

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**AAKAAR MEDICAL TECHNOLOGIES LIMITED**

**I. The name of the company is AAKAAR MEDICAL TECHNOLOGIES LIMITED (\*)**

**II. The Registered Office of the Company will be situated in the State of Maharashtra i.e., within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.**

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

**\*\*A) OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on in India or abroad the business of distribution of Medical equipment(s), Cosmetic Medicines, all kinds and varieties of disposable and non-disposable surgical instrument, Medical Devices, kits to provide treatment in any medical specialty and to buy, sell, manufacture, import, export, distribute, repair, service and otherwise deal in all kinds and varieties of cosmetics, non-prescribed drugs, nutraceuticals, health care products, health aids, glamour, salon products, dyes, soaps, Salves, balms, Powders, Toilette preparations, essences, tooth pastes, tooth brushes, disinfectants, anti-septic's, cordials, biological, dental, anatomical, orthopaedical, obstetrical, contraceptives, gynaecological, pathological, formulation, pills, ointment in all kinds of Healthcare and Pharma including Allopathic, Ayurvedic, Homeopathic, Unani and veterinary products and to clinics in India and abroad or in any part of the world related to the above and Manufacturing, dealing and trading of Healthcare, Medical, pharma and other products including Medical Aesthetics, Dermatology, Aesthetic gynaecology, Plastic Surgery, General Wellness, Obesity, weight-loss Aesthetic and Dentistry.

**B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:-**

2. To enter into contracts, agencies, agreements and arrangements for the purpose of exports and imports with other Company, firm or person, Corporation, Foreign Companies and Government Organisations, Overseas Body Corporate (subject to obtaining the necessary licenses and permission of the prescribed authorities) for achieving the objects for which the Company is formed.

3. To employ expert to investigate and examine into the condition, prospects, value character and circumstances of business concerns and undertaking and generally of assets, property or rights.

4. To set up a branch of the business which the Company is authorised to carry on by means, or through the agency of holding / subsidiary company or companies, and to enter into arrangement with such holding / subsidiary company for taking the profits and bearing the losses of business or branch so carried on, or for such subsidiary company or guaranteeing its liabilities, or to make other arrangement which may seem desirable with reference to business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

*(\*) The word "Private" is being deleted on conversion to Public Company vide Special Resolution passed in EGM dated 19<sup>th</sup> July, 2024 and the fresh certificate dated 18.11.2024 was issued by the Registrar of Companies, Mumbai*

*(\*\*) The Main Object Clause III.A)1. was altered vide special resolution passed by the members of the company in the Extra-ordinary General Meeting held on 19<sup>th</sup> July, 2024.*

*(\*\*\*) New Memorandum of Association was adopted with changes to Clause III.A & III.B. pursuant to special resolution passed by members of the company in the Extra-ordinary General meeting held on 13<sup>th</sup> February, 2025.*

5. To take part in the supervision and control of the business or operations of company or undertaking having similar objects and to appoint and remunerate any Director, trustees, accountants or other experts or agents.

6. To acquire and undertake the whole or any part of the business, property, and liabilities of any person, firm or company carrying on or proposing to carry on or authorised to carry on business which the Company is authorised to carry on, or possessed of property suitable for the purpose of this Company, or Which can be carried on it conjunction therewith.

7. To amalgamate, enter into partnership or partially amalgamate with or acquire interest in the business of other company, person or firm or enter into arrangement for sharing profits, or for co-operation or for limiting competition or for mutual assistance, with such person, firm or company.

8. To enter into partnership, or into arrangement for sharing profits or losses, or for any union of interest joint venture, reciprocal concession or co-operation with person or persons, or company or companies carrying on, or engaged in or about to carry on or engage in or about to carry on or engage in or being authorised to carry on, or engage in, business or transaction which this Company is authorised to carry on or engage in.

9. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's object or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit, desirable to obtain and to carry out, exercise, and comply therewith.

10. To apply for, promote, and obtain under Act, charter, privilege, concession, licenses, authorisation, if any, government, state or municipal, provisional order or license or any authority for enabling the Company to carry its objects into effect, or for extending any of the powers of the Company 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 application which may seem calculated, or indirectly to prejudice the Company's interest.

