harsh Jivandhar Borgave	NP	NP	0	0	5,000	5,000	0.01
14 9	Geeta Ajit Borgave	NP	NP	0	0	5,000	5,000	0.01
15 0	Rajendra Bapusaheb Borgave	NP	NP	0	0	5,000	5,000	0.01
15 1	Vardhaman Giragouda Patil	NP	NP	0	0	50,000	50,000	0.10
15 2	Sushmitha A S	NP	NP	0	0	50,000	50,000	0.10
15 3	Rasila Mahendra Vora	NP	NP	0	0	25,000	25,000	0.05
15 4	Mahendra Vora	NP	NP	0	0	75,000	75,000	0.16
15 5	Shah Rasmin Amit	NP	NP	0	0	100,000	100,000	0.21
15 6	Deepali Vardhaman Patil	NP	NP	0	0	50,000	50,000	0.10
15 7	Amruta Chetan Deshpande	NP	NP	0	0	2,700	2,700	0.01
15 8	Yusuf Abbas Khamgaonwala	NP	NP	0	0	2,000	2,000	0.00
15 9	Pravin Appaso Chougule	NP	NP	0	0	35,000	35,000	0.07
16 0	Harshit Sirigeri	NP	NP	0	0	100,000	100,000	0.21
16 1	Lakshmi S	NP	NP	0	0	50,000	50,000	0.10
16 2	Dhawal Kishor Shah	NP	NP	0	0	50,000	50,000	0.10
16 3	Hardik Ashok Desai	NP	NP	0	0	50,000	50,000	0.10
16 4	Shivani Rohan Bhate Shah	NP	NP	0	0	50,000	50,000	0.10
16 5	Sumedh Bharadwaj	NP	NP	0	0	30,000	30,000	0.06
16 6	Lakshmi Ashok Jayanti	NP	NP	0	0	300,000	300,000	0.62

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16 7	Dr Veerendrakumar Siddhapur Chandrasekhar	NP	NP	0	0	100,000	100,000	0.21
16 8	Pushkaraj Rahul Kulkarni	NP	NP	0	0	35,000	35,000	0.07
16 9	Nayankumar Deelipkumar Shah	NP	NP	0	0	34,000	34,000	0.07
17 0	Parulben Kaushikbhai Patel	NP	NP	0	0	250,000	250,000	0.52
17 1	Kaushikkumar Dahyabhai Patel	NP	NP	0	0	25,000	25,000	0.05
17 2	Kamlesh D. Patel Trust	NP	NP	0	0	25,000	25,000	0.05
17 3	Gohil Dilipsinha A	NP	NP	0	0	25,000	25,000	0.05
17 4	Shriyanka Praveen	NP	NP	0	0	195,000	195,000	0.41
17 5	Balu Navnath Avhad	NP	NP	0	0	150,000	150,000	0.31
17 6	Suresh S Ingale	NP	NP	0	0	150,000	150,000	0.31
17 7	Raj Narendra Thakkar	NP	NP	0	0	20,000	20,000	0.04
17 8	Pradeep Nabhiraj Chougule	NP	NP	0	0	75,000	75,000	0.16
17 9	Arogya Tech Services Llp	NP	NP	0	0	3,277,460	3,277,460	6.82

9) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee::

Sr. no	Name of Proposed Allottees	Names of ultimate beneficial owners of proposed allottee(s) of equity shares
1	Sindola Management Services Pvt Ltd	JAIDEEP GANPATRAO PATWARDHAN
2	Sanvin Gems	SHAH SANJAYKUMAR BABULAL
3	Godawari Ventures Llp	SATYANARAYAN BALMUKUN JHANWAR
4	Rahul Ashok Dingane (Huf)	DINGANE RAHUL ASHOK
5	Brijcap Investment Private Limited	BRIJESH D CHATURVEDI
6	Bharat Kumar Jain Huf	BHARAT KUMAR JAIN
7	B R Jain Huf	BANKIMCHANDRA R JAIN
8	Sudarshan Somani Huf	SUDARSHAN NANDKISHOR SOMANI
9	Udit Aggarwal Huf	UDIT AGGARWAL

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10	Uttamchand Lodha (Huf)	JITENDRA UTTAMCHAND LODHA
11	Kesar Corporation	KABRA ANAND MADHUSUDAN
12	Shubhalakshmi Polyesters Limited	AJAY BABULAL AGARWAL
13	Kamlesh D. Patel Trust	KAMLESH DAHYABHAI PATEL
14	Arogya Tech Services LLP	RAVI PRALHAD DODEJA

10) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares of the Company.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

11) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the financial year, the Company has not allotted any securities on a preferential basis.

12) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company intends to acquire 14,99,999 equity shares of ₹100/- each, representing 100% of the Equity share capital of Arvaya Health and Wellness Pvt Ltd(AHWPL) ("Target Company") held by the proposed allottee and proposes to discharge the purchase consideration payable to the Proposed Allottee for acquisition by issuance of its Equity Shares pursuant to a share swap, in accordance with the SEBI ICDR Regulations and other applicable laws.

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash. The valuation of the equity shares of AHWPL and the swap ratio is derived on the basis of valuation report received from Experity Advisors LLP, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) having its office at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

The detailed justification for the proposed allotment has been elaborated under the section "Objects of the Issue" in Explanatory Statement point number 1 of Item number 7.

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13) Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

14) Lock-in-period:

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

15) The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in **Annexure A** forming part of this Notice.

16) Practicing Company Secretary's Certificate:

The certificate from M/s Miheh Halani & Associates, Practicing Company Secretary, having her office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at <https://bijoyhans.net/Uploads/Certificate from practising company secretary.pdf>.

17) Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

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18) Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

19) Other disclosures:

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- j. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- k. The proposed allottee of Equity shares have confirmed that they have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- l. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- m. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- n. The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- o. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- p. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

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

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Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares as specifically described in the resolutions set out at Item No.: 07 of this Notice.

The Board of Directors believes that the proposed issue and allotment of equity shares of Company to the shareholders of AHWPL, in consideration other than cash, is considered **fair, reasonable, and in the best interests of the Company and its shareholders**, and is expected to generate long-term value through strategic integration and expansion of healthcare services. is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 07 in the accompanying notice for approval by the Member.

Item No. 8:

The Board of Directors of the Company in their meeting held on Tuesday, November 4, 2025, had approved the preferential issue of 1,00,00,000 Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten Only), fully paid-up at an Issue Price of ₹ 12.50/- per Equity Share including a premium of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share to the shareholders of Tec-Pool Solutions Private Limited (TPSPL) for a consideration other than cash, which is not less than the price determined under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

The Preferential Issue is to discharge the Company's obligations towards purchase consideration for acquisition of 10,000 equity shares of ₹10/- each) equity shares representing 100% shareholding of TPSPL, being the payment towards the swap shares

Pursuant to the aforesaid Preferential Issue, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

1) Objects of the Issue:

The Object of the proposed issue and allotment is to discharge the purchase consideration payable to the proposed allottees, in relation to acquisition of 10,000 equity shares of ₹10/- each, which represents 100.00% equity share capital of Tec-Pool Solutions Private Limited (TPSPL), from its existing shareholder who are the Proposed Allottees, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

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Brief background and Justification:

Bijoy Hans Limited (“the Company” or “BHL”) is engaged in the business of providing **integrated healthcare and hospital management services**, including establishment, operation and management of multi-specialty hospitals, diagnostic centers, and other allied healthcare facilities. The Company is committed to delivering high-quality, technology-enabled medical care through modern clinical infrastructure and experienced healthcare professionals. Its business model focuses on improving access to quality healthcare by expanding its service network and partnering with specialized medical institutions.

Tec-Pool Solutions Private Limited (“TPSPL”) is a **technology-driven business solutions company** specialising in **IT-enabled services, process automation, and digital transformation support**. The company provides customised technology and back-office solutions to clients across sectors, including healthcare, finance, logistics, and professional services.

TPSPL’s operations are built around **innovation, efficiency, and integration of digital tools** to streamline complex business processes. Its core capabilities include software integration, data management, digital workflow design, and technical support services. Over the years, TPSPL has developed strong execution capabilities and a reputation for reliability, quality delivery, and adaptive technology deployment. The company’s focus on leveraging **data analytics, process automation, and AI-enabled support systems** positions it as an enabler of operational excellence for partner organisations.

