



CIN No.: U74900MH2013PLC244717

Aakaar Medical Technologies Limited
(formerly: Aakaar Medical Technologies Pvt.Ltd.)
A-801, Heritage Plaza, Teli Gali Cross Road
Andheri (East), Mumbai – 400 069 INDIA
Mob: + 91 9820317468
E-mail: info@akaarmedical.in
www.akaarmedical.in
GST No: 27AALCA7587Q1ZK

NOTICE

To all Members
Aakaar Medical Technologies Ltd.
Mumbai.

NOTICE is hereby given that the 12th Annual General meeting of Aakaar Medical Technologies Ltd. is re-scheduled to be held at short notice, on Thursday, 12th day of June, 2025 at 6.15 p.m. at the registered office of the Company at A-801, Heritage Plaza, Telli Galli Cross Road, Andheri (East), Mumbai – 400069, and through Video Conference, at the link given hereinbelow, to transact the following business:

Ordinary Business:

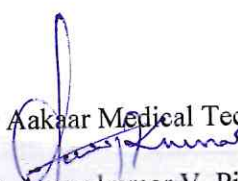
1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2025 and the reports of the Board of Directors' and Auditors' thereon and to consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statements of the company for the financial year ended 31st March, 2025 and the reports of the Board of Directors' and Auditors' thereon as circulated to the Members be and are hereby considered and adopted”.

2. To consider and approve re-appointment of Ms. Bindi Dilip Meswani (DIN: 06594958), as a Director who retires by Rotation and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Articles of Association of the Company, Ms. Bindi Dilip Meswani (DIN: 06594958) who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Registered Office:
A-801, Heritage Plaza, Telli Galli Cross Road,
Andheri (East), Mumbai - 400069
Date – 11.06.2025

For Aakaar Medical Technologies Limited

Mr. Anoopkumar V. Pillai
Company Secretary and Compliance
Officer
F3620



NOTES:

1. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself and the proxy need not be a member of the company.
2. A proxy may not vote except on a poll.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Only bona fide members of the company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The company reserves its rights to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members joining the meeting through Video Conference may kindly log in to Zoom at the following address:

Join Zoom Meeting
<https://us04web.zoom.us/j/9161166814?pwd=AamqNEa7g9kHAHrMBMbpHrg3kCYaxb.1&omn=73910202035>
Meeting ID: 916 116 6814 Passcode: 982029
6. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the company on all working days except Saturday between 11:00 A.M. to 1:00 P.M. up to the date of Annual General Meeting and will be made available at the venue of the Annual General Meeting.
7. Member are requested to quote their Client id & DP id or Folio no. in all their correspondence with the company and inform any change in their address along with PIN CODE immediately so as to enable the company to send communication at their correct address.
8. Members / Proxies should bring with them the Annual Report copy and duly filled attendance sheet / proxy form at the time of attending the meeting and to handover the attendance sheet / proxy form at the entrance of the Meeting Hall.
9. Queries on accounts and operations of the company if any, may please be sent to the company at least seven days in advance so that required information may be made available at the meeting.



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FORM MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74900MH2013PLC244717

Name of the Company: AAKAAR MEDICAL TECHNOLOGIES LIMITED

Registered Office: 801, Heritage Plaza, Telli Galli Cross Road, Andheri (East), Mumbai - 400069

I

Name of the Member(s):

Registered address:

E-mail Id:

Folio No / Client Id:

DP ID:

I / We being the member of, holding.....shares, hereby appoint

1. Name:
Address:.....
E-mail Id.:.....
Signature:, or failing him

2. Name:
Address:.....
E-mail Id.:.....
Signature:,

As my / our proxy to attend and vote (on a poll) for me/ us and my/our behalf at 12th Annual General Meeting of members of the Company, to be held on 12.6.2025 at 6.15 p.m. at the registered Office of the company at A-801, Heritage Plaza, Teli Gali Cross Road, Andheri East, Mumbai-400069, and through Video Conference and at any adjourned thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.



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Attendance Slip of 12th AGM
[to be presented at the entrance]

12th Annual General Meeting of Aakaar Medical Technologies Ltd. held on Thursday, 11th June, 2025, at 6.15 p.m. at the registered office of the company at A-801, Heritage Plaza, Teli Gali Cross Road, Andheri East, Mumbai-400069, and through Video Conference.

I/We hereby record my/our presence at the 12th Annual General Meeting of Aakaar Medical Technologies Ltd. held on Thursday, 11th June, 2025, at 6.15 p.m. at the registered office of the company at A-801, Heritage Plaza, Teli Gali Cross Road, Andheri East, Mumbai-400069, or through Video Conference as per link shared with me/us.

| | |
|----------------------------------|---------------------------|
| Client id/DP id no. Folio No. | No.of Equity shares held: |
|----------------------------------|---------------------------|

.....
Full name of *Shareholder(s)/Proxy:
[in block letters]

.....
Signature of *Shareholder(s)/Proxy

*Strike out what is not applicable.

Note:

- Only Member /Proxy holder can attend the Meeting.
- Proxy holder should bring his /her identity proof at the meeting.



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Landmark: Aakaar Medical Technologies Ltd.

Route Map -



10m (3.2 km)

via Service Rd

Directions

Directors' Report – Financial Year 2024-25

To
 The Members of
 Aakaar Medical Technologies Limited
 (formerly known as Aakaar Medical Technologies Private Limited)
 Mumbai.

Your directors' have pleasure in presenting the 12th Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended 31st March, 2025.

FINANCIAL RESULTS:

The financial performance of the Company for the year under review along with previous year's figures are given hereunder:

Amount (in Rs.Lacs)

| <u>Particulars</u> | <u>Year ended on</u> <u>31/03/2025</u> | <u>Year ended on</u> <u>31/03/2024</u> |
|----------------------------------|---|---|
| Income from Business Operations | 6,158.28 | 4,611.10 |
| Other Income | 17.79 | 15.94 |
| Total Income | 6,176.07 | 4,627.04 |
| Less: Expenses | 5,364.71 | 4,261.34 |
| Profit before Tax | 811.36 | 365.70 |
| Less: Prior Period Items | - | 98.48 |
| Less: Current Income Tax | 192.61 | 100.00 |
| Short (Excess) provision | 19.65 | (1.55) |
| Deferred Tax | (4.17) | (34.00) |
| | 208.09 | 64.45 |
| Profit after Tax | 603.27 | 202.77 |
| | | |
| Earnings per Share (Basic) Rs | 6.12 | 2.23 |
| Earnings per Share (Diluted) Rs. | 6.12 | 2.22 |

STATE OF COMPANY'S AFFAIRS:

The Company was able achieve splendid performance during the financial year 2024-25. The Company's revenue from operations increased from Rs. 46.11 Crores in the previous year to Rs.61.58 crores in the financial year 2024-25, registering an increase of 33.55%. The Profit Before Tax stood at Rs.8.11 crore as against Rs. 3.65 Crore in the previous year, registering an increase of 121%; and the Profit After Tax stood at Rs.6.03 crores as against Rs. 2.02 Crore in the previous year, registering an increase of 197% over the previous year. The company is growing from strength to strength and your directors are confident of improving it performance further in the coming years.

DIVIDEND:

In order to conserve the resources of the company for future growth your Board has not recommended any dividend for the financial year 2024-25.

TRANSFER TO RESERVES:

The Company did not transfer any amount to reserves for the Financial Year ended 2024-25.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There is no Unclaimed or Unpaid Dividend due to be transferred to Investor Education and Protection Fund.

BUSINESS OVERVIEW

Aakaar Medical Technologies Limited was incorporated in the year 2013 under the leadership of Mr. Dilip Meswani, who has been in the Aesthetic business since more than 25 years. He commenced his journey in the aesthetics business in 1999 through a proprietary business which was primarily selling Aesthetic Devices and then shifted his entire business under Aakaar Medical Technologies Limited. The Company was converted into a public limited Company during the financial year under review and a fresh certificate of incorporation was issued on 18th November, 2024 by the Registrar of Companies, Maharashtra..

The company is a medical aesthetic company dealing in a wide range of aesthetics & specialized cosmetic products & devices. Our product range includes both Own brands (domestically manufactured products) and Imported Brands (distribution of imported brands) from countries such as Korea, Spain, Italy, and Austria. It has established a distinctive presence in the medical aesthetics market by exclusively focusing on business-to-business(B2B) channels for product distribution and sales. It supplies products & devices primarily to dermatologists, plastic surgeons, aesthetic physicians, who then sell these products to their end consumers as well as use certain device consumables as part of their treatments. Majority of company's revenue is from Aesthetic products and focus will continue to grow the Aesthetic products pipeline.

Over the last 3 years, the company has witnessed impressive growth, with its revenue climbing from ₹ 19.46 crores in Financial Year 2021-22 to ₹ 61.58 crores in Financial Year 2024-2025.

Initial Public Offering (IPO):

Your company has filed a Draft Red Herring Prospectus [DRHP] with National Stock Exchange Ltd. [Emerge] for an IPO of 37,50,400 equity shares, and has received an in-principle approval from the said stock exchange vide its letter dated 28.4.2025. The net proceeds of the IPO are proposed to be utilised towards funding of Working Capital requirements of the company and for General Corporate purposes. Your directors are in the process of taking a call on the appropriate timing when the IPO should be announced.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business in the current year as compared to the previous year.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:

The Company does not have any Subsidiary, Joint venture or Associate Company.

PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS:

The Company does not have any Subsidiary/ Joint Venture/ Associate Company and hence there is nothing to be mentioned.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no orders passed by regulators or courts or tribunals during the year impacting the going concern status and Company's operations in future.

CHANGES IN SHARE CAPITAL:

The changes in the share capital structure of your Company during the year under review are detailed as under:

- i. Allotment of 14 equity shares took place on 10.07.2024 pursuant to ESOP Scheme.
- ii. Allotment of 6369 equity shares took place on 6.08.2024 pursuant to ESOP Scheme.
- iii. Allotment of 38298 equity shares took place on 6.08.2024 pursuant to a Bonus issue.
- iv. Allotment of 8936172 equity shares took place on 7.08.2024 pursuant to a Bonus issue.
- v. Allotment of 343750 equity shares took place on 16.09.2024 pursuant to a Preferential issue of equity shares to Investors.
- vi. Allotment of 119844 equity shares took place on 3.10.2024 pursuant to a Preferential issue of equity shares to Promoter group.

vii. Allotment of 277969 equity shares took place on 7.10.2024 pursuant to a Preferential issue of equity shares to Promoter group.

Thus the paid-up equity Share Capital of the Company as on 31st March, 2025 was Rs. 10,42,24,160 comprising of 1,04,22,416 Equity Shares of Face Value of Rs. 10/- each. The Authorised Capital of the Company as on 31st March, 2025 was Rs.15,00,00,000/- divided into 1,50,00,000 Equity Shares of Rs. 10/- each.

BOARD MEETINGS:

The Board of Directors of the Company met 17 times during the financial year 2024-2025 and the intervening gap between any two meetings was not more than 120 days (one hundred twenty days) as prescribed under Section 173 of the Companies Act, 2013. Your Company has complied with the provisions of Chapter XII – Meetings of Board and its Powers, of the Companies Act, 2013 with respect to meetings of the Board.

AUDIT COMMITTEE MEETINGS:

The Audit Committee was constituted by the Board in its meeting held on 19.12.2024. During the year under review one Audit Committee meeting was held on 25.02.2025. The Audit Committee consists of Mr. Deepanjan Periwal, Chairperson & Independent Director, Mr. Rajendra Indubhai Dhandhukia, Independent Director & Mr. Dilip Meswani, Founder & Managing Director.

NOMINATION & REMUNERATION COMMITTEE MEETINGS:

The Nomination & Remuneration Committee [NRC] was constituted by the Board in its meeting held on 19.12.2024. During the year under review one Nomination & Remuneration Committee meeting was held on 19.12.2024. The NRC consists of Mr. Deepanjan Periwal, Chairperson & Independent Director, Mr. Rajendra Indubhai Dhandhukia, Independent Director and Ms. Bindi Meswani, Director.

EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the company will be available on the Company's website at www.akaarmedical.in.

AUDITORS:**Statutory Auditors:**

M/s. C B Mehta & Associates, Chartered Accountants (Firm Registration Number: 124978W), were appointed by the members in the 11th Annual General meeting [AGM] of the company held on 30.09.2024 for a period of five years till the conclusion of AGM to be held for the Financial Year 2028-29.

Secretarial Auditor:

Pursuant to the provisions of SEBI LODR and in view of the company getting listed with National Stock Exchange Ltd. the company is required to appoint a 'Secretarial Auditor'. In the Board meeting held on 27.5.2025 the Board of Directors have appointed M/s. NAM & Associates (Proprietor: Ms. Neha A. Marathe, Membership No. FCS11767, CP No. 17539) a peer reviewed firm, as the Secretarial Auditor of the Company for the financial year 2025-26.

Internal Auditor:

The Board of Directors in its meeting held on 27.5.2025 have appointed M/s. Madhav Joshi & Associates, Chartered Accountants, as Internal Auditors of the company for the financial year 2025-26.

REPORTING OF FRAUDS / AUDITOR'S REPORT:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/ or Board under Section 143(12) of the Companies Act, 2013 and Rules made there under. The Auditor's Report on Financial Statements for the financial year 2024-25 issued by M/s. C B Mehta & Associates, Chartered Accountants, does not contain any qualification, reservation or adverse remark. However, under 'Emphasis of Matter' the auditors have made the following remarks viz.

We draw attention to Note 38(d) of the financial statements, which describes the deposit of ₹40,00,000 made by the Company to M/s Accredited Consultants Private Limited (ACPL). The deposit has been utilized by ACPL for obtaining a bank guarantee submitted to a Government authority in relation to legal proceedings pending against ACPL. The recoverability of this amount is contingent upon the favourable outcome of the said proceedings. In the event of an adverse decision, the amount may not be recoverable. Our opinion is not modified in respect of this matter.

ACPL has informed the management that they have a good case against the Customs authority and accordingly the decision was taken by management to deposit the said amount with ACPL for enabling them obtain bank guarantee and submitting it with said authority for clearance of our imported goods.

