

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 13<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Aakaar Medical Technologies Limited (“the Company”) will be held on Tuesday, 30<sup>th</sup> June, 2026 at 3:00 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, read with applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; as **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

#### 2. Re-Appointment of Director Retiring by Rotation

To re-appoint a Director in place of Shri. Dilip Ramesh Meswani (DIN: 06540985), who retires by rotation as a Director and in this regard, to consider 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 of the Companies Act, 2013, Shri. Dilip Ramesh Meswani (DIN: 06540985), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company.”

### SPECIAL BUSINESS

#### 3. Approval for Employee Stock Option

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**”), approval and consent of the Shareholders of the Company (“**Shareholders**”) be and is hereby accorded respectively to the “Aakaar Medical Technologies Employees Stock Option Plan 2026 (hereinafter referred to as the “**Plan**”) and to the Board / Nomination and Remuneration Committee to create, offer and grant from time to time upto 11,33,825 (Eleven Lakh Thirty Three Thousand Eight Hundred Twenty Five) Employee Stock Options (“ESOPs”) to the permanent employees including Directors of the company (other than promoter(s) or Directors belonging to the promoter group of the company, Independent Directors and Directors holding directly or indirectly) which is not more than 8% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India (hereinafter referred to as an “Employee(s)”), as may be decided solely by the Board / Nomination and Remuneration Committee under the Plan, exercisable into not more than 11,33,825 (Eleven Lakh Thirty Three Thousand Eight Hundred Twenty Five) fully paid-up equity shares in the Company in aggregate of face value of Rs.10/- (Rupees Ten) each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board / Nomination and Remuneration Committee in accordance with the provisions of the Plan and in due compliance with all applicable laws and regulations.

**RESOLVED FURTHER THAT** all actions taken by the Board / Nomination and Remuneration Committee in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

**RESOLVED FURTHER THAT** the Board / Nomination and Remuneration Committee be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the number of ESOPs that may be granted to any specified Employee(s), in any financial year and in aggregate under the Plan shall be less than 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as bonus issues, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("**Additional Shares**"), the ceiling as aforesaid of 11,33,825 (Eleven Lakh Thirty Three Thousand Eight Hundred Twenty Five) ESOP's and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board / Nomination and Remuneration Committee be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and (or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under any applicable laws and regulations to the extent relevant and applicable to the Plan.

**RESOLVED FURTHER THAT** the Board / Nomination and Remuneration Committee be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Board / Nomination and Remuneration Committee to appoint Merchant Bankers or Consultants, being incidental to the effective implementation and administration of Plan as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if required.

**RESOLVED FURTHER THAT** the Board / Nomination and Remuneration Committee be and is hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board / Nomination and Remuneration Committee is authorized to do for the purpose of giving effect to this resolution."

#### **ITEM NO. 4**

#### **INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, consent of the Shareholders of the Company ("Shareholders"), be and is hereby accorded to increase the authorised share capital of the Company from Rs. 15,00,00,000 divided into 1,50,00,000 equity shares of Rs. 10 each to Rs. 15,40,00,000 divided into 1,54,00,000 equity shares of Rs. 10 each.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be substituted with the following:

"V. The Authorised Share Capital of the Company is Rs.15,40,00,000/- [Rupees Fifteen Crore Forty Lakhs only] divided into 1,54,00,000 [One Crore Fifty Four Lakhs] Equity Shares of Rs.10/- [Rupees Ten only] each with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company, and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided in the Articles of Association of the Company, subject to the provisions of law. "

RESOLVED FURTHER THAT the draft amended Memorandum of Association as placed before the meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to file necessary forms with the Registrar of Companies and other authorities as may be necessary for giving effect to this resolution.

#### ITEM NO. 5

##### APPOINTMENT OF SECRETARIAL AUDITOR

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

“RESOLVED THAT pursuant to the provisions of Sections 179 and 204, and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and other applicable provisions, M/s NAM & Associates, Practising Company Secretaries (Firm Registration no.S2016MH438800), be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from Financial Year 2026-27 till Financial Year 2030-31, on such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

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

**By Order of the Board of Directors**  
For **Aakaar Medical Technologies Limited**

**Anoopkumar Pillai**  
Company Secretary & Compliance Officer

##### Registered office:

A-801, Heritage Plaza  
Teli Gali Cross Road, Andheri East,  
Mumbai-400069  
Email: info@akaarmedical.in  
Tel: +91 91369 23652  
www.akaarmedical.in  
CIN: L74900MH2013PLC244717

Dated: 25<sup>th</sup> May, 2026

##### NOTES

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 29, 2025 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company. Pursuant to the MCA Circulars, physical attendance of Members has been dispensed with and therefore, the facility for appointment of proxies by the Members will not be available for the AGM. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.
2. The Members can join the AGM through VC/OAVM facility 10 minutes before and after the scheduled time of commencement of the Meeting.
3. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.