The proposed acquisition of TPSPL by **Bijoy Hans Limited (“BHL”)** through a **share-swap arrangement** represents a **strategic convergence of technology and healthcare**. With healthcare delivery becoming increasingly dependent on digital systems and process automation, the integration of TPSPL’s capabilities is expected to strengthen BHL’s technology backbone and operational scalability.

This acquisition is not merely an expansion—it marks a **strategic shift toward a technology-integrated healthcare ecosystem**, where patient management, diagnostics, and administrative processes can be seamlessly digitised and analysed.

Key expected benefits from the acquisition include:

- **Digital enablement of healthcare operations**, including patient data systems, billing automation, and tele-consultation platforms;
- **Cost efficiencies and productivity gains** through process optimisation and technology-driven workflows;
- **Enhanced data analytics capabilities** for clinical, financial, and strategic decision-making;
- **Diversification of BHL’s business portfolio**, creating a new vertical in healthcare technology services; and

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- **Long-term value creation** through integration of TPSPL's expertise in digital solutions with BHL's established healthcare network.

The acquisition of TPSPL thus represents a **forward-looking strategic investment**—combining BHL's sectoral strength in healthcare with TPSPL's technological know-how—to build a **digitally empowered, patient-centric organisation** capable of sustainable growth in a rapidly evolving healthcare landscape.

2) **Particulars of the offer including kinds of securities offered, maximum number of shares or other securities to be issued, the price at which security is being offered**

The Board, in its meeting held on November 4, 2025 has approved the proposal for the creation, offer, issuance and allotment of upto 1,00,00,000 equity shares of ₹10/- each at an Issue Price of ₹ 12.50/- per Equity Share (Rupees Twelve and Fifty Paise Only) including a premium of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share aggregating to aggregating to ₹ 12,50,00,000/- (Rupees Twelve Crores Fifty Lacs Only), for consideration other than cash, to Proposed Allottees belonging to "Promoter & Non-Promoter category", which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

3) **Amount which the Company intends to raise by way of such securities/Size of the preferential issue:**

The equity shares are being allotted for consideration other than cash, to discharge the purchase consideration payable for the acquisition of the Sale Shares as mentioned above, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

3) **Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the Minimum Issue Price of Equity shares shall be Wednesday, October 29, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the Company scheduled to be held, i.e., Friday, November 28, 2025.

4) **Basis on which the price has been arrived at and justification for the price (including premium, if any):**

- a) As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of Bijoy Hans Limited and TPSPL has been done by Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119), having address at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045 ("Valuation Report") being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the "Valuation Report") dated October __, 2025. Accordingly, the Fair Value of Equity Shares of Bijoy Hans Limited is ₹ 12.50/-

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per Equity Share and the Fair Value of equity shares of Health Secure Hospitals Private Limited is ₹ 125/- per equity share. The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company at the following link: https://bijoyhans.net/Uploads/Valaution_report.pdf.

- b) The Equity Shares of Company are listed on Bombay Stock Exchange of India Limited ("BSE") and Calcutta Stock Exchange. The equity shares are infrequently traded in terms of the SEBI ICDR Regulations.
- c) Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.
- d) since the proposed allotment does not result in any change in control and does not exceed five per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to comply with Regulation 166A of the SEBI ICDR Regulations
- e) The Company has also obtained a Pricing certificate from M/s Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Pursuant to the above, the minimum issue price determined in accordance with regulations 165 read with regulation 166 of Chapter V of SEBI ICDR Regulations is ₹ 12.50/- (Rupees Twelve and Fifty paise only).

5) Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

None of the directors or Promoters, Key Management Personnel or Senior management intend to subscribe to the preferential issue.

6) Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

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- 7) **The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them ALONGWITH The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors:**

Sr. No.	Names of the Proposed Allottees of Equity Shares	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post Preferential Issue	Pre-Issue Shareholding No. of Shares		Issue of Equity (Present Issue)	Post Issue Shareholding after issue of securities*	
				no. of shares	%age		no. of shares	%age
1	SMCV Management Services Private Limited	Promoter	Promoter	0	0	9999000	9999000	20.82
2	Prasanna Joshi	Non-Promoter	Non-Promoter	0	0	1000	1000	0.01

- 8) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee::**

Sr. no	Name of Proposed Allottees	Names of ultimate beneficial owners of proposed allottee(s) of equity shares
1	SMCV Management Services Private Limited	1.Gangadharrao Madhavrao Patwardhan 2. Gopalrao Gangadharrao Patwardhan

- 9) **Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares of the Company.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

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10) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the financial year, the Company has not allotted any securities on a preferential basis.

11) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company intends to acquire 10,000 equity shares of ₹10/- each, representing 100% of the Equity share capital of Tec-Pool Solutions Private Limited (TPSPL) ("Target Company") held by the proposed allottee and proposes to discharge the purchase consideration payable to the Proposed Allottee for acquisition by issuance of its Equity Shares pursuant to a share swap, in accordance with the SEBI ICDR Regulations and other applicable laws.

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash. The valuation of the equity shares of TPSPL and the swap ratio is derived on the basis of valuation report received from Experity Advisors LLP, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) having its office at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

The detailed justification for the proposed allotment has been elaborated under the section "Objects of the Issue" in Explanatory Statement point number (1) of Item No. 8.

12) Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

13) Lock-in-period:

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

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14) The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in **Annexure A** forming part of this Notice.

15) Practicing Company Secretary's Certificate:

The certificate from M/s Mihen Halani & Associates, Practicing Company Secretary, having her office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at <https://bijoyhans.net/Uploads/Certificate from practising company secretary.pdf>.

16) Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

17) Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

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18) Other disclosures:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- c. The proposed allottee of Equity shares have confirmed that they have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- f. The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

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

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares as specifically described in the resolutions set out at Item No.: 08 of this Notice.

The Board of Directors believes that the proposed issue and allotment of equity shares of Company to the shareholders of TPSPL, in consideration other than cash, is considered **fair, reasonable, and in the best interests of the Company and its shareholders**, and is expected to generate long-term value through strategic integration and expansion of healthcare services and is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 08 in the accompanying notice for approval by the Member.

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ANNEXURE A

Sr No	Category	Pre-Issue Shareholding (as on October 30, 2025)		Shareholding Post Preferential Issue	
		No. of Equity Shares held	% to total share capital	No. of Shares held *	% to total share capital *
A	<u>Promoter Group</u>				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	878200	11.71	878200	1.83
	Body Corporate	3758400	50.11	13757400	28.65
	Sub-Total	4636600	61.82	14635600	30.48
2	Foreign Promoters		0.00	0	0.00
	NRI	68200	0.00	68200	0.00
-	Sub-Total – A (A1+A2)	4704800	62.73	14703800	30.62
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Mutual Funds/ FPI/ fii	0	0.00	0	0.00
	Alternative Investment Fund	0	0.00	0	0.00
	Insurance Companies	0	0.00	0	
	Central Government	0	0.00	0	
	Sub-Total	0	0.00	0	0.00
	Foreign Portfolio Investors Category I	0	0.00	0	0.00
	Sub-Total - B1	0	0.00	0	0.00
2	Non-Institutional Investors				
	Individuals	2730541		28873038	60.12
	Body Corporate	63570	0.85	4068530	8.47
	Others	1110	0.01	376610	0.78
	Sub-Total - B2	2795221	37.27	33318178	69.38
	Total (B=B1+B2)	2795221	37.27	33318178	69.38
	GRAND TOTAL (A+B)	7500021	100.00	48021978	100.00

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Item No. 9

The Board of Directors of the Company, with the objective of bring in wider scope of experience and expertise and to strengthen the independence of the Board and its committees, has appointed Ms. Kiran Kabra (DIN: 01735354) as an Additional Independent Director of the Company w.e.f. November 4, 2025, subject to the approval of the shareholders.

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company vide its resolution dated November 4, 2025, subject to the approval of shareholders, appointed Ms. Kiran Kabra as Independent Director of the Company, with effect from November 4, 2025 for a term of 5 (five) consecutive years.

Ms. Kiran Kabra possesses requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company.

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

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

Ms. Kiran Kabra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing her candidature for appointment as an Independent Director. The Company has also received a declaration from Independent Director confirming that she meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Ms. Kiran Kabra has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Kiran Kabra is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, Ms. Kiran Kabra is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

The Board of Directors recommends the resolution set out at item no. 9 regarding appointment of Ms. Kiran Kabra as an Independent Director of the Company for consideration and approval of the Members of the Company by way of Special Resolution.