FIXED DEPOSITS

During the financial year 2024-25, the Company has not accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 during the financial year under review were in the ordinary course of business and on arm's length basis. Form AOC-2 is enclosed at Annexure-I

DIRECTORS AND KMP

The following are the changes in Directorship and Key Managerial Personnel:

- a) The Board of Directors of the Company appointed Mr. Dilip Ramesh Meswani (DIN: 06540985) as the Managing Director of the Company with effect from 10th July, 2024 for a period of Five Years which was approved by the Members at the Extra- Ordinary Meeting held on 19th July, 2024. In the Board meeting held on 7.10.2024 Mr. Dilip Meswani's was redesignated as 'Founder & Managing Director' of the company.
- b) The Board of Directors of the Company appointed Mrs. Bindi Dilip Meswani (DIN: 06594958) as a Director (Non-Executive Chairperson) of the Company and as an Consultant with effect from 10th July, 2024, for a period of Five Years which was also approved by the Members at the Extra- Ordinary Meeting held on 19th July, 2024. Given the vast experience of Mrs. Bindi Meswani in the Aesthetics industry the Board and the members felt it is beneficial for the company to avail her services in the interest of the company as a Consultant.
- c) The Board of Directors of the Company appointed Dr. Rahul Sawakhande (DIN: 08282783) as an Additional Director and Chief Executive Officer of the Company on 06th June, 2024 which was approved by the Members at the Extra-Ordinary Meeting held on 19th July, 2024;
- d) The Board of Directors of the Company appointed Ms. Sweta Shah as the Chief Financial Officer (CFO) (Key Managerial Personnel) of the Company with effect from 08th June, 2024 at the Board Meeting held on 08th June, 2024;
- e) The Board of Directors of the Company had appointed Mr. Shreyas Anil Haldankar (ICSI- Membership No.: A71231) as the 'Company Secretary' of the Company with effect from 06th August, 2024 at the Board Meeting held on 06th August, 2024. However, due to personal reasons Mr. Shreyas Anil Haldankar (ICSI-Membership No.: A71231) resigned from the post of Company Secretary with effect from 30th August, 2024;
- f) The Members of the Company appointed Mr. Deepanjay Periwal (DIN: 06957006) as the Independent Director of the Company with effect from 18th December, 2024 at Extra-Ordinary Meeting held on 18th December, 2024;
- g) The Members of the Company appointed Mr. Rajendra Dhandhukia (DIN: 05157147) as the Independent Director of the Company with effect from 18th December, 2024 at Extra-Ordinary Meeting held on 18th December, 2024;
- h) The Board of Directors of the Company appointed Mr. Anoopkumar V. Pillai (ICSI- Membership No.: F3620) as the 'Company Secretary' of the Company with effect from 19th December, 2024, at the Board Meeting held on 19th December, 2024;

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder, an Internal Complaints Committee has been set up to look and redress

complaints received regarding sexual harassment at work place. The Company has conducted awareness programs at regular intervals.

During the year under review, no complaints were received by the Company related to sexual harassment.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not made any loan or investment in excess of the limits specified under Section 186(2) of the Companies Act, 2013. Particulars of loans given are provided in Notes to the Financial Statements.

During the year under review the company has given a loan of Rs.41,95,000/- to Dr. Rahul Sawakhande, C.E.O. & Director of the company, pursuant to a scheme approved by members on 19.7.2024 by way of a special resolution in terms of Section 185(3)(a)(ii) of the Companies Act, 2013.

STATEMENT OF DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS:

Mr. Deepanjan Periwal and Mr. Rajendra Indubhai Dhandhukia, are the Independent Directors of your Company. The Company has received declarations from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Act and the Listing Regulations and they have registered themselves with the Independent Director's Database maintained by the IICA (The Indian Institute of Corporate Affairs). In the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the Management. The Board is of the opinion that all the Independent Directors are persons of integrity and possess relevant expertise and experience (including proficiency).

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conversation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in Annexure II forming part of this Report.

EMPLOYEE STOCK OPTION PLAN SCHEME 2021

The Company has granted stock options to the Director of the Company under the Employee stock option plan, 2021 (ESOP Scheme 2021). Total of 6,383 options had been granted under the ESOP Scheme 2021.

As per the ESOP Scheme-2021 the Board may in its absolute discretion, permit the Options granted, including Options, which have not vested, to be exercised within such time and as per such terms and conditions as it may determine provided that a minimum period of one year shall elapse from the date of Grant before Vesting.

The details of the ESOP Scheme 2021 of the Company are:

- (a) Options granted: 6,383
- (b) Options vested; NIL
- (c) Options exercised; 6383
- (d) The total number of shares arising as a result of exercise of option; 6383

- (e) Options lapsed; NIL
- (f) The exercise period; Not later than 2 years from the date of the Vesting of the last tranche of Options granted under a Grant.
- (g) Variation of terms of options; NIL
- (h) Money realized by exercise of option; 51,06,400/-
- (i) Total number of options in force; NIL
- (j) Employee wise details of options granted to:-
 - (i) Key managerial personnel- Dr. Rahul Sawakhande (CEO and Director): 6,383 options
 - (ii) Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year. – NIL
 - (iii) Identified employees who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant – Dr. Rahul Sawakhande (CEO and Director)

MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments between the end of the year under review and the date of this report affecting the financial position of the Company

PARTICULARS OF EMPLOYEES:

None of the employees of the company have drawn a remuneration more than the limit as prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Details of employees holding more than 2% of the equity shares of the Company:

| Name of Employee | Percentage of holding % |
|----------------------|-------------------------|
| Dilip Ramesh Meswani | 65.48% |
| Rahul B. Sawakhande | 5.57% |

MANAGERIAL REMUNERATION:

Under Section 197 (12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requirement of disclosure is not applicable to the Company, since the company is not yet listed on any stock exchange.

SECRETARIAL AUDIT REPORT:

This Clause prescribed under Section 204 of Companies Act, 2013 and rules made thereunder are not applicable to the Company for the Financial Year 2024-25..

RISK MANAGEMENT POLICY:

The Company has formulated and implemented a Risk Management Policy, which is displayed on the company's website viz. www.aakaarmedical.in. As on the date of this report the Board do not anticipate any risk which may threaten the very existence of the company in any manner whatsoever.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors report that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. they have selected and consistently applied accounting policies and have made judgements and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and the profit of the Company for that period.
- iii. proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. the annual accounts have been prepared on a 'going concern' basis.
- v. The company is not a listed company however, proper internal financial controls are in place and that such controls are adequate and are operating effectively; and
- vi. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR):

As per Section 135 of the Companies Act, 2013, every Company having net worth of Rupees Five Hundred Crore or more, or turnover of Rupees One Thousand Crore or more, or a net profit of Rupees Five Crore or more during the immediately preceding financial year shall constitute the CSR Committee. Considering the above threshold limit, the Company was not required to constitute the CSR Committee. In view of the net profit of the company exceeding Rupees Five Crore in the financial year ended 31.3.2025, the provisions of Section 135 are applicable to the company for the financial year 2025-26 onwards. Pursuant to the provisions of Section 135(9) of Companies Act 2013, since the amount to be spent under Section 135(5) will not exceed Rs.50,00,000/- the requirement under Section 135(1) for constituting a CSR Committee will not be applicable. The Board of the company has decided to discharge the functions of CSR Committee as per the resolution passed by Board on 27.5.2025. The CSR Policy for financial year 2025-26 has been approved by the Board in the said meeting and a copy of the said policy has been displayed on the company's website viz. www.aakaarmedical.in. Since section 135 is applicable with effect from financial year 2025-26 onwards and there is nothing to be reported on the same at present.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is in compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

COST RECORDS:

The Company is not required to maintain the cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

GENERAL

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to:

- a) Details relating to deposits covered under Chapter V of the Act;
- b) issue of equity shares with differential rights as to Dividend, voting or otherwise;
- c) significant or material order passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- d) pendency of any proceeding against the Company under the Insolvency and Bankruptcy Code, 2016; and
- e) instance of one-time settlement with any bank or financial institution.

34. ACKNOWLEDGEMENT

Your directors place on record their sincere appreciation to all employees, business partners, vendors, government agencies for their support and co-operation during the year and look forward to their continued support in the years to come as well.

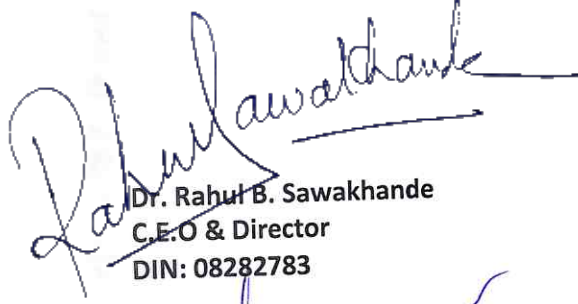
For and on behalf of Board of Directors of
Aakaar Medical Technologies Limited



Dilip Ramesh Meswani
Founder & Managing Director
DIN: 06540985



Ms. Sweta Shah
C.F.O.



Dr. Rahul B. Sawakhande
C.E.O & Director
DIN: 08282783



Mr. Anoopkumar Pillai
Company Secretary & Compliance Officer

Place: Mumbai
Dated: 27.05.2025

| FORM NO. AOC -2 | | | | | | |
|---|-------------------------------|-----------------------------|--|---------------------------------------|-------------------|--|
| (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. | | | | | | |
| Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto. | | | | | | |
| Details of contracts or arrangements or transactions not at Arm's length basis: | | | | | | |
| There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2025, which were not at arm's length basis. | | | | | | |
| Name(s) of the related party | Nature of Relationship | Duration of contract | Salient terms | Dates of Approval by the Board | Amount Rs. | Amount paid as advances, if any |
| Nature of Contract | | | | | | |
| Details of contracts or arrangements or transactions at Arm's length basis: | | | | | | |
| Name(s) of the related party | Nature of Relationship | Duration of contract | Salient terms | Dates of Approval by the Board | Amount Rs. | Amount paid as advances, if any |
| Nature of Contract | | | | | | |
| a. Appointment of Ms. Bindi Meswani as 'Advisor/ Consultant' | Relative of MD | 5 years | Holding office of place of profit in the company at a Consultancy fee of not exceeding Rs. 1,00,000/- p.m. | 10.7.2024 | 1,00,000 p.m. | Nil |
| b. Coherent Medical Systems | MD is Proprietor | 5 years | 1. Purchase of products from Coherent at market price from time to time. 2. Tenure: 5 years | 7.10.2024 | Unspecified | Nil |
| c. Bindi Meswani & others | Relative of MD | 5 years | Rental of office premises at Rs.2,00,000 p.m. rent. | 30.1.2025 | 2,00,000 p.m. | Nil |

ANNEXURE II

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the Year ended March 31, 2025

A) CONSERVATION OF ENERGY:

i) Steps taken or impact on conversation of energy:

The Computer systems installed in the company are designed for low power consumption. The Board has advised all the offices to run all air-conditioners to get a cooling of 25°C. Installation of LED lights replacing conventional lights.

ii) Steps taken by the Company for utilizing alternate sources of energy:

The Company continuously uses its best endeavour for identifying and utilizing alternate sources of energy wherever it is possible.

iii) Capital Investment on energy conservation equipment's:

No Capital investment was made during the year on energy conservation equipment.

B) Technology Absorption:

i) The efforts made towards absorption: **Not Applicable**

ii) The benefits derived like product improvement, cost reduction, product development or import substitution: **Not Applicable**

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): **Not Applicable.**

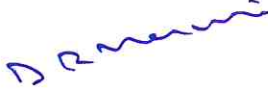
iv) The expenditure incurred on Research and Development: **Nil.**

C) Foreign Exchange Earnings and Outgo: [Rs.in lacs]

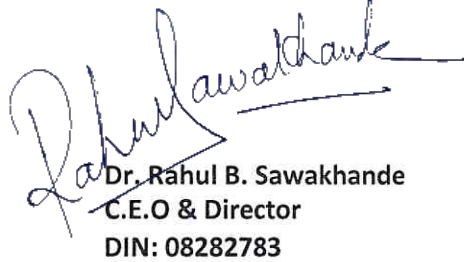
Foreign Exchange Earnings- **NIL**

Foreign Exchange Outgo – **1210.62**

**For and on behalf of Board of Directors of
Aakaar Medical Technologies Limited**



Dilip Ramesh Meswani
Founder & Managing Director
DIN: 06540985



Dr. Rahul B. Sawakhande
C.E.O & Director
DIN: 08282783



Ms. Sweta Shah
Chief Finance Officer



Mr. Andopkumar Pillai
Company Secretary & Compliance Officer

Place: Mumbai
Dated: 27.05.2025

Directors' Report – Financial Year 2024-25

To
 The Members of
 Aakaar Medical Technologies Limited
 (formerly known as Aakaar Medical Technologies Private Limited)
 Mumbai.

Your directors' have pleasure in presenting the 12th Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended 31st March, 2025.

FINANCIAL RESULTS:

The financial performance of the Company for the year under review along with previous year's figures are given hereunder:

Amount (in Rs.Lacs)

| <u>Particulars</u> | <u>Year ended on</u> <u>31/03/2025</u> | <u>Year ended on</u> <u>31/03/2024</u> |
|----------------------------------|---|---|
| Income from Business Operations | 6,158.28 | 4,611.10 |
| Other Income | 17.79 | 15.94 |
| Total Income | 6,176.07 | 4,627.04 |
| Less: Expenses | 5,364.71 | 4,261.34 |
| Profit before Tax | 811.36 | 365.70 |
| Less: Prior Period Items | - | 98.48 |
| Less: Current Income Tax | 192.61 | 100.00 |
| Short (Excess) provision | 19.65 | (1.55) |
| Deferred Tax | (4.17) | (34.00) |
| | 208.09 | 64.45 |
| Profit after Tax | 603.27 | 202.77 |
| | | |
| Earnings per Share (Basic) Rs | 6.12 | 2.23 |
| Earnings per Share (Diluted) Rs. | 6.12 | 2.22 |

STATE OF COMPANY'S AFFAIRS:

The Company was able achieve splendid performance during the financial year 2024-25. The Company's revenue from operations increased from Rs. 46.11 Crores in the previous year to Rs.61.58 crores in the financial year 2024-25, registering an increase of 33.55%. The Profit Before Tax stood at Rs.8.11 crore as against Rs. 3.65 Crore in the previous year, registering an increase of 121%; and the Profit After Tax stood at Rs.6.03 crores as against Rs. 2.02 Crore in the previous year, registering an increase of 197% over the previous year. The company is growing from strength to strength and your directors are confident of improving it performance further in the coming years.