4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Shri. Dilip Ramesh Meswani will retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment. Shri. Dilip Ramesh Meswani and Smt. Bindi Meswani, Directors may be deemed to be interested in the resolution set out at Item No. 2 of this Notice, to the extent of their shareholding, if any, in the Company.
6. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No.2 of this Notice.
7. Details of Director retiring by rotation at this Meeting are provided in the “Annexure” to this Notice.
8. Despatch of Annual Report through Electronic

In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at [www.aakaarmedical.in](http://www.aakaarmedical.in), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and on the website of Company's Registrar and Transfer Agent, Bigshare Services Pvt. Ltd. viz. [www.bigshareonline.com](http://www.bigshareonline.com)

For receiving all communication (including Annual Report) from the Company electronically: Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited (NSDL) has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.

9. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on 26<sup>th</sup> June, 2026 at 9.00 a.m and ends on 29<sup>th</sup> June, 2026 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ( 23<sup>rd</sup> June, 2026) may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date will not be entitled to vote at the meeting venue. However, shareholders who have not voted until 29<sup>th</sup> June, 2026 can do so at the AGM until 5.00 p.m.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- v. Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>

Type of shareholders	Login Method
	<p>4. For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-vote (E-voting website)</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.

vi. **Login method for e-Voting for shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

#### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

#### **vii. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

#### **viii. Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

#### **Investor Mapping:**

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

**Note:** The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 022-62638338

**ix. Procedure for joining the AGM through VC/ OAVM:**

For shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VOTE NOW**” “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 10 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM on 30<sup>th</sup> June, 2026 until 5.00 p.m.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22, 022-62638338

- x. The Board of Directors has appointed Shri. Devendra Deshpande, a Practising Company Secretary (Membership No.:F6099 ), Partner of DVD Associates as Scrutiniser, failing him Smt. Neha Avinash Marather, a Practising Company Secretary [Membership No.11767], Partner of M/s. NAM & Associates, to scrutinise the remote

e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

**xi. VOTING RESULT:**

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman of the Company or any person authorised by him. The results of e-voting will be announced on or before Thursday, 2<sup>nd</sup> July, 2026 and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: [www.aakaarmedical.in](http://www.aakaarmedical.in) and on the website of Bigshare Services Pvt.Ltd. [www.bigshareonline.com](http://www.bigshareonline.com) The result will simultaneously be communicated to the National Stock Exchange and will also be displayed at the registered office of the Company.

Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., Tuesday, 30<sup>th</sup> June, 2026.

**10. Procedure for Inspection of Documents:**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the members during the AGM. All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to [companysecretary@aakaarmedical.in](mailto:companysecretary@aakaarmedical.in) mentioning his / her / its folio number / DP ID and Client ID.

Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before 26<sup>th</sup> June, 2026, by sending e-mail on [companysecretary@aakaarmedical.in](mailto:companysecretary@aakaarmedical.in) The same will be replied by the Company suitably.

11. The Record date for determining the eligibility of members for the purpose of AGM is fixed as 29<sup>th</sup> May, 2026.
12. Members holding shares in dematerialised form are requested to update their email address and bank details with their respective Depository Participants and Members holding shares in physical form are requested to update the same with the Registrar and Share Transfer Agent of the Company.
13. The Notice of AGM and Annual Report for FY 2025-26 are being sent electronically to those Members whose email addresses are registered with the Company/Depositories.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

# EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

## Item No. 3

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement Aakaar Medical Technologies Employees Stock Option Plan 2026 ("Plan") with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the Shareholders in respect of Plan and for grant of Stock Options to the eligible employees, Directors of the Company, as may be decided by the Board / Nomination and Remuneration Committee from time to time in due compliance with Companies, Act, 2013 and other applicable laws and regulations.

The main features of the Plan are as under:

### 1. Brief description of the Scheme:

The ESOP Plan is intended to provide an opportunity to Eligible Employees to participate in the growth of the Company and to create long-term wealth. Under the Plan, Options will be granted to Eligible Employees which, upon vesting and exercise, will entitle them to subscribe to equity shares of the Company in accordance with the terms of the Plan.