11. To apply for, purchase, or otherwise, acquire, and protect and renew in any part of the world any patents, patent rights, invention, trademarks, designs, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company, and to use, exercise, develop or grant licenses in respect of or otherwise, turn to account the property, right, or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

12. To make donations to such persons or institutions and in such cases and either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and, in particular, to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or the dependents, relatives or connection of such persons and in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses, either by way of annual payments or a lump sum, and to make payments towards

insurance and to form and contribute to provident benefit funds and other welfare funds of or for such persons.

13. To refer, or agree to refer, any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.

14. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or placing taking or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

15. To pay all preliminary expenses of any Company promoted by the Company, or any Company in which the Company is, or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of business or property acquired by the Company.

16. To apply for and to obtain assistance from Government and other organisation, companies, firms and individuals, national or international for developing all of the business or businesses of the Company.

17. To enter into foreign or Indian technical and/or financial collaboration, partnership or into arrangement, for sharing or dealing profits, union of interest, co-operation, joint venture, reciprocal concession, or otherwise with any person, firm, corporation or Government or company carrying on, engaged in or about to carry on or engage in or business undertaking or transaction which may seem capable of being carried on or conducted, so as directly or indirectly to benefit the Company and to lend money, to guarantee the contracts or otherwise assign any such persons, firms or companies, to sell, hold, reissue with or without guarantee or otherwise deal with the same.

18. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and, in particular, to customers and other having dealings with the Company and to guarantee the performances of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantee and indemnities.

19. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.

20. To receive loan and borrow or raise money through lease finance or in such manner as the Company shall think fit and, in particular, by the issue of debentures, or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any person or company as the case may be.

21. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, wariness, debentures and other negotiable or transferable instruments or securities.

22. To insure the whole or any part of the property of the Company, either fully or partially to protect and indemnify the company from liability or loss in any respect either fully or partially, and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
23. To exercise all or any of its corporate powers, rights, and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of officers and agencies therein as may be convenient.
24. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, debenture-stock, contracts, mortgages, charge, obligations and other securities of any Company or of any authority, Central, State, Municipal, local or otherwise, or of any person whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debenture, debenture-stock or other securities or obligation of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue, and to transact all kinds of trust and agency business.
25. To purchases, construct, take on lease or tenancy or hire take options over or otherwise, acquire any estate, lands buildings, easements or other interest, rights immovable properties and to hold, concessions, licenses, privileges, claims, leases, options, which may appear to be necessary or convenient for any of the business of the company and to sell, lease, mortgage, hypothecate or otherwise dispose of or grant rights over any immovable property belonging to the company.
26. To apply for, take out, obtain, purchase, or otherwise acquire and turn to account any copy rights, licenses, concessions, patent rights or inventions, privileges, trade marks or secret processes which may seem capable of being used for any of the purpose of the Company and to use, exercise, develop or grant license, in respect of, or acquire and to expend money in experimenting upon and testing and improving or seeing to improve any patent rights, inventions, discoveries, process or information of the company or which the company may acquire or purpose to acquire.
27. To acquire and take over as a going concern by purchase or, on lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property rights, and liabilities of any person or persons, firm or any company carrying on any business, any part of the purposes of which is within the objects of the company or which the Company is authorised to carry on or possessed of property suitable for the purposes of the company and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind-up any such business.
28. To sell, lease, grant licenses, easements, and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, right and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular, for shares debentures or securities of any other company.
29. To develop, maintain, improve, upgrade, and refine medical laboratory and other non-medical laboratory quality and quality systems including assessment, standards creation, project planning, enterprise integration, consulting services, training, community building, implementation, compliance and program management for primary care, rapid tests, community hospitals, mobile clinics, police, military government, clinical trial, and research pathology laboratories including laboratories for clinical biochemistry, clinical cytology,

histopathology and oral pathology, hematology, microbiology, immunology, immunoematology, transfusion services.