DIVIDEND:

In order to conserve the resources of the company for future growth your Board has not recommended any dividend for the financial year 2024-25.

TRANSFER TO RESERVES:

The Company did not transfer any amount to reserves for the Financial Year ended 2024-25.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There is no Unclaimed or Unpaid Dividend due to be transferred to Investor Education and Protection Fund.

BUSINESS OVERVIEW

Aakaar Medical Technologies Limited was incorporated in the year 2013 under the leadership of Mr. Dilip Meswani, who has been in the Aesthetic business since more than 25 years. He commenced his journey in the aesthetics business in 1999 through a proprietary business which was primarily selling Aesthetic Devices and then shifted his entire business under Aakaar Medical Technologies Limited. The Company was converted into a public limited Company during the financial year under review and a fresh certificate of incorporation was issued on 18th November, 2024 by the Registrar of Companies, Maharashtra..

The company is a medical aesthetic company dealing in a wide range of aesthetics & specialized cosmetic products & devices. Our product range includes both Own brands (domestically manufactured products) and Imported Brands (distribution of imported brands) from countries such as Korea, Spain, Italy, and Austria. It has established a distinctive presence in the medical aesthetics market by exclusively focusing on business-to-business(B2B) channels for product distribution and sales. It supplies products & devices primarily to dermatologists, plastic surgeons, aesthetic physicians, who then sell these products to their end consumers as well as use certain device consumables as part of their treatments. Majority of company's revenue is from Aesthetic products and focus will continue to grow the Aesthetic products pipeline.

Over the last 3 years, the company has witnessed impressive growth, with its revenue climbing from ₹ 19.46 crores in Financial Year 2021-22 to ₹ 61.58 crores in Financial Year 2024-2025.

Initial Public Offering (IPO):

Your company has filed a Draft Red Herring Prospectus [DRHP] with National Stock Exchange Ltd. [Emerge] for an IPO of 37,50,400 equity shares, and has received an in-principle approval from the said stock exchange vide its letter dated 28.4.2025. The net proceeds of the IPO are proposed to be utilised towards funding of Working Capital requirements of the company and for General Corporate purposes. Your directors are in the process of taking a call on the appropriate timing when the IPO should be announced.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business in the current year as compared to the previous year.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:

The Company does not have any Subsidiary, Joint venture or Associate Company.

PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS:

The Company does not have any Subsidiary/ Joint Venture/ Associate Company and hence there is nothing to be mentioned.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no orders passed by regulators or courts or tribunals during the year impacting the going concern status and Company's operations in future.

CHANGES IN SHARE CAPITAL:

The changes in the share capital structure of your Company during the year under review are detailed as under:

- i. Allotment of 14 equity shares took place on 10.07.2024 pursuant to ESOP Scheme.
- ii. Allotment of 6369 equity shares took place on 6.08.2024 pursuant to ESOP Scheme.
- iii. Allotment of 38298 equity shares took place on 6.08.2024 pursuant to a Bonus issue.
- iv. Allotment of 8936172 equity shares took place on 7.08.2024 pursuant to a Bonus issue.
- v. Allotment of 343750 equity shares took place on 16.09.2024 pursuant to a Preferential issue of equity shares to Investors.
- vi. Allotment of 119844 equity shares took place on 3.10.2024 pursuant to a Preferential issue of equity shares to Promoter group.

vii. Allotment of 277969 equity shares took place on 7.10.2024 pursuant to a Preferential issue of equity shares to Promoter group.

Thus the paid-up equity Share Capital of the Company as on 31st March, 2025 was Rs. 10,42,24,160 comprising of 1,04,22,416 Equity Shares of Face Value of Rs. 10/- each. The Authorised Capital of the Company as on 31st March, 2025 was Rs.15,00,00,000/- divided into 1,50,00,000 Equity Shares of Rs. 10/- each.

BOARD MEETINGS:

The Board of Directors of the Company met 17 times during the financial year 2024-2025 and the intervening gap between any two meetings was not more than 120 days (one hundred twenty days) as prescribed under Section 173 of the Companies Act, 2013. Your Company has complied with the provisions of Chapter XII – Meetings of Board and its Powers, of the Companies Act, 2013 with respect to meetings of the Board.

AUDIT COMMITTEE MEETINGS:

The Audit Committee was constituted by the Board in its meeting held on 19.12.2024. During the year under review one Audit Committee meeting was held on 25.02.2025. The Audit Committee consists of Mr. Deepanjan Periwal, Chairperson & Independent Director, Mr. Rajendra Indubhai Dhandhukia, Independent Director & Mr. Dilip Meswani, Founder & Managing Director.

NOMINATION & REMUNERATION COMMITTEE MEETINGS:

The Nomination & Remuneration Committee [NRC] was constituted by the Board in its meeting held on 19.12.2024. During the year under review one Nomination & Remuneration Committee meeting was held on 19.12.2024. The NRC consists of Mr. Deepanjan Periwal, Chairperson & Independent Director, Mr. Rajendra Indubhai Dhandhukia, Independent Director and Ms. Bindi Meswani, Director.

EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the company will be available on the Company's website at www.akaarmedical.in.

AUDITORS:

Statutory Auditors:

M/s. C B Mehta & Associates, Chartered Accountants (Firm Registration Number: 124978W), were appointed by the members in the 11th Annual General meeting [AGM] of the company held on 30.09.2024 for a period of five years till the conclusion of AGM to be held for the Financial Year 2028-29.

Secretarial Auditor:

Pursuant to the provisions of SEBI LODR and in view of the company getting listed with National Stock Exchange Ltd. the company is required to appoint a 'Secretarial Auditor'. In the Board meeting held on 27.5.2025 the Board of Directors have appointed M/s. NAM & Associates (Proprietor: Ms. Neha A. Marathe, Membership No. FCS11767, CP No. 17539) a peer reviewed firm, as the Secretarial Auditor of the Company for the financial year 2025-26.

Internal Auditor:

The Board of Directors in its meeting held on 27.5.2025 have appointed M/s. Madhav Joshi & Associates, Chartered Accountants, as Internal Auditors of the company for the financial year 2025-26.

REPORTING OF FRAUDS / AUDITOR'S REPORT:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/ or Board under Section 143(12) of the Companies Act, 2013 and Rules made there under. The Auditor's Report on Financial Statements for the financial year 2024-25 issued by M/s. C B Mehta & Associates, Chartered Accountants, does not contain any qualification, reservation or adverse remark. However, under 'Emphasis of Matter' the auditors have made the following remarks viz.

We draw attention to Note 38(d) of the financial statements, which describes the deposit of ₹40,00,000 made by the Company to M/s Accredited Consultants Private Limited (ACPL). The deposit has been utilized by ACPL for obtaining a bank guarantee submitted to a Government authority in relation to legal proceedings pending against ACPL. The recoverability of this amount is contingent upon the favourable outcome of the said proceedings. In the event of an adverse decision, the amount may not be recoverable. Our opinion is not modified in respect of this matter.

ACPL has informed the management that they have a good case against the Customs authority and accordingly the decision was taken by management to deposit the said amount with ACPL for enabling them obtain bank guarantee and submitting it with said authority for clearance of our imported goods.

FIXED DEPOSITS

During the financial year 2024-25, the Company has not accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 during the financial year under review were in the ordinary course of business and on arm's length basis. Form AOC-2 is enclosed at Annexure-I

DIRECTORS AND KMP

The following are the changes in Directorship and Key Managerial Personnel:

- a) The Board of Directors of the Company appointed Mr. Dilip Ramesh Meswani (DIN: 06540985) as the Managing Director of the Company with effect from 10th July, 2024 for a period of Five Years which was approved by the Members at the Extra- Ordinary Meeting held on 19th July, 2024. In the Board meeting held on 7.10.2024 Mr. Dilip Meswani's was redesignated as 'Founder & Managing Director' of the company.
- b) The Board of Directors of the Company appointed Mrs. Bindi Dilip Meswani (DIN: 06594958) as a Director (Non-Executive Chairperson) of the Company and as an Consultant with effect from 10th July, 2024, for a period of Five Years which was also approved by the Members at the Extra- Ordinary Meeting held on 19th July, 2024. Given the vast experience of Mrs. Bindi Meswani in the Aesthetics industry the Board and the members felt it is beneficial for the company to avail her services in the interest of the company as a Consultant.
- c) The Board of Directors of the Company appointed Dr. Rahul Sawakhande (DIN: 08282783) as an Additional Director and Chief Executive Officer of the Company on 06th June, 2024 which was approved by the Members at the Extra-Ordinary Meeting held on 19th July, 2024;
- d) The Board of Directors of the Company appointed Ms. Sweta Shah as the Chief Financial Officer (CFO) (Key Managerial Personnel) of the Company with effect from 08th June, 2024 at the Board Meeting held on 08th June, 2024;
- e) The Board of Directors of the Company had appointed Mr. Shreyas Anil Haldankar (ICSI- Membership No.: A71231) as the 'Company Secretary' of the Company with effect from 06th August, 2024 at the Board Meeting held on 06th August, 2024. However, due to personal reasons Mr. Shreyas Anil Haldankar (ICSI-Membership No.: A71231) resigned from the post of Company Secretary with effect from 30th August, 2024;
- f) The Members of the Company appointed Mr. Deepanjay Periwal (DIN: 06957006) as the Independent Director of the Company with effect from 18th December, 2024 at Extra-Ordinary Meeting held on 18th December, 2024;
- g) The Members of the Company appointed Mr. Rajendra Dhandhukia (DIN: 05157147) as the Independent Director of the Company with effect from 18th December, 2024 at Extra-Ordinary Meeting held on 18th December, 2024;
- h) The Board of Directors of the Company appointed Mr. Anoopkumar V. Pillai (ICSI- Membership No.: F3620) as the 'Company Secretary' of the Company with effect from 19th December, 2024, at the Board Meeting held on 19th December, 2024;

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder, an Internal Complaints Committee has been set up to look and redress

complaints received regarding sexual harassment at work place. The Company has conducted awareness programs at regular intervals.

During the year under review, no complaints were received by the Company related to sexual harassment.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not made any loan or investment in excess of the limits specified under Section 186(2) of the Companies Act, 2013. Particulars of loans given are provided in Notes to the Financial Statements.

During the year under review the company has given a loan of Rs.41,95,000/- to Dr. Rahul Sawakhande, C.E.O. & Director of the company, pursuant to a scheme approved by members on 19.7.2024 by way of a special resolution in terms of Section 185(3)(a)(ii) of the Companies Act, 2013.

STATEMENT OF DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS:

Mr. Deepanjan Periwal and Mr. Rajendra Indubhai Dhandhukia, are the Independent Directors of your Company. The Company has received declarations from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Act and the Listing Regulations and they have registered themselves with the Independent Director's Database maintained by the IICA (The Indian Institute of Corporate Affairs). In the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the Management. The Board is of the opinion that all the Independent Directors are persons of integrity and possess relevant expertise and experience (including proficiency).

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conversation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in Annexure II forming part of this Report.

EMPLOYEE STOCK OPTION PLAN SCHEME 2021

The Company has granted stock options to the Director of the Company under the Employee stock option plan, 2021 (ESOP Scheme 2021). Total of 6,383 options had been granted under the ESOP Scheme 2021.

As per the ESOP Scheme-2021 the Board may in its absolute discretion, permit the Options granted, including Options, which have not vested, to be exercised within such time and as per such terms and conditions as it may determine provided that a minimum period of one year shall elapse from the date of Grant before Vesting.

The details of the ESOP Scheme 2021 of the Company are:

- (a) Options granted: 6,383
- (b) Options vested; NIL
- (c) Options exercised; 6383
- (d) The total number of shares arising as a result of exercise of option; 6383

- (e) Options lapsed; NIL
- (f) The exercise period; Not later than 2 years from the date of the Vesting of the last tranche of Options granted under a Grant.
- (g) Variation of terms of options; NIL
- (h) Money realized by exercise of option; 51,06,400/-
- (i) Total number of options in force; NIL
- (j) Employee wise details of options granted to:-
 - (i) Key managerial personnel- Dr. Rahul Sawakhande (CEO and Director): 6,383 options
 - (ii) Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year. – NIL
 - (iii) Identified employees who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant – Dr. Rahul Sawakhande (CEO and Director)

MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments between the end of the year under review and the date of this report affecting the financial position of the Company

PARTICULARS OF EMPLOYEES:

None of the employees of the company have drawn a remuneration more than the limit as prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Details of employees holding more than 2% of the equity shares of the Company:

| Name of Employee | Percentage of holding % |
|----------------------|-------------------------|
| Dilip Ramesh Meswani | 65.48% |
| Rahul B. Sawakhande | 5.57% |

MANAGERIAL REMUNERATION:

Under Section 197 (12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requirement of disclosure is not applicable to the Company, since the company is not yet listed on any stock exchange.

SECRETARIAL AUDIT REPORT:

This Clause prescribed under Section 204 of Companies Act, 2013 and rules made thereunder are not applicable to the Company for the Financial Year 2024-25..

RISK MANAGEMENT POLICY:

The Company has formulated and implemented a Risk Management Policy, which is displayed on the company's website viz. www.aakaarmedical.in. As on the date of this report the Board do not anticipate any risk which may threaten the very existence of the company in any manner whatsoever.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors report that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. they have selected and consistently applied accounting policies and have made judgements and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and the profit of the Company for that period.
- iii. proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. the annual accounts have been prepared on a 'going concern' basis.
- v. The company is not a listed company however, proper internal financial controls are in place and that such controls are adequate and are operating effectively; and
- vi. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR):

As per Section 135 of the Companies Act, 2013, every Company having net worth of Rupees Five Hundred Crore or more, or turnover of Rupees One Thousand Crore or more, or a net profit of Rupees Five Crore or more during the immediately preceding financial year shall constitute the CSR Committee. Considering the above threshold limit, the Company was not required to constitute the CSR Committee. In view of the net profit of the company exceeding Rupees Five Crore in the financial year ended 31.3.2025, the provisions of Section 135 are applicable to the company for the financial year 2025-26 onwards. Pursuant to the provisions of Section 135(9) of Companies Act 2013, since the amount to be spent under Section 135(5) will not exceed Rs.50,00,000/- the requirement under Section 135(1) for constituting a CSR Committee will not be applicable. The Board of the company has decided to discharge the functions of CSR Committee as per the resolution passed by Board on 27.5.2025. The CSR Policy for financial year 2025-26 has been approved by the Board in the said meeting and a copy of the said policy has been displayed on the company's website viz. www.aakaarmedical.in. Since section 135 is applicable with effect from financial year 2025-26 onwards and there is nothing to be reported on the same at present.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is in compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

COST RECORDS:

The Company is not required to maintain the cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

GENERAL

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to:

- a) Details relating to deposits covered under Chapter V of the Act;
- b) issue of equity shares with differential rights as to Dividend, voting or otherwise;
- c) significant or material order passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- d) pendency of any proceeding against the Company under the Insolvency and Bankruptcy Code, 2016; and
- e) instance of one-time settlement with any bank or financial institution.