### 2. Total number of Options to be granted:

11,33,825 (Eleven Lakh Thirty Three thousand Eight Hundred Twenty Five) Options would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company(ies) in aggregate under Plan, in one or more tranches exercisable into not exceeding 11,33,825 (Eleven Lakh Thirty Three thousand Eight Hundred Twenty Five equity shares in aggregate in the Company of face value of Rs.10/- each fully paid-up.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board / Nomination and Remuneration Committee is authorized to re-grant such lapsed /cancelled options as per the provisions of Plan.

If any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the applicable laws.

### 3. Identification of classes of employees entitled to participate in Plan

Following class/classes of employees are entitled to participate in Plan:

- a. a permanent employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- c. a permanent employee as defined in sub clause (a) or (b), of a Group Company including Subsidiary company or its Associate Company, in India or outside India, or of a holding company of the Company, but does not include-
  - i. an employee who is a Promotor or a person belonging to the Promoter Group; or
  - ii. a Director who, either himself or through his relative or through any body- corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.

### 4. Requirements of vesting and period of vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Board / Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which or on completion of certain period such Options would vest subject to the minimum vesting period of 1 year.

**5. Maximum period within which the Options shall be vested:**

Options granted under Plan would vest subject to maximum period of 4 years from the date of grant of Options.

**6. Exercise price or pricing formula:**

The exercise price per Option shall not be less than face value of one equity share and shall not exceed fair market price of the equity share of the Company as on date of grant of Option, which may be decided by the Board / Nomination and Remuneration Committee.

The Board / Nomination and Remuneration Committee can give cashless exercise of options, if required. to the employees and shall provide necessary procedures and/or mechanism for exercising such options subject to applicable laws, rules and regulations.

**7. Exercise period and the process of Exercise:**

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 5 years from the date of grant of such Options.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board / Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

In case of cashless system of exercise of vested Options, the Board / Nomination and Remuneration Committee shall be entitled to specify such procedures and/or mechanism for the Shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees.

**8. Appraisal process for determining the eligibility of employees under Plan:**

The appraisal process for determining the eligibility of the employees will be decided by the Board / Nomination and Remuneration Committee from time to time.

The employees would be granted Options under the Plan based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Board / Nomination and Remuneration Committee from time to time.

**9. Maximum number of Options to be issued per employee and In aggregate:**

The number of Options that may be granted to any specific one employee of the Company or of its Subsidiary Company under the Plan, in any financial year under the Plan shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company. The aggregate number of Options that may be granted to any specific employee over a period of time shall be as decided by the Board / Nomination and Remuneration Committee, from time to time subject to not more than the overall ESOP pool.

Further, grant of Options equal to or exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) to any one employee during any financial year shall be subject to separate special resolution of the shareholders of the Company.

**10. Maximum quantum of benefit to be provided per employee under the Plan:**

The maximum quantum of benefits that may be provided to each Eligible Employee under the Plan will depend upon the number of Options granted to such employee, the vesting schedule, the exercise price determined by the Board or the Nomination and Remuneration Committee, and the market value of the equity shares of the Company at the time of exercise of the Options.

Accordingly, it is not possible to determine with certainty the exact monetary value of the benefits that may accrue to an Eligible Employee at this stage. The benefit will be in the nature of the difference between the market price of the equity shares on the date of exercise and the exercise price payable by the employee.

**11. Whether Plan is to be implemented and administered directly by the company or through a trust:**

The Plan shall be implemented and administered directly by the company.

**12. Whether Plan involves new issue of shares by the company or secondary acquisition by the trust or both:**

The Plan involves new issue of shares by the company.

**13. Accounting and Disclosure Policies:**

The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share -based Payments' issued in that regard from time to time.

**14. Method of Option Valuation:**

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the Option granted.

**15. Lock in period / transferability of Employee Stock Options:**

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under Plan.

**16. Conditions under which options vested in employees may lapse:**

The Options will lapse if the employment is terminated prior to Vesting. Even after the Options are vested, the unexercised Options may be forfeited if the Eligible Employee is terminated for misconduct, breach of employment contract, gross negligence, unethical practices, failure to comply with and conform with Company's policies, wilful suppression of material information or any other non-compliance or violation of any law in force ("Cause") or is absconding for more than 15 days, or if the Option has lapsed as provided in this Plan or if the Exercise Period, as specified has lapsed.