30. To provide research facilities including founding, establishment or take over and/or otherwise conduct research institutions for carrying on research basis and applied in all systems and disciplines of medical and surgical knowledge keeping in view the Socio-Medical needs of the affected community and also to encourage the discovery of new medical and/or surgical management of diseases and applications and to investigate and make know the nature and merits of investigations and findings and research in the said field and to acquire any patent and licenses on other protective devices relating to the results of any discovery, investigations, findings or researches and to acquire any processes upon such term as may seem expedient and to improve the same and to undertake the manufacture of any product developed and/or to give licenses for the manufacture of the same to other and either or market the same.

31. To develop, design, acquire, adopt, deal, host and install website on internet for marketing and trading of goods, raw materials, merchandise, articles, machineries, plant, apparatus, appliances, equipment and commodities of every kind, class and description and to supply and provide services of all kind and to act as sellers, buyers, importers, exporters, retailers, wholesalers, suppliers, consigners, jobbers, brokers, stockists, agents, sub-agents, merchants, distributors, consultants for E Commerce and E Business.

32. To educate, train, enhance and develop the skills, and proficiency of all types of laboratory personnel including clinicians, directors, managers, doctors, and all other people connected therewith.

**IV.** The liability of the Members is limited.

**\*V.** The Authorised Share Capital of the Company is Rs.15,00,00,000/- [Rupees Fifteen Crore only] divided into 1,50,00,000 [One Crore Fifty Lakhs] Equity Shares of Rs.10/- [Rupees Ten only] each with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company, and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided in the Articles of Association of the Company, subject to the provisions of law.

**\* Authorised Share Capital of the Company was increased from Rs. 1 Lakh to Rs. 10 Lakh vide ordinary resolution passed at an Extra-ordinary General Meeting of the Company held on 01<sup>st</sup> September, 2015.**

**\* Authorised Share Capital of the Company was increased from Rs. 10 Lakh to Rs. 1 Crore vide ordinary resolution passed at an Extra Ordinary General Meeting of the Company held on 24<sup>th</sup> August, 2021.**

**\*Authorised Share Capital of the Company was increased from Rs.1 Crore to Rs.15 Crore vide Special resolution passed at an Extra Ordinary General Meeting of the Company held on 19<sup>th</sup> July, 2024**

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We, the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed in to a company in pursuance of these Articles of Association.

| Signature, Names, Addresses, Descriptions and Occupations of Subscribers  | Signature, Name, Address, Description and Occupation of Witness  |
|---|--|
| <p>1) Name - Dilip Ramesh Meswani</p> <p>S/o - Ramesh Shivtala Meswani</p> <p>Address - 601, Tulsi Apartment<br/>G. B. Indulkar Road<br/>Vile Parle East<br/>Mumbai - 400057<br/>India</p> <p>Occupation - Business</p> <p>Signature - D. R Meswani</p> | <p>Witness to all (1 &amp; 2)</p> <p>Name - Anil Varant Maydeo</p> <p>S/o - Late Varant Sitaram Maydeo.</p> <p>Address -<br/>Nishi Apartment NO 1, Feet NO 24,<br/>Liberty Garden Road NO 3,<br/>Malad (West), Mumbai 400064</p> |
| <p>2) Name - Binchi Dilip Meswani</p> <p>S/o - Himadlal Dani</p> <p>Address - 601, Tulsi Apartment<br/>G. B. Indulkar Road<br/>Vile Parle - East<br/>Mumbai - 400057<br/>India.</p> <p>Occupation - Business</p> <p>Signature - Binchi meswani</p>      | <p>Occupation - Company Secretary<br/>in Practice</p> <p>Signature - <u>Maydeo</u></p>   |

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|---|---|
| 3) Name - Abhash Dilip Meswani  | हरीश १३   |
| D/o - Dilip Ramesh Meswani  | Anil V Mayekar<br>870 Late Venant Sotaram<br>Mayekar  |
| Address - 601, Tulsi Apartment<br>G.B. Indulkar Road<br>Vile Parle East<br>Mumbai - 400057<br>India | Madhi Apartment No 1, Flat No 57,<br>Kebali Garden Road No 3<br>Malad (West), Mumbai 400064<br><u>Mayekar</u> |
| Occupation - Business   |   |
| Signature - Abhash Meswani  |   |

Place - MUMBAI

Date - 29/05/2013