34. ACKNOWLEDGEMENT

Your directors place on record their sincere appreciation to all employees, business partners, vendors, government agencies for their support and co-operation during the year and look forward to their continued support in the years to come as well.

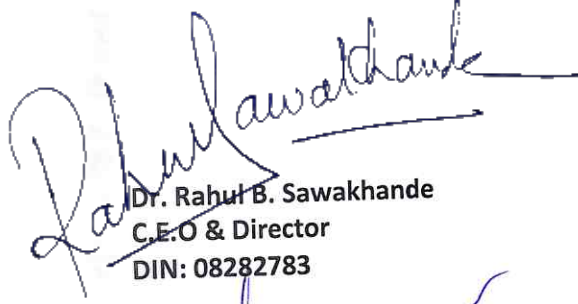
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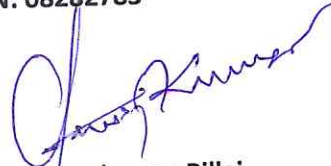
Dilip Ramesh Meswani
Founder & Managing Director
DIN: 06540985



Ms. Sweta Shah
C.F.O.



Dr. Rahul B. Sawakhande
C.E.O & Director
DIN: 08282783



Mr. Anoopkumar Pillai
Company Secretary & Compliance Officer

Place: Mumbai
Dated: 27.05.2025

| FORM NO. AOC -2 | | | | | | |
|---|-------------------------------|-----------------------------|--|---------------------------------------|-------------------|--|
| (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. | | | | | | |
| Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto. | | | | | | |
| Details of contracts or arrangements or transactions not at Arm's length basis: | | | | | | |
| There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2025, which were not at arm's length basis. | | | | | | |
| Name(s) of the related party | Nature of Relationship | Duration of contract | Salient terms | Dates of Approval by the Board | Amount Rs. | Amount paid as advances, if any |
| Nature of Contract | | | | | | |
| Details of contracts or arrangements or transactions at Arm's length basis: | | | | | | |
| Name(s) of the related party | Nature of Relationship | Duration of contract | Salient terms | Dates of Approval by the Board | Amount Rs. | Amount paid as advances, if any |
| Nature of Contract | | | | | | |
| a. Appointment of Ms. Bindi Meswani as 'Advisor/ Consultant' | Relative of MD | 5 years | Holding office of place of profit in the company at a Consultancy fee of not exceeding Rs. 1,00,000/- p.m. | 10.7.2024 | 1,00,000 p.m. | Nil |
| b. Coherent Medical Systems | MD is Proprietor | 5 years | 1. Purchase of products from Coherent at market price from time to time. 2. Tenure: 5 years | 7.10.2024 | Unspecified | Nil |
| c. Bindi Meswani & others | Relative of MD | 5 years | Rental of office premises at Rs.2,00,000 p.m. rent. | 30.1.2025 | 2,00,000 p.m. | Nil |

ANNEXURE II

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the Year ended March 31, 2025

A) CONSERVATION OF ENERGY:

i) Steps taken or impact on conversation of energy:

The Computer systems installed in the company are designed for low power consumption. The Board has advised all the offices to run all air-conditioners to get a cooling of 25°C. Installation of LED lights replacing conventional lights.

ii) Steps taken by the Company for utilizing alternate sources of energy:

The Company continuously uses its best endeavour for identifying and utilizing alternate sources of energy wherever it is possible.

iii) Capital Investment on energy conservation equipment's:

No Capital investment was made during the year on energy conservation equipment.

B) Technology Absorption:

i) The efforts made towards absorption: **Not Applicable**

ii) The benefits derived like product improvement, cost reduction, product development or import substitution: **Not Applicable**

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): **Not Applicable.**

iv) The expenditure incurred on Research and Development: **Nil.**

C) Foreign Exchange Earnings and Outgo: [Rs.in lacs]

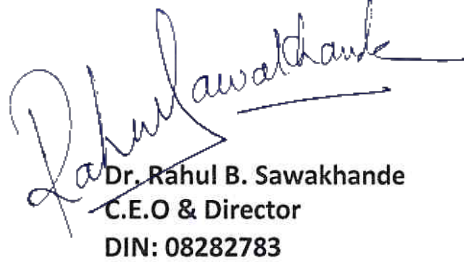
Foreign Exchange Earnings- **NIL**

Foreign Exchange Outgo – **1210.62**

**For and on behalf of Board of Directors of
Aakaar Medical Technologies Limited**



Dilip Ramesh Meswani
Founder & Managing Director
DIN: 06540985



Dr. Rahul B. Sawakhande
C.E.O & Director
DIN: 08282783



Ms. Sweta Shah
Chief Finance Officer



Mr. Andopkumar Pillai
Company Secretary & Compliance Officer

Place: Mumbai
Dated: 27.05.2025



Aakaar
enhancing life through technology

AAKAAR MEDICAL TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS AAKAAR MEDICAL TECHNOLOGIES
PRIVATE LIMITED)

AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2025

CIN : U74900MH2013PTC244717

C B MEHTA & ASSOCIATES
CHARTERED ACCOUNTANTS

2, MOTIVILLA, AZAD ROAD
VILE PARLE (EAST), MUMBAI 400 057

MOB : 91-98209-27328
EMAIL: CHIRAG@CBMA.CO.IN



INDEPENDENT AUDITOR'S REPORT

To

The Members of Aakaar Medical Technologies Limited
(formerly known as Aakaar Medical Technologies Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Aakaar Medical Technologies Limited** ("the Company"), which comprise the Balance sheet as at March 31, 2025, the statement of Profit and Loss and statement of cash flows for the year ended on that date and a summary of Material Accounting Policies and Other Explanatory Information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

We draw attention to Note 38(d) of the financial statements, which describes the deposit of ₹40,00,000 made by the Company to M/s Accredited Consultants Private Limited (ACPL). The deposit has been utilized by ACPL for obtaining a bank guarantee submitted to a Government authority in relation to legal proceedings pending against ACPL. The recoverability of this amount is contingent upon the favourable outcome of the said proceedings. In the event of an adverse decision, the amount may not be recoverable. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Based on our audit of Financial Statements of the Company for the year under review, we did not come across any material Key Audit Matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's board of directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and

cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in:

- (i) planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph 2B(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented to us that, to the best of its knowledge and belief no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries ; and
- c) Based on audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility except that the audit trail has been enabled at the database level to log any direct data changes from 1 October 2024 onwards. Except for the period from 1 April 2024 to 30 September 2024 at database level, the

audit trail facility has been operating throughout the period for all relevant transactions recorded in the software and we did not come across any instance of audit trail feature being tampered with during the course of our audit. The audit trail has been preserved by the company as per the statutory requirements for record retention.

- C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For C B Mehta & Associates
Chartered Accountants
FRN: 124978W



C.B. Mehta
Proprietor
MRN: 116543



Place: Mumbai
Dated: May 27, 2025
UDIN:

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1 under 'Report on other legal and regulatory requirements' section our report to the members of Aakaar Medical Technologies Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) The Company has a program of physical verification of Property, Plant and Equipment to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company.
 - d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. In respect of the Company's Inventories:
 - a) As explained to us, the inventories are physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were

appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

- b) The Company has been sanctioned working capital limits in excess of Rs. 5 Crore in aggregate from banks during the year based on security of current assets and Immovable Fixed Assets of the Company. The quarterly returns/ statements filed by the Company with such banks are in agreement with the books of accounts of the Company.
- iii. The Company has not made investments in, provided any guarantee or security or granted any loans or advances in nature of loans, stood guarantee, secured or unsecured, companies, firms, LLPs or any other parties.

Consequently, the requirement of paragraph 3 of the Order not applicable to the Company.

- iv. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, the Company has complied with the provisions of sections 185 and 186 of the Act, to the extent applicable with respect to loans granted during the year. The Company has not provided any guarantees or security or made any investments during the year.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as of March 31, 2025, and therefore, the provisions of clause 3 (v) of the Order are not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the products manufactured and traded by the company, and hence the provisions of Companies (Cost Records and Audit) Rules, 2014 are not applicable.
- vii. According to the information and explanations given to us, in respect of statutory dues:

The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, cess, and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year-end, for a period of more than six months from the date they became payable.

- viii. In our opinion and according to the record of the Company examined by us and the information and explanation given to us, the company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income tax Act, 1961 as income during the year.
- ix. (a) According to the information and explanation given to us and on the basis of our examination of the books of account, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanation given to us and on the basis of our examination of the books of account, the company is not a declared wilful defaulter by any bank or financial institutions or other lender.
- (c) According to the information and explanation given to us and on the basis of our examination of the books of account, the company has not availed term loan facility during the financial year 2024-25.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company does not have any subsidiary, joint venture or associate company and hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) According to the information and explanation given to us and on the basis of our examination of the books of account, the Company has not raised money by way of further public offer or initial public offer and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has complied with provisions of Sections 42 and 62 of the Companies Act, 2013 in respect of the private placement of shares during the year. The funds raised, have been used for the purposes for which the funds were raised.
- xi. (a) During our examination of the books and records of the Company, carried out by the generally accepted auditing practices in India and according to the information and explanations are given to us, we have neither come across any instance of fraud by or on the Company, noticed or reported during the year, nor have we been informed of such

case by the management except fraud by way of embezzlement by an employee amounting to INR 7,00,000 i.e. received from customer on behalf of the company and complaint has been filed against the employee and process for recovery has been initiated.

(b) According to the information and explanations given to us, no report under sub-section (12) of the section 143 of the Companies Act, 2013 was required to be filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

- xii. According to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The provisions of Section 138 of The Companies Act, 2013 are not applicable to the company Accordingly, clauses 3(xiv)(a) and 3(xiv)(b) of the Order are not applicable.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a) (b) & (c) of the Order is not applicable.

(b) According to the information and explanations provided to us during audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The provisions of Section 135 of the Companies Act, 2013 are not applicable to the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For C B Mehta & Associates

Chartered Accountants

FRN: 124978W



C.B. Mehta

Proprietor

MRN: 116543



Place: Mumbai

Dated: May 27, 2025

UDIN:

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph 2A(g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Aakaar Medical Technologies Limited of even date)

We have audited the internal financial controls with reference to financial statements of **Aakaar Medical Technologies Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls With reference to financial statements issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls With reference to financial statements (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating

effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgements, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls Over Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls With reference to financial statements issued by the Institute of Chartered Accountants of India.

For C B Mehta & Associates

Chartered Accountants

FRN: 124978W

C.B. Mehta
Proprietor
MRN: 116543



Place: Mumbai

Dated: May 27, 2025

UDIN:



AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Registered Address: A-801, Heritage Plaza, Teli Gali, Cross Road, Andheri (E), Mumbai 400069

CIN : U74900MH2013PTC244717

Statement of Cash Flows for the year ended March 31, 2025

(Amount in Lacs)

| Particulars | For the year ended March 31, 2025 | For the year ended Mar 31, 2024 |
|---|--------------------------------------|------------------------------------|
| A. Cash flow from operating activities | | |
| Net Profit / (Loss) before tax | 811.37 | 267.22 |
| Adjustments for: | | |
| Depreciation and amortisation | 12.48 | 13.54 |
| Interest income | (1.31) | (1.61) |
| Balance written back | (1.83) | 7.70 |
| Share based payment expenses | 1.60 | 1.46 |
| Sundry balances written off | 3.23 | 7.69 |
| Foreign exchange gain/ loss | (13.47) | (6.02) |
| Finance costs | 157.71 | 99.13 |
| Operating profit / (loss) before changes in operating assets | 969.78 | 389.11 |
| Changes in Operating Assets: | | |
| Adjustments for (increase) / decrease in operating assets: | | |
| (Increase)/ Decreases in trade receivables | (1,177.43) | (583.02) |
| (Increase)/ Decreases in inventories | (37.48) | (292.62) |
| (Increase)/ Decreases in other non - current assets | (85.57) | (4.00) |
| (Increase)/ Decreases in other assets | (159.74) | (156.71) |
| (Increase)/ Decreases in loans and advances | (41.95) | (25.06) |
| Increase/ (Decrease) in trade payables | 184.77 | (72.96) |
| Increase/ (Decrease) in short term provisions | 2.75 | 81.29 |
| Increase/ (Decrease) in long term provisions | 11.48 | 83.03 |
| Increase/ (Decrease) in other current liabilities | (8.46) | (124.24) |
| Cash generated from operations | (341.85) | (705.18) |
| Net income tax (paid) / refunds received | (198.77) | (98.45) |
| Net cash flow used in operating activities (A) | (540.62) | (803.63) |
| B. Cash flow from investing activities | | |
| Purchase of fixed asset | (8.39) | (5.17) |
| Interest received | 0.46 | 2.18 |
| Term deposits | 2.53 | (1.63) |
| Net cash flow used in investing activities (B) | (5.40) | (4.62) |
| C. Cash flow from financing activities | | |
| Proceeds from cash credit/ overdraft facility | 1,022.76 | 889.47 |
| Net Increase / (Decrease) of borrowings | (254.60) | 28.77 |
| Proceeds from issue of shares | 525.67 | - |
| Share issue expenses | (65.11) | - |
| Finance cost | (157.71) | (99.13) |
| Net cash flow generated from financing activities (C) | 1,071.01 | 819.11 |
| Net decrease in Cash and cash equivalents (A+B+C) | 524.99 | 10.86 |
| Cash and cash equivalents at the beginning of the year | 29.65 | 18.79 |
| Cash and cash equivalents at the end of the year | 554.64 | 29.65 |
| Components of cash and cash equivalents | | |
| Balance with banks and cash on hand | 554.64 | 29.65 |
| | 554.64 | 29.65 |

The Restated Statement of Cash Flow is prepared using the "Indirect Method" set out in AS 3 - Statement of Cash Flows.