Except Ms. Kiran Kabra, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing these resolutions.

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as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are provided hereunder: Name	Kiran Kabra
DIN	01735354
Category	Non-Executive Independent Director
Date of Birth	February 17, 1980
Age	45 years
Qualifications	LLM from Pune University and Graduated from ILS Law College, Pune
Date of first appointment on the Board	November 4, 2025
Shareholding in the Company	Nil
Relationship with other directors and other Key Managerial Personnel	None
Number of Board Meetings attended during FY 2025-26	Not Applicable
Names of listed entities in which the person holds directorship (excluding the director position holds in this Company)	Nil
Names of listed entities from which the person has resigned in the past three years	Nil
Directorships held in other companies	1. C-SAASTRA SOLUTIONS PRIVATE LIMITED 2. LEKHAWORLD GLOBAL SERVICES PRIVATE LIMITED 3. PUNE HEALTH CARE MANAGEMENT AND RESEARCH CENTRE
Membership / Chairmanship of Committees of the Board	Nil
Terms and conditions of appointment	Independent Director for the period of 5 (five) years w.e.f. November 4, 2025.
Remuneration last drawn	Not Applicable
Brief Profile / resume of Director	She is independently Practising lawyer and has completed her study in LLM from Pune University and Graduated from ILS Law College, Pune and 22 years plus experience in the field of law.

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Item No. 10

The Board at its meeting held on 04th November, 2025, recommends the approval of the Members, to the change in designation of Mr. Salil Sriram Shetty, Director (DIN: 07424136) as from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company as set out in the Resolution.

Board places before you the brief profile of **Mr. Salil Sriram Shetty, Director (DIN: 07424136)** for your informed decision.

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

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.

Details of Director seeking re-designation at the Extra Ordinary General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2)

Name of the Director	Salil Sriram Shetty
Date of Birth & Age	27-02-1975
Date of Appointment	He was originally appointed as Non-Executive Independent Director on 13-08-2024 and now there is the change in designation from Non – Executive Independent Director to Non-Executive Non Independent Director with effect from 04 th November, 2025.
Qualifications	BS, Engineering and MBA
Nature of expertise in specific functional areas	Expertise in Marketing
Disclosure of relationships with other Directors and KMPs	NOT APPLICABLE
Directorship held in other listed entities and the membership of Committees of the Board	GTT Data Solutions Limited
Listed entities from which resigned in the past three years	NOT APPLICABLE
No. of Equity Shares held	NIL

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

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Item No. 11

The current registered address of the Company is situated at H.P. BRAHMACHARI ROAD REHABARI, Kamrup, GUWAHATI, Assam, India, 781008, where day to day operations of the Company is carried on. In order to have a better administrative convenience and to streamline its operations as well as management of the affairs, the Board of Directors in its meeting held on November 4, 2025, has recommended shifting of registered office of the Company from Guwahati, Assam to Sangli, Maharashtra i.e. from one state to another state.

Further, the shifting of registered office from one state to another and alteration of Clause II of Memorandum of Association ("MOA") of the Company cannot be effected without the approval of members and other necessary approval, if any and the approval of the Central Government (Power delegated to Regional Director) pursuant to section 13(4) of the Companies Act, 2013. The copy of altered MOA is available for inspection at its registered office during normal course of business on all working days.

The Board of Directors recommends the resolution set out at item no. 10 regarding change in situation of registered office from Assam to Maharashtra and alteration of clause II of the Memorandum of Association of the Company for consideration and approval of the Members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution.

Item No. 12

The Company is presently engaged in the pharmaceutical business and the Board of Directors at their meeting held on November 4, 2025 decided to expand the business of the Company into field of healthcare, wellness, related technology and other ancillary areas as more particularly described in the proposed main object clause of the memorandum of association of the Company.

In order to enable the Company to undertake businesses as above, it is proposed to alter the main objects clause of the Memorandum of Association of the Company. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution is a prerequisite to alter the main objects clause of the Company and thus your approval is sought for the same.

The business activities discussed hereinabove can be conveniently and advantageously done for the benefit of the Company.

The Board of Directors recommends the resolution set out at item no. 11 regarding alteration of main object clause of the memorandum of association of the Company for the approval of the Members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Person of the Company or their relatives is deemed to be concerned or interested in the aforesaid Resolution.