**17. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:**

Particulars	Time period for exercising Vested Options
Resignation / Termination for other than "Cause"	Vested Options to the extent exercisable, within (i) upto the last day of working with the Company; or (ii) prior to the lapse of the Exercise Period; whichever is earlier.
Termination for Cause	All vested Options shall stand cancelled with immediate effect.
Death / Permanent Disability	Vested Options shall be transferred in name of Nominee / Legal Heir. These Options can be exercised by Nominee / Legal Heir prior to the lapse of the Exercise Period.
Absconding for 15 days or more	All vested Options shall stand cancelled with immediate effect.
Long Leave / Sabbatical	Vested Options can be exercised on resuming service with Company.
Retirement	Vested Options can be exercised any time prior to the lapse of the Exercise Period (whichever is earlier).

None of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of stock options that may be granted to them under the ESOP Scheme, are concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 3 for approval of the Members.

**ITEM NO.4**

Presently, the authorised share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each (Rupees 10 each). The Company is planning to issue Employee Stock Options to its employees as stated in Item no.3 hereinabove. As the current authorised share capital of the Company is not sufficient for the size and nature of the issuance contemplated, the Board of Directors at its meeting held on 25<sup>th</sup> May, 2026, have recommended to increase the existing authorised share capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each to Rs. 15,40,00,000/- (Rupees Fifteen Crore Forty Lakh only) divided into 1,54,00,000 (One Crore Fifty-four Lakh) Equity Shares of Rs. 10/- each (Rupees Ten each) by creation of additional 40,00,000 (Forty Lakh) Equity Shares of Rs.10/- each (Rupees Ten each). The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the

Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 4 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice. The Board of Directors commend the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the members.

**ITEM No. 5:**

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice. Further, pursuant to Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. In view of the above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company in its meeting held on 25<sup>th</sup> May, 2026 have approved the appointment of M/s NAM & Associates, Practicing Company Secretaries (Firm Registration no. S2016MH438800, FCS No.11767, CP no.17539), Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2026-27 till Financial Year 2030-31 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors. M/s. NAM & Associates is a well-established firm of Practicing Company Secretaries with office in Pune. The firm specialises in Company Secretarial services. Having undergone peer review, NAM delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances. NAM provides services across diverse sectors, including listed corporates, multinational companies, startups. M/s. NAM & Associates have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015.

The proposed remuneration to be paid to NAM for secretarial audit services for the financial year ending March 31, 2027, is Rs.1,10,000/- (Rupees One Lakh Ten thousand only) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from NAM under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors. The Board of Directors shall approve revisions to the remuneration of NAM for the remaining part of the tenure in such manner and to such extent as may be mutually agreed with NAM. In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors or KMPs of the Company or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice. The Board recommends the Resolution set forth in Item No.6 for the approval of the Members of the Company by way of an Ordinary Resolution.

**By Order of the Board of Directors**  
For **Aakaar Medical Technologies Limited**

**Anoopkumar Pillai**  
Company Secretary & Compliance Officer

**Registered office:**

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Tel: +91 9136923652  
[www.aakaarmedical.in](http://www.aakaarmedical.in)  
CIN: L74900MH2013PLC244717

Dated: 25<sup>th</sup> May, 2026

**Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement) (Directorship & Committee Membership other than Aakaar Medical Technologies Ltd)**

<b>Name of the Director</b>	Shri Dilip Ramesh Meswani
<b>DIN</b>	06540985
<b>Date of Birth</b>	31 <sup>st</sup> January, 1963
<b>Date of Appointment</b>	20 <sup>th</sup> June, 2013
<b>Expertise in specific functional areas etc.</b>	He has been associated with the Company since June 20, 2013, as a Director and Promoter of our Company. He possesses more than 25 years of experience in the field of Medical Aesthetics and has been instrumental in the excellent growth of the company
<b>Qualifications</b>	He has completed his degree of Bachelor of Science from University of Bombay. He has also completed his Post Graduate Diploma in Medical Electronics from Shri Bhagubhai Mafatlal Polytechnic, Mumbai.
<b>Shareholdings</b>	6831400 equity shares
<b>List of Public companies in which outside Directorships held as on 31<sup>st</sup> March, 2026</b>	Nil
<b>Chairman/Member of the Committee of Board of Public Companies on which he is a Director as on 31<sup>st</sup> March, 2026</b>	Nil
<b>Relationship with Directors /KMPs</b>	Spouse of Smt. Bindi Dilip Meswani (Chairperson and Director) of the Company