As per our report of even date attached

For C B Mehta & Associates

Chartered Accountants

Firm No. 124978W

C B Mehta
Proprietor
MRN: 116543

Place: Mumbai
Date: May 27, 2025



Dilip Meswani
Founder & Managing Director
DIN 06540985

Anoopkumar Pillai
Company Secretary
& Compliance Officer

For and on behalf of the Board

Rahul Sawakhande
CEO & Director
DIN 08282783

Sweta Shah
Chief Financial Officer





AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)
Registered Address: A-801, Heritage Plaza, Teli Gali, Cross Road, Andheri (E), Mumbai 400069
CIN : U74900MH2013PTC244717

Balance Sheet as at March 31, 2025

(Amount in Lacs)

| Particulars | Note No | As at Mar 31, 2025 | As at Mar 31, 2024 |
|--|---------|--------------------|--------------------|
| EQUITY AND LIABILITIES | | | |
| 1 Equity | | | |
| Shareholders' funds | | | |
| (a) Share capital | 3 | 1,042.24 | 70.00 |
| (b) Reserves and surplus | 4 | 1,283.58 | 1,190.39 |
| | | 2,325.82 | 1,260.39 |
| 2 Liabilities | | | |
| Non-current liabilities | | | |
| (a) Long-term provisions | 5 | 94.51 | 83.03 |
| | | 94.51 | 83.03 |
| Current liabilities | | | |
| (a) Short-term borrowings | 6 | 2,273.83 | 1,505.66 |
| (b) Trade payables | 7 | | |
| Total outstanding dues of micro enterprises and small enterprises; and | | 3.11 | 37.61 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 348.05 | 144.08 |
| (c) Other current liabilities | 8 | 284.10 | 292.56 |
| (d) Short-term provisions | 9 | 86.55 | 83.80 |
| | | 2,995.64 | 2,063.72 |
| ASSETS | | 5,415.97 | 3,407.14 |
| 1 Non-current assets | | | |
| (a) Property, Plant and Equipment and Intangible assets | 10 | | |
| i. Property, Plant and Equipments | | 22.81 | 27.13 |
| ii. Intangible assets | | 0.94 | 0.71 |
| (b) Deferred tax assets (Net) | 11 | 39.59 | 35.42 |
| (c) Long term loans and advances | 12 | 39.54 | 25.06 |
| (d) Other non-current assets | 13 | 129.54 | 43.23 |
| | | 232.42 | 131.55 |
| 2 Current assets | | | |
| (a) Inventories | 14 | 1,455.42 | 1,417.94 |
| (b) Trade receivables | 15 | 2,800.45 | 1,626.25 |
| (c) Cash and bank balance | 16 | 555.08 | 29.98 |
| (d) Short term loans and advances | 17 | 13.98 | - |
| (d) Other current assets | 18 | 358.62 | 201.41 |
| | | 5,183.55 | 3,275.59 |
| | | 5,415.97 | 3,407.14 |

Notes are an integral part of these Financial Statement
As per our report of even date attached

For C B Mehta & Associates
Chartered Accountants
Firm No. 124978W

C B Mehta
Proprietor
MRN: 116543

Place: Mumbai
Date: May 27, 2025



For and on behalf of the Board

Dilip Meswani
Founder & Managing Director
DIN 06540985

Anoopkumar Pillai
Company Secretary
& Compliance Officer

Rahul Sawakhande
CEO & Director
DIN 08282783

Sveta Shah
Chief Financial Officer





AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Registered Address: A-801, Heritage Plaza, Teli Gali, Cross Road, Andheri (E), Mumbai 400069

CIN : U74900MH2013PTC244717

Statement of Profit and Loss for the year ended March 31, 2025

| (Amount in lacs except EPS) | | | |
|---|----------|------------------------------------|------------------------------------|
| Particulars | Note No. | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
| I Revenue from operations | 19 | 6,158.28 | 4,611.10 |
| II Other income | 20 | 17.79 | 15.94 |
| III Total income (I + II) | | 6,176.07 | 4,627.04 |
| IV Expenses: | | | |
| Cost of material consumed | 21 | 353.03 | 186.88 |
| Purchases of Stock-in-Trade | 22 | 2,306.94 | 2,199.59 |
| Changes in inventories of Stock-in-Trade and finished goods | 23 | (37.48) | (292.62) |
| Employee benefit expense | 24 | 1,290.25 | 1,036.01 |
| Finance costs | 25 | 170.94 | 113.76 |
| Depreciation and amortisation expenses | 10 | 12.48 | 13.54 |
| Other expenses | 26 | 1,268.55 | 1,004.17 |
| Total expenses | | 5,364.71 | 4,261.34 |
| V Profit before tax (III-IV) | | 811.36 | 365.70 |
| VI Prior period items | 27 | - | 98.48 |
| VII Tax expense: | | | |
| Current tax expense for the year | | 192.61 | 100.00 |
| Short/ (excess) provision | | 19.65 | (1.55) |
| Deferred tax expenses | | (4.17) | (34.00) |
| | | 208.09 | 64.45 |
| VIII Profit/ (Loss) for the period (V-VI-VII) | | 603.27 | 202.77 |
| IX Earnings per equity share (EPS): | | | |
| Basic | | 6.12 | 2.23 |
| Diluted | | 6.12 | 2.22 |

Notes are an integral part of these Financial Statement
As per our report of even date attached

For C B Mehta & Associates

Chartered Accountants

Firm No. 124978W

C B Mehta
Proprietor
MRN: 116543

Place: Mumbai
Date: May 27, 2025



For and on behalf of the Board

Dilip Meswani
Founder & Managing Director
DIN 06540985

Rahul Sawakhande
CEO & Director
DIN 08282783

Anoopkumar Pillai
Company Secretary
& Compliance Officer

Sweta Shah
Chief Financial Officer





AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Notes forming part of Financial Statements for the year ended 31st March 2025

Note 1: Company Overview

Aakaar Medical Technologies Limited ('The Company') is a Company, limited by shares, domiciled in India, and incorporated under the Companies Act 1956.

The main object of the company is to carry on the business of distribution of Medical equipment's/ Cosmetic Medicines, all kinds and varieties of disposable and non-disposable surgical instruments, 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, health care products, health aids, glamour products.

Note 2: Basis of preparation and measurement and Material Accounting policies and notes to accounts

2.1 Basis of Accounting and Preparation of Financial Statements

- a. The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards ("AS") prescribed under section 133 of the Act read with Rule 7 of the companies (Accounts) Rules, 2014 (as amended), and with the relevant provisions of the Act, pronouncement of the Institute of Chartered Accountants of India ("ICAI").
- b. The Financial Statements have been prepared on an accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
- c. All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current – non current classification of assets and liabilities.
- d. Deferred tax assets and liabilities are classified as non-current assets and liabilities.
- e. These Financial Statements of the Company are prepared on a going concern basis.





AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Notes forming part of Financial Statements for the year ended 31st March 2025

2.2 Use of Estimates

The preparation of Financial Statements is in conformity with Generally Accepted Accounting Principles that requires the Management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) and the income and expenses during the year. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. In view of the inherent uncertainties and a level of subjectivity involved in the measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based. Estimates and underlying assumptions are reviewed at each balance sheet date.

2.3 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.4 Property Plant & Equipment and Depreciation thereon

- a) Property Plant & Equipment are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation, and impairment loss, if any. It is valued on a written-down value basis.
- b) The cost of Property Plant & Equipment comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.
- c) Subsequent expenditures related to an item of Property Plant & Equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously ascertained standard of performance.
- d) An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.





AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Notes forming part of Financial Statements for the year ended 31st March 2025

- e) The management has estimated the useful life of assets in the manner prescribed in Schedule II of the Companies Act 2013 which is as follows-

| Type of Asset | Period |
|----------------------|----------|
| Computer Equipment | 3 Years |
| Furniture & Fixtures | 10 Years |
| Office Equipment | 5 Years |
| Motor Vehicles | 8 Years |

2.5 Intangible Assets and Amortization thereon

- a) Items of Intangible Assets are recognized and measured at cost less accumulated amortization and impairment losses, if any. The cost of intangible assets comprises of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the expenditure can be measured reliably.
- c) Intangible assets are amortized over their estimated useful life using a written-down value basis.

Trademark is amortized over a period of ten years. Amortization method, useful lives, and residual values are reviewed at the end of each financial year and adjusted if appropriate.

2.6 Impairment of Assets

- a) As at each Balance Sheet date, the management reviews the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of an asset is estimated in order to determine the extent of impairment loss. The recoverable amount is the higher of an asset's net selling price and value in use.

In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and risk specific to the assets.

- b) An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the assets or cash-generating unit's recoverable





AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Notes forming part of Financial Statements for the year ended 31st March 2025

amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

2.7 Inventories

a) Basis of valuation:

- i) Inventories other than scrap materials are carried at lower of cost and net realisable value after providing the cost of obsolescence, if any. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realisable value is made on an item-by-item basis.
- ii) Inventory of scrap materials has been carried at net realisable value

b) Method of Valuation:

- i) Cost of Inventories comprises the Cost of Purchase, Cost of Conversion, and proportionate manufacturing overheads incurred in bringing the inventories to their present location and conditions.
- ii) Items of inventories are valued at lower of cost and net realizable value.

2.8 Investments

Investments are classified into current and long-term investments. Investments that are readily realizable and intended to be held for not more than one year from the date of acquisition are classified as current investments. All other investments are long-term investments and classified as Non-Current Investments.

However, that part of long-term investments which are expected to be realized within twelve months from the Balance Sheet date is also presented under "Current Investments" under "Current portion of long-term investments" in consonance with the current / non-current classification of Schedule III of the Act.





AAKAAR MEDICAL TECHNOLOGIES LIMITED

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Notes forming part of Financial Statements for the year ended 31st March 2025

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

2.9 Employee Benefits

- a) All employee benefits payable wholly within 12 months of rendering of services are classified as short-term employee benefits. These comprise of salaries, wages and short-term compensated absences, etc. and the expected costs of ex-gratia are recognized in the period in which the employee renders the related services.

- b) Post-employment benefits defined contribution plans:

Payments made to a defined contribution plan such as a Provident Fund maintained with the Regional Provident Fund Office and superannuation fund are charged to as an expense in the Statement of Profit and Loss Account as they fall due.

- c) Defined Benefit plans Gratuity Fund:

The Employee's Gratuity Fund Scheme is a defined benefit plan. The liabilities concerning Gratuity Plan are determined by actuarial valuation on the projected unit credit method on the balance sheet date, based upon which the Company makes necessary provisions. Actuarial gains/ (losses) for defined benefit plans are recognised in full and are immediately taken to the statement of profit and loss and are not deferred. The company has not created any trust for Employee Group Gratuity Scheme.

2.10 Employee Stock Option Schemes

Employees (including senior executives) of the Company receive a part of the remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the discounted cash flow method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the Statement of Profit and Loss for a period represents the





AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Notes forming part of Financial Statements for the year ended 31st March 2025

movement in cumulative expense recognized at the beginning and end of that period and is recognized in employee benefit expenses.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification.

The company has not created any trust for the stock option scheme.

2.11 Revenue Recognition

Revenue from operations is recognised to the extent that it is probable that the economic benefits will flow to the company and its revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

a. Supply of Goods

Revenue from the sale of goods is recognized when control of the products is transferred to the customer. This occurs when the goods are delivered and invoiced to the customer, and all the following conditions are met:

- The seller of goods has transferred to the buyer the property in the goods for a price or
- All the significant risk or rewards of ownership have been transferred to the buyer and the seller retains no effective control of the goods transferred to a degree usually associated with ownership; and
- No significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods

Consignment Sales

Company consigns goods to its Consignment Sales Agent (CSA). These transfers are treated as stock transfers, and no revenue is recognized at this point, as the risks and rewards remain with the Company.





AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Notes forming part of Financial Statements for the year ended 31st March 2025

Revenue is recognized only when the goods are sold by CSA to the end customer, as evidenced by the issuance of an invoice by CSA on behalf of the Company. At this stage, the Company records revenue in its books of accounts.

Measurement of Revenue:

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade discounts, and volume rebates. For consignment sales, the sale price is determined by the Company, usually at a discount on the Maximum Retail Price (MRP).

Goods and Services Tax (GST):

Revenue is recognized net of GST, which is collected on behalf of the government. The Company's invoices issued by CSA include the applicable GST rates, and the corresponding liability is declared in the GST returns by CSA for the respective state.

Accounts Receivable and Collection:

Payments for goods sold are collected by CSA and remitted to the Company periodically. The receivables are recorded in a CSA Account maintained in the Company's accounting system, with the reconciliation of sales and receivables done on a regular basis based on transaction-level data provided by CSA.

b. Sale of services

Revenue from Sale of services is recognised on an accrual basis as and when the service provision is completed. It is recognized net of discounts and Goods and Services Tax.

c. Interest Income

Interest Income is accounted on accrual basis (depending on certainty of realization) and disclosed under the head "Other Income".

2.12 Goods and Services Tax Input Tax Credit

The Company has claimed input tax credit in terms of Chapter V of the CGST Act, 2017, and the Rules made there under in respect of inputs, input services and capital goods used for the business. To the extent of ineligible credits, the same are added to their respective heads of expenses.





AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Notes forming part of Financial Statements for the year ended 31st March 2025

2.13 Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term investments (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash, and which are subject to insignificant risk of changes in value.

2.14 Foreign Currency Transactions

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying the exchange rate prevailing at the date of transaction.

Measurement of Foreign Currency items at the Balance Sheet date

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Nonmonetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction.

Exchange differences

Exchange differences arising on conversion/ settlement of foreign currency monetary items are recognised as income or expense in the year in which they arise.



AAKAAR MEDICAL TECHNOLOGIES LIMITED
(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)
Notes forming part of Financial statement for the year ended March 31, 2025

3 SHARE CAPITAL

(Amount in lacs except no. of shares)

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|---|-----------------------|-----------------------|
| (a) Authorised | | |
| 1,50,00,000 Equity Shares of Rs.10/-each | | |
| (10,00,000 Equity Shares as at March 31, 2024) | 1,500.00 | 100.00 |
| (b) Issued, Subscribed and fully paid up | | |
| 1,04,22,416 Equity Shares of Rs.10/- each fully paid up | | |
| (7,00,000 Equity Shares as at March 31, 2024) | 1,042.24 | 70.00 |

3A RECONCILIATION OF SHARES

| Particulars | As at Mar 31, 2025 | | As at Mar 31, 2024 | |
|---|--------------------|-----------------|--------------------|--------------|
| | No. of share | Amount | No. of share | Amount |
| Equity Shares | | | | |
| At the beginning of the year (Shares of Rs 10/- each) | | | | |
| Add - Shares issued under ESOP | 7,00,000 | 70.00 | 7,00,000 | 70.00 |
| Add - Fresh Issue | 6,383 | 0.64 | - | - |
| Add - Bonus issued during the year* | 7,41,563 | 74.15 | - | - |
| Closing Balance | 89,74,470 | 897.45 | - | - |
| | 1,04,22,416 | 1,042.24 | 7,00,000 | 70.00 |

*Out of total bonus shares issued, 5,36,172 shares were issued to Dr. Rahul Sawakhande pursuant to the Aakaar Medical Technologies Employee Stock Options Plan - 2021.

Equity shares movement during five years preceeding March 31, 2025

Equity shares issues as bonus

The Company allotted 89,74,470 equity shares as fully paid up bonus shares by capitalisation of profits transferred from retained earnings amounting to 897.45 lacs in the year ended March 31, 2025.

Equity shares extinguished on buy-back

No such share buybacks have taken place in the company throughout the last five financial years.

3B Terms/ Right Attached to Equity Shares:

The Company has only one Class of equity Shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

3C Details of shareholder holding more than 5% in the company

| Name of the shareholder | As at Mar 31, 2025 | | As at Mar 31, 2024 | |
|-------------------------|--------------------|------------------------|--------------------|------------------------|
| | No. in Shares | % holding in the class | No. in Shares | % holding in the class |
| Mr. Dilip Meswani | 68,25,000 | 65.48% | 5,25,000 | 75.00% |
| Mrs. Bindi Meswani | 18,20,000 | 17.46% | 1,40,000 | 20.00% |
| Dr. Rahul Sawakhande | 5,80,853 | 5.57% | - | 0.00% |
| | 92,25,853 | | 6,65,000 | |

3D Details of shares held by promoters at the end of the year

| Name of the promoter | As at Mar 31, 2025 | | As at Mar 31, 2024 | |
|----------------------|--------------------|------------------------|--------------------|------------------------|
| | No. in Shares | % holding in the class | No. in Shares | % holding in the class |
| Mr. Dilip Meswani | 68,25,000 | 65.48% | 5,25,000 | 75.00% |
| Mrs. Bindi Meswani | 18,20,000 | 17.46% | 1,40,000 | 20.00% |
| | 86,45,000 | 82.95% | 6,65,000 | 95.00% |

3E Details of change in promoter holding in the company during the year

| Name of the promoter | As at Mar 31, 2024 | | % Change during the period |
|----------------------|-----------------------|------------------------|----------------------------|
| | No. in Shares | % holding in the class | |
| Mr. Dilip Meswani | 68,25,000 | 65.48% | |
| Mrs. Bindi Meswani | 18,20,000 | 17.46% | (4.50%) |
| | 86,45,000 | 82.95% | (1.20%) |
| | | | (5.70%) |

4 RESERVES & SURPLUS

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|---|-----------------------|-----------------------|
| Profit & loss Account | | |
| Balance at the beginning of the year | | |
| Less : Dividend paid | 1,188.80 | 986.02 |
| Less : Bonus share issued during the year | - | - |
| Add: Profit/ (loss) for the current year | (897.45) | - |
| Balance at the end of the year | 603.27 | 202.77 |
| Securities Premium Account | | |
| Balance at the beginning of the year | | |
| Add : Received during the year | | |
| Less - Share issue expenses* | 454.06 | - |
| Balance at the end of the year | (65.11) | - |
| | 388.96 | - |
| Stock Options Outstanding Account | | |
| Balance at the beginning of the year | | |
| Share Based payment expenses | 1.60 | - |
| Less: ESOP exercised | 1.60 | - |
| Balance at the end of the year | (3.19) | 1.60 |
| | 1,283.58 | 1,190.39 |

*Securities Premium Account is utilised in accordance with provisions of Companies Act 2013



AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)
Notes forming part of Financial statement for the year ended March 31, 2025

5 LONG-TERM PROVISIONS

(Amount in Lacs)

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|------------------------|-----------------------|-----------------------|
| Provision for gratuity | 94.51 | 83.03 |
| <i>Refer note 36</i> | 94.51 | 83.03 |

6 SHORT-TERM BORROWINGS

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|-----------------------------------|-----------------------|-----------------------|
| Loan from banks | | |
| Secured loans | | |
| Overdraft facility | - | - |
| Cash credit facility* | 2,019.23 | 996.46 |
| Loans from related parties | | |
| Short term borrowings** | 254.60 | 509.20 |
| <i>Refer note 31</i> | | |
| | 2,273.83 | 1,505.66 |

*Cash credit facility from banks are secured by:

a. Mortgage of following immovable properties

- 801, 8th, Heritage Plaza, Heritage Plaza, CTS NO.490,491/1 TO 490/6 Of Village Gundavali Tal - Andheri, Telli Galli Cross Road, Mumbai In the name of Bindi Meswani & Dilip Meswani.

- 802, 8th, Heritage Plaza, Heritage Plaza, CTS NO.490,491/1 TO 490/6 Of Village Gundavali Tal - Andheri, Telli Galli Cross Road, Mumbai in the name of Dilip Meswani, Bindi Meswani & Abhash Meswani

- Flat No. 1303, 13th Floor, 13th, A Wing, Bhoomi Harmony, Plot No. 82, Near K. K. Cinema, Sector 18, , Panvel in the name of Dilip Meswani.

-Shop No. 26, Ground Floor Precious Residency Ground, Plot No. 16, Opp. D Mart Ready Sector 19, Raigarh, Maharashtra in the name of Dilip Meswani & Abhash Meswani

b. Hypothication of Company's stock and trade receivables, both present and future.

c. Rate of Interest of Cash credit facility is Repo rate + spread of 2.4% i.e. 8.9%

d. Personal guarantees of directors

** terms & conditions of loan

The Rate of interest for unsecured loan from Bindi Meswani, Dilip Meswani, Milouni Meswani & Sharda Meswani is fixed rate of 9% per annum and loan shall be repayable on demand.



AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)
Notes forming part of Financial statement for the year ended March 31, 2025

7 TRADE PAYABLES

(Amount in Lacs)

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|--|-----------------------|-----------------------|
| Sundry Creditors | | |
| Total outstanding dues of micro enterprises and small enterprises; and | 3.11 | 37.61 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 348.05 | 144.08 |
| For trade payables ageing refer note 34 | 351.16 | 181.69 |

- a) Trade payables include acceptances of NIL (previous years NIL)
b) The company has not provided for interest on delayed payments to suppliers registered under the MSMED Act, as there were delays in payments during the year. However, the company has not received any claims for interest from these suppliers, and no provisions have been made in the financial statements for such interest liability.
c) The information has been given in respect of such suppliers to the extent they could be identified as Micro & Small enterprises on the basis of information available with the Company.
d) According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due as follows:

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|--|-----------------------|-----------------------|
| 1. (a) Principal overdue amount remaining unpaid to any supplier | 3.11 | 37.61 |
| (b) Interest on 1(a) above | - | - |
| 2. (a) The amount of principal paid beyond the appointed date | - | - |
| (b) The amount of interest paid beyond the appointed date | - | - |
| 3. Amount of interest due and payable on delayed payments | - | - |
| 4. Amount of interest accrued and remaining unpaid as at year end | - | - |
| 5. The amount of further interest due and payable even in the succeeding | - | - |
| | 3.11 | 37.61 |

8 OTHER CURRENT LIABILITIES

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|------------------------|-----------------------|-----------------------|
| Advance from debtors | | |
| Salary payable | 98.24 | 131.19 |
| Statutory liabilities | 114.91 | 117.61 |
| Reimbursements payable | 46.89 | 26.25 |
| | 24.06 | 17.51 |
| | 284.10 | 292.56 |

9 SHORT TERM PROVISIONS

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|--|-----------------------|-----------------------|
| Provision for gratuity (Refer note 36) | | |
| Interest on loan payable | 46.53 | 43.60 |
| Provision for expenses | 3.02 | - |
| | 37.00 | 40.20 |
| | 86.55 | 83.80 |

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)
Notes forming part of Financial statements

Notes forming part of Financial statement for the year ended March 31, 2025

As at Mar 31, 2025

As at Mar 31, 2025

(Amounts in lacs)g Value

AAKAAR MEDICAL TECHNOLOGIES LIMITED

(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Notes forming part of Financial statement for the year ended March 31, 2025

(Amount in Lacs)

11 DEFERRED TAX ASSETS

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|--|-----------------------|-----------------------|
| On account of depreciation & amortisation | | |
| Opening deferred tax asset/ (liability) | 3.15 | 1.29 |
| Charged to profit & loss statement for the year | 0.94 | 1.86 |
| Closing deferred tax asset/ (liability) | 4.09 | 3.15 |
| On account of gratuity | | |
| Opening deferred tax asset/ (liability) | 31.87 | - |
| Charged to profit & loss statement for the year | 3.63 | 31.87 |
| Closing deferred tax asset/ (liability) | 35.50 | 31.87 |
| On account of share based payments | | |
| Opening deferred tax asset/ (liability) | 0.40 | - |
| Charged to profit & loss statement for the year | (0.40) | 0.40 |
| Closing deferred tax asset/ (liability) | - | 0.40 |
| | 39.59 | 35.42 |

12 LONG TERM LOANS AND ADVANCES

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|--|-----------------------|-----------------------|
| Unsecured, considered good | | |
| Advance tax for the year ended | 204.18 | 125.06 |
| Provision for year ended | (192.61) | (100.00) |
| Advance tax & TDS (net of provision) | 11.57 | 25.06 |
| Loan to related parties (<i>Refer note 31</i>) | 41.95 | - |
| Less : Due within 12 months | (13.98) | - |
| | 27.97 | - |
| | 39.54 | 25.06 |

13 OTHER NON - CURRENT ASSETS

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|-----------------------------------|-----------------------|-----------------------|
| Unsecured, considered good | | |
| Security deposit | 68.87 | 20.03 |
| Term deposits | 19.90 | 23.17 |
| Interest accrued on term deposit | 0.77 | 0.04 |
| Other receivable | 40.00 | - |
| | 129.54 | 43.23 |

14 INVENTORIES

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|---|-----------------------|-----------------------|
| (Valued at lower of cost and net realisable value unless otherwise stated) | | |
| Stock-in-trade | 1,313.01 | 1,330.03 |
| Finished goods | 142.41 | 87.91 |
| | 1,455.42 | 1,417.94 |

Hypothecation of Company's Stock and Trade Receivables, both present and future.

AAKAAR MEDICAL TECHNOLOGIES LIMITED

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Notes forming part of Financial statement for the year ended March 31, 2025

(Amount in Lacs)

15 TRADE RECEIVABLES

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|--------------------------------|-----------------------|-----------------------|
| Trade Receivable | | |
| (a) Secured, considered good; | | |
| (b) Unsecured considered good; | | |
| (c) Doubtful | 2,800.45 | 1,626.25 |
| Provision for doubtful debts | - | 27.51 |
| | - | (27.51) |
| | 2,800.45 | 1,626.25 |

For trade receivable ageing refer note 35

Hypothecation of Company's Stock and Trade Receivables, both present and future.

16 CASH & BANK BALANCE

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|---|-----------------------|-----------------------|
| Cash & Cash Equivalents | | |
| Cash on hand | 3.46 | 3.52 |
| Balance with bank | | |
| Current accounts | 536.51 | 3.52 |
| In earmarked accounts | | |
| Share application money received for allotment of securities | - | - |
| In deposit accounts (with original maturity of less than 3 months) | 8.00 | 12.95 |
| Interest accrued | 0.10 | - |
| Other Bank Balances | | |
| In deposit accounts (with original maturity of more than 3 months and less than 12 months) | 6.67 | 9.65 |
| Interest accrued | 0.34 | 0.33 |
| | 555.08 | 29.98 |

17 SHORT TERM LOANS & ADVANCES

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|--|-----------------------|-----------------------|
| Loan to related parties (refer not 31) | 13.98 | - |
| | 13.98 | - |

18 OTHER CURRENT ASSETS

| Particulars | As at Mar 31, 2025 | As at Mar 31, 2024 |
|-------------------------------------|-----------------------|-----------------------|
| Unsecured, considered good | | |
| Advance to suppliers | 172.69 | 152.02 |
| Balance with government authorities | 26.53 | 6.33 |
| Deposit for licenses | 9.53 | 9.53 |
| Other advances | 9.84 | 23.11 |
| Prepaid expenses | 30.36 | 10.42 |
| Balance with CSA agent | 109.67 | - |
| | 358.62 | 201.41 |

AAKAAR MEDICAL TECHNOLOGIES LIMITED

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Notes forming part of Financial statement for the year ended March 31, 2025

19 REVENUE FROM OPERATIONS

(Amount in Lacs)

| Particulars | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|--------------------------------|------------------------------------|------------------------------------|
| Sale of products | | |
| Sale of traded goods | 6,149.57 | 4,598.56 |
| Sale of manufactured goods | 5,772.54 | 4,392.99 |
| | 377.03 | 205.58 |
| Other operating revenue | | |
| AMC income | 8.71 | 12.53 |
| Service income | 1.28 | 3.55 |
| | 7.43 | 8.98 |
| | 6,158.28 | 4,611.10 |

20 OTHER INCOME

| Particulars | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|------------------------------|------------------------------------|------------------------------------|
| Courier charges on sale | | |
| Discount / written back | 1.18 | 0.62 |
| Interest income | 1.83 | 7.70 |
| Foreign exchange fluctuation | 1.31 | 1.61 |
| | 13.47 | 6.02 |
| | 17.79 | 15.94 |

21 COST OF MATERIAL CONSUMED

| Particulars | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|---------------------|------------------------------------|------------------------------------|
| Opening stock | | |
| Add: Purchase | - | - |
| Less :Closing stock | 353.03 | 186.88 |
| | 353.03 | 186.88 |

22 PURCHASE OF STOCK IN TRADE

| Particulars | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|--------------------------|------------------------------------|------------------------------------|
| Purchase of traded goods | 2,306.94 | 2,199.59 |
| | 2,306.94 | 2,199.59 |

23 CHANGES IN INVENTORIES OF TRADED GOODS & FINISHED GOODS

| Particulars | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|-----------------------------|------------------------------------|------------------------------------|
| Opening Stock | | |
| Traded goods | | |
| Finished goods | 1,330.03 | 1,125.33 |
| | 87.91 | - |
| Less : Closing Stock | 1,417.94 | 1,125.33 |
| Traded goods | | |
| Finished goods | (1,313.01) | (1,330.03) |
| | (142.41) | (87.91) |
| | (37.48) | (292.62) |

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(Formerly known as AAKAAR MEDICAL TECHNOLOGIES PRIVATE LIMITED)

Notes forming part of Financial statement for the year ended March 31, 2025

24 EMPLOYEE BENEFITS EXPENSE

(Amount in Lacs)

| Particulars | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|---|------------------------------------|------------------------------------|
| Salaries & wages | 1,276.25 | 998.47 |
| Contribution to provident and other funds | 18.64 | 31.18 |
| Share based expenses | 1.60 | 1.06 |
| Staff welfare expenses | 0.20 | 5.29 |
| | 1,296.69 | 1,036.01 |

25 FINANCE COSTS

| Particulars | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|--------------------------------------|------------------------------------|------------------------------------|
| Interest expense | | |
| (a) Interest on cash credit facility | 123.25 | 54.80 |
| (b) Interest on unsecured loan | 34.45 | 44.33 |
| Bank charges & commission | 13.24 | 14.63 |
| | 170.94 | 113.76 |

26 OTHER EXPENSES

| Particulars | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|--|------------------------------------|------------------------------------|
| Advertisement expenses | 288.91 | 212.77 |
| Provision for bad debts | - | 27.51 |
| Commission, brokerage & service charges | 272.30 | 150.33 |
| Contract fees | 10.15 | 10.90 |
| Communication expenses | 8.53 | 6.41 |
| Clearing & forwarding charges | 5.98 | 9.16 |
| Consumables expenses | 2.48 | 3.71 |
| Insurance expenses | 7.25 | 9.29 |
| Lodging & boarding expenses | 74.47 | 38.79 |
| Legal & professional fees | 34.80 | 22.67 |
| Miscellaneous expenses | 35.76 | 30.52 |
| Office expenses | 18.52 | 14.98 |
| Power and fuel | 3.05 | 2.62 |
| Postage & courier charges | 72.27 | 74.44 |
| Payments to auditors | | |
| - Audit Fees | 4.00 | 3.50 |
| Rent | 48.47 | 38.08 |
| Repairs & maintenance | 4.31 | 6.88 |
| Rates and taxes | 40.26 | 22.47 |
| Sundry balance written off | 3.23 | 7.69 |
| Travelling and conveyance expenses | 269.70 | 253.44 |
| Transportation, freight and loading/ unloading charges | 52.89 | 53.03 |
| Workshop expenses | 4.78 | 4.98 |
| | 1,262.11 | 1,004.17 |

27 PRIOR PERIOD ITEMS

| Particulars | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|----------------------------------|------------------------------------|------------------------------------|
| (1) Employee stock option scheme | - | 0.53 |
| (2) Gratuity expenses | - | 98.08 |
| (Less) - Deferred tax income | - | (0.13) |
| | - | 98.48 |



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Notes forming part of Financial Statements for the year ended 31st March 2025

28. Micro, Small & Medium Enterprises Development Act, 2006

Based on the information available from the company, few suppliers have been identified, who is registered under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED) to whom the company owes and the same is outstanding for more than 45 days as at each reporting period. The information has been determined to the extent such parties have been identified based on information available within the company. This has been relied upon by the auditors.

29. Employee Stock Options Plan

Employee Stock Option Plan 2021 (ESOP 2021) is intended to reward the Eligible Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company.

Dr Rahul Sawakhande was granted 6,383 stock options during financial year 2021-22.

The stock options were granted at Rs. 800 per share with a fair value of Rs. 850 as per discounted cash flow method and valuation conducted by the company.

The vesting schedule for the said stock options is spread over 3 years @ 50% for first year, 25% for second year and remaining 25% for third year.

As at 31st March, 2025 Dr Rahul Sawakhande has exercised 6,383 shares.



AAKAAR MEDICAL TECHNOLOGIES LIMITED

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Notes forming part of Financial Statements for the year ended 31st March 2025

30. Segment Information

The company operates through two segments, namely manufacturing and distribution of medical equipment/ Cosmetic Medicines.

| S.No. | Particulars | As at 31st Mar, 2025 | As at 31st Mar, 2024 |
|----------|---|-------------------------|-------------------------|
| A | Segment Revenue | | |
| | Aesthetic Devices & Device consumables | 854.72 | 1,181.25 |
| | Aesthetic Products | 5,303.56 | 3,429.85 |
| | Total Revenue | 6,158.28 | 4,611.10 |
| B | Result | | |
| | Segment Profit | | |
| | Aesthetic Devices & Device consumables | 469.96 | 663.15 |
| | Aesthetic Products | 2,152.53 | 1,491.01 |
| | Segment Operating Profit | 3,535.79 | 2,154.15 |
| | Reconciliation of segment operating profit to operating profit | | |
| | Unallocated: | | |
| | Employee Benefit Expense | 1,296.69 | 1,036.01 |
| | Other Expense | 1,274.59 | 753.82 |
| | Other miscellaneous expenses net of income | (17.79) | (15.94) |
| | Operating Profit | 982.30 | 380.27 |
| | Finance Costs | 170.94 | 113.04 |
| | Profit before tax | 811.36 | 267.23 |
| C | Segment Assets | | |
| | Aesthetic Devices & Device consumables | 183.21 | 129.32 |
| | Aesthetic Products | 2,617.24 | 1,496.93 |
| | Unallocated Corporate Assets | 2,615.52 | 1,780.89 |
| | Total Assets | 5,415.97 | 3,407.14 |
| D | Segment Liabilities | | |
| | Unallocated Corporate liabilities | 3,090.16 | 2,146.75 |
| | Total Liabilities | 3,090.16 | 2,146.75 |



AAKAAR MEDICAL TECHNOLOGIES LIMITED

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Notes forming part of Financial Statements for the year ended 31st March 2025

31. Related Party Disclosures – AS 18 Related Party Transactions

| Name of Related Party | Relationship |
|--|--|
| Dilip Meswani | Founder & Managing Director (MD) |
| Bindi Meswani | Non-Executive Director |
| Dr. Rahul Sawakhande (w.e.f. 06-06-2024) | CEO & Director |
| Revigen Medicare Private Limited | Group Concern |
| Aesthetic Solutions | MD is Karta in HUF |
| Milouni Meswani | Daughter of MD |
| Abhash Meswani | Son of MD |
| Sharda Meswani | Mother of MD |
| Sweta Shah (w.e.f. 08-06-2024) | CFO |
| Rajendra Dhandhukia (w.e.f. 18-12-2024) | Independent Director |
| Deepanjan Periwal (w.e.f. 18-12-2024) | Independent Director |
| Rita Prasad | Sister of MD |
| Anoopkumar Pillai (w.e.f. 19-12-2024) | Company Secretary & Compliance Officer |

Summary of Related Party Transactions

| | | (Amount in lacs) | |
|----------------------------|------------------------|---------------------------------|---------------------------------|
| Transaction | Party | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
| Loans Taken | - Bindi Meswani | - | 84.63 |
| | - Dilip Meswani | - | 160.31 |
| | - Milouni Meswani | 76.70 | 145.70 |
| | - Sharda Meswani | 209.00 | 15.51 |
| Loan Given | - Dr. Rahul Sawakhande | 41.95 | - |
| Security Deposit Paid | - Bindi Meswani | 12.00 | - |
| | - Abhash Meswani | 6.00 | - |
| Rent paid | - Bindi Meswani | 23.20 | 19.20 |
| | - Abhash Meswani | 5.50 | - |
| Loan Repaid | - Bindi Meswani | - | 96.94 |
| | - Dilip Meswani | - | 179.40 |
| | - Milouni Meswani | 153.40 | 86.53 |
| | - Sharda Meswani | 386.90 | 14.53 |
| Interest Paid | - Bindi Meswani | 3.69 | 4.91 |
| | - Dilip Meswani | 16.43 | 18.10 |
| | - Milouni Meswani | 3.42 | 2.61 |
| | - Sharda Meswani | 10.91 | 18.72 |
| Director Remuneration Paid | - Bindi Meswani | 5.00 | 54.40 |
| | - Dilip Meswani | 18.00 | 40.60 |
| | - Deepanjan Periwal | 0.28 | - |
| | - Rajendra Dhandhukia | 0.28 | - |



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Notes forming part of Financial Statements for the year ended 31st March 2025

| Transaction | Party | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
|----------------------|----------------------------|------------------------------------|------------------------------------|
| ESOP Granted | - Dr. Rahul Sawakhande | 62.50 | - |
| | - Dr. Rahul Sawakhande | 54.26 | - |
| Sale of Products | - Aesthetic Solutions | 3.36 | 4.06 |
| Purchase of Products | - Revigen Medicare Pvt Ltd | - | 18.64 |
| Salary Paid | - Milouni Meswani | 11.25 | 11.25 |
| | - Sweta Shah | 10.37 | - |
| | - Rita Prasad | 3.24 | 4.24 |
| | - Anoopkumar Pillai | 3.44 | - |
| Professional Fees | - Rajendra Dhandhukia | 0.50 | - |
| | - Deepanjan Periwat | 0.50 | - |
| | - Dilip Meswani | 7.00 | - |

Related Parties outstanding balances enumerated in the table below:

| | | (Amount in lacs) | |
|------------------------|--------------------------|------------------------------------|------------------------------------|
| Nature of Transactions | Key Management Personnel | For the year ended Mar 31, 2025 | For the year ended Mar 31, 2024 |
| Loans Taken | - Bindi Meswani | 41.00 | 41.00 |
| | - Dilip Meswani | 182.50 | 182.50 |
| | - Milouni Meswani | - | 76.70 |
| | - Sharda Meswani | 31.10 | 209.00 |
| Interest Payable | - Bindi Meswani | 0.55 | - |
| | - Dilip Meswani | 2.46 | - |
| Loan Given | - Dr. Rahul Sawakhande | 41.95 | - |
| Security Deposit | - Bindi Meswani | 12.00 | - |
| | - Abhash Meswani | 6.00 | - |



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Notes forming part of Financial Statements for the year ended 31st March 2025

32. Analytical Ratios

| Ratio | As at Mar 31, 2025 | Variances | |
|--|-----------------------|-----------------------|-----------------------|
| | | As at Mar 31, 2024 | As at Mar 31, 2025 |
| Current Ratio (times) = Current assets/ Current liabilities | 1.73 | 1.59 | 9.02% |
| Debt-Equity Ratio (times) = Total Borrowings/ Shareholder's equity* | 0.98 | 1.19 | (18.16%) |
| Debt Service Coverage Ratio = Profit after tax plus depreciation + Principal Repayments made during the year for long term loans | 3.90 | 2.18 | 78.93% |
| Return on Networth Ratio % = NPAT/ Average Net worth | 33.66% | 17.52% | 92.12% |
| Inventory turnover ratio (times) = Revenue from operations/ Average inventory | 4.29 | 3.63 | 18.21% |
| Trade receivables turnover ratio (times) = Revenue from operations/ Average trade receivables | 2.78 | 3.44 | (19.23%) |
| Trade payables turnover ratio (times) = Net purchases/ Average trade payables | 14.72 | 15.60 | (5.64%) |
| Net capital turnover ratio (times) = Revenue from operations/ Working capital | 2.81 | 3.80 | (26.03%) |
| Net profit ratio % = NPAT/ Revenue from operations | 9.80% | 4.40% | 122.76% |
| Return on capital employed % = EBIT/ Capital employed {refer note ii} | 21.07% | 10.92% | 92.92% |
| Return on investment % = EBIT/ Avg Total Assets | 22.27% | 16.76% | 32.89% |

Reasons for variation in ratio by 25% or more as compared to preceeding year

a. For Debt Service coverage ratio

The debt Service coverage ratio is used to analyze the Company's ability to pay off current interest and installments. It is calculated by dividing earnings available for debt service by debt service.

During this year, the company improved its ability to service debts due to increased profitability.



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Notes forming part of Financial Statements for the year ended 31st March 2025

b. Return on Net worth Ratio

Also known as Return on Equity (ROE), measures how effectively a company uses its shareholders' investments to generate profits. It's a profitability ratio that expresses a company's net income as a percentage of shareholder's equity

During the current financial year ROE of company has increased as a result of increase in net profitability.

c. Net Capital Turnover Ratio

The Net Capital Turnover Ratio reflects a significant increase in current assets, primarily due to higher trade receivables and inventory buildup aligned with anticipated demand. Current liabilities increase at lower pace, payments are made promptly to creditors. Sufficient liquidity is maintained to support all operational and financial commitments.

d. Net Profit ratio

Profit margin is a financial ratio that measures the percentage of profit a company earns to its revenue.

Despite the variance, the company continues to generate a healthy profit after tax relative to revenue. This indicates that the company is still achieving profitability and effectively managing its costs.

e. Return on capital employed

Return on Capital Employed (ROCE) indicates the ability of a Company's management to generate returns for both the debt holders and the equity holders. It measures a Company's profitability and the efficiency with which its capital is used.

There is a variance in the Capital Employed ratio as the capital employed has been significantly increased during the current year as compared with the previous year.

f. Return on Investment

The Return on Investment improved during the current year, primarily driven by a significant increase in operating performance. EBIT nearly doubled compared to the previous year, reflecting stronger revenue growth and operational efficiency. While total average assets also increased, the proportionate rise in EBIT outpaced asset growth, resulting in an overall enhancement in ROI



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Notes forming part of Financial Statements for the year ended 31st March 2025

33. Taxes on income

- a) Current Tax comprises of expected tax payable or recoverable for the year and any adjustment in respect of previous years. It is measured using tax rates provided under the Income Tax Act, 1961.
- b) Deferred Tax is recognized, subject to consideration of prudence, on timing difference between taxable income and accounting income for the period that originate in one period and are capable of reversal in one or more subsequent periods.

(Amount in Lacs)

| | 2024-25 | 2023-24 |
|---|--------------|--------------|
| Opening Deferred Tax Assets as on the beginning of the year | 35.42 | 1.29 |
| Less: Deferred Tax credited to Statement of Profit and Loss Account | 4.17 | 34.13 |
| Closing Deferred Tax Liability as on year-end | 39.59 | 35.42 |

34. Disclosure related to Trade Payables:

Ageing for Trade Payables as at 31st March 2025

(Amount in Lacs)

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|-----------------------|--|-------------------|-------------|--------------|-------------------|---------------|
| | Unbilled dues | Less than 1 years | 1-2 years | 2-3 years | More than 3 years | |
| MSME | - | 3.02 | 0.09 | - | - | 3.11 |
| Others | - | 325.33 | 2.72 | 17.82 | 2.18 | 348.05 |
| Disputed dues- MSME | - | - | - | - | - | - |
| Disputed dues- Others | - | - | - | - | - | - |
| Total | - | 328.35 | 2.81 | 17.82 | 2.18 | 351.16 |



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Notes forming part of Financial Statements for the year ended 31st March 2025

Ageing for Trade Payables as at 31st March 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | (Amount in Lacs) |
|----------------------|--|-----------|-----------|-----------|-------------------|------------------|
| | Unbilled dues | Less than | 1-2 years | 2-3 years | More than 3 years | Total |
| | | 1 years | | | | |
| MSME | - | 27.10 | - | - | - | 27.10 |
| Others | - | 120.70 | 20.71 | 2.43 | 0.23 | 144.08 |
| Disputed dues-MSME | - | - | - | - | 10.52 | 10.52 |
| Disputed dues-Others | - | - | - | - | - | - |
| Total | - | 147.80 | 20.71 | 2.43 | 10.75 | 181.69 |

35. Disclosure related to Trade Receivables:

Trade receivables ageing schedule as at March 31, 2025

| Particulars | (Amount in Lacs) | | | | | |
|------------------------------|--|--------------------|-----------|-----------|-------------------|----------|
| | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 month | 6 months – 1 years | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade receivables | 2,188.56 | 379.22 | 129.37 | 38.81 | 64.50 | 2,800.45 |
| Disputed Trade receivables | - | - | - | - | - | - |
| Total | 2,188.56 | 379.22 | 129.37 | 38.81 | 64.50 | 2,800.45 |

Trade receivables ageing schedule as at March 31, 2024

| Particulars | (Amount in Lacs) | | | | | |
|------------------------------|--|-------------------|-----------|-----------|-------------------|----------|
| | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 month | 6 months -1 years | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade receivables | 1,226.00 | 122.84 | 40.41 | 19.82 | 217.17 | 1,626.25 |
| Disputed Trade receivables | - | - | - | - | - | - |
| Total | 1,266.00 | 122.84 | 40.41 | 19.82 | 217.17 | 1,626.25 |



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Sundry Debtors, Loans, and Advances are stated at the value if realised in the ordinary course of business. Irrecoverable amounts, if any are accounted for and/ or provided for as per the decision of the management or upon final settlement with the parties.

Balance confirmation from of Trade receivables & Trade payable

There is a discrepancy in the balance confirmation received from Parekh Integrated Services Private Limited (PISPL) regarding the outstanding balance as at the year-end. The balance confirmation received from PISPL reflected an amount of Rs. 2,517.01 lacs (as at March 31, 2024 Rs. 1,260.00 lacs), whereas the company's financial records indicate an outstanding balance of Rs. 2,523.91 lacs (as at March 31, 2024 Rs. 1,296.70).

The difference of Rs. 6.90 lacs (Rs. 36.70 lacs of which the company had provided for Rs. 27.51 lacs as on March 31, 2024) is to be identified as on March 31, 2025.

The company has no unbilled revenue for any of the reported years.

36. Defined benefit plan (Gratuity)

The scheme is a non-contributory defined benefit arrangement providing gratuity benefits expressed in terms of final monthly salary and the period of past service. The following table shows the amounts recognized in the Balance Sheet.

The assumptions used in accounting for the defined benefit plan are set out below:

| | Mar 31, 2025 | Mar 31, 2024 |
|-----------------------------------|---------------|---------------|
| Expected return on planned assets | N.A. | N.A. |
| Rate of discounting | 6.54% | 7.14% |
| Rate of salary Increase | 12.00% | 12.00% |
| Rate of Employer turnovers | 29.98% | 31.76% |

Reconciliation of Defined Benefit obligation (DBO)

| | (Amount in lacs) | |
|---|------------------|---------------|
| | Mar 31, 2025 | Mar 31, 2024 |
| Present value of obligations as at beginning of year | 126.63 | 98.08 |
| Interest Cost | 8.58 | 6.74 |
| Current Service Cost | 12.52 | 10.18 |
| Benefit Paid | (1.15) | - |
| Actuarial (Gain)/Losses on Obligation | (5.54) | 11.63 |
| Present Value of Benefit Obligation at the End of the Period | 141.04 | 126.63 |



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Reconciliation of Planned Assets

| | 31st Mar 2025 | 31st Mar 2024 |
|--|---------------|---------------|
| Fair Value of Plan Assets at the beginning of year | - | - |
| Fair Value of Plan Assets at the End of the period | - | - |

Amount Recognized in the Statement of Assets & Liabilities

(Amount in lacs)

| | Mar 31, 2025 | Mar 31, 2024 |
|---|---------------|---------------|
| Present Value of Benefit Obligation at the end of the Period | 141.04 | 126.63 |
| Fair Value of Plan Assets at the end of the period | - | - |
| Funded status | - | - |
| Present Value of Benefit Obligation at the End of the period | 141.04 | 126.63 |
| Current Liability | 46.53 | 43.60 |
| Non- Current liability | 94.51 | 83.03 |

Expenses Recognized in the Financial Statement of Profit or Loss

(Amount in lacs)

| | Mar 31, 2025 | Mar 31, 2024 |
|---|--------------|--------------|
| Current service cost | 12.52 | 10.18 |
| Interest cost | 8.58 | 6.74 |
| Benefit paid | (1.15) | - |
| Actuarial (gain)/Loss on obligation | (5.54) | 11.63 |
| Present value of benefit obligation at the end of the period | 14.41 | 28.55 |

37. Foreign Currency Transactions

During the year / period under review foreign exchange inflows / outflows are as under:

(Amount in lacs)

| Particulars | 2024-25 | 2023-24 |
|----------------------------|----------|----------|
| Import Purchases | 1,177.80 | 1,305.76 |
| Conference Expenses | 15.83 | - |
| Travelling & Food Expenses | 7.83 | - |
| Other Remittance | 9.16 | - |



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38. Provision, Contingent Liabilities and Contingent Assets & Capital Commitments

- a) Provisions are recognized in terms of Accounting Standard (AS-29) –Provisions, Contingent Liabilities and Contingent Assets notified pursuant to Companies (Accounting Standards) Rules, 2006, when there is present legal or statutory obligation as result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are recognized only when there is an obligation arising from past events due to the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a realizable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having largely probable outflow of resources are provided for Contingent Liabilities.

- b) The Company is involved in a legal proceeding under the Consumer Protection Act in relation to Complaint Case No. 184/2023 filed before the District Consumer Disputes Redressal Commission-III, Hyderabad. The complaint pertains to the sale and alleged deficiency in service of medical equipment supplied by the Company.

The District Commission, vide its order dated 26th July 2024, directed the Company to refund ₹35,00,000 along with interest at 10% per annum from 30th June 2023 until realization, in addition to ₹50,000 as compensation and ₹10,000 towards litigation costs.

The Company has filed an appeal (First Appeal No. A/919/2024) before the Telangana State Consumer Disputes Redressal Commission. The Hon'ble State Commission, by its order dated 17th December 2024, condoned the delay in filing and granted a stay on all further proceedings including execution, subject to the Company depositing the full decretal amount (of which 50% had already been deposited) with the Commission by 28th January 2025. The Company has complied with this directive and deposited the full amount before the said date thereby ensuring continuation of the stay on further proceedings.

Based on a review of the case and legal advice obtained, management is confident of a favorable outcome in the appeal and believes that the likelihood of an outflow of economic benefits is not probable at this stage. Accordingly, no provision is considered necessary in the books of account.

Estimated Amount of Contingent Liability: ₹35,60,000 (including interest and compensation as per the District Commission's order).

- c) The Company has paid ₹40,00,000 to M/s Accredited Consultants Private Limited (ACPL), recorded under "Security Deposits - Other Non-Current Assets" as a deposit, to enable ACPL to



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furnish a bank guarantee to a government authority in connection with legal proceedings initiated against ACPL.

The recoverability of the said deposit is contingent upon the outcome of the ongoing legal matter. If ACPL does not succeed in the case, the deposit may not be recoverable.

Although this does not create a legal obligation on the Company, it represents an economic exposure. Accordingly, in view of the inherent uncertainty in recovery, the Company has disclosed this as a contingent liability, in compliance with the disclosure principles of AS 29 – Provisions, Contingent Liabilities and Contingent Assets.

Management continues to monitor the matter and appropriate accounting treatment will be considered based on the development and final outcome of the case.

- d) As at 31st March 2025 & March 2024, the company has no capital commitments.
- e) As at 31st March, 2025 & March 2024 company has filed a GST Appeal for the financial year 2019-20, where the GST Input claimed in GSTR-3B for March 2020 was disallowed in the Assessment Order issued by the Department. The total amount under dispute is ₹26.38 lacs.

The company has filed an appeal challenging the disallowance. As of 31st March 2025, the dispute remains unresolved. As the company is highly confident of obtaining a favorable order in the appeal, no provision has been made for the disputed amount.

39. Borrowing Cost

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

40. Operating Leases

The Company has taken various commercial premises under cancellable operating leases. These lease agreements are normally renewed on expiry. There are no restrictions placed upon the Company by entering into these leases and there are no subleases. The annual increments are expected to be in line with the expected general inflation to compensate the lessor for the expected inflationary cost increase. The total of future minimum lease payments in respect of such leases are as follows:



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(Amount in lacs)

| Sr. No. | Future Lease Rental Payments | 31st Mar, 2025 | 31st Mar, 2024 |
|---------|---|----------------|----------------|
| (a) | Due not later than one year | 53.93 | 38.14 |
| (b) | later than one year and not later than five year | 203.6 | 194.71 |
| (c) | Due later than five years | - | - |
| | Lease payment recognized in the Profit & Loss Account | 48.47 | 38.08 |

41. Government Grants

Grants and subsidies from the government are recognized when there is reasonable assurance that

-

- (a) the Company will comply with all the necessary conditions attached to them; and
- (b) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to a specific Fixed Asset, the same is shown as a deduction from the gross value of the asset concerned in arriving at its book value and accordingly, the depreciation is provided on the reduced book value.

42. Additional regulatory and other information as required by the Schedule III Companies Act 2013

- a) The Company has granted loan directors that are repayable on demand or without specifying any terms or period of repayment.
- b) Registration, Modification and Satisfaction of charges relating to the year under review, had been filed with Registrar of Companies, within the prescribed time or within the extended time requiring the payment of additional fees.
- c) The Company is not required to spend on Corporate Social Responsibility (CSR) expenditure, since neither Company's Net worth is Rs. 500 crore or more, Turnover Rs. 1,000 crore or more and nor the Net Profit is Rs. 5 crore or more during immediately preceding year and hence provisions of section 135 of the Act are not applicable.
- d) There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- e) The Company is not declared as a willful defaulter by any bank or financial Institution or other lenders.



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Notes forming part of Financial Statements for the year ended 31st March 2025

- f) The Company do not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies +(Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.
- g) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- h) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- i) The Company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- j) The Company do not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- k) The Company did not trade or invest in Crypto Currency or virtual currency during the Financial Year. Hence, disclosures relating to it are not applicable.
- l) All amounts disclosed in the financial information and notes have been rounded off to the nearest Lacs as per the requirement of Schedule III except EPS, unless otherwise stated.

43. Disclosure of Theft

During the financial year 2023-24, the Company witnessed a theft of INR 7.39 lacs by an employee. The employee was responsible for collecting receipts from a few customers but failed to deposit the amounts with the Company. Upon discovery, the Company took appropriate disciplinary and legal action against the employee. The financial impact of the theft has been duly recorded in the books of account.

Furthermore, management has reviewed and strengthened internal controls to mitigate the risk of similar incidents in the future.



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Notes forming part of Financial Statements for the year ended 31st March 2025

44. Earnings per share

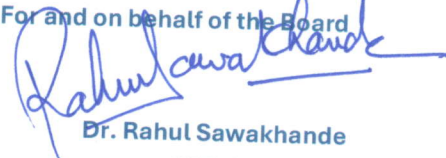
Basic earnings per share are calculated in accordance with Accounting Standard (AS-20) – Earning per share. The Basic Earnings per share is arrived by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The numbers of equity shares are adjusted retrospectively for all the periods presented for bonus shares issued during the reporting period.

| Particulars | (Amount in Lacs) | |
|---|-------------------------|-------------------------|
| | As at March 31, 2025 | As at March 31, 2024 |
| Net Profit/(Loss) after Tax (INR in Lakh) | 603.27 | 202.77 |
| Weighted Average No of Shares | 98,57,509 | 91,00,000 |
| Earnings per equity share: | | |
| Basic (In Rs.) | 6.12 | 2.23 |
| Diluted (In Rs.) | 6.12 | 2.22 |

45. Previous year figures

Previous year's figures have been regrouped and rearranged wherever necessary to make comparable with those of the Current Period.


Dilip Meswani
Founder & Managing Director
DIN 06540985

For and on behalf of the Board

Dr. Rahul Sawakhande
CEO & Director
DIN 08282783


Anoopkumar Pillai
Company Secretary &
Compliance Officer


Sweta Shah
Chief Financial Officer